

**CONSTITUTION
OF
THE McCracken Golf Club Incorporated**

1. NAME

- 1.1. The name of the Association is The McCracken Golf Club Incorporated, referred to hereafter as “the Club”.

2. DEFINITIONS

- 2.1. In this Constitution, unless the contrary intention appears:
- 2.1.1. **Committee** means the Committee of the Club.
 - 2.1.2. **Meeting** means any Special, General or Annual General Meeting of members convened in accordance with this Constitution at any time.
 - 2.1.3. **General Meeting** means a meeting of members convened in accordance with this Constitution at any time as required.
 - 2.1.4. **Special General Meeting** means a meeting of members convened in accordance with this Constitution for the purpose of discussing a particular issue(s).
 - 2.1.5. **Annual General Meeting** means an annual meeting of members convened in accordance with The Act and this Constitution.
 - 2.1.6. **Member** means a financial member of the club.
 - 2.1.7. **Voting rights** means the rights of members to vote at any General, Special General or Annual General Meeting of the club.
 - 2.1.8. **The Act** means the Associations Incorporation Act 1985.
 - 2.1.9. **Month** means calendar month.
 - 2.1.10. **Management** means McCracken Country Club Pty Ltd and its successors and assigns.
 - 2.1.11. **In Writing & Written** include printing lithography, email and other modes of representing or producing words in visible form.
 - 2.1.12. Every word of the masculine gender will be considered as including the feminine gender unless the context indicates otherwise.

3. OBJECTS

- 3.1. To advance and promote the playing of the game of golf at McCracken in the best interests of all Members.
- 3.2. To promote and hold either alone or jointly with any other association, club or persons, meetings, competitions and matches, and to offer, give or contribute towards prizes, medals and awards, and to promote, give or support dinners, social functions, concerts and other entertainment relating to golf at McCracken.
- 3.3. To raise money by any legal means, and to grant rights and privileges to Members.
- 3.4. To invest and deal with the monies of the Club not immediately required into such securities and in such manner as may from time to time be determined.
- 3.5. To do all such things as are incidental or conducive to the attainment of all or any of the above objects.

4. POWERS

- 4.1. The Club shall have all the powers conferred by The Act.
- 4.2. The Club shall indemnify all members of the Committee against any liability incurred by such member in doing any act as agent or servant of the Club in the interest of the Club, except where such liability arises by or through the member's wilful default or dishonesty.
- 4.3. The following powers are conferred on the Committee:
 - 4.3.1. To facilitate the suspension or termination of any member's Club playing rights in club competitions for breaches of etiquette of golf or for unruly or unseemly conduct within the golf course boundaries.
 - 4.3.2. To negotiate with Management for Members' block tee-off times on each competition day and other Members' benefits.
 - 4.3.3. To reimburse Committee members for out-of-pocket expenses incurred by them in connection with the discharge of their duties.
 - 4.3.4. To fill casual vacancies on the Committee.
 - 4.3.5. To interpret this Constitution in a manner binding on all Members in circumstances of conflict or of doubt as to its intended meaning.
 - 4.3.6. To appoint and delegate responsibilities and functions of the Committee to Sub-Committees as required.
 - 4.3.7. To affiliate the Club with such local, state and national bodies and others as necessary by the Committee from time to time.

5. MEMBERSHIP

- 5.1. Any person shall be eligible to apply for membership of the Club.
- 5.2. The Club shall consist of adult and junior members and such other categories of membership as the Committee may determine from time to time.
- 5.3. The rights and responsibilities of each category of membership shall be determined by the Committee, provided that no person under the age of eighteen (18) years shall be entitled to vote at general meetings of the Club.
- 5.4. No Member will be entitled to play on the McCracken Golf Course unless that Member has purchased a membership in the McCracken Country Club or pays the daily green fee.
- 5.5. The right of the Member to play on the McCracken Golf Course will be subject to any rules or obligations imposed by Management in addition to those contained in this constitution.

6. SUBSCRIPTIONS

- 6.1. Subscription fees for each class of membership of McCracken Golf Club shall be determined by the Committee annually.
- 6.2. Subscription fees shall be paid annually, in conjunction with the Discovery McCracken Pty Ltd membership fees.
- 6.3. Subscription fees of McCracken Golf Club and Membership fees of Discovery McCracken Pty Ltd must be paid on or before 28th February of each year and in the event of a "leap year" the 29th February.

7. RESIGNATION

A Member may resign from membership of the Club by giving written notice to the Committee. Any Member so resigning shall be liable for any outstanding subscriptions.

8. SUSPENSION OF A MEMBER

- 8.1. The Committee may suspend from competition play, for such period as it shall deem appropriate, any member of the Club who shall commit any breach under

provision 4.3.1 of this constitution. Such decision shall be made in accordance with the Club's policies and procedures.

- 8.2. The Committee will advise Management when a Member has been suspended from Club competitions under provision 4.3.1 of this constitution.
- 8.3. The Committee will communicate in writing the reasons for the suspension to the Member involved within seven (7) days after the Committee meeting at which the matter is determined.
- 8.4. The Member may exercise their right of appeal as outlined in the Club's policies and procedures.

9. THE COMMITTEE

- 9.1. The affairs of the Club shall be managed and controlled by the Committee which, in addition to any powers and authorities conferred by this Constitution, may exercise all such powers and do all such things as are within the objects and purposes of the Club and are not by the Act or by this Constitution required to be done by the Club in General Meeting. The Committee shall have authority to interpret the meaning of this Constitution and any other matter relating to the affairs of the Club on which this Constitution is silent.
- 9.2. The Committee shall appoint a public officer as required by the Act.
- 9.3. The Committee shall comprise of the Club President, Vice-President, Men's Captain, Ladies' Captain, Secretary, Treasurer and two (2) additional members.
- 9.4. Subject to 9.6 and 9.7 the office bearers shall be elected at the Annual General Meeting.
- 9.5. All members of the Committee shall be financial Members with voting rights.
- 9.6. Elected Committee members shall hold office for two (2) years with at least 50% of positions becoming vacant at each annual general meeting. The Committee vacancies shall be determined by the Committee as soon as practicable prior to the next annual general meeting. At each election, retiring Committee members may be nominated for re-election.
- 9.7. The Committee may appoint a person to fill a casual Committee vacancy and such Committee member shall hold office until the next Annual General Meeting of the Club and may nominate for re-election.

10. SUBCOMMITTEES

- 10.1. The Committee may delegate any of its powers and functions to such subcommittees as required to govern the game of golf, namely the Match Committee, Ladies' Committee and other golf club activities. The roles and responsibilities of subcommittees are outlined in the Committee's Bylaws.
- 10.2. A subcommittee appointed pursuant to 10.1 may not necessarily be comprised of members of the Committee.
- 10.3. The operations and functions of all subcommittees appointed under 10.1 shall be governed by procedures approved by the Committee from time to time.

11. COMMITTEE PROCEEDINGS

- 11.1. The Club President shall preside at all meetings of the Committee. In the absence of the President, the Vice-President will chair the meeting. If the President and Vice-President are absent or unable to chair the meeting, the Committee shall appoint a member of the Committee to chair the meeting.
- 11.2. Questions arising at any meetings shall be decided by a majority of votes and in the event of an equality of votes, the chairman shall have a casting vote as well as a deliberative vote.
- 11.3. A quorum for a meeting of the Committee shall be six (6).

- 11.4. The Committee shall meet at such times as it determines but not less than ten (10) times in each financial year.
- 11.5. The Secretary shall convene a meeting of the Committee within five (5) days of being requested to do so by the President or by six (6) members of the Committee.
- 11.6. The incoming Committee will review the current bylaws, policies and procedures, successions plans and business plans associated with the operation of the Club and amend and adapt these as required at the beginning of their term.

12. FINANCIAL YEAR

The financial year of the Club shall commence on 1 March of each year and end on 28 February and in the event of a leap year, on 29 February.

13. FINANCE

13.1. Accounts

- 13.1.1. The Committee shall cause to be kept correct accounts and books showing the financial affairs of the Club and the particulars thereof usually shown in books of account of like manner and shall at the Annual General Meeting each year lay before the meetings such duly audited accounts as shall be necessary to disclose the true financial position of the Club together with a report as to the state of the Club's financial affairs.

13.2. Banking

- 13.2.1. All monies held on behalf of the Members of the Club shall be placed to the credit of an account styled 'The McCracken Golf Club Incorporated' with an appropriate financial institution nominated by the Committee. All withdrawals from such account will be signed by any two of the following Committee members, President, Vice-President, Treasurer or Secretary.

13.3. Limitation on Disposition of Funds

- 13.3.1. The income of the Club shall be applied solely to the promotion of its objects and purposes and no part thereof shall be paid or transferred directly or indirectly by way of a dividend, bonus or otherwise by way of pecuniary profit to the Members, provided that remuneration may be paid in good faith to officers and servants of the Club or other persons in return for services actually rendered to the Club.

13.4. Audit

- 13.4.1. At each Annual General Meeting the Members shall appoint an auditor who shall audit the records of the Club and have power to call for all records of account, papers and documents relating to the financial affairs of the Club. An auditor's report will accompany the annual report to Members.
- 13.4.2. If an appointment of auditor is not made at an Annual General Meeting, the Committee shall appoint an auditor for the current financial year.

14. RULES

- 14.1. There shall be no alterations to the Constitution of the Club except at the Annual General Meeting or Special General Meeting called for that purpose at which at least fifteen percent (15%) of Members with voting rights shall be present. No motion of such alteration shall be deemed to be carried unless supported by at least two thirds (2/3) of those voting.
- 14.2. Any motion for alteration must be in writing and received by the Secretary at least twenty-eight (28) days prior to the meeting.

- 14.3. Any alteration must be registered with the Corporate Affairs Commission as required by the Act.
- 14.4. The Constitution shall bind the Club and every Member of the Club to the same extent as if they had respectively signed and sealed them and agreed to be bound by all the provisions thereof.
- 14.5. The Committee shall have the power to make rules regulating the management of the Club, provided that such rules must be consistent with this Constitution.

15. THE SEAL

- 15.1 The Club shall have a common seal upon which its corporate name shall appear in legible characters.
- 15.2 The seal shall not be used without the express authorisation of the Committee and every use of the seal shall be recorded in the minute book of the Club. The affixing of the seal shall be witnessed by the President and one (1) of either Men's Captain, Secretary or Treasurer.

16. PROCEEDINGS AT MEETINGS

- 16.1 Fifteen percent (15%) of Members with voting rights present shall constitute a quorum for the transaction of business at any Meeting.
- 16.2 If within thirty (30) minutes after the time appointed for the meeting, a quorum of Members is not present, the meeting convened upon the requisition of Members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the next week, at the same time and place, and if at such adjourned meeting a quorum is not present within thirty (30) minutes of the time appointed for the meeting, the Members present shall form a quorum.
- 16.3 The President shall preside at all Meetings of the Club.
- 16.4 If the President is not present within five (5) minutes after the time appointed for holding the meeting, or if present but declines or retires from the chair, the Members shall choose a Committee member or one of their own number to chair the meeting.

17. ANNUAL GENERAL MEETINGS

- 17.1. The Committee shall call an Annual General Meeting in accordance with the Act and this Constitution.
- 17.2. The Annual General Meeting shall be held within three (3) months after the end of the financial year.
- 17.3. The notice of the Annual General Meeting, draft agenda and call for nominations will be sent to all eligible Members at least forty-two (42) days prior to the due date for the Annual General Meeting.
- 17.4. Eligible Members are defined by section 2.1.6. of this Constitution i.e. financial Members.
- 17.5. A copy of the agenda of the Annual General Meeting, annual report, audited annual financial statements and proxy forms shall be distributed to each eligible Member at least seven (7) days prior to the Annual General Meeting. The procedure for proxy voting shall be advised in accordance with the club bylaws.
- 17.6. The election of officers and Committee members as necessary shall take place and such other business as shall have been specified in the notice calling the Annual General Meeting shall be transacted.
- 17.7. All nominations for vacant Committee positions must be on the prescribed nomination form, signed as described in 18.8. and delivered to the Secretary at least twenty-eight (28) days before the meeting.
- 17.8. Club Members nominated for Committee positions must be nominated by an eligible Member of the Club with voting rights. The nomination must be signed by the proposer and by the nominee to signify a willingness to stand for election.

- 17.9. Notice of all persons seeking election to the Committee shall be given to all Members of the Club with the notice calling the meeting at which the election is to take place.
- 17.10. Following the Annual General Meeting the Committee may appoint a person to fill any Committee position remaining vacant, and such Committee member shall hold office until the next Annual General Meeting of the Club and may nominate for re-election

18. SPECIAL GENERAL MEETINGS

- 18.1. The Committee may call a Special General Meeting of the Club at any time.
- 18.2. At least twenty-one (21) days' notice of any Special General Meeting shall be given to Members. The notice, including proxy forms, shall set out where and when the meeting will be held and particulars of the nature and order of business to be transacted at the meeting. A notice may be sent to any Member by serving the Member with the notice personally, by email, or by sending it by post to the address appearing in the register of Members.
- 18.3. Where a notice is sent by post, service of the notice shall be deemed to be effected if it is properly addressed and posted to the Member by ordinary prepaid mail.
- 18.4. Upon receipt of a requisition in writing of not less than twenty (20) Members of the Club with voting rights, the Committee shall, within one (1) month of receipt of the requisition, convene a Special General Meeting for the purpose specified in the requisition.
- 18.5. Every requisition for a Special General Meeting shall be signed by all of the relevant Members and shall state the purpose of the meeting.
- 18.6. If a Special General Meeting is not convened within one (1) month as required in 18.3. the requisitioners or at least fifty percent (50%) of their number may convene a Special General Meeting. Such a meeting shall be convened in the same manner as nearly as practicable as a meeting convened by the Committee, and for this purpose the Committee shall ensure the requisitioners are supplied free of charge with particulars of the Members entitled to receive a notice such meetings. The reasonable expenses of convening and conducting such a meeting shall be borne by the Club.

19. GENERAL MEETINGS

- 19.1 Unless otherwise specified herein, at least twenty-one (21) days' notice of any General Meeting shall be given to Members. The notice shall set out where and when the meeting will be held and particulars of the nature and order of business to be transacted at the meeting. A notice may be sent to any Member by serving the Member with the notice personally, by email, or by sending it by post to the address appearing in the register of Members.
- 19.2 Where a notice is sent by post, service of the notice shall be deemed to be effected if it is properly addressed and posted to the Member by ordinary prepaid mail.

20. MINUTES

- 20.1 The Secretary shall, within one (1) month after the relevant meeting, ensure that proper minutes of all proceedings of Meetings of the Club and meetings of the Committee are entered in minute books or records kept for that purpose.
- 20.2 The minutes kept pursuant to this 21.1 shall be signed by the chairman of the meeting at which the proceedings took place, or by the chairman of the next succeeding meeting.
- 20.3 Where minutes are entered and signed, they shall, until the contrary is proved, be evidence that the meeting was convened and duly held, that all proceedings held at the meeting are deemed to have been duly held, and that all appointments made at a meeting are deemed to be valid.

21. VOTING

- 21.1. All adult financial members shall be eligible to vote at any Annual, Special General or General Meeting.
- 21.2. Every member entitled to vote may appoint another member entitled to vote as his proxy to vote for him at any Special or Annual General Meeting. Proxies shall be in the form designated in the Bylaws. Proxies shall be delivered to the Chairman not less than thirty (30) minutes prior to the time appointed for the commencement of the meeting and shall otherwise be ineffective.
- 21.3. At the Annual General Meeting the Ladies' Captain and Ladies' Vice Captain shall be elected by female members only or by a duly appointed female proxy.
- 21.4. At the Annual General Meeting the Men's Captain and Men's Vice Captain shall be elected by male members only or by a duly appointed male proxy.
- 21.5. At any Meeting, a motion put to a vote shall be decided on a show of hands. A declaration by the chairman of the meeting that a resolution has been carried or lost shall, unless a poll is demanded, be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour for or against the resolution.
- 21.6. If a poll is demanded by the chairman of the meeting or by three (3) or more Members present, it shall be taken in such manner as the chairman directs.
- 21.7. The result of such poll shall be the resolution of the meeting, except that in the case of a special resolution, a majority is required of not less than two thirds (2/3) of the Members who being entitled to do so, vote at the meeting.
- 21.8. A poll demanded on the election of a chairman of a meeting or on any question of an adjournment shall be taken at the meeting without adjournment.

22. WINDING UP

- 22.1. The Club will be wound up according to the provisions of The Act.
- 22.2. The Club shall be wound up by a resolution of a Special General Meeting convened solely for the purpose of considering a resolution that the Club be wound up provided 21 days' notice is given to all members. There must be at least fifteen per cent (15%) of members present at such Special General Meeting. The number of Members voting in favour of the resolution shall be a majority of three quarters (3/4) of the Members present and voting on the resolution.
- 22.3. It is acknowledged that the name 'McCracken' is owned by Management and that, upon winding up of the Club, the name McCracken Golf Club Incorporated cannot be used by any organization, association or club without the express written permission of Management. At the written request of Management (made at any time) the Club will change its name to a name that does not include the word 'McCracken'.
- 22.4. On the winding up of the Club any surplus assets remaining after paying all the liabilities of the Club and expenses of the winding up, shall be applied for such one or more purposes promoting or advancing the sport of golf and the playing of golf which the Committee may determine at the time the resolution to wind up is passed, provided such distribution of funds are in accordance with The Act.