

Willunga Golf Club - Constitution and Rules

THE WILLUNGA GOLF CLUB INCORPORATED

THE CONSTITUTION OF THE CLUB

- AMENDED AND APPROVED 11th APRIL 1997
- Further Amended on 26th. November 1999
- Further Amended on 22nd. November 2004
- Further Amended on 24th. July 2006
- Further Amended on 28th July 2008
- Further amended 30th July 2010
- Further Amended 25th July 2016

0 PRELIMINARY

This Constitution has been amended (and approved by resolution at the Special General Meeting on **11th April 1997**), in order to eliminate from its clauses any reference to the District Council of Willunga, and the administration or workings of the Council relating to the golf course, and to be in accord with the agreement between the Club and the District Council of Willunga dated 29th September 1995, as amended.

This Constitution is passed in lieu of and so as to repeal all previous Articles of Constitution and Rules of the Club, except as to any matter or thing done or commenced to be done under such previous Constitution and Rules or any of them.

The Club is an incorporated association and as such the Club and the Committee of the Club are bound to the provisions of the Associations Incorporation Act 1985, as amended.

THE CONSTITUTION OF THE CLUB

1 NAME

The name of the Club shall be The Willunga Golf Club Incorporated

2 OBJECTS

The objects of the Club are,

2.1 to provide facilities for its members for the playing of golf and such other sports as the committee may from time to time determine;

2.2 to do all things which the Club may think necessary or desirable for promoting the recreation, accommodation and comfort of its members;

2.3 to make such arrangements as may be thought desirable whether by purchase, leasing or licence for the use by the Club of land and premises as may be necessary or suitable for the purpose of or conveniently used in connection with any of the objects of the Club;

2.4 to promote and hold either alone or jointly with any other associations, clubs or persons, meetings, competitions or matches for sports facilities for the playing of which are provided by the Club and to offer, give or contribute towards prizes, medals and awards;

2.5 to establish, promote or to assist in the establishment or promotion of, and to subscribe to or become a member or associated or amalgamated with, any other club or association whose objects are complementary to the objects of the Club or the establishment or promotion of which may be beneficial to the Club;

2.6 to invest and deal with the monies of the Club;

2.7 to take all such actions as are incidental or conducive to the attainment of any of the above objects.

3 PROFITS NOT DIVISIBLE

The surplus funds (if any) arising from the transactions of the Club shall be applied in the furtherance of the Clubs objects and shall not be distributed amongst, nor shall it be an object of the Club to secure pecuniary profit for the members.

4 MEMBERSHIP

The Club shall consist of all persons who are life members and financial members duly elected pursuant to the Rules of the Club. The Club shall consist of such categories and numbers of members determined from time to time

5 MANAGEMENT

The business and affairs of the Club shall be managed by a Committee consisting of the President, Vice-President, Captain, Vice-Captain, Secretary, Treasurer ,
the Woman Captain and three more Category A, Category VA or Life Members.

6 SEALS and SEALHOLDERS

The Club shall have a common seal and such common seal shall only be affixed to an instrument by authority of a resolution of the Committee previously and in the presence of at least two sealholders and the President of the Club who shall sign every instrument to which the seal shall be so affixed and every such instrument shall be countersigned by the President. Every member of the Committee shall be a sealholder of the Club. Upon any sealholder ceasing to be a member of the Committee he shall cease to be a sealholder.

7 PUBLIC OFFICER

The Public Officer required by the provisions of the Association Incorporation Act 1985 as amended shall be the President of the Club and shall continue as Public Officer until he/she dies, resigns or is removed from office by the Committee.

8 INSURANCE

The Committee of the Club shall arrange suitable insurance to provide appropriate cover for members of the Committee, members of the Club and any person acting on behalf of the Club.

9 ACTS DEEMED VALID NOTWITHSTANDING

All acts of the Committee or any member thereof or of any officer of the Club shall be deemed to be valid notwithstanding that it may afterwards be discovered that some defect existed in the appointment of the Committee or of any member thereof or of the officer in question.

10 ALTERATION OF THE CONSTITUTION

This constitution may be added to, repealed or amended by resolution at any Annual General Meeting or Special General Meeting carried by a majority of at least two thirds of the members present and entitled to vote and voting thereon provided that notice of any addition or repeal or amendment of the Constitution to be made at an Annual General Meeting or Special General Meeting shall be given to the Secretary at least 30 days before the day set for the meeting.

11 INTERPRETATION

The Committee shall be the sole authority for the interpretation of this Constitution and of any Rules , regulations or by-laws made thereunder. The decision of the Committee upon any question of interpretation or upon any matter affecting the Club and not provided for by the Constitution, rules or by-laws made thereunder shall be final and binding upon the members.

12 WINDING UP

No resolution for winding up of the Club shall be deemed to have been passed unless notice to propose a resolution to that effect at a Special General Meeting shall have been given to the members and unless such proposition shall have been carried at such meeting by at least four-fifths of those entitled to vote at such meeting.

13 PROPERTY

The income and property of the Club, whencesoever derived shall be applied solely towards the promotion of the objectives of the Club and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the members of the Club or relatives of the members, provided that nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of the Club, or to any member of the Club in return for any services actually rendered to the Club.

THE RULES OF THE CLUB

1 CATEGORIES OF MEMBERS

The Club shall have members in the following categories,

Category A	7 days
Category B	6 days
Category J	Junior
Category V	Veteran
Casual AC	Casual 7 Days
Category L	Life

1.1 **Category A** (Seven day member)

Any person over the age of 18 years maybe admitted and continue as a Category A Member upon payment of such annual fee as set down and subject to such conditions and restrictions as laid down by the Constitution and Rules of the Club. Such member shall have Full playing rights except as otherwise provided herein and be entitled to vote at any General meeting.

1.2 **Category B** (Six day member)

1.2.1 Category B (Unrestricted)

Any person over the age of 18 years maybe admitted and continue as a Category B Member upon payment of such annual fee as set down and subject to such conditions and restrictions as laid down by the Constitution and Rules of the Club. Such member shall have Full playing rights from Sunday to Friday during the entire year, except as otherwise provided herein and be entitled to vote at any General meeting.

1.2.2 Category B (9 Hole)

Any person over the age of 18 years maybe admitted and continue as a Category B (9 Hole) Member upon payment of such annual fee as set down and subject to such conditions and restrictions as laid down by the Constitution and Rules of the Club. Such member shall have the right to play a maximum of 9 holes only per day from Sunday to Friday during the entire year, except as otherwise provided herein and be entitled to vote at any General meeting.

1.3 **Category J** (Junior member)

1.3.1 Category J (U18)

Any person under the age of 18 years at the date of acceptance maybe admitted and continue as Junior Member upon payment of such annual fee as set down, and subject to such conditions and restrictions as laid down by the Constitution and Rules of the Club. Such member shall have Full playing rights except as otherwise provided herein.

1.3.2 Category J (U21)

A Category J (U18) Junior member, upon attaining the age of 18 years and upon payment of such fees as set down, shall be eligible for election to the appropriate category of membership without further nomination but otherwise upon such conditions and restrictions as laid down by the Constitution and Rules of the Club.

1.3.3 Category J (U12) (Junior member)

The Committee may from time to time in its absolute discretion admit any person under the age of 14 years as a Category J (U 12) Junior member in circumstances

where it is deemed appropriate to do so, and upon payment of such fees as set down.

1.3.4 At no time shall a Category J (U18) or J (U12) Junior member restrict the playing

rights of any Category A, B or V member.

1.4 **Category V** (Veteran member)

Any person over the age of 70 years and having been a Member (of any Category) for 25 continuous years, may by notice in writing to the Club Secretary no later than 30th of June in any one calendar year apply to become a Veteran member for the year commencing 1st August, upon payment of such annual fee as set down, and subject to such conditions and restrictions as laid down by the Constitution and Rules of the Club. Veteran members shall apply as either Category VA (Veteran member 7 day) where such member shall have Full playing rights and be entitled to vote at an General meeting, or Category VB (Veteran member 6 day) where such member shall have Full playing rights Sunday to Friday and be entitled to vote at any General meeting.

1.5 **Category AC** (Casual Seven day member)

Any person over the age of 18 years maybe admitted and continue as a Category AC Member upon payment of such annual fee as set down and subject to such conditions and restrictions as laid down by the Constitution and Rules of the club. Such member shall have the Rights to play on any day upon payment of the Daily Greenfee, as agreed. Such member **shall not** be entitled to vote at any General meeting.

1.6 **Category L** (Life member)

Any member of the Club who has rendered valuable service to the Club may, at any general meeting of the Club, and on the recommendation of the Committee, be elected a Life member. A Life member shall be entitled to play in any Club competition without payment of competition fees, for a period determined by the Committee.

2 **ELECTION OF MEMBERS**

2.1 A person may join one category of membership. Members shall comply with the terms and conditions of their respective category of membership set out in these rules,

2.2 If at any time there are more candidates for election as members than there are vacancies in the categories sought then the Committee shall, subject to priorities

granted by these rules, elect members in order of priority of nomination for membership, except as provided in Rule 3.

2.3 Every candidate for membership must complete the form prescribed accompanied by the relevant fee payment. The Committee shall consider the approval of the Membership at the Committee Meeting subsequent to lodgement of application, in accordance with Rule 2..5

2.4 The Secretary of the Club shall post on the principal notice board of the Club the names, addresses and categories of membership for all persons nominated, at least seven days prior to the election. Members objecting to the

election of a candidate may do so in writing to the Secretary, the grounds for objection shall be disclosed in full.

2.5 The election of members shall be by ballot at a duly convened meeting of the Committee. Notwithstanding the provisions of Rule 2.5 a member of the Committee may record a vote on a resolution to elect a member by notice in writing to the Secretary of the Club if that member intends to be absent from the meeting at which the ballot is conducted.

2.6 A candidate whose application is rejected shall not be eligible for re-nomination for at least twelve (12) calendar months from the date of rejection of application for membership. No candidate who has been rejected shall be admitted to Club activities as a guest.

2.7 The Committee's ballot on each nomination for membership is final.

2.8 A member may with the approval of the Committee and on such terms as the Committee may determine change the members category of membership.

2.9 A candidate shall become a member as soon as they have been elected, and have paid their annual fee (or part thereof) for the current year.

2.10 On the election of each candidate the Secretary of the Club shall notify the person of their election and shall furnish them with a printed copy of the Rules of the Club.

2.11 A register of members of the Club shall be kept by the Secretary of the Club.

3 LIMITATION OF MEMBERSHIP

The number of members per category shall be limited as the Committee may from time to time decide, provided always that the total number of all categories of members at any one time shall not exceed 1300, and that the number of category A members at any one time shall not exceed 400.

4 TERMINATION OF MEMBERSHIP

4.1 A member may resign at any time. A member who resigns shall remain liable after the date of their resignation for the payment of any debts due including unpaid entrance fees, annual fees or other fees at the time of resignation.

4.2 If a member is
(a) in breach of their obligations under these rules, or
(b) in the opinion of the Committee so behaves as to render it no longer to be in the interests of the Club for that person to remain a member, the Committee may propose that the member's membership be terminated.

4.3 No members membership may be terminated unless;
(a) the Committee shall have given the member with not less than seven (7) days prior notice in writing, an opportunity either in person or in

writing to explain the conduct considered by the Committee as providing grounds to terminate membership.

(b) special notice of the intended resolution to terminate the membership is given in the notice convening the meeting of the Committee at which it is proposed to consider the resolution.

(c) the resolution to terminate the membership is approved by an absolute majority of the members of the Committee.

5 FEES

5.1 All fees shall be due and payable on the day of their expiry in each year, and Members are considered financial only if their fees are paid by the stated due date.

5.2 Members may pay their annual fees in such a manner as approved by the Committee.

5.3 If a member is unfinancial that member shall not be eligible to play in any competition or take part in any activities of the Club, until that member has paid all debts owed by the member

6 THE COMMITTEE

The business and affairs of the Club shall be managed by a Committee consisting of the President, Vice-President, Captain, Vice-Captain, Secretary, Treasurer, the Woman Captain and three Ordinary Committee Members. The positions of President and Captain to be filled by Category A, Category VA, or Life Members. The remaining positions to be filled by Category A, Category VA, Category B, Category VB, or Life Members.

7 CASUAL VACANCIES OF THE COMMITTEE

7.1 A casual vacancy shall occur in the Committee if the member dies, resigns or without obtaining leave of absence from the Committee for more than three (3) consecutive meetings of the Committee or of there is a shortfall in nominations for the Committee

7.2 The Committee shall fill a casual vacancy by the appointment of a Category A, Category VA, Category B, Category VB or Life member. A person appointed to fill the casual vacancy shall hold office for the balance of the term of the original holder of the office.

8 ELECTION OF THE COMMITTEE

8.1 At each Annual General Meeting held in a year ending in an odd number, the President, Vice-Captain and Treasurer shall retire from office and at each Annual General Meeting held in a year ending in an even number, the Captain, Vice-President and Secretary shall retire from office.

8.2 Ordinary Committee Members shall retire from office at each Annual General Meeting.

8.3 A candidate for the Committee shall be a financial Category A, Category VA, Category B, Category VB or Lifemember proposed and seconded by a financial Category A, Category VA, Category B, Category VB or Life member. The nomination shall be endorsed with the consent of the candidate.

8.4 The nomination for election to the Committee shall specify the office for which the candidate is nominated for election to the Committee.

8.5 No person shall be nominated at one time for more than one office.

8.6 The nomination shall be delivered to the Secretary at least thirty (30) days before the date set for the election.

8.7 A retiring member of the Committee shall be eligible for re-election and shall be deemed to be duly nominated if the member notifies the Secretary in writing at least thirty (30) days before the day set for the election, of that member's intention to stand for re-election.

8.8 A list of candidates shall be posted on the principal Club noticeboard at least fourteen (14) days before the day set for the election.

8.9 If no more persons are nominated for office than there are vacancies, the chairperson of the Annual General Meeting shall declare such persons duly elected.

8.10 If more candidates are nominated than there are vacancies to be filled, the election shall be by secret ballot. Such ballot shall be at the direction of the President and any decision by the President relating to the ballot or the conduct thereof including the interpretation of the Constitution insofar as they relate to elections, shall be final and conclusive. The candidate receiving the highest number of votes or the number of candidates receiving the greatest number of votes shall be elected. Only financial Category A, B, VA, VB and Life members shall be eligible to vote in an election.

8.11 The Committee shall appoint a Returning Officer to conduct the ballot and certify the result thereof to the chairman of the Annual General Meeting.

8.12 The Committee may provide for the recording of absentee votes by post of members unable to be present at the Annual General Meeting by virtue of sickness, being away on vacation, employment or other related reason prior to the commencement of the Annual General Meeting. The Committee may make such directions as it thinks fit as to the times at which counting of the votes shall commence, the closing of the ballot, the appointment of scrutineers and generally matters necessary for the management and control of the ballot.

8.13 The position of Woman Captain on the Committee, shall, in accordance with clause 11.4 of the Rules of the Club, be deemed duly elected, at the Annual General Meeting.

9 PROCEEDINGS OF THE COMMITTEE

9.1 The Committee shall meet at such times as it may determine but not less frequently than once in each quarter and in the absence of an alternate determination, at the Clubrooms.

9.2 If present, the President shall preside at all meetings of the Committee. If the President is absent from the meeting or is for any reason unwilling to act as chairperson of the meeting, the Vice President shall act as chairperson of the meeting. If both the President and the Vice president are either absent or unwilling to chair the meeting, the meeting shall elect a member of the Committee to act as chairperson.

9.3 The quorum for all meetings of the Committee is two thirds of its members.

9.4 Minutes of proceedings at each meeting of the Committee shall be entered in a book and be signed by the chairperson of such meeting or of some succeeding meeting, and a copy of such minutes shall be displayed on the principal noticeboard of the Club.

9.5 Each member of the Committee present at a meeting of the Committee shall have one vote. The chairperson of the Meeting shall have a deliberate vote and in the case of an equality of votes shall have a casting vote. Except as provided in Rule 2.5 a Committee member may vote only if personally present at a meeting of the Committee.

9.6 The Secretary shall convene a meeting of the Committee within seven (7) days of being requested to do so by any member of the Committee.

10 POWERS OF THE COMMITTEE

Without limiting or derogating the general powers conferred on the Committee by these Rules the following specific powers are conferred on the Committee;

10.1 To limit the number of members of each category and subject to these Rules to prescribe qualifications for and conditions of membership.

10.2 To regulate standards of conduct and dress of members, to discipline members for breaches of etiquette or the Rules of Golf or for unruly or unseemly conduct during Club activities and to suspend or terminate membership in accordance with these Rules where the Committee considers that action to be appropriate in the circumstances. Provided always that no member shall be expelled or suspended by the Committee until having been afforded the opportunity to show cause to the Committee why expulsion or suspension should not be enforced.

10.3 To regulate the conduct of both competition and play on the course on Club competition days and to fixing playing times especially affecting members of different categories of membership.

10.4 To enter into contracts in which a member of the Club or member of the Committee may have a financial interest provided that;

(a) the Committee shall not enter into any contract for the provision of goods or service in which a member of the Committee has a financial interest unless that member discloses the nature and extent of that interest, and

(b) no member of the Committee shall vote on any resolution relating to a contract in which that member has a financial interest.

10.5 To reimburse any member of the Committee for out of pocket expenses incurred in connection with the discharge of duties as a member of the Committee.

10.6 To interpret these Rules in a manner binding on the members of every category in circumstances of conflict or of doubt as to their correct meaning.

10.7 To enter into such contracts and agreements on behalf of the Club as it thinks advisable and at all times dispose of the funds of the Club as it may deem in the best interests of and for carrying out the objects of the Club, but the Committee shall not enter into contracts for the purpose securing pecuniary profits to the members from the transactions of the Club.

10.8 To refer questions of general importance to the members in general meeting.

10.9 To make, amend and repeal such by-laws and regulations as it may think fit.

11 SUB COMMITTEES

11.1 The Committee may from time to time delegate to such sub-committees as it may appoint such of its powers and authorities as it may from time to time determine.

11.2 A sub-committee appointed pursuant to Rule 11.1 may but need not necessarily be comprise of members of the Committee.

11.3 The operations and functions of all sub-committees appointed pursuant to Rule 11.1 shall be governed by procedures approved by the Committee from time to time.

11.4 The Committee shall appoint a sub-committee specifically for organising and controlling the women's golf business of the Club, and that sub-committee shall,

(a) Comprise of the Woman President, Woman Captain, Woman Vice President, Woman Vice Captain, Woman Secretary and no more than four other members, all of whom must be financial, and

(b) be elected each year at a meeting, of only financial women members of the Club, which shall be prior to the Annual General Meeting of the Club, and at a date and time as decided by the women's sub-committee.

(c) The positions of Women President and Woman Captain to be two year positions rotating on alternate years.

12 GENERAL MEETINGS AND PROCEDURES

12.1 The Annual General Meeting of the Club shall be held at the Clubhouse in the fourth Week of July in each year, on such day and at such time of day as the Committee may determine.

12.2 If present, the President shall preside at all General Meetings. If the President is absent from the meeting or is for any reason unwilling to preside at the meeting, the Vice President if present, shall do so. If neither the President nor the Vice president is present or unwilling to preside the meeting, the meeting shall elect a member of the Committee to preside the meeting.

12.3 The business of each Annual General Meeting shall be;

- (a) to receive a report from the Committee, an audited statement of income and expenditure and balance sheet for the year ended on the 31st. March, and an auditor's report thereon
- (b) to elect office bearers and members of the Committee.
- (c) to appoint an auditor.
- (d) to appoint a Patron of the Club if considered appropriate
- (e) to deal with any item of special business.

12.4 Special business at an Annual General Meeting shall be that business in respect of which notice of intention to raise the same has been given by a Category A, Category VA or Life member to the Secretary of the Club thirty (30) days before the day set for the meeting.

12.5 The notice of the meeting shall contain details of any item of special business notice of which has been given to the Secretary.

12.6 Notice of all general meetings shall be given only to members eligible to vote, fourteen days before the day set for the meeting.

12.7 Notice of all general meetings shall be posted on the principal noticeboard of the Club thirty (30) days before the day set for the meeting.

12.8 A Special General Meeting maybe convened by direction of the Committee when ever it thinks fit and shall be convened within twenty one (21) days of a receipt of a requisition signed by not less than thirty (30) members eligible to vote specifying the subject matter for discussion at the meeting.

12.9 No business shall be transacted at a Special General Meeting except that for which notice has been given.

12.10 The quorum for any general meeting is thirty (30) financial Category A, B, VA ,VB or Life members. Only such members shall have the right to vote at a general meeting. No business shall be transacted at any meeting unless a quorum is present. If within thirty (30) minutes from the time appointed for the meeting a quorum is not present the meeting if convened upon requisition of the members shall be dissolved. In any other case it shall stand adjourned to the same day in the next week at the same time and place, and if at such adjourned meeting a quorum is not present within thirty (30) minutes from the time

appointed for the meeting the members present and entitled to vote shall be a quorum.

12.11 All decisions at a general meeting shall be determined by a majority vote except where under this Constitution some other majority is required.

12.12 Any resolution, except as provided in Rule 8.10, put to the vote of the meeting shall be decided by a show of hands of the persons present and entitled to vote unless a poll is demanded by at least four (4) persons present and entitled to vote.

12.13 If a poll is demanded on any resolution by the requisite number of persons it shall be taken in such manner as the chairperson directs and either at once or after an interval. The result of the poll shall be deemed to be the resolution of the Club in general meeting.

12.14 No poll shall be demanded on the question of the election of a chairperson or on the adjournment of a meeting.

12.15 The chairperson of every general meeting shall have a vote and in the case of equality of votes a second or casting vote.

12.16 All resolutions carried at any Annual or Special General Meeting held in conformity with these rules shall be binding and conclusive upon all members of the Club, and no notice of motion to reconsider any such decision shall be received by the Committee before the next succeeding Annual General Meeting.

13 AUDIT AND ELECTION OF AUDITOR

There shall be at least one Auditor of the Club, who shall retire annually at the Annual General Meeting, but who shall be eligible for re-election. It shall be the duty of the Auditor to audit the books and accounts prepared by the Treasurer for submission at the Annual General Meeting and to certify as to the correctness thereof. Should any vacancy in the office of Auditor occur after any Annual General Meeting the Committee shall have the power to fill such vacancy until the next Annual General Meeting. The remuneration of the Auditor shall be fixed by the Committee.

14 ALTERATION OF THE RULES

These Rules may be added to, repealed or amended by resolution at any Annual General Meeting or Special General Meeting carried by a majority of at least two thirds of the members present and entitled to vote and voting thereon provided that notice of any addition or repeal or amendment of the Rules to be made at an Annual General Meeting or Special General Meeting shall be given to the Secretary at least thirty (30) days before the day set for the meeting.

15 ADDRESSES OF MEMBERS FOR NOTICES

15.1 Every member shall advise the Secretary of the Club of an address to which communications may be sent.

15.2 A notice sent to a member at the address appearing in the register of addresses shall be deemed served twenty four (24) hours from the time of posting irrespective of whether or not the same is received by the member.

15.3 No meeting of the Club or action of the Committee shall be deemed invalid by reason that a member of the Committee or of the Club has not received any notice convening a meeting of the Committee or a meeting of members as the case may be.