



**CONSTITUTION OF
KINGSTON BEACH GOLF CLUB Inc.**

Incorporated under the *Associations Incorporation Act 1964*
(TAS)

ADOPTED NOVEMBER 2022

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1. Introductory provisions

1.1. Definitions

1.1.1. In this constitution:

- a. **act** means the *Associations Incorporation Act 1964 (TAS)* as modified and amended from time to time and includes any regulations made under that Act and any exemption or modification to that Act applying to the club;
- b. **club** means Kingston Beach Golf Club, the incorporated association to which this constitution applies;
- c. **authorised deposit-taking institution** means a body corporate that is an authorised deposit-taking institution for the purposes of the *Banking Act 1959 (Cth)*;
- d. **board** means committee, as defined in the Act;
- e. **bylaws** means the bylaws of the club;
- f. **by lot** means making a determination or choice by lottery. For example, this might include conducting a draw at random;
- g. **casual vacancy**, on the board, means a vacancy that occurs when a board member resigns, dies or otherwise stops holding office;
- h. **Commissioner** means the Commissioner for Corporate Affairs, as per the Act;
- i. **constitution** means rules as defined in the Act;
- j. **general meeting** means a meeting of the club's eligible voting members and includes all general meetings (annual general meetings, general meetings, special general meetings and extraordinary general meetings) called at the direction of the board under clause 8.2.1.a and on the request of members under clause 8.2.1.b;
- k. **majority** means more than half of all eligible voting members present and voting at a board meeting or a general meeting;
- l. **member** means a person who has been duly accepted as such by the board in accordance with this constitution and who has paid any fees and levies due to the club;
- m. **nomination fee** means a fee payable to the club upon submission of an application for membership;
- n. **present** means:
 - i at a board meeting, see clause 7.1.3; or
 - ii at a general meeting, see clause 8.5.2.
- o. **signed** means agreed in writing;

- p. **special resolution** means a resolution that is passed at a general meeting by the votes of at least 75% of the members who are present and voting;
 - q. **surplus assets** means the assets and property after payment of the debts and liabilities remaining on a winding-up of the club and the costs, charges and expenses of the winding-up;
 - r. **subscription fee** means a fee payable to the club for the receipt of membership rights and privileges;
 - s. **written / in writing** means, unless the contrary intention appears, all forms of visible words, including printed, hard copy or electronic formats.
- 1.1.2. Words importing the singular include the plural where context requires or permits.

1.2. Name

- 1.2.1. The name of the incorporated association is Kingston Beach Golf Club Inc.
1 Channel Highway Kingston Tas 7050
In this constitution hereafter called “the club”
- 1.2.2. The Name of the Course is “Nettlefold Reserve”

1.3. Associations Incorporation Act 1964

- 1.3.1. In this constitution, unless the context requires otherwise, a word or 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 model rules created under the Act are displaced by this constitution and accordingly do not apply to the club.

1.4. Interpretation

- 1.4.1. The board has authority to interpret the meaning of this constitution and any matter relating to the club on which the constitution is silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

2. Objects and powers

2.1. Objects

- 2.1.1. The objects of the club are to:
 - a. foster, encourage, promote, support and manage the game of golf;

- b. abide by the rules regulating the conduct of golf;
- c. foster a safe, fair and inclusive environment and encourage a sense of community spirit and social interaction amongst members and visitors;
- d. ensure that all members receive equal treatment and access;
- e. establish, maintain, and develop the course, facilities and amenities for the benefit, social comfort and advancement of golf, the club, its members and visitors;
- f. affiliate with Golf Australia, Golf Tasmania and such other bodies as the club deems fit;
- g. adopt and abide by the provisions of the Golf Australia Member Protection Policy;
- h. ensure environmental considerations and the public interest are taken into account in all golf and related activities conducted by the club;
- i. do such things as are incidental or conducive to the attainment of any or all of these objects.

2.2. Powers

- 2.2.1. Solely for furthering the objects, the club, in addition to any other powers it has under the Act, has the legal capacity and powers of a company limited by guarantee as set out under section 124 of the *Corporations Act 2001 (Cth)*.

3. Membership

3.1. Classes of membership

- 3.1.1. The membership of the club consists of the following classes. Definitions of all classes are expanded in the bylaws:
 - a. **Full Membership** – over 18 years - eligible for election to the board and full voting rights.
 - b. **Interstate/Overseas** - Not eligible for elections to the board and No voting rights.
 - c. **9 Hole** - over 18 years - Eligible for election to the board and full voting rights.
 - d. **Casual Membership** - Not eligible for election to the board & No voting rights.
 - e. **Junior** - Not eligible for election to the board & No voting rights
 - f. Any other membership category as determined by the board or stated in the bylaws.

- 3.1.2. The board shall have the power to limit the number of members in any class of membership.
- 3.1.3. The board may, in accordance with bylaws determine from time to time, on the written application of a member who has the qualifications for and wishes to become a member of a different class of membership, transfer that member from any class of membership to another class of membership. The board may, at its absolute discretion, make an adjustment in the nomination fee and subscription fee paid or payable by that member so transferred for the membership year in which the transfer takes place.
- 3.1.4. A right, privilege or obligation which a person has by reason of being a member of the club is not capable of being transferred or transmitted from one person to another person.
- 3.1.5. Notwithstanding the membership rights and privileges listed in clause 3.1.1 any person who is a current employee of the club shall not be entitled to vote at any general meeting or board meeting and shall not be eligible to hold office as a board member.

3.2. Patrons

- 3.2.1. One or more patrons may be nominated by the board and appointed by the members present and voting at an annual general meeting.
- 3.2.2. At each annual general meeting of the club, any patron is deemed to have retired from their position, but is eligible, on nomination by the board, for re-appointment.
- 3.2.3. A patron is not entitled to vote at general meetings of the club and is not eligible for election to the board unless they are also an otherwise eligible member.

3.3. Subscription fees, nomination fees and levies

- 3.3.1. The subscription fees and nomination fees for each class of membership, other than life membership, are:
 - a. the amounts decided by the board; and
 - b. payable on 1st October, and in a manner decided by the board.
- 3.3.2. The board may at any time impose a levy, or any other charges, upon all or any members in any amount and upon such payment terms as the board may think fit.
- 3.3.3. A member will not cease to be a member as a result of non-payment of subscription fees, nomination fees, other fees or levies until such moneys are due and payable.

- 3.3.4. A member who fails to pay any subscription fee, nomination fee, other fee or levy payable by that member within one month after the due date, shall have their playing rights suspended and must pay interest calculated on the amount due, at a rate determined by the board from time to time.
- 3.3.5. A member who has any subscription fee, nomination fee, other fee or levy in arrears for a period of two months shall have their membership terminated or suspended.
- 3.3.6. A member who has their membership terminated or suspended under clause 3.3.5 continues to be liable to pay any unpaid subscription fee, nomination fee, other fee or levy.

3.4. Application for membership

- 3.4.1. An application for membership must be:
 - a. in writing; and
 - b. in the form decided by the board;
 - c. accompanied by any other documents or evidence of qualification for membership, as determined by the board from time to time.

3.5. Admission and rejection of new members

- 3.5.1. The board must consider an application for membership at the next board meeting held after it receives:
 - a. the application for membership; and
 - b. the appropriate nomination fee for the application.
- 3.5.2. The board must decide at the meeting, in its absolute discretion, whether to accept or reject the application.
- 3.5.3. If a majority of the board members present and voting at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member in the class of membership applied for, subject to any waiting period.
- 3.5.4. If the board decides to reject an application, the secretary of the club must, as soon as possible, give the applicant notice of the decision in a manner determined by the board.
- 3.5.5. If a person's application for membership is rejected, the secretary must, as soon as possible, refund any nomination fee paid by the person.
- 3.5.6. The secretary shall promptly forward to every admitted applicant an account for payment of subscription fees and will enter the name and address of the new member, and the date of becoming a member, in the register of members.

- 3.5.7. An applicant whose application for membership has been rejected has no right of appeal against their rejection under this clause.

3.6. Membership renewal and re-joining

- 3.6.1. Members will be invited to renew their membership and upon renewal and payment of annual subscription a member must provide details of any change in their personal details, and any other information reasonably required by the club.
- 3.6.2. A member who has resigned from the club or otherwise forfeited their membership and later desires to re-join may be subject to the same process of admission to membership as any new member who has not previously been a member of the club. The board has the right to determine what, if any, nomination fee is required of a member re-joining under this clause.

3.7. Register of members

- 3.7.1. The board must keep a register of members of the club.
- 3.7.2. The register must include the following particulars for each member:
- a. the full name of the member;
 - b. the postal or residential address of the member;
 - c. the email address of the member
 - d. the date of admission as a member;
 - e. the date of death or time of resignation of the member;
 - f. details about the termination or reinstatement of membership;
 - g. any other particulars the board or the members at a general meeting decide.
- 3.7.3. Having regard to privacy and confidentiality considerations, inspection of the register is only available to members via the club online member directory.

3.8. Use of information on register of members

- 3.8.1. Subject to the Act, confidentiality considerations and privacy laws, the register of members may be used solely to further the objects of the club, as the board considers appropriate.

4. Resignation, discipline, appeals and grievances

4.1. Resignation of a member

- 4.1.1. A member may resign from the club by giving a written notice of resignation to the secretary.
- 4.1.2. The resignation will take effect at the end of the club's financial year unless approved otherwise by the board.

4.2. Disciplinary procedure

- 4.2.1. The board may take action to terminate or suspend a member's membership if it is determined that the member has:
 - a. breached, failed, refused or neglected to comply with a provision of this constitution, the club's bylaws or any resolution or determination of the board or any duly authorised subcommittee;
 - b. refused to support the objects of the club;
 - c. acted in a manner unbecoming of a member, or prejudicial to the character and interests of the club; and/or
 - d. brought themselves, the club, any other member or the sport into disrepute;
 - e. been convicted of an indictable offence;
 - f. has subscription fees in arrears for at least two months under clause 3.3.5.
- 4.2.2. If the board decides to terminate or suspend a member's membership, the secretary must, within seven days after the decision, give the member written notice:
 - a. setting out the decision of the board and the grounds on which it is based;
 - b. stating that the member may address the board at a meeting to be held not earlier than seven days and not later than 28 days after the service of the notice;
 - c. stating the date, place and time of that meeting;
 - d. informing the member that the member may do either or both of the following:
 - i attend and speak at that meeting
 - ii submit to the board at or before the date of that meeting written representations relating to the decision;
 - e. setting out the member's appeal rights under clauses 4.3 and 4.4.
- 4.2.3. Before the board terminates or suspends a member's membership, the board must:
 - a. give the member a full and fair opportunity to make verbal representations at a meeting as mentioned in clause 4.2.2.b;

- b. give due consideration to any written representations submitted to the board by the member at or before the meeting mentioned in clause 4.2.2.b.
- 4.2.4. If, after considering all representations made by the member, the board decides by resolution to terminate or suspend the membership, the secretary must, within seven days of the meeting mentioned in clause 4.2.2.b, give the member a written notice of the decision.

4.3. Appeal against termination or suspension of membership

- 4.3.1. A person whose membership has been terminated or suspended may give the secretary written notice of their intention to appeal against the decision.
- 4.3.2. A notice of intention to appeal must be given to the secretary within seven days after the person receives written notice of the decision.
- 4.3.3. Within seven days of the secretary receiving a notice of intention to appeal, an appeals panel shall be constituted by up to three people, other than board members, which should include a barrister or solicitor who will act as chairperson of the appeals panel.

4.4. Appeals panel to decide appeal

- 4.4.1. The appeals panel must hold the appeal meeting within 28 days after the secretary receives the notice of intention to appeal.
- 4.4.2. At the meeting, the member must be given a full and fair opportunity to show why the membership should not be terminated or suspended.
- 4.4.3. Also, the board must be given a full and fair opportunity to show why the membership should be terminated or suspended.
- 4.4.4. An appeal must be decided by a majority vote of the members of the appeals panel.
- 4.4.5. Where a decision of the board to terminate or suspend a member's membership is set aside by the appeals panel, the membership shall be reinstated to the member's former level of membership without payment of any further fee.

4.5. Grievance procedure

- 4.5.1. This grievance procedure applies to disputes between:
 - a. a member and another member;
 - b. a member and the board;
 - c. a member and the club.

- 4.5.2. This procedure does not apply to any appeal by a member against a decision made in accordance with the disciplinary procedure outlined in clause 4.1.2
- 4.5.3. 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.
- 4.5.4. The parties to a dispute may attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.
- 4.5.5. If the parties to a dispute are unable to resolve the dispute between themselves within 14 days, the parties may within a further ten days:
 - a. notify the board of the dispute; and
 - b. agree to or request the appointment of a mediator; and
 - c. attempt in good faith to settle the dispute by mediation.
- 4.5.6. The mediator may be:
 - a. a person chosen by agreement between the parties; or
 - b. in the absence of agreement:
 - i. if the dispute is between a member and another member, a person appointed by the board; or
 - ii. if the dispute is between a member and the board or the club, a suitable external agency.
- 4.5.7. A mediator appointed by the board may be a member or former member of the club but in any case, must not be a person who:
 - a. has a personal interest in the dispute; or
 - b. is biased against, or in favour of, any party.
- 4.5.8. The mediator to the dispute, in conducting the mediation, must:
 - a. give each party every opportunity to be heard; and
 - b. allow due consideration by all parties of any written statement submitted by any party; and
 - c. ensure that natural justice is accorded to the parties throughout the mediation process.
- 4.5.9. The mediator must not determine the dispute.
- 4.5.10. If the mediation process does not resolve the dispute, the board may take whatever steps it considers appropriate in the best interests of the club and the members concerned.
- 4.5.11. Neither party is entitled to be represented by a legal practitioner at mediation.

- 4.5.12. The board may prescribe additional grievance procedures, which are consistent with this constitution, in the club's bylaws.

5. The board, subcommittees and delegation

5.1. Membership of board

- 5.1.1. The board of the club comprises of not less than 9 and not more than 11 members, each of whom must be at least 18 years of age.
- 5.1.2. The board comprises the following positions:
- a. president;
 - b. treasurer;
 - c. captain;
 - d. a further 6 elected positions which include the vice president and two vice captains;
 - e. a further 2 positions may be made by direct appointment by the board to ensure gender balance and to maximise skills.
- 5.1.3. A board member must exercise their powers and discharge their duties in good faith, in the best interests of the club for proper purpose and with a degree of care and diligence that a reasonable person would exercise in the circumstances.
- 5.1.4. A person is not eligible to be a board member if they have served as the club's general manager within the preceding three years.

5.2. Terms of office

- 5.2.1. The term of office for elected board members is 2 years.
- 5.2.2. The term of office for any direct appointments will be at the discretion of the board.
- 5.2.3. Board members shall remain in office from the conclusion of the annual general meeting at which they were elected until the second annual general meeting following their election, but are eligible, on nomination, for re-election.
- 5.2.4. The board shall have the power to determine the sequence of retirements for board members to ensure rotational terms, whereby approximately one half of the board members retire in each year.
- 5.2.5. There is no maximum number of consecutive terms for which a board member may hold office.

5.3. Functions of board

- 5.3.1. The business of the club is to be managed by or under the direction of the board.

- 5.3.2. The board must take all reasonable steps to ensure that the club complies with its obligations under the Act and this constitution.
- 5.3.3. Subject to this constitution, the board has the general control and management of the administration of the affairs, property and funds of the club.
- 5.3.4. The board may exercise all the powers of the club except any powers that the Act or this constitution requires the club to exercise at a general meeting.
- 5.3.5. The board has power to enforce the observance of all clauses in this constitution and any bylaws made by the board.
- 5.3.6. The board will have the following specific powers and duties:
 - a. to authorise expenditure for
 - maintenance of property
 - replacement of capital equipment;
 - b. to obtain approval at a general meeting for the sale purchase, lease or any other transaction concerning land or the real property assets of the club;
 - c. to obtain approval at a general meeting for any loan of financial undertaking which commits the club to a liability exceeding \$200,000 indexed using the annual CPI%.

5.4. Delegation

- 5.4.1. The board may delegate any of its powers and authorities, duties and functions to any person or to any subcommittee except:
 - a. the power to delegate; and
 - b. a function that is a duty imposed on the board by the Act or by any other law.
- 5.4.2. Despite any delegation under this clause, the board may continue to exercise all its functions, including any function that has been delegated and remains accountable for the exercise of those functions at all times.

5.5. Appointment of subcommittees –

- 5.5.1. The board may create and dissolve any subcommittee, considered appropriate by the board to help with the conduct of the club's operations Subject to Rule 5.5.2.
- 5.5.2. The existence of a Women's subcommittee shall be subject to review when women members reach 40% of the total membership numbers.
- 5.5.3. Subcommittees shall have such powers and duties as the board shall confer on them, or which the board shall delegate to them.

- 5.5.4. A subcommittee may meet and adjourn as it considers appropriate, or as directed by the board.
- 5.5.5. The board may empower any subcommittee of the club to open and operate an account with an authorised deposit-taking institution approved by the board from time to time. However, the persons eligible to operate that account must be approved by the board which from time to time may remove and replace those persons or any of them. Should any such accounts just be an internal account of the club, the subcommittee must keep its own financial records to reconcile with the internal records.
- 5.5.6. Subject to the board's absolute control and supervision, each subcommittee of the club may manage its own affairs but must make regular reports to the board (or otherwise as the board may require from time to time). Each subcommittee must promptly and regularly produce its minutes and records for inspection by or on behalf of the board.
- 5.5.7. A subcommittee of the club must in the exercise of those powers delegated to it, conform to any regulation or restriction that the board may impose upon it from time to time. The President may by virtue of their office be an ex-officio member of any subcommittee.

5.6. Acts not affected by defects or disqualifications

- 5.6.1. An act performed by the board, a subcommittee or a person acting under the direction of the board is taken to have been validly performed.
- 5.6.2. Clause 5.6.1 applies even if the act was performed when:
 - a. there was a defect, informality or irregularity in the appointment of a board member, subcommittee member or person acting under the direction of the board; or
 - b. there was an irregularity in the convening or conduct of any board meeting, subcommittee meeting or general meeting that was not discovered until after the conclusion of that meeting; or
 - c. a board member, subcommittee member or person acting under the direction of the board was disqualified from being a member.

6. Election, appointment and vacancies on the board

6.1. Electing the board

- 6.1.1. A board member may only be elected as follows:
 - a. the secretary calls for nominations for board positions at least 28 days before the annual general meeting;
 - b. any two members of the club, who are eligible to vote at general meetings, may nominate an eligible member (the candidate) to serve as a board member;

- c. nominations must be:
 - i in writing; and
 - ii signed by the candidate and the members who nominated them; and
 - iii received by the secretary at least 14 days before the annual general meeting.
 - d. where there is more than one candidate for any vacant position, balloting lists must be prepared containing the names of the candidates in order determined by lot, and made available to members of the club at least 7 days before the annual general meeting;
 - e. each member, who is eligible to vote at general meetings, may vote for their preferred candidate for each vacant board position;
 - f. votes must be received by the secretary no later than one hour prior to the annual general meeting;
 - g. elections shall be conducted by secret ballot;
 - h. any equality in voting is resolved as follows:
 - i if there are two or more candidates for a vacant board position and two or more candidates receive an equal number of votes, the successful candidate is determined by lot.
 - i. if there is only one candidate for a vacant board position, the candidate is declared elected;
 - j. if there are no candidates nominated for a vacant board position, a casual vacancy is deemed to have occurred in that position;
 - k. the results of board elections are announced at the annual general meeting, with the members elected taking office upon conclusion of the annual general meeting.
- 6.1.2. A person may be a candidate only if the person:
- a. is at least 18 years of age; and
 - b. is a financial member; and
 - c. is eligible to be elected as a board member under the Act; and
 - d. has not served as the club's general manager for at least three years.
- 6.1.3 One vice captain will be elected by women members.

6.2. Resignation, removal or vacation of office of board member

- 6.2.1. A board member may resign from the board by giving written notice of resignation to the secretary.
- 6.2.2. The resignation takes effect at:
 - a. the time the notice is received by the secretary; or
 - b. if a later time is stated in the notice, the later time.
- 6.2.3. A board member may be removed from office at a general meeting of the club if a majority of the members present and voting at the meeting vote in favour of removing the member.
- 6.2.4. Before a vote is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why they should not be removed from office.
- 6.2.5. The office of a board member may be vacated, and a casual vacancy thereby created, if that person:
 - a. dies; or
 - b. ceases to be a member of the club; or
 - c. becomes disqualified from being a board member under the Act; or
 - d. fails to disclose the nature of any material personal interest in a matter that relates to the affairs of the club; or
 - e. becomes of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
 - f. is absent from three consecutive board meetings without leave of the board; or
 - g. becomes an employee of the club; or
 - h. is convicted of an indictable offence or is made bankrupt; or
 - i. does not agree to undergo a criminal history check or is disqualified as a result of such a check; or
 - j. does not otherwise comply with the requirements of this constitution.
- 6.2.6. A board member has no right of appeal against their removal from office under this clause.
- 6.2.7. Any board member who has their membership of the club terminated or suspended may not return to the office vacated by them for the remainder of the term for that position.
- 6.2.8. Clause 6.2.7 does not apply in the case of any decision of the board to terminate or suspend a member's membership, which is subsequently set aside by the appeals panel.

6.3. Vacancies on board

- 6.3.1. If a casual vacancy occurs on the board, the continuing members of the board may appoint another member of the club to fill the vacancy for the remainder of the term for that position.
- 6.3.2. If the number of board members is less than the number fixed under clause 7.3.1 as a quorum of the board, the continuing members of the board may act only to:
 - a. increase the number of board members to the number required for a quorum; or
 - b. call a general meeting of the club.

7. Meetings of the board

7.1. Board meetings

- 7.1.1. The board may meet for the transaction of business, call, adjourn and otherwise regulate its meetings as it thinks fit, provided that the board will meet at least once every four months.
- 7.1.2. The board may hold meetings or permit a board 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.
- 7.1.3. A board member who participates in the meeting as mentioned in clause 7.1.2 is taken to be present at the meeting.
- 7.1.4. A question arising at a board meeting is to be decided by a majority vote of board members present and voting at the meeting and, if the votes are equal, the question is decided so as to maintain the status quo.
- 7.1.5. The president is to preside as chairperson at a board meeting.
- 7.1.6. If there is no president or if the president is not present within 30 minutes after the time fixed for a board meeting, the members may choose one of their number to preside as chairperson at the meeting.

7.2. Minutes of board meetings

- 7.2.1. The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each board meeting are entered in a minute book, which may be in electronic format.
- 7.2.2. To ensure the accuracy of the minutes, the minutes of each board meeting must be signed by the chairperson of the meeting, or the chairperson of the next board meeting, verifying their accuracy.
- 7.2.3. Minutes of board meetings are not available for inspection, other than by board members.

7.3. Quorum for, and adjournment of, board meeting

- 7.3.1. At a board meeting, more than 50% of the members elected to the board as at the close of the last general meeting of the members form a quorum.
- 7.3.2. If there is no quorum within 30 minutes after the time fixed for a board meeting:
 - a. the meeting is to be adjourned for at least one day; and
 - b. the members of the board who are present are to decide the day, time and place of the adjourned meeting.
- 7.3.3. If, at an adjourned meeting mentioned in clause 7.3.2, there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

7.4. Resolutions of board without meeting

- 7.4.1. The board may pass a resolution without a meeting of the board being held if a majority of the board members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. The resolution will be as valid and effectual as if it had been passed at a meeting of the board duly called and held.
- 7.4.2. Such a resolution may be validly transmitted and agreed in writing electronically.
- 7.4.3. A resolution mentioned in clause 7.4.1 may consist of several documents in like form, each agreed in writing by one or more board members.

7.5. Register of board members' Conflicts of Interest

- 7.5.1. The secretary shall cause to be kept and updated from time to time a register of declared conflicts of interest of board members.
- 7.5.2. If a board member has a material personal interest in a matter that relates to the affairs of the club:
 - a. the board member must declare the interest;
 - b. the board member must not vote on matters that relate to the interest and, if the member does vote, the member's vote must not be counted;
 - c. the club cannot avoid the transaction merely because of the existence of the interest;
 - d. the interest must be recorded in the minutes of the board meeting at which the disclosure is made and also in the register of declared interests of board members.

- 7.5.3. Clause 7.5.2 does not apply to a material personal interest:
- a. that exists only because the member belongs to a class of persons for whose benefit the club is established; or
 - b. that the member has in common with all, or a substantial proportion of, the members of the club.

8. Meetings of members

8.1. Annual general meetings

- 8.1.1. The club's annual general meeting must be held:
- a. at least once each year; and
 - b. within three months after the end date of the club's financial year.
- 8.1.2. The following business must be conducted at each annual general meeting of the club:
- a. receiving from the board, auditor, employees and other persons acting on behalf of the club reports on the transactions of the club during the preceding financial year of the club;
 - b. electing board members;
 - c. appointing an auditor (if required) for the present financial year, provided that:
 - i if an auditor is not appointed at an annual general meeting, or if a casual vacancy occurs in the office of auditor, the board is to appoint a person as the auditor of the club as soon as possible.
 - d. appointing one or more patrons, should there be any nominations;
 - e. any other business, as determined by the board.

8.2. General meetings

- 8.2.1. The secretary must call a general meeting by giving each member of the club written notice of the meeting within 14 days after:
- a. being directed to call the meeting by the board; or
 - b. being given a written request signed by at least 10% of the number of members of the club who are entitled to vote at general meetings when the request is signed.
- 8.2.2. A request mentioned in clause 8.2.1 must state any proposed resolution to be considered at the general meeting.
- 8.2.3. Separate copies of a document setting out the request may be used for signing by members if the wording of the request is identical in each copy.

- 8.2.4. A general meeting must be held within 28 days after the secretary is directed or requested to call the meeting as mentioned in clause 8.2.1.
- 8.2.5. If the secretary is unable or unwilling to call the general meeting, the president must call the meeting.
- 8.2.6. If the secretary or president does not within 28 days from the date of receipt of the request mentioned in clause 8.2.1.b duly proceed to call the meeting, the members who made the initial request (or any of them) may themselves call and arrange to hold the meeting.
- 8.2.7. Any meeting called by the members under clause 8.2.6 must be called in the same manner as that in which meetings are called by the board, and must be held not later than three months from the date of receipt of the request mentioned in clause 8.2.1.b.
- 8.2.8. All reasonable expenses of convening and conducting such a meeting shall be borne by the club.

8.3. Notice of general meetings

- 8.3.1. The secretary must give written notice of any general meeting to each member of the club at least 14 days before the date of the general meeting.
- 8.3.2. Notice of a general meeting must state the business to be conducted at the meeting and must specify the date, time and place for the meeting.

8.4. Quorum for, and adjournment of, general meetings

- 8.4.1. The quorum for an annual general meeting and for a general meeting called at the direction of the board under clause 8.2.1.a is at least 5% of the club's members who are entitled to vote at general meetings.
- 8.4.2. The quorum for a general meeting called on the request of members under clause 8.2.1.b is at least 10% of the club's members who are entitled to vote at general meetings.
- 8.4.3. No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- 8.4.4. If the required quorum is not present within 30 minutes from the time fixed for a general meeting, the meeting:
 - a. if called upon the request of members under clause 8.2.1.b, lapses; or
 - b. in any other case will be adjourned to either the same day in the next week at the same time and at the same place or to any other date, time or place which the board specifies.

- 8.4.5. If the required quorum is not present at the adjourned meeting, the members who are present and entitled to vote will be deemed to be the quorum and may transact the business for which the meeting was called.
- 8.4.6. The chairperson must adjourn a general meeting if a majority of members present at the meeting agree or direct that the chairperson must do so.
- 8.4.7. No business will be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 8.4.8. A resolution passed at any adjourned meeting will for all purposes be treated as having been passed on the date when it was in fact passed and will not be deemed to have been passed on any earlier date.
- 8.4.9. When a meeting is adjourned, a new notice of the adjourned meeting is required only if the meeting is adjourned for 14 days or more.

8.5. Procedure at general meetings

- 8.5.1. An eligible voting member may take part and vote in a general meeting in person or by proxy.
- 8.5.2. A member who participates in a meeting as mentioned in clause 8.5.1 is taken to be present at the meeting.
- 8.5.3. At each general meeting:
 - a. the president is to preside as chairperson; and
 - b. if there is no president or if the president is not present within 30 minutes after the time fixed for the meeting or is unwilling to act, the members present may choose another board member to be chairperson of the meeting; and
 - c. if there is no board member present the members may choose one of their number to preside as chairperson at the meeting; and
 - d. the chairperson must conduct the meeting in a proper and orderly way; and
 - e. a member who is not present at a general meeting is not permitted to take part using technology.
- 8.5.4. No business other than that stated on the notice of meeting may be conducted at a general meeting.

8.6. Voting at general meetings

- 8.6.1. At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority vote of the members present and voting.

- 8.6.2. Each member present and entitled to vote is entitled to one vote only and, if the votes are equal, the question is decided so as to maintain the status quo.
- 8.6.3. A member is not entitled to vote at a general meeting if the member has any subscription fee, nomination fee, other fee or levy in arrears at the date of the meeting.
- 8.6.4. A challenge to a member's right to vote at a general meeting:
 - a. may only be made at the meeting; and
 - b. must be determined by the chairperson, whose decision is final.
- 8.6.5. The method of voting is to be decided by the board.
- 8.6.6. However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- 8.6.7. If a secret ballot is held, the chairperson must appoint at least two members to conduct the secret ballot in the way the chairperson decides.
- 8.6.8. The result of a vote as declared by the chairperson is taken to be a resolution of the meeting at which the vote was held. Neither the chairperson nor the minutes need to state the number or proportion of the votes recorded in favour or against.
- 8.6.9. Before any vote is taken the chairperson must inform the meeting whether any proxy votes have been received and the manner in which proxy votes are to be cast.

8.7. Proxies

- 8.7.1. Any member who is entitled to vote at general meetings of the club may appoint another member, who is also entitled to vote at general meetings, as the member's proxy to attend and vote for the member at a general meeting.
- 8.7.2. The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- 8.7.3. Each instrument appointing a proxy must be received by the secretary no later than 09:00am on the last business day before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- 8.7.4. An instrument appointing a proxy must be in writing and be in the following or similar form:

I, _____ of, _____ being
 a member of the club, appoint _____ of _____
 as my proxy to vote for me on my behalf at the (annual) general meeting

of the club, to be held on the _____ day of _____ 20____
and at any adjournment of the meeting.

Signed this _____ day of _____ 20 _____

Signature _____

- 8.7.5. The instrument appointing a proxy must be signed by the appointor.
- 8.7.6. Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.
- 8.7.7. If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in writing and be in the following or similar form:

I, _____ of, _____ being
a member of the club, appoint _____ of _____
as my proxy to vote for me on my behalf at the (annual) general meeting of the
club, to be held on the _____ day of _____ 20____
and at any adjournment of the meeting.

Signed this _____ day of _____ 20 _____

Signature _____

This form is to be used *in favour of/*against [*strike out whichever is not wanted*] the following resolutions:

[*List relevant resolutions*]

- 8.7.8. Unless the secretary has received written notice of the matter before the start or resumption of the meeting at which a proxy votes, a vote cast by the proxy will be valid even if, before the proxy votes:
 - a. the appointing member dies; or
 - b. the member is mentally incapacitated; or
 - c. the member revokes the proxy's appointment.

8.8. Minutes of general meetings

- 8.8.1. The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book, which may be in electronic format.
- 8.8.2. To ensure the accuracy of the minutes:
 - a. 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 club that is a general meeting or annual general meeting, verifying their accuracy; and
 - b. 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.

- 8.8.3. If asked by a member of the club, the secretary must, within 28 days after the request is made:
- a. make the minutes for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
 - b. give the member a copy of the minutes of the meeting.

9. Secretary and public officer

9.1. Secretary

- 9.1.1. The secretary's functions include, but are not limited to:
- a. calling meetings of the club, including preparing notices of a meeting and of the business to be conducted at the meeting; and
 - b. keeping minutes of each meeting; and
 - c. keeping copies of all correspondence and other documents relating to the club; and
 - d. maintaining the register of members of the club.
- 9.1.2. The secretary will be appointed by the board.

9.2. Public officer

- 9.2.1. The club must have a public officer, who must be an individual who is:
- a. at least 18 years of age; and
 - b. ordinarily resident in Tasmania; and
 - c. not disqualified from managing a corporation.
- 9.2.2. The public officer is appointed by the board.
- 9.2.3. The position of public officer may, but need not be, held by a board member.
- 9.2.4. The office of public officer may be vacated, and a casual vacancy thereby created, if that person:
- a. dies; or
 - b. becomes bankrupt or compounds with creditors or otherwise takes advantage of the laws in force for the time being relating to bankruptcy; or
 - c. is unable to perform the duties of the office competently;
 - d. resigns from office; or
 - e. ceases to be resident in Tasmania.

- 9.2.5. The club must within 14 days after any change in the identity or address of the public officer give notice to the Commissioner containing particulars of the change.

10. General manager

10.1. Appointment of general manager

- 10.1.1. A general manager may be appointed by the board.
- 10.1.2. A person currently serving as a board member may not apply to fill the position of general manager.
- 10.1.3. In the absence of a general manager, the duties shall be distributed as the board deems necessary.

10.2. Powers, duties and authorities of general manager

- 10.2.1. The general manager holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, delegated to them by the board.
- 10.2.2.** The exercise of those powers and authorities and the performance of those duties by the general manager are subject at all times to the control of the board.

10.3. Delegation to general manager

- 10.3.1. The board may delegate to the general manager the power (subject to such reservations on the power as may be decided by the board) to conduct the day-to-day management and control of the business and affairs of the club.

10.4. Dismissal of general manager

- 10.4.1. Subject to any contract or legislation, the general manager may be dismissed by the board on the grounds that they:
- a. resign from office by notice in writing to the board. Such resignation shall take effect at:
 - i the time the notice is received by the board; or
 - ii if a later time is stated in the notice and is approved by the board, the later time; or
 - b. have been guilty of persistent or gross neglect in the discharge of their duties; or
 - c. conduct themselves in a way considered by the board to be injurious or prejudicial to the character or interests of the club; or

- d. become disqualified from managing a corporation or being a responsible person for a legal entity; or
 - e. become of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
 - f. are convicted of an indictable offence or is made bankrupt; or
 - g. do not otherwise comply with the requirements of this constitution.
- 10.4.2. Before the general manager can be dismissed under clause 10.4.1, the board must:
- a. conduct a due and proper inquiry into the existence and sufficiency of the ground for dismissal;
 - b. give details on the ground for dismissal to the general manager, who shall be given full and fair opportunity to show cause why they should not be dismissed.

11. Finance

11.1. Funds and accounts

- 11.1.1. The funds of the club must be kept in one or more accounts in the name of the club with an authorised deposit-taking institution decided by the board.
- 11.1.2. Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the club.
- 11.1.3. All amounts must be deposited in an authorised deposit-taking institution account as soon as possible after receipt.
- 11.1.4. Any electronic funds transfer must be approved by:
 - a. two board members; or
 - b. one board member and:
 - i the public officer; or
 - ii any other person who has been authorised by the board to approve electronic funds transfers by the club.
- 11.1.5. A petty cash account may be kept by the board, and the board must decide the amount of petty cash to be kept in any such account.
- 11.1.6. All expenditure must be approved or ratified at a board meeting.

11.2. Financial records, audit and annual return

- 11.2.1. The club shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the club in accordance with the Act.

- 11.2.2. The club must retain the financial records for seven years after the transactions covered by the records are completed.
- 11.2.3. The board may make its accounting records available for inspection by members of the club.
- 11.2.4. On behalf of the board, the treasurer must, as soon as possible after the end date of each financial year, ensure a financial statement for the club's last reportable financial year is prepared.
- 11.2.5. If required, the board must ensure that the club's financial statement is audited by an auditor and presented to the annual general meeting for adoption.

11.3. General financial matters

- 11.3.1. The income and property of the club must be applied solely towards the promotion of the objects of the club as set out in this constitution and no portion thereof is to be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or among the members of the club, provided that nothing herein prevents the payment in good faith of:
 - a. remuneration of any person in return for services actually rendered to the club; or
 - b. repayment for out-of-pocket expenses incurred on behalf of the club; or
 - c. payment for sale or hire of goods or payment of rent for premises let to the club; or
 - d. interest to any member in respect of money advanced by that member to the club or otherwise owing by the club to the member, provided that the rate of interest is not more than the current rate being charged for overdrawn accounts on money lent by:
 - i the financial institution of the club; or
 - ii if there is more than one financial institution of the club, the financial institution nominated by the board.
- 11.3.2. The club precludes the payment to an officer or employee of the club of an amount by way of commission or allowance calculated by reference to the quantity of liquor sold or supplied by the club or the receipts of the club for such liquor.

11.4. Financial year

- 11.4.1. The club's financial year will commence on 1st October and end on 30th September in each year.

12. Documents and legal

12.1. Documents

- 12.1.1. The board must ensure the safe custody of books, documents, instruments of title and securities of the club.

12.2. Alteration of constitution

- 12.2.1. Subject to the Act, this constitution may be amended, repealed or added to, or a new constitution may be adopted, by a special resolution carried at a general meeting.
- 12.2.2. Any amendment, repeal or addition to this constitution or any new constitution must be registered with the Commissioner within one month of the special resolution being passed.
- 12.2.3. An amendment, repeal, addition or new constitution is valid only once it is registered by the Commissioner.

12.3. Bylaws

- 12.3.1. The board may make, amend or repeal bylaws, consistent with this constitution, for the internal management of the club.
- 12.3.2. A bylaw may be set aside by a majority vote of members at a general meeting of the club.

12.4. Liability and indemnity

- 12.4.1. A member of the club is not personally liable to contribute towards the payment of the debts and liabilities of the club or the costs, charges and expenses of a winding-up of the incorporated club, beyond the property of the incorporated club in the person's possession and the amount, if any, unpaid by the member in respect of membership of the club as required by clause 3.3.
- 12.4.2. The club will indemnify each board member, public officer, secretary, other officer and employee against any liability incurred in good faith by the person in the course of performing their duties as an officer of the club.

12.5. Insurance

- 12.5.1. The club may pay, whether directly or through an interposed entity, a premium for a contract insuring a public officer, secretary, board member or employee against liability that the person incurs as an officer of the club including a liability for legal costs.

13. Winding up

13.1. Surplus assets on winding up

- 13.1.1. If upon winding up or cancellation of the club there remains, after satisfaction of all its debts and liabilities, any surplus assets whatsoever, the surplus assets must not be paid to or distributed among the members of the club.
- 13.1.2. Any surplus assets must be given up or transferred to one or more other institutions that have objects similar to the objects of the club and which prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on the club under or by virtue of this constitution.
- 13.1.3. The institution or institutions will be determined by the members of the club at or before the time of deregistration or in default thereof by such Court as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision, then the surplus assets will be given to some charitable object.