

SCHEDULE**MODEL CONSTITUTION**

Regulation 2(1)

PART 1 – PRELIMINARY**1. Name**

The name of the incorporated association is HUMPTY DOO & RURAL AREA GOLF CLUB INCORPORATED (hereinafter called “The Association”) and is stated in the schedule.

2. Objects and purposes

The objects and purposes of the Association are as follows:

- (a) to establish and maintain an 18 hole golf course and ancillary facilities.
- (b) operate a licensed Clubhouse facility for members and guests.
- (c) deal with options on further recreational facilities which may be ancillary to the golf club area.
- (d) the buying, selling, and supplying of, and dealing in, goods of all kinds;

3. Minimum number of members

The Association must have at least twenty members.

4. Definitions

In this Constitution, unless the contrary intention appears –

"Act" means the *Associations Act* and regulations made under that Act;

“*Code of Conduct*” means the amalgamation of documents formulated and updated from time to time by the Committee to aid with effective running of the Association.

"Committee" means the Management Committee of the Association;

"financial institution" means an authorised deposit-taking institution within the meaning of section 5 of the *Banking Act 1959* of the Commonwealth;

"general meeting" means a general meeting of members convened in accordance with clause 44;

"member" means a member of the Association;

"register of members" means the register of the Association's members established and maintained under section 34 of the Act;

"special resolution" means a resolution notice of which is given under clause 47 and passed in accordance with section 37 of the Act.

PART 2 – CONSTITUTION AND POWERS OF ASSOCIATION

5. Powers of Association

(1) For achieving its objects and purposes, the Association has the powers conferred by sections 11 and 13 of the Act.

(2) Subject to the Act, the Association may do all things necessary or convenient for carrying out its objects or purposes, and in particular, may –

- (a) acquire, hold and dispose of real or personal property;
- (b) open and operate accounts with financial institutions;
- (c) invest its money in any security in which trust monies may lawfully be invested;
- (d) raise and borrow money on the terms and in the manner it considers appropriate;
- (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
- (f) appoint agents to transact business on its behalf; and
- (g) enter into any other contract it considers necessary or desirable.
- (h) the purchase, taking on lease or in exchange, and the hiring or otherwise acquiring of any real or personal property that may be deemed necessary or convenient for any of the objects or purposes of the Association;
- (i) the construction, maintenance, and alteration of building or works necessary or convenient for any of the objects or purposes of the Association;
- (j) the accepting of any gift, whether subject to a special trust or not, for any one or more of the objects or purposes of the Association;
- (k) the taking of such steps from time to time as the committee or the members in general meeting may deem expedient for the purposes of procuring contributions to the funds of the Association, whether by way or donation, subscriptions, or otherwise;
- (l) the printing and publishing of such newspapers, periodicals, books, leaflets, or other documents as the committee or the members in general meeting may think desirable for the promotion of the objects and purposes of the Association;
- (m) the establishment and support or aiding in the establishment or support, of any other association formed for any of the basic objects of the Association;

- (o) the doing of all such other lawful things as are incidental or conducive to the attainment of the basic objects of the Association or of any of the objects and purposes specified in the foregoing provisions of this sub-rule.
- (p) ensure the Associations operations are in juxtaposition of the “Code of the Conduct” and update as necessary.

6. Effect of Constitution

This Constitution binds every member and the Association to the same extent as if every member and the Association had signed and sealed this Constitution and agreed to be bound by it.

7. Inconsistency between Constitution and Act

If there is any inconsistency between this Constitution and the Act, the Act prevails.

8. Altering the Constitution

- (1) The Association may alter this Constitution by special resolution but not otherwise.
- (2) If the Constitution is altered, the public officer must ensure compliance with section 23 of the Act.

PART 3 – MEMBERS

Division 1 – Membership

9. Application for membership

- (1) To qualify and apply to become a member of the Association a person must –
 - (a) submit a written application for membership to the Committee –
 - (b) in a form approved by the Committee; and
 - (c) signed by the person and both of the members referred to in paragraph (d); and
 - (d) be proposed by one member and seconded by another member.
 - (e) interested in playing the game of golf or using club house facilities.
 - (f) free of indebtedness to any Golf Club, Association, Social Club or Sports Association of which the person may have previously been a member.
 - (g) of good repute and character and compatible with other members.

(2) Membership of the club shall consist of:

Foundation Member
 Full Member
 Life Member
 Junior Member
 Social Playing
 Social Member
 Honorary Member
 Temporary Member
 Green Fee Member
 Games Member
 Accredited Member
 Employee Member

Each of whom shall be bound by the Club Constitution and Rules as duly amended from time to time.

(3) **Definition of Members**

For the purposes of this Constitution a foundation member, full member, and life member may also be referred to as an ordinary member.

(3.1) **Foundation Member**

A foundation member is a person who joins the Club in its first year of operation and assists in the establishment of the club, including voting rights.

(3.2) **Full Member**

A full member is a person who is entitled to all Club privileges including voting rights. On production of a Government Old Age Pensioners card a reduced annual fee shall be permitted for members who have attained the age of sixty five (65) years for men, sixty (60) years for women and invalid pensioners.

(3.3) **Life Member**

A person so honoured and appointed under the following terms:

An ordinary member on the recommendation of the committee may be elected as a life member of the club. Proposed and seconded by an ordinary member in honour of special services rendered by the member to the club. Such election shall be by resolution of two-thirds majority of members present at an annual general meeting of the club. Life members shall be free to enjoy all Club privileges and exercise all rights including voting but shall be exempt from the payment of annual subscriptions.

(3.4) **Junior Member**

A junior member is a person who is of an age as determined by current GOLF NT REGULATIONS. A junior member is entitled to take part in any inter-club matches and club competitions but is not entitled to vote at any meeting of the club or to nominate an ordinary member or hold an official office.

(3.5) **Social Playing Member**

A Social Playing member shall be a member who has paid the subscription as determined by the Management Committee for social playing members in the financial year. Social Playing members shall be entitled to all the privileges of membership except that they shall not be entitled

to play in week-end Competitions, and except that they shall not be entitled to any voice or vote in the management of the club.

(3.6) Social Member

A social member shall mean a member who has paid the subscription as prescribed by the Committee for Social members in the financial year. Social members are entitled to all the privileges of Ordinary membership except that they shall not be entitled to a voice or vote in the management of the club and they are not entitled to use the club's sporting facilities outside the clubhouse.

(3.7) Honorary Member

An Honorary member shall mean a member over eighteen (18) years of age who may be admitted from time to time as an Honorary member of the club for a financial year or lesser period at the discretion of the Management Committee. An Honorary member shall be entitled to all the privileges of the club except that they shall not be entitled to a voice or vote in the management of the club or to introduce any visitor to the privileges of the club and excluding take away alcohol sales.

(3.8) Temporary Member

A Temporary member shall mean a member who is a financial member of a club which the Management Committee has, by resolution, declared to be a reciprocating club, shall be entitled to be admitted to the club as a Temporary member for a period less than 12 months as determined by the Management Committee for each individual application. A Temporary member shall be entitled to all privileges except that they shall not be entitled to a voice or vote in the management of the club or to introduce any visitor to the privileges of the club, and excluding take away alcohol sales.

(3.9) Green Fee Member

A Green Fee member shall mean a member who has paid the required tariff applicable on the day of attendance. Green Fee members are entitled to make use of the facilities (including take-away alcohol sales) of the club, however they shall not be entitled to any other privileges of membership of the club.

(3.10) Games Member

A Games member shall be a member who has paid the subscription as determined by the Management Committee for Games members for the period of play or competition. Games may be any organised competition or sport. Games members are entitled to all privileges of ordinary membership for the duration of the game or sport, except that they are entitled to use the Club's sporting facilities, and except that they are not entitled to a voice or vote in the management of the Club, and excluding take away alcohol sales.

(3.11) Accredited Member

An Accredited member shall be a member who, in the opinion of the Management Committee, provides substantial sponsorship in the form of goods or services to the Club and, at the discretion of the Management Committee by vote, is granted membership in exchange for the goods or services provided. An accredited member shall be entitled to all the privileges of the Club except that they shall not be entitled to a voice or vote in the management of the Club or to introduce any visitor to the privileges of the Club.

(3.12) Employee Member

An Employee member shall be a person who is employed by the Club and have bestowed upon them Social Membership. An Employee member may apply in writing to the Management

Committee to participate in the Club's sporting events and such application shall be referred for endorsement. However an Employee member shall have no voice or vote in the management of the Club and membership ceases on termination of employment. A terminated employee shall not use the facilities of the Club for a period of up to 3 months at the discretion of the Management Committee.

10. Approval of Committee

(1) The Committee must consider any application made under clause 9 at the next available committee meeting and must accept or reject the application at that meeting or the next.

(2) If an application is rejected, the applicant may appeal against the decision by giving notice to the Secretary within 14 days after being advised of the rejection.

(3) If an applicant gives notice of an appeal against the rejection of his or her application, the Committee must reconsider the application at the next committee meeting after receipt of the notice of appeal.

(4) If after reconsidering an application the Committee reaffirms its decision to reject the application, the decision is final.

11. Joining fee

(1) If an application for membership is approved by the Committee, the applicant becomes a member on payment of the joining fee.

(2) The joining fee is either –

(a) a pro rata annual fee based on the remaining part of the financial year; or

(b) the amount determined from time to time by resolution at a general meeting.

12. Annual membership fees

(1) The annual membership fee is the amount determined from time to time by resolution at a general meeting.

(2) In the event annual membership fees are not determined by resolution at a general meeting, membership fees may be subjected to a yearly CPI.

(3) Each member must pay the annual membership fee to the Treasurer by the first day of each financial year or another date determined by the Committee from time to time.

(4) Membership renewals for the Association are due on the 30 June each year.

(5) Any members who have not paid their annual fees by the 31 July each year will cease to be members. They will need to re-apply for membership and pay the nomination and membership fee to rejoin. Any reason of hardship or other circumstances that cause the failure of meeting this deadline must be put in writing to the Committee for their consideration and decision.

Division 2 – Rights of members**13. General**

(1) Subject to clause 14(2), a member may exercise the rights of membership when his or her name is entered in the register of members.

(2) A right of membership of the Association –

(a) is not capable of being transferred or transmitted to another person; and

(b) terminates on the cessation of membership whether by death, resignation or otherwise.

14. Voting

(1) Subject to sub clause (2) and clause 18, each member has one vote at general meetings of the Association.

(2) A member is not eligible to vote until 10 working days after his or her application has been accepted.

(3) A member's eligibility to voice a vote on the management of the club at general meetings of the Association is bestowed upon those members entitled to all Club privileges including voting rights, subject to conditions in clause 9.

15. Notice of meetings and special resolutions

The Secretary must give all members notice of general meetings and special resolutions in the manner and time prescribed by this Constitution.

16. Access to information on Association

The following must be available for inspection by members:

(a) a copy of this Constitution;

(b) minutes of general meetings;

(c) annual reports and annual financial reports.

17. Raising grievances and complaints

(1) A member may raise a grievance or complaint about a committee member, the Committee or another member of the Association.

(2) The grievance or complaint must be dealt with by the procedures set out in Part 8.

18. Associate members

An associate member must not vote but may have other rights as determined by the Committee or by resolution at a general meeting.

Division 3 – Termination, death, suspension and expulsion**19. Termination of membership**

Membership of the Association may be terminated by –

- (a) notice of resignation addressed and posted to the Association or given personally to the Secretary or another committee member;
- (b) non-payment of the annual membership fee within the time allowed under clause 12 (4).
Expulsion in accordance with this Division.

20. Death of member or whereabouts unknown

If a member dies or the whereabouts of a member are unknown, the Committee must cancel the member's membership.

21. Suspension or expulsion of members

(1) If the Committee considers that a member should be suspended or expelled because his or her conduct may have breached the Associations *Code of Conduct* or their conduct is detrimental to the interests of the Association, the Committee must give notice of the proposed suspension or expulsion to the member.

(2) The notice must –

(a) be in writing and include –

(i) the time, date and place of the committee meeting at which the question of that suspension or expulsion will be decided; and

(ii) the particulars of the conduct; and

(iii) be given to the member not less than 30 days before the date of the committee meeting referred to in paragraph (a)(i).

(3) At the meeting, the Committee must afford the member a reasonable opportunity to be heard or to make representations in writing.

(4) The Committee may suspend or expel or decline to suspend or expel the member from the Association and must give written notice of the decision and the reason for it to the member.

(5) Subject to clause 22, the decision to suspend or expel a member takes effect 14 days after the day on which notice of the decision is given to the member.

22. Appeals against suspension or expulsion

(1) A member who is suspended or expelled under clause 21 may appeal against that suspension or expulsion by giving notice to the Secretary within 14 days after receipt of the Committee's decision.

(2) The appeal must be considered at a general meeting of the Association and the member must be afforded a reasonable opportunity to be heard at the meeting or to make representations in writing prior to the meeting for circulation at the meeting.

(3) The members present at the general meeting must, by resolution, either confirm or set aside the decision of the Committee to suspend or expel the member.

(4) The member is not suspended or does not cease to be a member until the decision of the Committee to suspend or expel him or her is confirmed by a resolution of the members.

PART 4 – MANAGEMENT COMMITTEE

Division 1 – General

23. Role and powers

(1) The business of the Association must be managed by or under the direction of a Management Committee.

(2) The Committee may exercise all the powers of the Association except those matters that the Act or this Constitution requires the Association to determine through a general meeting of members.

(3) The Committee may appoint and remove staff.

(4) The Committee may establish one or more subcommittees for the purpose of running activities aimed at raising interest in the operation of the Association, as the Committee considers appropriate.

(a) A sub-committee will be prescribed powers and functions from the committee as it may think fit, to perform their roles.

(b) The committee may co-opt as members of a sub-committee such persons as it thinks fit, whether or not those persons are members of the Association but a person so co-opted is not entitled to vote.

(c) Three appointed members of a sub-committee constitute a quorum at a meeting of the sub-committee.

(d) The public officer of the Association is responsible for calling meetings of the sub-committee.

(e) A sub committee duly and properly appointed by the committee will meet as and when required by the chair person of that sub committee and each member of the sub committee shall be informed at a reasonable time before the date of the meeting by delivering to him/her a notice at a reasonable time before the meeting or by sending by post to the sub committee members last known place of abode or by a telephone call from the chairman of the sub committee informing the sub committee member of the date of the proposed meeting.

24. Composition of Committee

(1) The Management Committee consists of –

a President;

a Vice-President;

a Secretary;

a Treasurer; and

a Course Director.

(2) the Executive Committee shall be seven (7) members and the two Club Captains shall automatically be members of the Executive Committee.

(3) Unless elected directly as a separate office holder, the Committee must appoint one committee member to be the Association's Public Officer.

(4) The Ordinary committee shall be six (6) members, all of whom shall be elected at the annual general meeting of the Association each year.

(5) Two members of the elected Social Committee, one of whom should be the Social Committee Chairperson or his/her nominee, shall be granted ex-officio Committee person status, such persons to be entitled to one vote collectively only on matters appertaining to the social club and/or fundraising activities of the club.

(6) Each Executive Committee member of the Association shall hold office for two (2) years from the date of this election but is eligible for re-election.

(7) In the event of a casual vacancy occurring in the office of committee person, the committee may appoint a member of the Association to fill the vacancy, and the member so appointed shall hold office, subject to these rules until the conclusion of the annual general meeting next following the date of his appointment.

(8) In the event of a casual vacancy in any office mentioned in sub-rule (1 & 4) of this rule, the committee may appoint one of its members to the vacant office, and the member so appointed may continue in office up to and including the conclusion of the annual general meeting next following the date of his appointment.

25. Delegation

(1) The Committee may delegate to a subcommittee or staff any of its powers and functions other than –

(a) this power of delegation; or

(b) a duty imposed on the Committee by the Act or any other law.

- (c) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- (d) The Committee may, in writing, revoke wholly or in part the delegation.

Division 2 – Tenure of office

26. Eligibility of committee members

- (1) A committee member must be a member who is 18 years or over.
- (2) Shall have been ordinary members or foundation members of the Association for a period of three years, before consideration may be given for nomination, notwithstanding clause 29 “Election by default”.
- (3) Committee members must be elected to the Committee at an annual general meeting or appointed under clause 33.

27. Nominations for election to committee

- (1) A member is not eligible for election to the Committee unless the Secretary receives a written nomination for that member by another member not less than 7 days before the date of the next annual general meeting.
- (2) The nomination must be signed by –
 - (a) the nominator and seconded; and
 - (b) the nominee to signify his or her willingness to stand for election.
- (3) A person who is eligible for election or re-election under this clause may –
 - (a) propose or second himself or herself for election or re-election; and
 - (b) vote for himself or herself.

28. Retirement of committee members

- (1) A committee member holds office until the next annual general meeting unless the member vacates the office under clause 31 or is removed under clause 32.
- (2) Subject to sub clause (3), at an annual general meeting the office of each committee member becomes vacant and elections for a new Committee must be held.
- (3) The Chairperson of the outgoing Committee must preside at the annual general meeting until a new member is elected as Chairperson.
- (4) Members may serve consecutive terms on the Committee unless otherwise provided in the Schedule.

29. Election by default

(1) If the number of persons nominated for election to the Committee under clause 27 does not exceed the number of vacancies to be filled, the Chairperson must declare the persons to be duly elected as members of the Committee at the annual general meeting.

(2) If vacancies remain on the Committee after the declaration under sub clause (1), additional nominations of committee members may be accepted from the floor of the annual general meeting.

(3) If the nominations from the floor do not exceed the number of remaining vacancies, the Chairperson must declare those persons to be duly elected as members of the Committee.

(4) If the nominations from the floor are less than the number of remaining vacancies, the unfilled vacancies are taken to be casual vacancies and must be filled by the new Committee in accordance with clause 33.

(5) In the event of the incumbent President or Secretary voluntarily not accepting nomination for further terms of office in either of these positions, such persons to be granted ex-officio committee person status without vote for the following twelve (12) months.

30. Election by ballot

(1) If the number of nominations exceeds the number of vacancies on the Committee, ballots for those positions must be conducted.

(2) The ballot must be conducted in a manner determined from time to time by resolution at a general meeting.

(3) The members chosen by ballot must be declared by the Chairperson to be duly elected as members of the Committee.

31. Vacating office

The office of a committee member becomes vacant if –

(1) the member –

- (a) is disqualified from being a committee member under section 30 or 40 of the Act;
- (b) resigns by giving written notice to the Committee;
- (c) dies or is rendered permanently incapable of performing the duties of office by mental or physical ill-health;
- (d) ceases to be a resident of the Territory; or
- (e) ceases to be a member of the Association;

(2) the member is absent from more than –

- (a) 3 consecutive committee meetings; or

- (b) 3 committee meetings in the same financial year without tendering an apology to the Chairperson; of which meetings the member received notice and the Committee has resolved to declare the office vacant; or
- (c) in any of the circumstances provided for by the Schedule.
- (d) is found guilty of an offence against the Associations Code of Conduct, that requires a temporary suspension from the use of the Associations facilities.
- (e) fails to pay all arrears of subscription due by him within fourteen days after he has received a notice in writing signed by the public officer stating that he has ceased to be a financial member of the Association.

32. Removal of committee member

(1) The Association, through a special general meeting of members, may remove any committee member before the member's term of office ends.

(2) If a vacancy arises through removal under sub clause (1), an election must be held to fill the vacancy.

33. Filling casual vacancy on Committee

(1) If a vacancy remains on the Committee after the application of clause 29 or if the office of a committee member becomes vacant under clause 31, the Committee may appoint any member of the Association to fill that vacancy.

(2) However, if the office of public officer becomes vacant, a person must be appointed under section 27(6) of the Act to fill the vacancy.

Division 3 – Duties of committee members

34. Collective responsibility of Committee

(1) As soon as practicable after being elected to the Committee, each committee member must become familiar with the Act and regulations made under the Act.

(2) The Committee is collectively responsible for ensuring the Association complies with the Act and regulations made under the Act.

35. Chairperson and Vice-Chairperson

(1) Subject to sub clauses (2) and (3), the Chairperson must preside at all general meetings and committee meetings.

(2) If the Chairperson is absent from a meeting, the Vice-Chairperson must preside at the meeting.

(3) If the Chairperson and the Vice-Chairperson are both absent, the presiding member for that meeting must be –

- (a) a member elected by the other members present if it is a general meeting; or

- (b) a committee member elected by the other committee members present if it is a committee meeting.

36. Secretary

- (1) The Secretary must –
 - (a) coordinate the correspondence of the Association;
 - (b) ensure minutes of all proceedings of general meetings and of committee meetings are kept in accordance with section 38 of the Act;
 - (c) maintain the register of members in accordance with section 34 of the Act;
 - (d) unless the members resolve otherwise at a general meeting – have custody of all books, documents, records and registers of the Association, other than those required by clause 37(5) to be in the custody of the Treasurer; and
 - (e) perform any other duties imposed by this Constitution on the Secretary.

37. Treasurer

- (1) The Treasurer must ensure –
 - (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association;
 - (b) pay all moneys received into the account of the Association within 5 working days after receipt;
 - (c) make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds; and
 - (d) ensure cheques are signed by him or her and at least by one other committee member, or by any 2 other committee members authorised by the Committee.
- (2) The Treasurer must ensure the accounting records of the Association are kept in accordance with section 41 of the Act.
- (3) The Treasurer must coordinate the preparation of the Association's annual statement of accounts.
- (4) If directed to do so by the Chairperson, the Treasurer must submit to the Committee a report, balance sheet or financial statement in accordance with that direction.
- (5) The Treasurer has custody of all securities, books and documents of a financial nature and accounting records of the Association unless the members resolve otherwise at a general meeting.
- (6) The Treasurer must perform any other duties imposed by this Constitution on the Treasurer.

38. Public officer

(1) The public officer must ensure that documents are filed with the Commissioner of Consumer Affairs in accordance with sections 23, 28 and 45 of the Act.

(2) The public officer must keep a current copy of the Constitution of the Association.

PART 5 – MEETINGS OF MANAGEMENT COMMITTEE**39. Frequency and calling of meetings**

(1) The Committee must meet together for the conduct of business not less than 4 times in each financial year unless otherwise provided in the Schedule.

(2) The Chairperson, or at least half the committee members, may at any time convene a special meeting of the Committee.

(3) A special meeting may be convened to deal with an appeal under clause 22.

40. Voting and decision making

(1) Each committee member present at the meeting has a deliberative vote.

(2) A question arising at a committee meeting must be decided by a majority of votes.

(3) If there is no majority, the person presiding at the meeting has a casting vote in addition to a deliberative vote.

41. Quorum

Any five members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.

42. Procedure and order of business

(1) The procedure to be followed at a committee meeting must be determined from time to time by the Committee.

(2) The order of business may be determined by the members present at the meeting.

(3) Only the business for which the meeting is convened may be considered at a special meeting.

43. Disclosure of interest

(1) A committee member who has a direct or indirect pecuniary interest in a contract, or proposed contract, with the Association must disclose the nature and extent of the interest to the Committee in accordance with section 31 of the Act.

(2) The Secretary must record the disclosure in the minutes of the meeting.

(3) The Chairperson must ensure a committee member who has a direct or indirect pecuniary interest in a contract, or proposed contract, complies with section 32 of the Act.

PART 6 – GENERAL MEETINGS

44. Convening general meetings

(1) The Association must hold its first annual general meeting within 18 months after its incorporation.

(2) The Association must hold all subsequent annual general meetings within 5 months after the end of the Association's financial year.

(3) The Committee –

(a) may at any time convene a special general meeting;

(b) must, within 30 days after the Secretary receives a notice under clause 22(1), convene a special general meeting to deal with the appeal to which the notice relates; and

(c) must, within 30 days after it receives a request under clause 45(1), convene a special general meeting for the purpose specified in that request.

(4) The committee at the first meeting after the annual general meeting may set the times and dates of general committee meetings for the following twelve months and a copy of those agreed dates shall be provided to each and every committee member as soon as reasonably practicable after the first meeting.

(a) Special meetings of the committee may be convened by the President or any four of its members.

(b) Notice shall be given to members of the committee of any special meeting, specifying the general nature of the business to be transacted, and no other business shall be transacted at such a meeting.

(c) Any five members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.

(d) No business shall be transacted unless a quorum is present and if within half an hour of the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned to the same place at the same hour of the same day in the following week unless the meeting was a special meeting, in which case it lapses.

(e) At meetings of the committee the President, Vice President or other person delegated by the President or elected by the committee, shall preside.

(f) Questions arising at meetings of the committee or of any sub-committee appointed by the committee shall be determined on a show of hands or, if demanded by a member, by a poll taken in such manner as the person presiding at the meeting may determine.

(g) Each member present at a meeting of the committee or of any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one vote

and, in the event of an equality of votes of any question, the person presiding may exercise a second or casting vote.

- (h) The President, and six executive committee constitute an executive committee, which may issue instructions to the public officer and the servants of the Association in matters of urgency connected with the management of the affairs of the Association during the intervals between meetings of the committee, and where any such instructions are issued shall report thereon to the next meeting of the committee.

45. Special general meetings

(1) The Committee shall, on the requisition in writing of not less than 10 members, convene a special general meeting of the Association.

(2) The request must –

- (a) state the purpose of the special general meeting; and
- (b) be signed by the members making the request.

(3) If the Committee fails to convene a special general meeting within the time allowed –

- (a) for clause 44(3)(b) – the appeal against the decision of the Committee is upheld; and
- (b) for clause 44(3)(c) – the members who made the request may convene a special general meeting as if they were the Committee.

(4) If a special general meeting is convened under sub clause (3)(b), the Association must meet any reasonable expenses of convening and holding the special general meeting.

(5) The Secretary must give to all members not less than 21 days notice of a special general meeting.

(6) The notice must specify –

- (a) when and where the meeting is to be held; and
- (b) the particulars of and the order in which business is to be transacted.

46. Annual general meeting

(1) The Secretary of the Association shall, at least twenty one days before the date fixed for holding a general meeting of the Association cause to be inserted in a newspaper published daily in the NT an advertisement specifying the place, day and time for the holding of the meeting, and the nature of the business to be transacted there at.

(2) The notice must specify –

- (a) when and where the meeting is to be held; and
- (b) the particulars of and the order in which business is to be transacted.

(3) The order of business for each annual general meeting is as follows:

- (a) first – the consideration of the accounts and reports of the Committee;
- (b) second – any proposed changes to the constitution
- (c) third – the election of new committee members;
- (d) fourth– any special resolutions or other business requiring consideration by the Association at the meeting.

47. Special resolutions

(1) A special resolution may be moved at any general meeting of the Association.

(2) The Secretary of the Association shall, at least twenty one days before the date fixed for holding a special general meeting of the Association to discuss a special resolution, cause to be inserted in a newspaper published daily in the NT an advertisement specifying the place, day and time for the holding of the meeting, and the nature of the business to be transacted thereat.

(3) The notice must include the resolution to be proposed and the intention to propose the resolution as a special resolution.

(4) Notice of special resolutions for consideration at a general meeting must be received in writing to the Association, a minimum of 30 days prior to the proposed date of the next general meeting.

48. Notice of meetings

(1) The Secretary must give a notice under this Part by –

- (a) serving it on a member personally; or
- (b) sending it by post to a member at the address of the member appearing in the register of members.

(2) If a notice is sent by post under sub clause (1)(b), sending of the notice is taken to have been properly effected if the notice is addressed and posted to the member by ordinary prepaid mail.

49. Quorum at general meetings

At a general meeting, ten members present in person constitute a quorum.

50. Lack of quorum

(1) If within 30 minutes after the time specified in the notice for the holding of a general meeting a quorum is not present –

- (a) for an annual general meeting or special general meeting convened under clause 44(3)(a) – the meeting stands adjourned to the same time on the same day in the following week and to the same place;
- (b) for a meeting convened under clause 44(3)(b) – the members who are present in person or by proxy may proceed with hearing the appeal for which the meeting is convened; or
- (c) for a meeting convened under clause 44(3)(c) – the meeting lapses.

(2) If within 30 minutes after the time appointed by sub clause (1)(a) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may proceed with the business of that general meeting as if a quorum were present.

(3) The Chairperson may, with the consent of a general meeting at which a quorum is present, and must, if directed by the members at the meeting, adjourn that general meeting from time to time and from place to place.

(4) There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.

(5) If a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice of the adjourned general meeting as if that general meeting were a fresh general meeting.

51. Voting

(1) Subject to clauses 14(2) and 18, each member must be present in person at a general meeting to a deliberative vote.

(2) At a general meeting –

(a) an ordinary resolution put to the vote is decided by a majority of votes made in person; and

(b) a special resolution put to the vote is passed if three-quarters of the members who are present in person, vote in favour of the resolution.

(3) A poll may be demanded by the Chairperson or by 3 or more members present in person.

(4) If demanded, a poll must be taken immediately and in the manner the Chairperson directs.

52. Proxies

All votes at a general meeting shall be given in person, the Association does not accept proxy votes.

PART 7 – FINANCIAL MANAGEMENT

53. Financial year

The financial year of the Association is the period of 12 months ending on 31 December each year.

54. Funds and accounts

(1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.

(2) Subject to any restrictions imposed by the Association at a general meeting, the Committee may approve expenditure on behalf of the Association within the limits of the budget.

(3) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 executive committee members.

(4) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt or as soon as practicable after that day.

(5) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

(6) No cheque shall be drawn on the Association's bank account except for the payment of expenditure that has been authorised by the Committee.

(7) The income and property of the Association, however derived, shall be applied solely towards the promotion of the objects and purposes of the Association and no portion thereof shall be paid or transferred, directly or indirectly, by dividend, bonus, or otherwise, to any member of the Association.

(8) The Association shall not:

(a) appoint a person who is a member of the Committee to any office in the gift of the Association to the holder of which there is payable any remuneration by way of salary, fees, or allowances; or

(b) pay to any such person any remuneration or other benefit in money or money's worth (other than the repayment of out-of-pocket expenses).

(9) Nothing in the foregoing provisions of this rule prevents the payment in good faith to a servant or member of the Association of:

(a) remuneration in return for services actually rendered to the Association by the servant or member or for goods supplied to the Association by the servant or member in the ordinary course of business;

55. Accounts and audits

The responsibility of the Committee under clause 34(2) for ensuring compliance with the Act includes meeting the requirements of Part 5 of the Act and regulations made for that Part relating to –

(a) the keeping of accounting records;

(b) the preparation and presentation of the Association's annual statement of accounts; and

(c) the auditing of the Association's accounts.

PART 8- Expulsion, Grievances and Disputes of Members**56. Grievance and disputes procedures**

(1) This clause applies to disputes between –

- (a) a member and another member; or
- (b) a member and the Committee.

(2) Within 14 days after the dispute comes to the attention of the parties to the dispute, they must meet and discuss the matter in dispute, and, if possible, resolve the dispute.

(3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days after the meeting, hold another meeting in the presence of a mediator.

(4) The mediator must be –

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement –
 - (i) for a dispute between a member and another member – a person appointed by the Committee; or
 - (ii) for a dispute between a member and the Committee – a person who is a mediator appointed or employed by the department administering the Act.

(5) A member of the Association can be a mediator.

(6) The mediator cannot be a party to the dispute.

(7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

(8) The mediator, in conducting the mediation, must –

- (a) give the parties to the mediation process every opportunity to be heard;
- (b) allow due consideration by all parties of any written statement submitted by any party; and
- (c) ensure natural justice is accorded to the parties to the dispute throughout the mediation process.

(9) The mediator must not determine the dispute.

(10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

57. Expulsion of members

- (1) Subject to this rule, the committee may expel a member from the Association if, in the opinion of the committee the member has been guilty of conduct detrimental to the interests of the Association.
- (2) The expulsion of a member pursuant to sub-rule (1) of this rule does not take effect:
 - (a) until the expiration of fourteen days after the service on the member of a notice under sub-rule (3) of this rule; or
 - (b) if the member exercises his right of appeal under this rule, until the conclusion of the special general meeting convened to hear the appeal.

Whichever is the later date.

- (3) Where the Committee expels a member from the Association, the public officer of the Association shall, without undue delay, cause to be served on the member a notice in writing:
 - (a) stating that the committee has expelled the member;
 - (b) specifying the grounds for the expulsion; and
 - (c) informing the member that if he so desires he may, within fourteen days after the service of the notice on him, appeal against the expulsion as provided in this rule.
- (4) A member on whom a notice under sub-rule (3) of this rule is served may appeal against the expulsion to a special general meeting by delivering or sending by post to the public officer of the Association, within fourteen days after the service of that notice, a requisition in writing demanding the convening of such a meeting for the purpose of hearing his appeal.
- (5) Upon receipt of a requisition under sub-rule (3) of this rule, the public officer shall forthwith notify the committee of its receipt and the committee shall thereupon cause a special general meeting of members to be held within twenty-one days after the date on which the requisition is received by the Public Officer.
- (6) At a special general meeting convened for the purpose of this rule:
 - (a) no business other than the question of the expulsion shall be transacted;
 - (b) the committee may place before the meeting details of the grounds of the expulsion and the committee's reasons for the expulsion;
 - (c) the expelled member shall be given an opportunity to be heard; and
 - (d) the members present shall vote by secret ballot on the question whether the expulsion should be lifted or confirmed.

- (7) If at the special general meeting a majority of the members present vote in favour of the lifting of the expulsion, the expulsion shall be deemed to have been lifted and the expelled member is entitled to continue his membership of the Association.
- (8) If at the special general meeting a majority of the members present vote in favour of the confirmation of the expulsion, the expulsion takes effect, and the expelled member ceases to be a member of the Association.

PART 9 – MISCELLANEOUS

58. Common seal

(1) The common seal of the Association must not be used without the express authority of the Committee and every use of that common seal must be recorded by the Secretary.

(2) The affixing of the common seal of the Association must be witnessed by any 2 of the following:

- (a) the Chairperson;
- (b) the Secretary;
- (c) the Treasurer.

(3) The common seal of the Association must be kept in the custody of the Secretary or another person the Committee from time to time decides.

59. Distribution of surplus assets on winding up

(1) If on the winding up or dissolution of the Association, and after satisfaction of all its debts and liabilities, there remain any assets, the assets must not be distributed to the members or former members.

(2) The surplus assets must be given or transferred to another association incorporated under the Act that –

- (a) has similar objects or purposes;
- (b) is not carried on for profit or gain to its individual members; and
- (c) is determined by resolution of the members.

60. Rules and Regulations-NT Golf Association

The Humpty Doo and Rural Area Golf Club Incorporated shall abide by the rules and regulations of the NT Golf Group Association.

Notes

1. The Associations (Model Constitution) Regulations, in force under the *Associations Act*, comprise the Regulations 2004, No. 28, the details of which are specified in the following table:

Year and number	Date made	Date notified in the <i>Gazette</i>	Date of commencement
2004, No. 28	5 Aug 2004	11 Aug 2004	11 Aug 2004