



(Incorporated)

CONSTITUTION

This most recent version of the Constitution was approved by a General Meeting of members of the Fairbairn Golf Club (Incorporated) on 24 August 2019 and may only be amended by a subsequent General Meeting of members of the Club.

The Constitution is binding on all members of the Club and all persons entitled to use the premises or property of the Club.

P. Moore
Secretary

August 2019

G. Page
President

August 2019

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**THE CONSTITUTION OF
THE FAIRBAIRN GOLF CLUB**
(Incorporated)

1. DEFINITIONS

“**Act**” means the Associations Incorporation Act 1991 (A.C.T.)

“**AGM**” means the Annual General Meeting of the Club

“**Board**” means the Board formed in accordance with Section 8 focusing on the Strategic direction and oversight for the Club.

“**Committee**” means the Management Committees and any Sub-Committees formed in accordance with Section 8 focusing on day to day club operations.

“**Defence Licence**” means the licence between the Commonwealth of Australia (represented by the Department of Defence) and Fairbairn Golf Club Incorporated governing the latter’s use of the Licenced Area (as defined in the Licence).

“**General Meeting**” means an extraordinary general meeting of the Club called for a specific purpose or an AGM.

“**GA**” means Golf Australia (ABN: 54 118 151 894)

“**In writing**” includes all media, both soft and hard copy.

“**Regulation**” means the Associations Incorporation Regulation 1991 (A.C.T.)

2. CONSTRUCTION

In this Constitution, unless the contrary intention appears:

- (a) words importing:
 - (i) the singular includes the plural and vice versa; and
 - (ii) any gender includes the other genders;
- (b) if a word or phrase is defined cognate words and phrases have corresponding definitions;
- (c) “includes” means includes without limitation;
- (d) a reference to:
 - (i) a paragraph is a reference to a paragraph within this Constitution;
 - (ii) a person includes a partnership, joint venture, unincorporated association, corporation and a government or statutory body or authority;
 - (iii) a person includes its legal personal representatives, successors and assigns;

- (iv) a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them;
- (v) a right includes a benefit, remedy, discretion, authority or power;
- (vi) an obligation includes a warranty or representation and a reference to a failure to observe or perform an obligation includes a breach of warranty or representation;
- (vii) provisions or terms of this document or another document, agreement understanding or arrangement include a reference to both express and implied provisions and terms;
- (viii) “\$” or “dollars” is a reference to the lawful currency of Australia;
- (ix) this or any other document includes the document as varied or replaced and notwithstanding any change in the identity of the parties;
- (x) writing includes any mode of representing or reproducing words in tangible and permanently visible form, and includes facsimile transmission; and
- (xi) a reference to anything or part of anything is a reference to the whole or any part of it and a reference to a group of things or persons is a reference to any one or more of them.

3. INTRODUCTION

3.1 Name of the Club

The name of the incorporated association shall be **Fairbairn Golf Club (Incorporated)**, hereinafter referred to as the Club.

3.2 Objectives of the Club

The objectives of the Club are:

- (a) to promote the game of golf among the members of the Club;
- (b) to maintain the standards and procedures of the game of golf in accordance with directions and rules of the golf associations to which the Club belongs;
- (c) to operate, maintain and improve the Fairbairn Golf Course; and
- (d) to provide a golf amenity to ADF personnel posted to the ACT and region.

3.3 Application of the Constitution

This Constitution shall be binding on all members of the Club.

3.4 Assets of the Club

The Club is a not for profit sporting club set up to pursue the above objectives. The assets and income of the Club shall be applied solely in furtherance of the Club’s objectives and no portion shall be distributed directly or indirectly to the members of the

Club except as bona fide compensation for services rendered or expenses incurred on behalf of the Club.

3.5 Dissolution of the Club

In the event of the Club being dissolved, the amount of assets that remains after such dissolution and the satisfaction of all debts and liabilities shall be distributed between the ACT Monaro District Golf Association and the Central Southern Golf Association in proportion to the respective number of men and lady full members, in accordance with Section 92(2) of the Act:

If these bodies are not in existence then the assets of the Club will be provided to an association whose objects closely mirror those of the Club as determined by the Supreme Court of the Australian Capital Territory.

3.6 Affiliation

The Club shall be affiliated with the following State and District Golf Associations:

- (a) Golf New South Wales (GNSW);
- (b) ACT Monaro District Golf Association (DGA);
- (c) Central Southern Golf Association (CSGA).

Subject to this Constitution the Club shall where practicable be bound by the constitutions, rules and decisions of these associations.

3.7 Capacity

The determination of the number of members of the Club shall be left to the discretion of the Board. Should the Board determine that a maximum number of members has been reached, provisional entry or waiting lists may be applied. The exception to this is that no ADF members serving in the ACT and region shall be restricted entry to the Club on the basis of capacity having been deemed to have been reached.

4. MEMBERS' LIABILITIES

The liability of a member to contribute towards the payment of the debts and liabilities of the Club or the costs, charges and expenses of the winding up of the Club is limited to the amount (if any) unpaid by the member in relation to membership of the Club.

5. MEMBERSHIP

5.1 Application for Membership

Any person with an interest in the game of golf may apply for membership of the Club. This application must be made in the form prescribed by the Board from time to time.

5.2 Membership Categories

A person may apply to join the Club in any of the following membership categories

Category	Rights
Full Member	Eligible to play in Club competitions. GA handicap established and maintained. No Green Fees payable.
Social Member	No Green Fees payable. Not eligible to play in Club competitions. No GA handicap maintained. Can upgrade to full membership.
Student Member 18-25 years (Must have a student ID)	Eligible to play in any Club competition. GA handicap established and maintained. No Green Fees payable.
Age Members 18-20 years, and 21-23 years	Eligible to play in any Club competition. GA handicap established and maintained. No Green Fees payable.
Junior Member - Under 18 years	Eligible to play in any Club competition. GA handicap established and maintained. No Green Fees payable.

5.3 Honorary Members

Honorary Membership is approved by the Board and is normally reserved for persons who by virtue of their appointment and their relationship with the Club merit Honorary Membership.

5.4 Sponsor Members

This is a special category open to individuals and organisations that provide substantial sponsorship funds to the Club. The sponsorship may be given to the Club in the form of cash or in kind.

5.5 Life Membership

Life Membership is granted in recognition of outstanding and prolonged work on behalf of the Club. Life Membership is restricted and is the result of a proposal by the Board and approval by a General Meeting of Club members. Any Full or Social member may be granted Life Membership. Life Members will not be subject to annual subscription fees.

5.6 Reciprocal Membership

Reciprocal playing rights arrangements may be made with other Golf Clubs at the discretion of the Board of Fairbairn Golf Club Incorporated.

5.7 Defence Members

Serving members of the ADF, and members of the APS working in the Department of Defence (“Purple Pass Holders”), may be granted preferential treatment in relation to entry, joining fees and annual subscriptions. The details of any such preferential treatment are decided by the Board.

5.8 Register of Club Members

The Club Manager will maintain a Register of Club Members. The register will be available for perusal by bona fide members of the Club.

5.9 Review of Membership Categories

The Board may review all categories of membership from time to time and report the results at the next AGM.

5.10 Rights of Members

- (a) Full Members and Life Members are eligible to hold any appointment on the Board and any Committee, with the proviso that membership of the Ladies' Committee is restricted to Full Members of the female gender.
- (b) Other categories of Members:
 - (i) are not eligible to hold an appointment on the Board or hold voting rights within the Board, unless this is approved by a resolution of the Board;
 - (ii) are eligible to hold an appointment on the Committees and hold voting rights in accordance with their position;
 - (iii) are not eligible to propose or second other members for Board positions;
 - (iv) are not eligible to vote at AGMs, unless this power is given by virtue of their position on a Committee;
 - (v) are not eligible to propose notices of motion, or agenda items for consideration at the AGM.

5.11 Cessation of Membership

A member shall cease to be a member of the Club if the person:

- (a) dies or, in the case of a body corporate, is wound up;
- (b) ceases to fulfil the conditions of eligibility for his or her category of membership;
- (c) is overdue by six weeks or more in the payment of his or her subscriptions;
- (d) resigns from the Club; or,
- (e) is expelled by decision of the Board (refer Section 7).

6. FEES AND SUBSCRIPTIONS

6.1 Fees Payable

- (a) The membership fee payable by the members of the Club shall be such amount and paid in such manner as prescribed by the Board from time to time and shall be payable in advance.
 - (i) Annual subscriptions become due and payable on 1 July each year. Full and Social Members may pay the fee in instalments as approved by the Club Manager. Members who join after 1 July in any year will be required to pay a pro rata membership based on the number of part and full Quarters until the following 30 June.

- (ii) Pro-rata payment of the annual subscription is not available to other Club members unless authorised by the Board.
 - (iii) If a set Joining Fee is applicable for the class of membership being applied for, it is not subject to a pro-rata payment and must be paid in full.
- (b) If any member is in arrears with his or her subscription for a period of one month after it becomes due, that member is not eligible to play in a Club competition until the subscription is paid. Use of the course will also be subject to payment of a Green Fee until the subscription is paid.
 - (c) If the annual subscription, or any part of the annual subscription of any member of any class, is not paid within a period of six weeks after it becomes due, the Club Manager under instructions from the Board will remove such member's name from the Register of Club Members. The Club Manager may restore to the Register of Club Members the name of any member of any class upon payment of all arrears, subject to vacancies existing at that time within each class of membership.

7. DISCIPLINING OF MEMBERS

7.1 Discipline of Members

- (a) If the Board is of the opinion that a member:
 - (i) has persistently refused or neglected to comply with a provision of Club rules; or
 - (ii) has persistently and wilfully acted in a manner prejudicial to the interests of the Club;

the Board may, by resolution:

 - (i) expel the member from the Club; or
 - (ii) suspend the member from any rights and privileges of membership of the Club that the Board may decide for a specified period.
- (b) A resolution of the Board to suspend or expel a member is of no effect unless the Board, at a meeting held no earlier than 14 days and no later than 28 days after service on the member of a written notice confirming the resolution.
- (c) If the Board passes a resolution to suspend or expel a member, the Secretary must, as soon as practicable, serve a written notice on the member:
 - (i) setting out the resolution of the Board and the grounds on which it is based;
 - (ii) stating that the member may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice; and
 - (iii) stating the date, place and time of that meeting; and

- (iv) informing the member that the member may:
 - (a). attend and speak at that meeting;
 - (b). submit to the Board at or before the date of that meeting written representations relating to the resolution.
- (d) Subject to the Act, Section 50, at a meeting, the Board must:
 - (i) give to the member under threat of suspension or expulsion an opportunity to make oral representations;
 - (ii) give due consideration to any written representations submitted to the Board by that member at or before the meeting; and
 - (iii) by resolution decide whether to confirm or to set aside the relevant disciplinary resolution of the Board.
- (e) If the Board confirms a resolution under this paragraph, the Secretary must, within seven days after that confirmation, inform the member in writing of that confirmation and of the member's right of appeal.
- (f) A resolution confirmed by the Board under the foregoing procedure does not take effect:
 - (i) until seven days have passed and the member has not appealed against the resolution in accordance with the foregoing procedure; or
 - (ii) the Board confirms the resolution after hearing the appeal of the member in accordance with the foregoing procedure.

7.2 Right of Appeal of a Disciplined Member

- (a) A member may appeal to the Club in a general meeting against a resolution of the Board that is confirmed under the foregoing procedure by lodging written notice to the Club within seven days after notice of the resolution.
- (b) On receipt of a notice under this paragraph the Board must call a general meeting of the Club to be held within 21 days after the date it received the notice or as soon as practicable.
- (c) Subject to Section 50 of the Act, at a general meeting of the Club called under this paragraph:
 - (i) no business other than the question of the appeal may be transacted; and
 - (ii) the Board and the member must be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
 - (iii) the members present must vote by secret ballot on the question of whether the disciplinary resolution should be confirmed or be set aside.
- (d) If the meeting passes a special resolution in favour of the confirmation of the disciplinary resolution that resolution is confirmed. The decision of the general meeting is final.

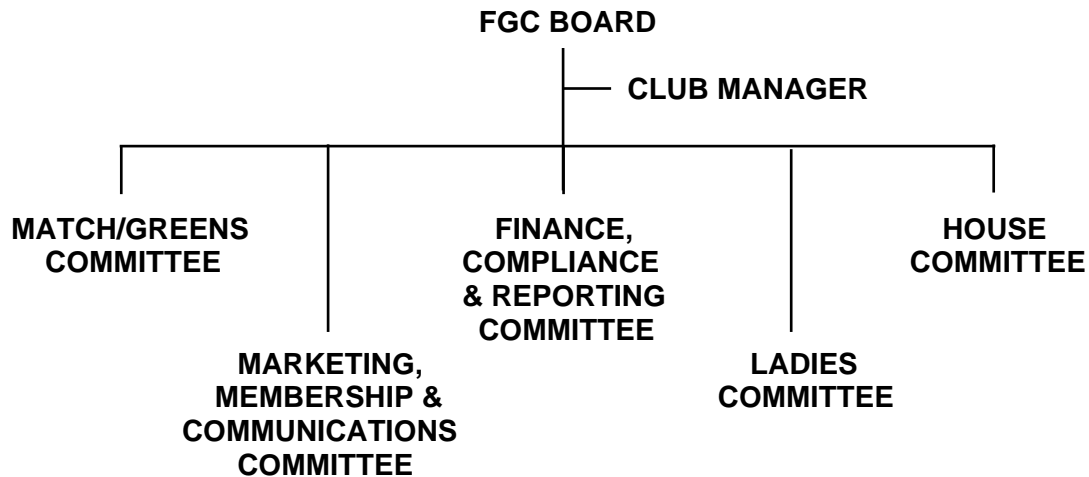
8. ADMINISTRATION

8.1 Patron

The Patron of the Club shall be a person of high standing selected by the Board.

8.2 Management

The Club shall be managed by the Board assisted by the Club Manager, Golf Operations Manager and five Committees.



8.3 Membership of the Board and Committees:

- (a) The Board shall consist of the following Members
 - (i) the President
 - (ii) the Vice President
 - (iii) the Captain
 - (iv) the Treasurer
 - (v) the Secretary

- (b) The Committee members and responsibilities will all be defined in the Club By-Laws.
 - (i) The Membership and Roles of the Match/Greens Committee are contained in the Club By-Laws Section 1.
 - (ii) The Membership and Roles of the Finance, Compliance & Reporting Committee are contained in the Club By-Laws Section 2.
 - (iii) The Membership and Roles of the House Committee are contained in the Club By-Laws Section 3.
 - (iv) The Membership and Roles of the Marketing, Membership & Communications Committee are contained in the Club By-Laws Section 4.
 - (v) The Membership and Roles of the Ladies Committee are contained in the Club By-Laws Section 5.

- (c) Board members hold office, subject to this Constitution, until the conclusion of the AGM following the date of the member's election, when they are eligible for re-election.
- (d) With the exception of the Ladies Committee elected in accordance with the By-Laws, each member of a Committee holds office, subject to this Constitution, until the conclusion of the AGM following the date of the member's selection, when they are eligible for re-selection.
- (e) The Club Manager assumes advisory and consulting positions to each of the Committees as required.
- (f) Additional Committees for specific purposes or events may be formed by the Board as required.

8.4 Powers of the Board

The Board, subject to the Act, the Regulations, this Constitution, and to any resolution passed by the Club in a general meeting:

- (a) controls and manages the affairs of the Club,
- (b) may exercise all functions that may be exercised by the Club other than those functions that are required by this Constitution to be exercised by the Club in general meeting, and
- (c) has power to perform all acts and do all things that appear to the Board to be necessary or desirable for the proper management of the affairs of the Club.

8.5 Election of Board Members

- (a) The election of Board Members shall take place at the AGM.
- (b) Nominations of candidates for election as Board Members:
 - (i) must be made in writing, signed by two members of the Club and accompanied by the written consent of the candidate (which may be endorsed on the nomination form), and
 - (ii) must be given to the Secretary not less than seven days before the date fixed for the AGM at which the election is to take place.

If the nominations received are:

- (iii) Equal to, or less than, the number of vacancies on the Board, the candidates nominated are taken to be elected;
- (iv) If the number of nominations received exceeds the number of vacancies to be filled, a ballot must be held. The ballot for the election of Board Members must be conducted at the AGM in the way the Board may direct.
- (c) A person is not eligible to simultaneously hold more than one position on the Board.

8.6 Selection of Management Committee Members

Expressions of interest will be called from members for positions on the Management Committees prior to an AGM and these will be accepted at an AGM.

9. OFFICE BEARERS

In accordance with the Act, the President, Vice President, the Captain, the Treasurer and the Secretary are the office-bearers of the Club.

9.1 Duties of Office Bearers

9.1.1 President

- (a) The President shall preside at General Meetings and meetings of the Board at which he/she is present and shall be responsible for the proper conduct of the business of the meeting and shall have a casting vote as well as a deliberate vote. He/she shall be an ex officio member of all Committees. The Ladies President has similar responsibilities to the Female members of the Club.
- (b) The President shall be chairperson of the Finance, Compliance & Reporting Committee and the Marketing, Membership & Communications Committee.

9.1.2 Vice President

The Vice-President will carry out the duties and responsibilities of the President if they are unavailable. The Vice President shall be the Chair of the House Committee. He/she shall be an ex officio member of all Committees.

9.1.3 Captain

The Captain shall be chairperson of the Match/Greens Committee. He/she shall be an ex officio member of all Committees

9.1.4 Treasurer

The Treasurer is required to:

- (a) Ensure that the Club Manager collects and receipts all amounts owing to the Club and makes all payments authorised by the Club;
- (b) maintain correct accounts and books showing the financial affairs of the Club with full details of all receipts and expenditure connected with the activities of the Club;
- (c) prepare and present budgets and financial reports as required by the Board; to include a fully audited report of the Club's annual financial record presented at the AGM, and
- (d) he/she shall be an ex officio member of all Committees.

9.1.5 Secretary

The Secretary shall be the Public Officer of the Club. The Secretary shall be an ex officio member of all Committees. The Secretary must ensure the proper conduct of meetings and keep minutes of:

- (a) all elections and appointments of Board members;
- (b) the names of members of the Board present at Board meetings; and
- (c) all proceedings at Board meetings and General Meetings.

9.2 Vacancies

A vacancy on the Board happens if the member:

- (a) dies; or
- (b) ceases to be a member of the Club,
- (c) resigns the office,
- (d) is removed from office (See 'Removal of Board Members'),
- (e) becomes an insolvent under administration within the meaning of the Corporations Act,
- (f) suffers from mental or physical incapacity,
- (g) is disqualified from office under the Act, section 63 (1), or
- (h) is absent without the consent of the Board from three consecutive meetings of the Board of which he or she is a member.

If there is a vacancy in the membership of the Board or a Committee, the Board may appoint a member of the Club to fill the vacancy and the member so appointed holds office, subject to the Constitution, until the conclusion of the next AGM after the date of the appointment.

9.3 Removal of Board Members

The Club in a general meeting may by resolution, subject to the Act, Section 50, remove any member of the Board before the end of the member's term of office.

9.4 Board Meetings and Quorum

- (a) The Board must meet once per quarter or more often if required. Oral or written notice of a meeting of the Board and the Agenda, including all Agenda papers for that meeting must be given by the Secretary to each member of the Board at least seven days before the time appointed for the holding of the meeting.
- (b) Any three members of the Board constitute a quorum for the transaction of the business of a meeting of the Board.
- (c) No business may be transacted by the Board unless a quorum is present and, if within half an hour after the time appointed for the meeting a quorum is not present, the meeting stands adjourned to the same place and at the same hour of

the same day in the following week. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting is dissolved.

- (d) The President or in his/her absence the Vice-President will perform the duties of chairperson.
- (e) The Secretary shall record minutes of all Board Meetings and after approval by the Presiding Officer, will distribute these to Board Members within 14 days of the meeting.
- (f) Board Meetings will usually follow the format of:
 - (i) opening by the President;
 - (ii) acceptance of the Minutes of the previous Board meeting;
 - (iii) discussion of business arising from the previous Board meeting;
 - (iv) presentation and discussion of the Committee reports;
 - (v) presentation and discussion of the Club Manager's report;
 - (vi) presentation and discussion on prepared Agenda papers; and
 - (vii) general business.

9.4.1 Delegation by the Board to its Committees

- (a) The Board may, in writing, delegate to its Committees, the Club Manager, or any sub-committee appointed by the Board, the exercise of the functions of the Board, other than;
 - (i) this power of delegation; and
 - (ii) any function that is a function imposed on the Board by the Act, by any other Territory law, or by resolution of the Club in a general meeting.
- (b) The Match/Greens Committee, House Committee, Finance, Compliance & Reporting Committee, Marketing, Membership & Communications Committee, Ladies Committee, the Club Manager, and any sub-committee appointed by the Board shall exercise its powers and functions and perform its duties as the agent of the Board, and in exercising those powers and functions and the performance of those duties shall be subject to the control of the Board and shall comply with such directions as may, from time to time, be given it by the Board.
- (c) Committees will meet no less than quarterly and record action items and resolutions.

9.5 Role of the Club Manager

The Club Manager shall administer and manage the Club in accordance with the policy determined by the Board. He or she will assist the Board in the formulation of policies and will work with the Committees in developing and carrying out programs of Club activities that have been approved by the Board.

9.6 Conflicts of Interest

Board, Committee members and Club Managers must declare any actual, perceived or potential conflicts of interest and this declaration must be recorded. In most cases, the person chairing the meeting will rule that the Committee member must abstain from discussion and/or voting on particular matters where the conflict relates.

10. BY-LAWS

The Board shall approve and promulgate By-Laws prescribing all matters which by this Constitution are required, or which are considered convenient or expedient for the proper conduct and management of the Club.

Club By-Laws may be amended or repealed only by resolution of the Board.

The Board shall adopt any such means as they deem sufficient to bring to the notice of members of the Club all such By-Laws, amendments and repeals, and all such By-Laws so long as they shall be in force, shall be binding on all members of the Club and all persons entitled to use the premises or property of the Club.

11. FINANCIAL YEAR

The financial year for the Club will run from 1 July to 30 June.

12. SOURCE OF CLUB FUNDS

The Club may derive funds from fees, annual subscriptions of members, green fees from non-members, donations, bar sales and any other source that the Board decides, subject to compliance with the Defence Licence.

13. MANAGEMENT OF CLUB FUNDS

Subject to any resolution passed at a Club General Meeting, Club funds must be used to further the objectives of the Club as outlined in this Constitution.

The Club shall use E-banking, where possible, for the management of Club funds. The E-Banking shall utilise a single signature model with a maximum of three signatories. The signatories will be members of the Board or employees of the Club so authorised by the Board.

14. ANNUAL REPORT

The Board shall submit to the members at the AGM in each year a report of the affairs of the Club for the preceding year including the affairs of each of the Committees.

15. GENERAL MEETINGS

15.1 Annual General Meetings

The Club shall hold an AGM, normally in August. If necessary, the Board may convene a General Meeting to resolve matters of importance to the membership. The Secretary shall email members and post on the Club notice board the notice of these meetings at least 14 days prior to the meeting.

Reports and Notices of Motion are to be prepared and displayed on the Club notice board at least seven days before General Meetings.

AGMs will usually follow the format of:

- (a) opening by the President;
- (b) acceptance of the Minutes of the previous general meeting;
- (c) discussion of business arising from the previous general meeting;
- (d) presentation and discussion of the President, Treasurer, and Captain's reports;
- (e) election or ratification of Board appointments (for the AGM only);
- (f) notices of motion (only those posted for a period of seven days before the general meeting will be accepted by the Chair); and
- (g) general business.

15.1.1 Quorum

- (a) A quorum for a General Meeting shall comprise a minimum of one tenth of the total number of members entitled to vote at a General Meeting.
- (b) No business may be transacted by a General Meeting unless a quorum is present and, if within half an hour after the time appointed for the meeting a quorum is not present, the meeting stands adjourned to the same place and at the same hour of the same day in the following week. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting is dissolved.
- (c) The President or in his/her absence the Vice President will perform the duties of chairperson (Presiding Officer).
- (d) The approval of a motion at a General Meeting will require a simple majority of those members present who are entitled to vote at such a meeting. Approval of a Special Resolution as defined in the Act shall require approval of 75 percent of Club members who are entitled to vote. Proxy votes shall be permitted at General Meetings.
- (e) The Secretary shall record minutes of all General Meetings and after approval by the Presiding Officer, will display those minutes on the Club notice board within 14 days of the meeting.

15.1.2 Appointment of Proxies

Each member is entitled to appoint another member as proxy by written notice given to the Secretary no later than 24 hours before the time of the meeting for which the proxy is appointed.

15.2 General Meetings

General meetings will follow the same process as outlined for AGMs except that they will only be called to deal with a specific issue which has been advised as the reason for calling the General Meeting. No other reports are required to be tabled, no election of members is required and no General Business will be accepted.

16. USE OF THE COMMON SEAL OF THE CLUB

The Secretary shall be responsible for the security of the common seal. The common seal shall only be affixed to a document with the authority of the Board, and shall be attested to by the signatures of two members of the Board.

17. CUSTODY OF BOOKS

Subject to the Act, the Regulation and this Constitution, the Secretary in conjunction with the Club Manager, must keep in his or her custody or under his or her control all records, books, and other documents relating to the Club. The records, books and other documents of the Club shall be open to inspection at the Club premises, free of charge by a bona fide member of the Club at any reasonable hour. All Club electronic files are to be backed up and securely stored offsite with a contracted provider.

18. DRESS

The Board shall decide the standards of dress acceptable at the Club. Dress standards will be promulgated as a Club By-Law. The Club Manager has the power to refuse any person, not conforming to the dress standards, entry to and use of the Club.

19. COMPLAINTS

All complaints about the Club or its functions shall be made in writing to the President, Secretary or Club Manager who shall submit them to the Board or the appropriate Committee.

20. AMENDMENTS TO THIS CONSTITUTION

This Constitution can only be amended by a special resolution passed by Club members in a General Meeting.