

# **BRISBANE AND DISTRICT LADIES' GOLF ASSOCIATION INCORPORATED**



## **CONSTITUTION**

**December 2025**

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# 1 INTRODUCTORY PROVISIONS

## 1.1 INTERPRETATION

Term	Definition
<b>BDLGA</b>	Means Brisbane and District Ladies' Golf Association.
<b><i>The Act</i></b>	<i>The Associations Incorporation Act 1981</i>
<b>Association</b>	Brisbane and District Ladies' Golf Association Incorporated
<b>BDLGA Event</b>	Includes but is not limited to meetings, tournaments, special events and pennant matches run by BDLGA.
<b>By lot</b>	Making a determination or choice by lottery. For example, this might include conducting a draw at random.
<b>Casual vacancy</b>	A vacancy on the Management Committee that happens when an elected member of the Management Committee resigns, dies or otherwise stops holding office.
<b>Constitution</b>	The rules of the Association, as per <i>The Act</i> .
<b>Delegate</b>	A financial person appointed by an affiliated club to represent that club at any General, Special General or Annual General Meeting of the Association.
<b>Fee</b>	A payment of money due to the Association by its members.
<b>Golf Australia</b>	Golf Australia Limited
<b>Golf Queensland</b>	Golf Australia, Queensland Division
<b>Imprest system</b>	The management of funds in an account whereby a fixed balance is maintained by regular replenishments.
<b>Majority</b>	More than half of all members present, and voting, at a Management Committee Meeting or a General Meeting.
<b>Management Committee</b>	The Committee of the Association constituted in accordance with the provisions of clause 5 in this Constitution.
<b>Member</b>	A person or affiliated club, duly accepted as such by the Management Committee in accordance with this Constitution, having paid any membership fees due to the Association.
<b>Present</b>	At a Management Committee Meeting or at a General Meeting.
<b>Properly constituted</b>	A golf club or golf course owner and/or operator, which is: <ul style="list-style-type: none"><li>• registered under the <i>Corporations Act 2001</i>,</li><li>• incorporated under <i>The Associations Incorporation Act 1981</i>, and/or</li><li>• any other entity, conducting its affairs, including its golfing operations, in a manner acceptable to the Association.</li></ul>
<b>Relative</b>	A spouse, parent, sibling, child, grandparent or grandchild of a person.
<b>Remuneration</b>	Includes salary, allowance and other entitlements, but does not include reimbursement of out-of-pocket expenses.
<b>Senior employee</b>	A person who: <ul style="list-style-type: none"><li>• makes, or participates in making, decisions that affect the whole, or a substantial part of the activities of the Association; or</li><li>• has the capacity to affect significantly the Association's financial standing.</li></ul>
<b>Signed</b>	Agreed in writing.
<b>Singular / plural</b>	Words importing the singular include the plural where context requires or permits.
<b>Special resolution</b>	A resolution that is passed at a General Meeting (including the Annual General Meeting) by the votes of at least 75% of the club Delegates who are present and voting.
<b>Sub-Committee</b>	A Working Party established by the Management Committee to conduct a specific set of operations or instructions on behalf of the Management Committee.
<b>Written/in writing</b>	Unless the contrary intention appears, all forms of visible words including printed, hard copy or digital formats.

## **1.2 NAME**

- 1.2.1 The name of the incorporated Association is Brisbane and District Ladies' Golf Association Incorporated (BDLGA).

## **1.3 ASSOCIATIONS INCORPORATION ACT 1981**

- 1.3.1 In this Constitution, unless the context requires otherwise, an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of *The Act*, the same meaning as in that provision of *The Act*.
- 1.3.2 The provision at section 47(1) of *The Act* does not apply, meaning that the model rules created under *The Act* are expressly displaced by this Constitution.

## **2 OBJECTS AND POWERS**

### **2.1 OBJECTS**

- 2.1.1 The objects of the Association are to:
- 2.1.1.1 foster, encourage and promote golf for women and girls throughout the Association's District.
  - 2.1.1.2 affiliate with Golf Australia and such other bodies as the Association deems fit.
  - 2.1.1.3 abide by the rules regulating the conduct of golf.
  - 2.1.1.4 comply with course rating and handicapping systems as determined by Golf Australia.
  - 2.1.1.5 form and register zones within the Association as necessary.
  - 2.1.1.6 control and regulate Association Championships, matches within the Association and matches with other Associations.
  - 2.1.1.7 foster a safe, fair and inclusive environment, encourage a sense of community spirit and social interaction and ensure that all members receive equal treatment.
  - 2.1.1.8 do such things as are incidental or conducive to the attainment of any, or all, of these objects.

### **2.2 POWERS**

- 2.2.1 The Association has the powers of an individual. The Association may, for example:
- 2.2.1.1 enter into contracts.
  - 2.2.1.2 acquire, hold, deal with and dispose of property.
  - 2.2.1.3 make charges for services and facilities it supplies.
  - 2.2.1.4 do other things necessary or convenient to be done in carrying out its affairs.
  - 2.2.1.5 issue Secured and Unsecured Notes, Debentures and Debenture Stock for the Association.

## **3 MEMBERSHIP**

### **3.1 CLASSES OF MEMBERS**

The membership of the Association consists of the following classes:

- 3.1.1 Affiliated club
- 3.1.1.1 any properly constituted golf club that is approved, registered and allocated by Golf Queensland to belong to the Association, conducts its affairs in a manner acceptable to the Association, supports the Objects of the Association and abides by the Association's Constitution, Bylaws and Policies is eligible to be an affiliated club.
  - 3.1.1.2 each affiliated club is entitled to nominate one club Delegate to act as the representative of the affiliated club.
  - 3.1.1.3 a club Delegate must be a financial member of the affiliated club which they represent.

3.1.1.4 nomination and revocation of a club Delegate must be made in writing to the Secretary of the Association by a recognised club official or other authorised representative of the affiliated club.

3.1.1.5 Club Delegates are entitled to vote at General Meetings of the Association.

### 3.1.2 Life Member

3.1.2.1 life members must be at least 18 years of age and support the Objects of the Association and abide by the Association's Constitution, Bylaws and Policies.

3.1.2.2 life membership is open to people who have rendered extraordinary and meritorious service to the Association for an extended period.

3.1.2.3 any club Delegate may recommend to the Management Committee a nominee for election as a life member.

3.1.2.4 recommendations for life membership must be in writing, signed by the club Delegate(s) making the recommendation and received by the Secretary of the Association no less than 14 days prior to the Annual General Meeting.

3.1.2.5 on the Management Committee's approval of the recommendation, the nominee will be proposed for election as a life member at the Annual General Meeting.

3.1.2.6 life members must be elected by the passing of a special resolution.

3.1.2.7 life members are not entitled to vote at General Meetings of the Association, unless they are entitled to vote as a club Delegate.

### 3.1.3 Individual Member

3.1.3.1 any individual who is at least 18 years of age, supports the Objects of the Association and abides by the Association's Constitution, Bylaws and Policies is eligible to be an individual member.

3.1.3.2 individual members are not entitled to vote at General Meetings of the Association, unless they are entitled to vote as a club Delegate.

3.1.3.3 individual members may include Management Committee members, club Delegates and other people.

3.1.4 The number of members in all classes of membership is unlimited.

## 3.2 MEMBERSHIP FEES AND LEVIES

3.2.1 The membership fee for each class of membership, other than life membership, is: payable when, and in the way, the Management Committee decides.

3.2.2 The Management Committee may discount or waive the membership fee payable by any member.

3.2.3 Each affiliated club shall pay to Golf Queensland in each year, by a date specified by the Association or Golf Queensland, any annual Capitation Fee or other levy for Golf Queensland and Golf Australia for each member of the club with a playing right, or such other levy or charge as Golf Queensland may direct or the Association may impose. Upon collection of these fees, Golf Queensland will transfer such fees to the Brisbane and District Ladies' Golf Association Incorporated.

## 3.3 APPLICATION FOR MEMBERSHIP

3.3.1 An application for membership must be:

3.3.1.1 in writing;

3.3.1.2 in the form decided by the Management Committee; and

3.3.1.3 accompanied by any other documents or evidence of qualification for membership, as determined by the Management Committee from time to time.

### **3.4 ADMISSION AND REJECTION OF NEW MEMBERS**

- 3.4.1 Club Delegates must consider an application for affiliated club membership at the next General Meeting held after the Association receives:
  - 3.4.1.1 the application for membership; and
  - 3.4.1.2 the signed Deed of Agreement from Golf Queensland.
- 3.4.2 Club Delegates must decide at the General Meeting whether to accept or reject the application for affiliated club membership.
- 3.4.3 If a majority of the club Delegates present and voting at the General Meeting vote to accept the applicant as a member, the applicant must be accepted as an affiliated club member.
- 3.4.4 The Management Committee must consider an application for individual membership at the next Management Committee Meeting held after it receives the application for membership.
- 3.4.5 Management Committee members must decide at the meeting whether to accept or reject the application for individual membership.
- 3.4.6 If a majority of the Management Committee members present and voting at the meeting vote to accept the applicant as a member, the applicant must be accepted as an individual member.
- 3.4.7 If an application is rejected, the Secretary of the Association must, as soon as practicable, give the applicant notice of the decision in a manner determined by the Management Committee and the Association must refund any membership fee paid by the applicant.
- 3.4.8 An applicant has no right of appeal against rejection of an application for membership under this rule.
- 3.4.9 The Management Committee must ensure that, as soon as possible after any applicant applies to become a member of the Association, and before the application is considered, the applicant is advised:
  - 3.4.9.1 whether or not the Association has public liability insurance; and
  - 3.4.9.2 if the Association has public liability insurance, the amount of the insurance.

### **3.5 TERMINATION OF MEMBERSHIP**

- 3.5.1 Any member may resign from the Association by giving a written Notice of Resignation to the Association Secretary.
- 3.5.2 The resignation takes effect at:
  - 3.5.2.1 the time the Notice is received by the Secretary; or
  - 3.5.2.2 if a later time is stated in the Notice, the later time.
- 3.5.3 The Management Committee may terminate or suspend a member's membership if the member:
  - 3.5.3.1 in the case of a life or individual member, any of the following:
    - 3.5.3.1.1 is convicted of an indictable offence.
    - 3.5.3.1.2 does not comply with any of the provisions of this Constitution.
    - 3.5.3.1.3 conducts herself in a way considered to be injurious or prejudicial to the character or interests of the Association.
    - 3.5.3.1.4 has membership fees in arrears for two months.
  - 3.5.3.2 in the case of an affiliated club, any of the following:
    - 3.5.3.2.1 does not comply with any of the provisions of this Constitution.
    - 3.5.3.2.2 has membership fees in arrears for two months.
    - 3.5.3.2.3 conducts itself in a way considered to be injurious or prejudicial to the character or interests of the Association.
- 3.5.4 If the Management Committee decides to terminate or suspend a member's membership, the Secretary must, within seven days of the decision, give the member written notice:
  - 3.5.4.1 setting out the decision of the Management Committee and the grounds on which it is based.
  - 3.5.4.2 stating that the member may address the Management Committee at a Management



Committee Meeting to be held not earlier than seven days and not later than 28 days after the service of the Notice.

3.5.4.3 stating the date, place, and time of that meeting.

3.5.4.4 informing the member that they may do either, or both, of the following:

3.5.4.4.1 attend and speak at that meeting.

3.5.4.4.2 submit to the Management Committee at, or before the date of that meeting, written representations relating to the decision.

3.5.5 Before the Management Committee terminates or suspends a member's membership, the Management Committee must:

3.5.5.1 give the member a full and fair opportunity to make verbal representations at a meeting as mentioned in clause 3.5.4.2.

3.5.5.2 give due consideration to any written representations submitted to the Management Committee by the member at, or before, the meeting mentioned in clause 3.5.4.2.

3.5.6 If, after considering all representations made by the member, the Management Committee decides by resolution to terminate or suspend the membership, the Secretary of the Association must, within seven days of the meeting mentioned in clause 3.5.4.2, give the member a written notice of the decision.

3.5.7 An affiliated club's membership of the Association terminates automatically if the affiliated club ceases to be approved and registered with Golf Queensland.

### **3.6 APPEAL AGAINST TERMINATION OR SUSPENSION OF MEMBERSHIP**

3.6.1 A member whose membership has been terminated or suspended under clause 3.5.6 may give the Secretary written notice of their intention to appeal against the decision.

3.6.2 A notice of Intention to Appeal must be given to the Secretary within seven days after the member receives written notice of the decision.

3.6.3 If the Secretary receives a notice of Intention to Appeal, the management committee should appoint an appeals panel of up to three independent individuals to decide the appeal.

### **3.7 GENERAL MEETING TO DECIDE APPEAL**

3.7.1 A General Meeting to decide an appeal must be held within 28 days of the Secretary receiving the notice of Intention to Appeal.

3.7.2 At the General Meeting, the member must be given a full and fair opportunity to show why the membership should not be terminated or suspended.

3.7.3 At the General Meeting, the Management Committee must be given a full and fair opportunity to show why the membership should be terminated or suspended.

3.7.4 An appeal must be decided by a majority vote of the club Delegates present and voting at the General Meeting.

### **3.8 GRIEVANCE PROCEDURE**

3.8.1 This grievance procedure applies to disputes between:

3.8.1.1 a member and another member;

3.8.1.2 a member and the Management Committee; or

3.8.1.3 a member and the Association.

3.8.2 The parties to a dispute shall attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

3.8.3 If the parties to a dispute are unable to resolve the dispute between themselves within 14 days, the parties shall within a further ten days:

3.8.3.1 notify the Management Committee of the dispute;

3.8.3.2 agree to or request the appointment of a mediator; and

3.8.3.3 attempt in good faith to settle the dispute by mediation.



- 3.8.4 The mediator may be:
- 3.8.4.1 a person or external agency chosen by agreement between the parties; or in the absence of agreement:
  - 3.8.4.2 if the dispute is between a member and another member, a person appointed by the Management Committee; or
  - 3.8.4.3 if the dispute is between a member and the Management Committee or the Association, a suitable external agency.
- 3.8.5 A mediator may be a member or former member of the Association but in any case, must not be a person who:
- 3.8.5.1 has a personal interest in the dispute; or
  - 3.8.5.2 is biased against, or in favour of, any party.
- 3.8.6 The mediator to the dispute, in conducting the mediation, must:
- 3.8.6.1 give each party an opportunity to be heard on the matter; and
  - 3.8.6.2 ensure that natural justice is afforded to the parties throughout the mediation process.
- 3.8.7 If the mediation process does not resolve the dispute, the Management Committee may take whatever steps it considers appropriate in the best interests of the Association and the members concerned.
- 3.8.8 A member may appoint another person to act on their behalf during a grievance procedure, provided that no party is entitled to be represented by a legal practitioner at mediation.
- 3.8.9 This procedure does not apply to any appeal by a member against a decision made in accordance with the disciplinary procedure outlined in clause 3.5.
- 3.8.10 A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.
- 3.8.11 If a member has initiated a grievance procedure in relation to a dispute between the member and the Management Committee or the Association, the Association must not take disciplinary action against any of the following people in relation to the matter which is the subject of the grievance procedure until the grievance procedure has been completed:
- 3.8.11.1 the member who initiated the grievance procedure; or
  - 3.8.11.2 a member of the Association appointed to act on behalf of the member who initiated the grievance procedure under clause 3.8.8.
- 3.8.12 The Management Committee may prescribe additional grievance procedures, which are consistent with this Constitution, in the Association's Bylaws.

## **3.9 REGISTER OF MEMBERS**

- 3.9.1 The Management Committee must maintain a current register of members of the Association.
- 3.9.2 The register must include the following details for each member:
- 3.9.2.1 the full name of the member.
  - 3.9.2.2 the postal or location address of the member.
  - 3.9.2.3 contact details of the member.
  - 3.9.2.4 the date of admission as a member.
  - 3.9.2.5 the date of death or time of resignation of the member.
  - 3.9.2.6 the names and addresses of Management Committee members of affiliated clubs.
- 3.9.3 The register of members is open for inspection only by the Secretary, the Management Committee and any other person approved by the Management Committee.

## **3.10 PROHIBITION ON USE OF INFORMATION ON REGISTER OF MEMBERS**

- 3.10.1 A member of the Association must not:
- 3.10.1.1 use information obtained from the Register of Members of the Association to contact, or send material to, another member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes.

- 3.10.1.2 disclose information obtained from the Register of Members to another person, knowing that the information is likely to be used to contact, or send material to, another member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes.

3.10.2 Clause 3.10.1 does not apply if the use or disclosure of the information is approved by a vote of club Delegates at a General Meeting of the Association.

## **4 SECRETARY**

### **4.1 APPOINTMENT OR ELECTION OF SECRETARY**

- 4.1.1 The Secretary must be an individual residing in Queensland, or in another state but not more than 65km from the Queensland border, who is 18 years of age or older and eligible to be elected as a member under section 61A of *The Act* and:
  - 4.1.1.1 a member of the Association's Management Committee, either elected by the club Delegates at a General Meeting or appointed by the Management Committee.
  - 4.1.1.2 another member of the Association.
  - 4.1.1.3 another person.
- 4.1.2 If a vacancy occurs in the office of Secretary, the members of the Management Committee must ensure a Secretary is appointed or elected within one month after the vacancy occurs.
- 4.1.3 If the Management Committee appoints a person mentioned in clause 4.1.1.2 as Secretary, other than to fill a casual vacancy on the Management Committee, the person does not become a Management Committee member.
- 4.1.4 However, if the Management Committee appoints a person mentioned in clause 4.1.1.2 as Secretary to fill a casual vacancy on the Management Committee, the person becomes a Management Committee member.
- 4.1.5 If the Management Committee appoints a person mentioned in clause 4.1.1.3 as Secretary, the person does not become a Management Committee member.

### **4.2 REMOVAL OF SECRETARY**

- 4.2.1 A Secretary who has been appointed by the Management Committee may at any time be removed by the Management Committee.
- 4.2.2 If the Management Committee removes a Secretary who is appointed by the Management Committee under clause 4.1.1.1, the person remains a Management Committee member.
- 4.2.3 If the Management Committee removes a Secretary who is a person mentioned in clause 4.1.1.2 and who has been appointed to a casual vacancy on the Management Committee under clause 5.4, the person remains a Management Committee member.

### **4.3 FUNCTIONS OF SECRETARY**

- 4.3.1 The Secretary's functions include, but are not limited to:
  - 4.3.1.1 calling meetings of the Association, including preparing notices of a meeting and an agenda of the business to be conducted at the meeting in consultation with the President of the Association.
  - 4.3.1.2 attending Management Committee Meetings and General Meetings of the Association.
  - 4.3.1.3 keeping minutes of each meeting.
  - 4.3.1.4 keeping copies of all correspondence and other documents relating to the Association.
  - 4.3.1.5 maintaining the Register of Members of the Association.

## **5 MANAGEMENT COMMITTEE**

### **5.1 MEMBERSHIP OF MANAGEMENT COMMITTEE**

- 5.1.1 The Management Committee of the Association must have at least three members, of whom one holds the position of President, one holds the position of Treasurer and any other members that the club Delegates elect at a General Meeting.
- 5.1.2 A member of the Management Committee must be a financial member of the Association.
- 5.1.3 No person may simultaneously serve as a member of the Management Committee and as a club Delegate.
- 5.1.4 A Management Committee member must exercise her powers and discharge her duties in good faith, in the best interests of the Association for proper purpose and with the degree of care and diligence that a reasonable person would exercise in the circumstances.
- 5.1.5 At each Annual General Meeting of the Association, the members of the Management Committee must retire from office, but are eligible, on nomination, for re-election.
- 5.1.6 There is no maximum number of consecutive terms for which a Management Committee member may hold office.
- 5.1.7 A member of the Association may be appointed to a casual vacancy on the Management Committee according to clause 5.4.

## **5.2 ELECTING THE MANAGEMENT COMMITTEE**

A member of the Management Committee may only be elected as follows:

- 5.2.1 The Secretary calls for nominations for Management Committee positions at least 28 days before the General Meeting at which the election is to be held.
- 5.2.2 Any two financial members of an affiliated club may nominate another financial member of an affiliated club (the candidate) to serve in a Management Committee position.
- 5.2.3 Nominations must be:
  - 5.2.3.1 in writing.
  - 5.2.3.2 signed by the candidate and the people who nominated her.
  - 5.2.3.3 given to the Secretary at least 14 days before the Annual General Meeting at which the election is to be held.
- 5.2.4 Each club Delegate present, and entitled to vote, at the General Meeting may vote for one candidate for each vacant position on the Management Committee. Any equality in voting is resolved as follows:
  - 5.2.4.1 if there are two candidates and both candidates receive an equal number of votes, voting is determined by lot.
  - 5.2.4.2 if there are three or more candidates and two or more candidates receive an equal highest number of votes, a second vote is conducted between only those candidates who received the equal highest number of votes. In the event that, following the second vote, two or more candidates receive an equal highest number of votes, voting is determined by lot.
- 5.2.5 If there is only one candidate for a position, the candidate is declared elected unopposed at the General Meeting, if approved by a majority of club Delegates present and voting. If the candidate is not approved, then nominations for the position may be taken from the floor of the meeting.
- 5.2.6 If, at the start of the General Meeting, there are no candidates nominated for any position, nominations for that position may be taken from the floor of the meeting.
- 5.2.7 A person may be a candidate only if the person is 18 years of age or older and eligible to be elected as a member under section 61A of *The Act*.
- 5.2.8 A list of the candidates' names, in alphabetical order, with the name of the affiliated club who nominated each candidate, must be open for inspection by members of the Association for at least seven days immediately preceding the General Meeting.
- 5.2.9 In the event of multiple nominations for a position on the Management Committee, balloting lists may be prepared containing the names of the candidates, in order determined by lot.

- 5.2.10 The Management Committee must ensure that, before a candidate is elected as a member of the Management Committee, the candidate is advised:
- 5.2.10.1 whether or not the Association has public liability insurance; and
  - 5.2.10.2 if the Association has public liability insurance, the amount of the insurance.

### **5.3 RESIGNATION, REMOVAL OR VACATION OF OFFICE**

- 5.3.1 A member of the Management Committee may resign from the Management Committee by giving written notice of resignation to the Secretary.
- 5.3.2 The resignation may take effect at either:
- 5.3.2.1 the time the notice is received by the Secretary.
  - 5.3.2.2 a later time, if stated in the notice.
- 5.3.3 A member of the Management Committee may be automatically removed from office if that member is absent from three consecutive Management Committee Meetings without leave of the Management Committee.
- 5.3.4 A member may be removed from the Management Committee at a General Meeting of the Association if a majority of the club Delegates present and voting at the meeting vote in favour of removing the member.
- 5.3.5 Before a vote is taken about removing the member from the Management Committee, the member must be given a full and fair opportunity to show cause why she should not be removed from office.
- 5.3.6 A Management Committee member has no right of appeal against the member's removal from office under this rule.
- 5.3.7 A member must immediately vacate the office of Management Committee member, in the circumstances mentioned in section 64(2) of *The Act*.

### **5.4 VACANCIES ON MANAGEMENT COMMITTEE**

- 5.4.1 If a casual vacancy happens on the Management Committee, the continuing members of the Management Committee may appoint another eligible member of the Association to fill the vacancy until the next Annual General Meeting.
- 5.4.2 Except for the positions of President and Treasurer, the continuing members of the Management Committee may act, despite a casual vacancy on the Management Committee.
- 5.4.3 If the number of Management Committee members is less than the number fixed under clause 5.7.1 as a quorum of the Management Committee, the continuing members of the Management Committee may act only to increase the number of Management Committee members to the number required for a quorum.
- 5.4.4 If a casual vacancy happens in the position of President or Treasurer, the continuing members of the Management Committee may act only to:
- 5.4.4.1 appoint another member of the Association to fill the casual vacancy.
  - 5.4.4.2 call a General Meeting of the Association.

### **5.5 FUNCTIONS OF MANAGEMENT COMMITTEE**

- 5.5.1 The Management Committee must take all reasonable steps to ensure that the Association complies with its obligations under *The Act* and this Constitution including:
- 5.5.1.1 exercising their powers and discharging their duties in good faith, in the best interests of the Association for proper purpose and with care and diligence.
  - 5.5.1.2 not improperly using their position, or information obtained as a Management Committee member, to gain a benefit or material advantage or cause detriment to the Association.
  - 5.5.1.3 having a duty to prevent insolvent trading.

- 5.5.2 Subject to this Constitution, or a resolution of club Delegates carried at a General Meeting, the Management Committee has the general control and management of the administration of the affairs, property and funds of the Association.
- 5.5.3 The Management Committee has authority to interpret the meaning of this Constitution and any matter relating to the Association on which this Constitution is silent, but any interpretation must have regard to *The Act*, including any regulation made under *The Act*.

Note: *The Act* prevails if the Association's Constitution is inconsistent with *The Act*; see section 1B of *The Act*.

## **5.6 MEETINGS OF MANAGEMENT COMMITTEE**

- 5.6.1 The Management Committee may meet and conduct its proceedings as it considers appropriate.
- 5.6.2 The Management Committee must meet at least once every three months to exercise its functions.
- 5.6.3 The Management Committee must decide when a meeting is to be called.
- 5.6.4 Notice of a meeting is to be given in the way decided by the Management Committee.
- 5.6.5 The Management Committee may hold meetings or permit a Management Committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen. A Management Committee member who participates in the meeting via technology is taken to be present at the meeting.
- 5.6.6 A question arising at a Management Committee Meeting is to be decided by a majority vote of members of the Management Committee present and voting at the meeting. If the votes are equal, the question is decided so as to maintain the status quo.
- 5.6.7 The President is to preside as Chairperson at a Management Committee Meeting.
- 5.6.8 If there is no President, or if the President is not present within 30 minutes after the time fixed for a Management Committee Meeting, the Management Committee members present may choose one of their number to preside as Chairperson at the meeting.

## **5.7 QUORUM FOR, AND ADJOURNMENT OF, MANAGEMENT COMMITTEE MEETING**

- 5.7.1 At a Management Committee Meeting, more than 50% of the members elected to the Management Committee, as at the close of the last General Meeting of the Association, form a quorum.
- 5.7.2 If there is no quorum within 30 minutes after the time fixed for a Management Committee Meeting called on the request of members of the Management Committee, the meeting lapses.
- 5.7.3 If there is no quorum within 30 minutes after the time fixed for a Management Committee Meeting called other than on the request of the members of the Management Committee:
  - 5.7.3.1 the meeting is to be adjourned for at least one day; and
  - 5.7.3.2 the members of the Management Committee who are present are to decide the day, time and place of the adjourned meeting.
- 5.7.4 If, at an adjourned meeting mentioned in clause 5.7.3, there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

## **5.8 SPECIAL MEETING OF MANAGEMENT COMMITTEE**

- 5.8.1 If the Secretary receives a written request signed by at least 33% of the members of the Management Committee, the Secretary must call a Special Meeting of the Management Committee by giving each member of the Management Committee notice of the meeting within 14 days after the Secretary receives the request.
- 5.8.2 If the Secretary is unable, or unwilling, to call the Special Meeting, the President must call the meeting.
- 5.8.3 A request for a Special Meeting must state:
  - 5.8.3.1 why the Special Meeting is called; and



- 5.8.3.2 the business to be conducted at the meeting.
- 5.8.4 A notice of a Special Meeting must state:
  - 5.8.4.1 the day, time and place of the meeting; and
  - 5.8.4.2 the business to be conducted at the meeting.
- 5.8.5 Only the business listed on the notice of a Special Meeting may be conducted at that Special Meeting of the Management Committee.
- 5.8.6 A Special Meeting of the Management Committee must be held within 14 days after notice of the meeting is given to members.

## **5.9 MINUTES OF MANAGEMENT COMMITTEE MEETINGS**

- 5.9.1 The Secretary must ensure that full and accurate minutes of all questions, matters, resolutions and other proceedings of each Management Committee Meeting are entered in a minute book, which may be in digital format.
- 5.9.2 To ensure the accuracy of the minutes, the minutes of each Management Committee Meeting must be signed by the Chairperson of the meeting, or the Chairperson of the next Management Committee Meeting, verifying their accuracy.
- 5.9.3 Minutes of Management Committee Meetings are available for inspection only by the Secretary and the Management Committee.

## **5.10 DELEGATION**

- 5.10.1 The Management Committee may delegate any of its powers and authorities, duties and functions to any person or to any Sub-Committee except:
  - 5.10.1.1 the power to delegate.
  - 5.10.1.2 a function that is a duty imposed on the Management Committee by *The Act* or any other law.
- 5.10.2 Despite any delegation under clause 5.10.1, the Management Committee may continue to exercise all its functions, including any function that has been delegated to a Sub-Committee and always remains accountable for the exercise of those functions.

## **5.11 APPOINTMENT OF SUB-COMMITTEES**

- 5.11.1 The Management Committee may appoint one or more Sub-Committees consisting of members of the Association considered appropriate by the Management Committee to help with the conduct of the Association's operations.
- 5.11.2 All Sub-Committees will report back to the Management Committee for approval of actions to be taken.
- 5.11.3 No Association Sub-Committee will have any decision-making capacity.
- 5.11.4 No member of the Management Committee may chair more than one Sub-Committee.
- 5.11.5 Sub-Committees will have such membership, powers and duties as the Management Committee confers on them, or which the Management Committee delegates to them.
- 5.11.6 Any act or thing done or suffered by a Sub-Committee acting in the exercise of a delegation under this Constitution has the same force and effect as it would have if it had been done or suffered by the Management Committee.
- 5.11.7 A Sub-Committee may meet, and adjourn, as it considers appropriate, or as requested by the Management Committee.
- 5.11.8 A member of a Sub-Committee who is not a member of the Management Committee is not entitled to vote at a Management Committee Meeting.
- 5.11.9 A Sub-Committee may elect a Chairperson of its meetings.
- 5.11.10 If a Chairperson is not elected, or if the Chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose one of their number to be Chairperson of the meeting.

- 5.11.11 A question arising at a Sub-Committee meeting is to be decided by a majority vote of the members present and voting at the meeting and, if the votes are equal, the question is decided so as to maintain the status quo.

## **5.12 ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS**

- 5.12.1 An act performed by the Management Committee, a Sub-Committee or a person acting under the authority of the Management Committee is taken to have been validly performed.
- 5.12.2 Clause 5.12.1 applies even if the act was performed when:
- 5.12.2.1 there was a defect in the appointment of a member of the Management Committee, Sub-Committee or person acting under the authority of the Management Committee.
  - 5.12.2.2 a Management Committee member, Sub-Committee member or person acting under the authority of the Management Committee was disqualified from being a member.

## **5.13 RESOLUTIONS OF MANAGEMENT COMMITTEE WITHOUT MEETING**

- 5.13.1 A written resolution agreed in writing by all members of the Management Committee is as valid and effectual as if it had been passed at a Management Committee Meeting that was properly called and held.
- 5.13.2 Such a resolution may be validly transmitted and agreed in digital format.
- 5.13.3 A resolution mentioned in clause 5.13.1 may consist of several documents in like form, each agreed in writing by one or more members of the Management Committee.

## **5.14 MATERIAL PERSONAL INTERESTS**

- 5.14.1 A Management Committee member who has a material personal interest in a matter being considered at a Management Committee Meeting must:
- 5.14.1.1 as soon as the member becomes aware of the interest, disclose the nature and extent of the interest to the Management Committee;
  - 5.14.1.2 not be present while the matter is being considered at the Management Committee Meeting;
  - 5.14.1.3 not vote on the matter; and
  - 5.14.1.4 disclose the nature and extent of the interest at the next General Meeting of the Association.
- 5.14.2 Clause 5.14.1 does not apply to a material personal interest:
- 5.14.2.1 that exists only because the member belongs to a class of person for whose benefit the Association is established; or
  - 5.14.2.2 that the member has in common with all, or a substantial proportion of, the members of the Association.
- 5.14.3 Clause 5.14.1 does not apply if the Management Committee, other than any members who have a material personal interest in the matter, decide the member who has a material personal interest in the matter may:
- 5.14.3.1 be present while the matter is being considered at the meeting; or
  - 5.14.3.2 vote on the matter.
- 5.14.4 If the Management Committee decides under clause 5.14.3 that a Management Committee member who has a material personal interest in a matter may be present at a meeting while the matter is being considered, or may vote on the matter, the Management Committee must ensure that:
- 5.14.4.1 the decision is recorded in the minutes of the Management Committee Meeting and disclosed at the next General Meeting of the Association; and
  - 5.14.4.2 details of the decision are given to a member of the Association, if requested by the member.



## **6 GENERAL MEETINGS OF MEMBERS**

### **6.1 ANNUAL GENERAL MEETING**

- 6.1.1 The Association's Annual General Meeting must be held within 6 months after the end date of the Association's reportable financial year.

### **6.2 BUSINESS TO BE CONDUCTED AT ANNUAL GENERAL MEETING**

- 6.2.1 The following business must be conducted at each Annual General Meeting of the Association:
- 6.2.1.1 receiving the Association's financial statement, and audit or verification report, for the last reportable financial year.
  - 6.2.1.2 presenting the financial statement and audit or verification report to the meeting for adoption.
  - 6.2.1.3 electing members of the Management Committee.
  - 6.2.1.4 appointing an auditor, an accountant or an approved person for the present financial year.
  - 6.2.1.5 presentation of the details of any remuneration paid or other benefits given for the financial year to:
    - 6.2.1.5.1 Management Committee members and any of their relatives.
    - 6.2.1.5.2 any senior employee of the association and any of their relatives.

### **6.3 NOTICE OF GENERAL MEETINGS**

- 6.3.1 The Secretary may call a General Meeting of the Association.
- 6.3.2 The Secretary must give at least 14 days' notice of the meeting to each member of the Association.
- 6.3.3 If the Secretary is unable, or unwilling, to call the meeting, the President may call the meeting.
- 6.3.4 Written notice of a General Meeting must be provided to each member of the Association at least 14 days before the date of the General Meeting.
- 6.3.5 A notice of a General Meeting must state the business to be conducted at the meeting.

### **6.4 QUORUM FOR, AND ADJOURNMENT OF, GENERAL MEETINGS**

- 6.4.1 At a General Meeting, a number of club Delegates equal to more than 25% of the number of affiliated clubs, as at the close of the last Management Committee Meeting, form a quorum.
- 6.4.2 No business may be conducted at a General Meeting unless there is a quorum of club Delegates, when the meeting proceeds to business.
- 6.4.3 If there is no quorum within 30 minutes after the time fixed for a General Meeting called on the request of members of the Association, the meeting lapses.
- 6.4.4 If there is no quorum within 30 minutes after the time fixed for a General Meeting called, other than on the request of members of the Association:
- 6.4.4.1 the meeting is to be adjourned for at least seven days.
  - 6.4.4.2 the Management Committee is to decide the day, time and place of the adjourned meeting.
- 6.4.5 The Chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- 6.4.6 If a meeting is adjourned under clause 6.4.5, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- 6.4.7 The Secretary is not required to give the members notice of an adjournment, or of the business to be conducted at an adjourned meeting, unless a meeting is adjourned for at least 30 days.

- 6.4.8 If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

## **6.5 PROCEDURE AT GENERAL MEETINGS**

- 6.5.1 A club Delegate may take part and vote in a General Meeting in person, through use of technology, by proxy or by attorney.
- 6.5.2 A club Delegate who participates in a meeting as mentioned in clause 6.5.1 is taken to be present at the meeting.
- 6.5.3 At each General Meeting:
- 6.5.3.1 the President of the Association is to preside as Chairperson.
  - 6.5.3.2 if there is no President, or if the President is not present within 15 minutes after the time fixed for the meeting, or is unwilling to act, the club Delegates present may choose another Management Committee member to be Chairperson of the meeting.
  - 6.5.3.3 if there is no Management Committee member present, the club Delegates may choose one of their number to preside as Chairperson at the meeting.
  - 6.5.3.4 the Chairperson must conduct the meeting in a proper and orderly way.

## **6.6 VOTING AT GENERAL MEETINGS**

- 6.6.1 At a General Meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority vote of the club Delegates present and voting. If the votes are equal, the question, matter or resolution is decided so as to maintain the status quo.
- 6.6.2 A club Delegate is not entitled to vote at a General Meeting if the affiliated club which she represents has fees more than 30 days in arrears at the date of the meeting.
- 6.6.3 The method of voting is to be decided by the Management Committee.
- 6.6.4 However, if at least 20% of the club Delegates present demand a secret ballot, voting must be by secret ballot.
- 6.6.5 If a secret ballot is held, the Chairperson must appoint two members to conduct the secret ballot in the way the Chairperson decides.
- 6.6.6 The result of a secret ballot, as declared by the Chairperson, is taken to be a resolution of the meeting at which the ballot was held.

## **6.7 SPECIAL GENERAL MEETINGS**

- 6.7.1 The Secretary must call a Special General Meeting by giving each member of the Association notice of the meeting within 14 days of one, or more, of the following:
- 6.7.1.1 being directed to call the meeting by the Management Committee;
  - 6.7.1.2 being given a written request signed by:
    - 6.7.1.2.1 at least 33% of the number of members of the Management Committee when the request is signed; or
    - 6.7.1.2.2 at least 33% of the number of all club Delegates when the request is signed; and/or
  - 6.7.1.3 being given a written notice of Intention to Appeal against the decision of the Management Committee to terminate or suspend a member's membership.
- 6.7.2 A request mentioned in clause 6.7.1.2 must state:
- 6.7.2.1 why the Special General Meeting is being called.
  - 6.7.2.2 the business to be conducted at the meeting.
- 6.7.3 Only the business that the meeting was called for can be discussed.
- 6.7.4 A Special General Meeting must be held within 28 days after the Secretary is given a written direction, request or notice mentioned in clause 6.7.1.
- 6.7.5 If the Secretary is unable, or unwilling, to call the Special General Meeting, the President must call the meeting.

## 6.8 PROXIES

6.8.1 An instrument appointing a proxy must be in writing and be in the following or similar form:

<p>Brisbane and District Ladies' Golf Association Incorporated</p> <p>I, _____ of _____ being a member of the Association, appoint _____ of _____ as my proxy to vote for me on my behalf at the (annual) General Meeting of the Association, to be held on the ____ day of _____ 20__ and at any adjournment of the meeting. Signed this ____ day of 20__</p> <p>Signature: _____</p>
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6.8.2 A proxy must be a life or individual member of the Association.

6.8.3 No person will hold more than one proxy.

6.8.4 The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.

6.8.5 Each instrument appointing a proxy must be with the Secretary no later than 48 hours before the start of the meeting, or adjourned meeting, at which the person named in the instrument proposes to vote.

6.8.6 Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.

## 6.9 MINUTES OF GENERAL MEETINGS

6.9.1 The Secretary must ensure that full and accurate minutes of all questions, matters, resolutions and other proceedings of each General Meeting (including the Annual General Meeting) are entered in a minute book, which may be in digital format.

6.9.2 To ensure the accuracy of the minutes:

6.9.2.1 the minutes of each General Meeting must be signed by the Chairperson of the meeting, or the Chairperson of the next General Meeting, verifying their accuracy.

6.9.2.2 the minutes of each Annual General Meeting must be signed by the Chairperson of the meeting, or the Chairperson of the next meeting of the Association that is a General Meeting or Annual General Meeting, verifying their accuracy.

6.9.3 If requested by a member of the Association, the Secretary must, within 28 days after the request is made:

6.9.3.1 make the minute book for a General Meeting available for inspection by the member at a mutually agreed time and place.

6.9.3.2 give the member copies of the minutes of the meeting.

6.9.4 The Association may require the member to pay the reasonable costs of providing copies of the minutes.

## 7 CONSTITUTION AND BYLAWS

### 7.1 BYLAWS

7.1.1 The Management Committee may make, amend or repeal Bylaws, consistent with this Constitution, for the internal management of the Association.

7.1.2 A Bylaw may be set aside by a vote of club Delegates at a General Meeting of the Association.

### 7.2 ALTERATION OF CONSTITUTION

7.2.1 Subject to *The Act*, this Constitution may be amended, repealed or added to by a special resolution carried at a General Meeting.

- 7.2.2 An amendment, repeal or addition is valid only if it is registered by the Chief Executive of the Queensland Government Office of Fair Trading.

### **7.3 COMMON SEAL**

- 7.3.1 Subject to *The Act*, the Association may have a common seal.
- 7.3.2 If the Association has a common seal, the common seal must be:
- 7.3.2.1 kept securely by the Management Committee.
  - 7.3.2.2 used only under the authority of the Management Committee.
- 7.3.3 Each instrument to which the seal is attached must be signed by a member of the Management Committee and countersigned by one of the following:
- 7.3.3.1 the Secretary; or
  - 7.3.3.2 another member of the Management Committee; or
  - 7.3.3.3 someone authorised by the Management Committee.
- 7.3.4 If the Association executes a document without using a common seal, the document must be signed by a member of the Management Committee and countersigned by one of the following:
- 7.3.4.1 the Secretary; or
  - 7.3.4.2 another member of the Management Committee; or
  - 7.3.4.3 someone authorised by the Management Committee.

## **8 FINANCE**

### **8.1 FUNDS AND ACCOUNTS**

- 8.1.1 The funds of the Association must be kept in one or more accounts in the name of the Association in a financial institution decided by the Management Committee.
- 8.1.2 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.
- 8.1.3 All amounts must be deposited in the financial institution account as soon as possible after receipt.
- 8.1.4 A payment by the Association of \$100 or more must be made by cheque or electronic funds transfer.
- 8.1.5 Any cheque or electronic funds transfer must be signed or approved by any two of the following:
- 8.1.5.1 the President; or
  - 8.1.5.2 the Secretary; or
  - 8.1.5.3 the Treasurer; or
  - 8.1.5.4 any other member of the Association who has been authorised by the Management Committee to sign cheques issued or approve electronic funds transfers by the Association.
- 8.1.6 One of the persons who signs the cheque or approves the electronic funds transfer must be the President or the Treasurer.
- 8.1.7 Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- 8.1.8 A petty cash and a credit or debit card account may be kept on the Imprest system, and the Management Committee must decide the amount of funds to be kept in any such accounts.
- 8.1.9 All expenditure must be approved or ratified at a Management Committee Meeting or by written resolution.
- 8.1.10 The Association precludes the payment to an officer or employee of the Association of an amount by way of commission or allowance calculated by reference to the quantity of liquor sold or supplied by the Association or the receipts of the Association for such liquor.

- 8.1.11 When the President, Secretary or Treasurer ceases to hold office, they will no longer be authorised to sign cheques or approve fund transfers by the Association.

## **8.2 GENERAL FINANCIAL MATTERS**

- 8.2.1 On behalf of the Management Committee, the Treasurer must, as soon as possible after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- 8.2.2 The income and property of the Association must be used solely in promoting the Association's objectives and exercising the Association's powers 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 Association.
- 8.2.3 Subject to *The Act*, Management Committee members have a duty to prevent insolvent trading.

## **8.3 DOCUMENTS**

- 8.3.1 The Management Committee must ensure the safe custody of books, documents, instruments of title and securities of the Association.

## **8.4 FINANCIAL YEAR**

- 8.4.1 The end date of the Association's financial year is 30 June in each year.

## **8.5 DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY**

- 8.5.1 This clause applies if the Association:
- 8.5.1.1 is wound-up under Part 10 of *The Act*.
  - 8.5.1.2 has surplus assets.
- 8.5.2 The surplus assets must not be distributed among the life or individual members of the Association.
- 8.5.3 The surplus assets must be given to one or more other entities:
- 8.5.3.1 having objects similar to the Association's objects.
  - 8.5.3.2 the rules of which prohibit the distribution of the entity's income and assets to its members.
  - 8.5.3.3 which may include affiliated clubs.
- 8.5.4 In this rule: surplus assets see section 92(3) of *The Act*.