

ALICE SPRINGS GOLF CLUB INCORPORATED

Incorporated under the *Associations Act 2003 (NT)*



CONSTITUTION

APRIL 2024

This is the annexure marked "A" referred to in the statutory declaration of:

Name of public officer Anthony Ross Whitelum

Made on (date) 12th April 2024

Before me
(signature of witness on statutory declaration)



1. INTRODUCTORY PROVISIONS	4
1.1. DEFINITIONS	4
1.2. NAME	5
1.3. ASSOCIATIONS INCORPORATION 2003	5
1.4. INTERPRETATION	5
2. OBJECTS AND POWERS	6
2.1. OBJECTS	6
2.2. POWERS.....	6
3. MEMBERSHIP	7
3.1. CLASSES OF MEMBERSHIP.....	7
3.2. FOUNDATION MEMBERS.....	8
3.3. FEES AND LEVIES	8
3.4. APPLICATION FOR MEMBERSHIP.....	9
3.5. ADMISSION AND REJECTION OF NEW MEMBERS	9
3.6. MEMBERSHIP RENEWAL AND RE-JOINING	10
3.7. CLUB REGISTERS	10
3.8. PROHIBITION ON USE OF INFORMATION ON REGISTER OF MEMBERS	11
4. RESIGNATION, DISCIPLINE, APPEALS AND GRIEVANCES	11
4.1. RESIGNATION OF A MEMBER.....	11
4.2. DISCIPLINE	11
4.3. APPEAL AGAINST REJECTION, SUSPENSION OR TERMINATION OF MEMBERSHIP.....	12
4.4. APPEALS PANEL TO DECIDE APPEAL.....	13
4.5. GRIEVANCE PROCEDURE.....	13
5. THE BOARD, SUBCOMMITTEES AND DELEGATION	15
5.1. MEMBERSHIP OF BOARD.....	15
5.2. TERMS OF OFFICE	15
5.3. FUNCTIONS AND DUTIES OF BOARD.....	16
5.4. DELEGATION.....	16
5.5. MEMBERSHIP SECTION SUBCOMMITTEES	16
5.6. OPERATIONAL SUBCOMMITTEES	17
5.7. ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS.....	17
6. ELECTION, APPOINTMENT AND VACANCIES ON BOARD	18
6.1. ELECTING THE BOARD	18
6.2. RESIGNATION, REMOVAL OR VACATION OF OFFICE OF BOARD MEMBER	19
6.3. VACANCIES ON BOARD	21
7. MEETINGS OF THE BOARD.....	21
7.1. BOARD MEETINGS	21
7.2. MINUTES OF BOARD MEETINGS	21
7.3. QUORUM FOR, AND ADJOURNMENT OF, BOARD MEETING	22
7.4. RESOLUTIONS OF BOARD WITHOUT MEETING.....	22
7.5. PECUNIARY INTERESTS	23
8. MEETINGS OF MEMBERS.....	23
8.1. ANNUAL GENERAL MEETINGS.....	23
8.2. GENERAL MEETINGS	24
8.3. QUORUM FOR, AND ADJOURNMENT OF, GENERAL MEETING.....	24
8.4. PROCEDURE AT GENERAL MEETING	25
8.5. VOTING AT GENERAL MEETING.....	26
8.6. PROXIES.....	26
8.7. MINUTES OF GENERAL MEETINGS	26
9. SECRETARY AND PUBLIC OFFICER.....	27

9.1.	APPOINTMENT OR ELECTION OF SECRETARY	27
9.2.	PUBLIC OFFICER	27
10.	FINANCE.....	28
10.1.	FUNDS AND ACCOUNTS	28
10.2.	FINANCIAL RECORDS AND STATEMENTS	28
10.3.	GENERAL FINANCIAL MATTERS	29
10.4.	FINANCIAL YEAR.....	29
11.	DOCUMENTS AND LEGAL.....	29
11.1.	DOCUMENTS.....	29
11.2.	INSPECTION OF DOCUMENTS	30
11.3.	NOTICES.....	30
11.4.	COMMON SEAL.....	30
11.5.	ALTERATION OF CONSTITUTION	30
11.6.	BYLAWS.....	31
11.7.	LIABILITY AND INDEMNITY	31
11.8.	INSURANCE.....	31
12.	WINDING UP	31
12.1.	DISTRIBUTION OF SURPLUS ASSETS.....	31

Date of adoption	10th April 2024
Date of registration by Director	TBC
Scheduled for review	30th June 2025

Compiled by CPR Group
 PO Box 2092
 Sunshine Plaza Q 4558
 P: 07 5443 6247
 E: admin@cprgroup.com.au
 W: www.cprgroup.com.au

1. Introductory provisions

1.1. Definitions

1.1.1. In this constitution:

- a. **Act** means the *Associations Act 2003 (NT)* 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. **board** means the committee, as defined by the Act;
- c. **by lot** means making a determination or choice by lottery. For example, conducting a draw at random;
- d. **casual vacancy**, on the board, means a vacancy that occurs when a board member resigns, dies or otherwise stops holding office, or a vacancy that occurs if no candidate is elected to any vacant board position at a general meeting;
- e. **club** means Alice Springs Golf Club Incorporated, the incorporated association to which this constitution applies;
- f. **Director** means the Director - *Associations Acts 2003 (NT)*;
- g. **constitution** means rules as defined in the Act;
- h. **day / days** means, where a period is expressed to be a specified number of days, the period is to be calculated by including the day on which the act or event provided for occurs;
- i. **ex-officio** means by virtue of their office;
- j. **general meeting** means a meeting of the club's eligible voting members and includes all general meetings (annual general meetings, general meetings and special general meetings);
- k. **golfing member** means a member whose membership is classified as predominately golfing in nature;
- l. **imprest system** means the management of funds in an account whereby a fixed balance is maintained by regular replenishments;
- m. **majority** means more than half of all eligible voting members present, eligible to vote and voting at a board meeting or a general meeting;
- n. **member** means a person who has been duly accepted as such by the board in accordance with this constitution;
- o. **membership fee** means a fee payable to the club for the receipt of membership rights and privileges;
- p. **present** means:
 - i at a board meeting, see clause 7.1.5; or
 - ii at a general meeting, see clause 8.4.2.

- q. **quorum** means the minimum number of eligible voting members who must be present at a board meeting or general meeting in order to constitute a valid meeting;
 - r. **senior employee** means a person employed by the club who:
 - i makes, or participates in making, decisions that affect the whole, or a substantial part of the activities of the club; or
 - ii has the capacity to significantly affect the club's financial standing; or
 - iii is employed on a permanent contract on a part-time or full-time basis.
 - s. **signed** means agreed in writing;
 - t. **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, eligible to vote and voting;
 - u. **surplus assets** means the assets 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;
 - v. **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 club is Alice Springs Golf Club Incorporated.

1.3. Associations Incorporation 2003

- 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 constitution under the Act is expressly displaced by this constitution.

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.

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 and lawn bowls;
 - b. abide by the rules regulating the conduct of golf and lawn bowls;
 - c. foster a safe, fair and inclusive environment and encourage a sense of community spirit and social interaction amongst members and visitors;
 - d. establish and maintain facilities and amenities for the benefit, social comfort and advancement of the club, its members and visitors;
 - e. affiliate with Golf Australia, Golf Northern Territory and such other bodies as the club deems fit;
 - f. affiliate with Bowls Australia, Bowls Northern Territory and such other bodies as the club deems fit;
 - g. align with current Golf Australia strategies;
 - h. abide by Golf Australia's gender equality principles;
 - i. adopt and abide by the provisions of the Golf Australia Member Protection Policy;
 - j. adopt and abide by the provisions of the Bowls Australia Member Protection Policy;
 - k. do such things as are incidental or conducive to the attainment of any or all of these objects.

2.2. Powers

- 2.2.1. For achieving its objects and purposes, the club has the powers conferred by Sections 11 and 13 of the Act.
- 2.2.2. Subject to the Act, the club may do all things necessary or convenient for carrying out its objects, 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.

3. Membership

3.1. Classes of membership

3.1.1. The membership of the club consists of the following classes:

- a. full voting:
 - i full voting members must be at least 18 years of age, support the objects of the club and abide by the club's constitution, bylaws and policies;
 - ii full voting members are entitled to vote at general meetings of the club;
 - iii full voting members are eligible for election to the board;
 - iv sub-classes of full voting membership, with definitions, may be outlined in the club's bylaws.
- b. limited non-voting:
 - i limited non-voting members must be at least 18 years of age, support the objects of the club and abide by the club's constitution, bylaws and policies;
 - ii limited non-voting members are not entitled to vote at general meetings of the club;
 - iii limited non-voting members are not eligible for election to the board;
 - iv sub-classes of limited non-voting membership, with definitions, may be outlined in the club's bylaws.
- c. junior:
 - i junior members must be below the age of 18 years, support the objects of the club and abide by the club's constitution, bylaws and policies;
 - ii junior members are not entitled to vote at general meetings of the club;
 - iii junior members are not eligible for election to the board;
 - iv sub-classes of junior membership, with definitions, may be outlined in the club's bylaws.
- d. life:
 - i life members must be at least 18 years of age, support the objects of the club and abide by the club's constitution, bylaws and policies;
 - ii life membership is open to any person who has rendered extraordinary and meritorious service to the club for an extended period;
 - iii any two members, who are full voting or life members, may nominate an eligible member for life membership;

- iv nominations for life membership must be in writing, signed by the members making the recommendation and received by the secretary no less than 14 days prior to the annual general meeting;
 - v on the board's approval of the recommendation, the nominee will be proposed for election as a life member at the annual general meeting;
 - vi life members must be elected by the passing of a resolution at a general meeting by the votes of at least 75% of the members who are present, eligible to vote and voting;
 - vii life members are entitled to vote at general meetings of the club;
 - viii life members are eligible for election to the board.
- 3.1.2. The number of members in all classes of membership is unlimited.
- 3.1.3. The club must have at least five members.
- 3.1.4. The board may, in accordance with bylaws determined 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.
- 3.1.5. The board may, at its absolute discretion, make an adjustment in the membership fees paid or payable by any member whose membership has been transferred under clause 3.1.3, for the membership year in which the transfer takes place.
- 3.1.6. 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.
- 3.1.7. Notwithstanding the membership rights and privileges listed in clause 3.1.1, any person who is a current senior employee of the club as defined by this constitution shall not be eligible to hold office as a board member or vote at general meetings of the club.

3.2. Foundation members

- 3.2.1. The following are the club's Foundation Life Members: C.R. Barrett; W. McCoy; E.S. Lackman; D.B. Neck; B. Clezy; Dr. P.J. Riley; M.C. Fuss; D. Hancock; F. Pierce; W.K. Carroll; D. Slater, Dr. F.B. McCann; B. Carrington; S. Kilgariff; G. Lines; C. Golder, and L.Starr.

3.3. Fees and levies

- 3.3.1. Life members are not required to pay membership fees to the club.
- 3.3.2. The membership fees for each class of membership, other than life membership, are:
- a. the amounts decided by the board; and

- b. payable when, and in the way, the board decides.
- 3.3.3. The board may waive or discount the membership fees payable by any member.
- 3.3.4. The board may at any time impose a levy upon all or any members in any amount and upon such payment terms as the board may think fit, provided that any such levy must first be approved by a special resolution at a general meeting.
- 3.3.5. A member who has any membership fee, other fee or levy in arrears for a period of two months may have their membership immediately 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 membership 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; and
 - 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 through a written resolution or at the next board meeting held after it receives:
 - a. the application for membership; and
 - b. the appropriate membership fees for the application.
- 3.5.2. The board must ensure that, as soon as practicable after the person applies to become a member of the club, and before the board considers the person's application, the person is advised:
 - a. whether or not the club has public liability insurance; and
 - b. if the club has public liability insurance, the amount of the insurance.
- 3.5.3. The board must decide at the meeting whether to accept or reject the application.

- 3.5.4. If a majority of the board members present, eligible to vote 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.
- 3.5.5. If the board decides to reject an application, the secretary must, as soon as practicable, give the applicant notice of the decision in a manner determined by the board, provide clear reasoning for the rejection and refund any membership fees paid by the person.
- 3.5.6. 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. Existing members, other than life members, will be invited to renew their annual membership each year, in accordance with the timeframes and procedures set down by the board from time to time.
- 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.
- 3.6.3. If the board decides to reject a member's application to renew their membership, the secretary must, as soon as practicable, give the applicant notice of the decision in a manner determined by the board.
- 3.6.4. An existing member whose application for membership renewal has been rejected has the right of appeal against the rejection in accordance with clause 4.3.

3.7. Club registers

- 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. contact details of the member;
 - d. the date of admission as a member;
 - e. the class of membership to which the member belongs;
 - f. the date of death or time of resignation of the member;
 - g. details about the termination or reinstatement of membership;
 - h. 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 may be available to members of the club.
- 3.7.4. If the club holds a liquor licence and/or gaming licence, the secretary must ensure that suitable registers of visitors, guests and any clubs or

associations with formal reciprocal rights are kept, in accordance with relevant liquor and gaming legislation.

3.8. Prohibition on use of information on register of members

- 3.8.1. A member of the club must not:
- a. use information obtained from the register of members of the club to contact, or send material to, another member of the club for the purpose of advertising for political, religious, charitable or commercial purposes; or
 - b. disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the club for the purpose of advertising for political, religious, charitable or commercial purposes.

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 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.

4.2. Discipline

- 4.2.1. The board may take action to suspend or terminate a member's membership if it is determined that the member has:
- a. been convicted of an indictable offence; or
 - b. 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; or
 - c. acted in a manner injurious or prejudicial to the character and interests of the club; or
 - d. brought themselves, the club, any other member or the sports into disrepute.

- 4.2.2. If the board proposes to suspend or terminate a member's membership, the secretary must, within seven days after the decision, give the member written notice:
- a. setting out the proposed suspension or termination of membership by 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 that the member may bring a support person to that meeting;
 - d. stating the date, time and place of that meeting;
 - e. 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.
 - f. setting out the member's appeal rights.
- 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 suspend or terminate 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.
- 4.2.5. Nothing in this constitution shall prevent the board from immediately suspending a member's right to participate in club activities in circumstances considered by the board to warrant such immediate action, pending the process outlined in clauses 4.2.2 - 4.2.4.

4.3. Appeal against rejection, suspension or termination of membership

- 4.3.1. A person whose membership has been terminated or suspended, or whose application to renew their membership has been rejected, 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 received by 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, the board shall appoint an appeals panel comprising three

people, other than board members, which may include an individual who would 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 appeal meeting, the appellant must be given a full and fair opportunity to show why the membership should not be terminated or suspended, or why their application to renew their membership should not be rejected.
- 4.4.3. Also, the board must be given a full and fair opportunity to show why the membership should be terminated or suspended, or why the application to renew membership should be rejected.
- 4.4.4. An appeal must be decided by a majority vote of the appeals panel.
- 4.4.5. Where a decision of the board to suspend or terminate 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 additional fee.
- 4.4.6. Where a decision of the board to reject a person's application to renew their membership is set aside by the appeals panel, the membership renewal shall be granted subject to the payment of any fees due.

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

- 4.5.3. If the parties to a dispute are unable to resolve the dispute between themselves within 14 days, the parties shall within a further ten days:
 - 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.
- 4.5.4. The mediator may be:
 - a. a person or external agency 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.
- 4.5.5. A mediator may be a member or former member of the club or another person 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.
- 4.5.6. The mediator to the dispute, in conducting the mediation, must ensure that natural justice is afforded to the parties throughout the mediation process.
- 4.5.7. 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.
- 4.5.8. A member may appoint another person to act on their behalf during a grievance procedure and at mediation.
- 4.5.9. This procedure does not apply to any appeal by a member against a decision made in accordance with the disciplinary procedure outlined in clause 4.2.
- 4.5.10. A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.
- 4.5.11. If a member has initiated a grievance procedure in relation to a dispute between the member and the board or the club, the club must not take disciplinary action against any of the following people in relation to the matter which is the subject of the grievance procedure until the grievance procedure has been completed:
 - a. the member who initiated the grievance procedure; or
 - b. a member of the club appointed to act on behalf of the member who initiated the grievance procedure under clause 4.5.8.
- 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 may comprise between five and nine members, in the following positions:
 - a. president;
 - b. vice-president;
 - c. treasurer; and
 - d. up to six other members elected at a general meeting.
- 5.1.2. The board shall determine annually the number of other members to be elected at a general meeting.
- 5.1.3. Unless elected directly as a separate office holder, the board must appoint one board member to be the club's public officer.
- 5.1.4. The board shall comprise no more than eight of any one gender.
- 5.1.5. A majority of members of the board must be golfing members.
- 5.1.6. A board member must be a full voting member or life member of the club.

5.2. Terms of office

- 5.2.1. Subject to clause 5.2.2, the term of office for board members is two years.
- 5.2.2. 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.
- 5.2.3. 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.
- 5.2.4. There is no maximum number of consecutive terms for which a board member may hold office.

5.3. Functions and duties of board

- 5.3.1. The board must take all reasonable steps to ensure that the club complies with its obligations under the Act and this constitution.
- 5.3.2. Subject to this constitution, the board has the general control and management of the administration of the affairs, property and funds of the club.
- 5.3.3. 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.
- 5.3.4. The board has the power to enforce the observance of all clauses in this constitution and any bylaws made by the board.
- 5.3.5. 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.
- 5.3.6. A board member must not improperly use their position, or information obtained as a board member, to:
 - a. gain a benefit or material advantage; or
 - b. cause detriment to the club.
- 5.3.7. Board members have a duty to prevent insolvent trading.

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; or
 - 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. Membership section subcommittees

- 5.5.1. A membership section may establish and operate a subcommittee comprising representatives of its members.
- 5.5.2. Membership section subcommittees shall have such powers and duties as the board shall confer on them, or which the board shall delegate to them.
- 5.5.3. A membership section subcommittee may meet and adjourn as it considers appropriate, or as directed by the board.
- 5.5.4. The board may empower any membership section subcommittee to open and operate an account in a financial 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.

- 5.5.5. Subject to the board's absolute control and supervision, each membership section subcommittee 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 membership section subcommittee must promptly and regularly produce its meeting minutes and records for inspection by or on behalf of the board.
- 5.5.6. A membership section subcommittee 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.

5.6. Operational subcommittees

- 5.6.1. The board may create and dissolve any operational subcommittees considered appropriate by the board to help with the conduct of the club's operations.
- 5.6.2. Operational subcommittees shall have such membership, powers and duties as the board shall confer on them, or which the board shall delegate to them.
- 5.6.3. An operational subcommittee may meet and adjourn as it considers appropriate, or as directed by the board.
- 5.6.4. A member of an operational subcommittee who is not a board member is not entitled to vote at a board meeting.
- 5.6.5. Subject to the board's absolute control and supervision, each operational subcommittee 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 operational subcommittee must promptly and regularly produce its minutes and records for inspection by or on behalf of the board.
- 5.6.6. An operational subcommittee 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.
- 5.6.7. The president may by virtue of their office be an ex-officio member of any subcommittee.

5.7. Acts not affected by defects or disqualifications

- 5.7.1. An act or omission performed by the board, a subcommittee or a person acting under the direction of the board is taken to have been validly performed.
- 5.7.2. Clause 5.7.1 applies even if the act or omission 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 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 with sufficient notice before the general meeting at which the election is to be held;
- b. any two members of the club, who are eligible to vote at general meetings, may nominate another 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 general meeting at which the election is to be held.
- d. a list of the candidates' names in alphabetical order, with the names of the members who nominated each candidate, must be open for inspection by members of the club for at least seven days immediately preceding the general meeting;
- e. if required by the board, balloting lists must be prepared containing the names of the candidates in order determined by lot;
- f. each member present and entitled to vote at the general meeting may vote for one candidate for each vacant position on the board. Any equality in voting is decided as follows:
 - i if there are two candidates for a vacant board position and both candidates receive an equal number of votes, voting is determined by lot;
 - ii if there are three or more candidates for a vacant board position and two or more candidates receive an equal highest number of votes, a second vote is conducted between only those candidates who received the equal highest number of votes. In the event that following the second vote, two or more candidates receive an equal highest number of votes, voting is determined by lot.

- g. if the number of candidates for a board position is equal to the number of vacancies for that position, each candidate is declared elected if approved by a majority of members present, eligible to vote and voting. If a candidate is not approved, nominations for the position may be taken from the floor of the meeting and an election may be held in accordance with clause 6.1.1.f;
 - h. if, at the start of the general meeting, there are no candidates nominated for any vacant board position, nominations for that position may be taken from the floor of the meeting and an election may be held in accordance with clause 6.1.1.f;
 - i. if no candidate is elected to any vacant board position, a casual vacancy is deemed to have occurred in that position.
- 6.1.2. A person is eligible for election or appointment to the board only if the person:
- a. is at least 18 years of age; and
 - b. is eligible to be elected or appointed to the board under the Act.
- 6.1.3. The board must ensure that, before a candidate is elected or appointed to the board, the candidate is advised:
- a. whether or not the club has public liability insurance; and
 - b. if the club has public liability insurance, the amount of the insurance.

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, eligible to vote 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 why they should not be removed from office.
- 6.2.5. Also, members present must be given a full and fair opportunity to show why the board member should be removed from office.
- 6.2.6. A board member shall vacate office if that person:
- a. dies; or
 - b. becomes disqualified from being a board member under the Act; or
 - c. is determined by the Northern Territory Civil and Administrative Tribunal or the Supreme Court of the Northern Territory to have

impaired capacity, as defined by the *Powers of Attorney Act 1980* or the *Guardian of Adults Act 2016*; or

- d. is convicted of an indictable offence or is made bankrupt; or
 - e. fails to disclose the nature of any pecuniary interest in a matter that relates to the affairs of the club; or
 - f. is absent from three consecutive board meetings without approval of the board; or
 - g. becomes a senior employee of the club, as defined by this constitution; or
 - h. does not agree to undergo a criminal history check or is disqualified as a result of such a check, if the board requests the member to undergo a criminal history check.
- 6.2.7. A board member has no right of appeal against their removal from office under clause 6.2.
- 6.2.8. 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.
- 6.2.9. Clause 6.2.8 does not apply in the case of any decision of the board to suspend or terminate a member's membership, which is subsequently set aside by an 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:
 - a. appoint another member of the club to fill the vacancy until the next annual general meeting; or
 - b. conduct an election for the position in accordance with the process outlined at clause 6.1.
- 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. Subject to this clause, the board may meet and conduct its proceedings, as it considers appropriate, provided that the board must meet at least once every month to exercise its functions.
- 7.1.2. The board must decide how a meeting is to be called.
- 7.1.3. Notice of a meeting is to be given in the way decided by the board.
- 7.1.4. The board may hold meetings, or permit a board member to take part in its meetings, by using any technology that allows members to clearly and simultaneously communicate with each participating member.
- 7.1.5. A board member who participates in the meeting as mentioned in clause 7.1.4 is taken to be present at the meeting.
- 7.1.6. Each board member present is entitled to one vote only.
- 7.1.7. A question arising at a board meeting is to be decided by a majority vote of board members present, eligible to vote and voting at the meeting and, if the votes are equal, the question is decided so as to maintain the status quo.
- 7.1.8. The president is to preside as chairperson at a board meeting.
- 7.1.9. 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 available for inspection only by the secretary, the board and any other person approved by the board.

7.3. Quorum for, and adjournment of, board meeting

- 7.3.1. At a board meeting, more than 50% of the number of members elected to the board as at the close of the last general meeting 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. A written resolution agreed in writing by a majority of the board members entitled to vote on the resolution is as valid and effectual as if it had been passed at a board meeting that was properly called and held, provided that every board member has been given an opportunity to read and vote on the resolution.
- 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 members of the board.

7.5. Pecuniary interests

- 7.5.1. The secretary shall cause to be kept and updated from time to time a register of declared pecuniary interests of board members.
- 7.5.2. A board member who has a pecuniary interest in a matter being considered at a board meeting must:
 - a. as soon as the member becomes aware of the interest, disclose the nature and extent of the interest to the board;
 - b. not be present while the matter is being considered at the board meeting;
 - c. not vote on the matter; and
 - d. disclose the nature and extent of the interest at the next general meeting of the club.
- 7.5.3. 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.
- 7.5.4. Clause 7.5.2 does not apply to a pecuniary interest:
 - a. that exists only because the member belongs to a class of person 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 within five months after the end date of the club's reportable financial year.
- 8.1.2. Written notice of the general meeting must be provided to each member of the club at least 21 days before the date of the annual general meeting.
- 8.1.3. Subject to the Act, the following business must be conducted at each annual general meeting of the club:
 - a. presentation of a written report of the club's operations throughout the year;
 - b. receiving and adopting the club's financial statement, and audit report, for the last reportable financial year;
 - c. appointing an auditor (if required) for the present financial year;
 - d. advising members:
 - i of the club's public liability insurance; or
 - ii if the board has decided that there is no need to have public liability insurance, the reasons for this decision and that this

decision means the club's assets would be at risk if there were a successful claim against the club.

- e. electing board members;
- f. in accordance with clause 7.5, disclosure of the nature and extent of pecuniary interests of board members, if applicable.

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 21 days after:
 - a. being directed to call the meeting by the board; or
 - b. being given a written request signed by at least 21 members of the club who are entitled to vote at general meetings of the club when the request is signed.
- 8.2.2. A request mentioned in clause 8.2.1.b must state any proposed resolution to be considered at the general meeting.
- 8.2.3. 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.
- 8.2.4. Written notice of a general meeting must be provided to each member of the club at least 21 days before the date of the general meeting.
- 8.2.5. A 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.
- 8.2.6. If the secretary is unable or unwilling to call a general meeting, the president must call the meeting.
- 8.2.7. If the secretary or president do 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.
- 8.2.8. Any meeting called by the members under clause 8.2.7 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.
- 8.2.9. All reasonable expenses of convening and conducting such a meeting shall be borne by the club.

8.3. Quorum for, and adjournment of, general meeting

- 8.3.1. The quorum for any general meeting is at least 30 of the club's members who are entitled to vote at general meetings.
- 8.3.2. No business may be conducted at a general meeting unless there is a quorum of members.

- 8.3.3. If there is no quorum within 30 minutes after the time fixed for a general meeting called upon the request of members of the club under clause 8.2.1.b, the meeting lapses.
- 8.3.4. If there is no quorum within 30 minutes after the time fixed for a general meeting called other than upon the request of members of the club under clause 8.2.1.b:
 - a. the meeting is to be adjourned for at least seven days; and
 - b. the board is to decide the day, time and place of the adjourned meeting.
- 8.3.5. If at the adjourned meeting under clause 8.3.4 a quorum is not present within 30 minutes from the appointed time for the 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.
- 8.3.6. The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- 8.3.7. No business will be transacted at any adjourned general meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 8.3.8. 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.
- 8.3.9. 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.

8.4. Procedure at general meeting

- 8.4.1. An eligible voting member may take part and vote in a general meeting in person or by using any technology as approved by the board, that allows members to clearly and simultaneously communicate with each participating member.
- 8.4.2. A member who participates in a meeting as mentioned in clause 8.4.1 is taken to be present at the meeting.
- 8.4.3. At each general meeting:
 - a. the president is to preside as chairperson; or
 - b. the eligible voting members present may choose another person to preside as chairperson; and
 - c. the chairperson must conduct the meeting in a proper and orderly way.
- 8.4.4. The eligible voting members present at a general meeting may appoint, by a majority vote, an individual who is not a member of the club to chair the general meeting.

8.5. Voting at general meeting

- 8.5.1. At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority vote of the eligible voting members who participate in the vote for that question, matter or resolution.
- 8.5.2. At a general meeting, a special resolution must be decided by at least 75% of the eligible voting members present and voting.
- 8.5.3. 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.
- 8.5.4. A member is not entitled to vote at a general meeting if the member has any membership fee, other fee or levy in arrears at the date of the meeting.
- 8.5.5. 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.
- 8.5.6. The method of voting at a general meeting is to be decided by the board. However, if at least 20% of the members present demand a secret ballot, voting in person at the general meeting must be by secret ballot.
- 8.5.7. If a secret ballot is held, the chairperson must appoint two members to conduct the secret ballot in the way the chairperson decides.
- 8.5.8. 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. Proxies

- 8.6.1. The club does not allow proxy voting.

8.7. Minutes of general meetings

- 8.7.1. 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.
- 8.7.2. 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.

- 8.7.3. 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.
- 8.7.4. The club may require the member to pay the reasonable costs of providing copies of the minutes.

9. Secretary and public officer

9.1. Appointment or election of secretary

- 9.1.1. The secretary must be an individual who is at least 18 years of age, ordinarily residing in the Northern Territory.
- 9.1.2. If a vacancy occurs in the office of secretary, the members of the board must ensure a secretary is appointed or elected within one month after the vacancy occurs.
- 9.1.3. The secretary's functions include, but are not limited to:
 - a. coordinating the correspondence of the club; and
 - b. ensuring minutes of all proceedings of general meetings and of board meetings are kept in accordance with Section 38 of the Act; and
 - c. maintaining the register of members in accordance with Section 34 of the Act; and
 - d. having custody of books, documents, records and registers of the Club; and
 - e. perform any other duties imposed on the secretary by this constitution.

9.2. Public officer

- 9.2.1. The club must have a public officer, who must be an individual who is at least 18 years of age ordinarily residing in the Northern Territory.
- 9.2.2. The public officer may also hold any other office in the club.
- 9.2.3. The public officer may vacate office in the circumstances listed in Section 27(4) of the Act.
- 9.2.4. If a vacancy occurs in the office of public officer, the members of the board must ensure a new public officer is appointed within 14 days after the vacancy occurs.
- 9.2.5. The public officer's functions include, but are not limited to:
 - a. ensuring that documents are filed with the Director in accordance with Sections 23, 28 and 45 of the Act;
 - b. keeping a current copy of the constitution of the club.

10. Finance

10.1. Funds and accounts

- 10.1.1. The funds of the club must be kept in one or more accounts in the name of the club, or in the name of the club and any subcommittee, in a financial institution decided by the board.
- 10.1.2. Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the club.
- 10.1.3. All amounts must be deposited in a financial institution account as soon as practicable after receipt.
- 10.1.4. A payment by the club of \$100 or more must be made by cheque or electronic funds transfer.
- 10.1.5. For the purpose of clause 10.1.4, a Keno or gaming machine cash payout is not considered a payment by the club.
- 10.1.6. Any cheque or electronic funds transfer must be signed or approved by any two of the following:
 - 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 sign cheques issued or approve electronic funds transfers by the club.
- 10.1.7. Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed "not negotiable".
- 10.1.8. A petty cash account and credit or debit card accounts may be kept on the imprest system, and the board must decide the amount of funds to be kept in any such accounts.
- 10.1.9. Any credit or debit card mentioned in clause 10.1.8 may be used only for purchases and may not be used for cash withdrawals.
- 10.1.10. All expenditure must be approved or ratified at a board meeting.

10.2. Financial records and statements

- 10.2.1. 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 Section 41 of the Act.
- 10.2.2. The club must retain its accounting and financial records for seven years after the transactions covered by the records are completed.
- 10.2.3. 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.

10.2.4. If required, the board must ensure that the club's financial statement is audited by an auditor or an accountant and presented to the annual general meeting for adoption.

10.3. General financial matters

10.3.1. 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 (regardless of the term of the loan) 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.

10.3.2. 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.

10.4. Financial year

10.4.1. The club's financial year will end on 31 December each year.

11. Documents and legal

11.1. Documents

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

11.2. Inspection of documents

- 11.2.1. A member must contact the secretary to make the necessary arrangements for inspection of:
- a. a copy of this constitution;
 - b. minutes of general meetings;
 - c. annual reports and annual financial reports.

11.3. Notices

- 11.3.1. A written notice may be given by the club to any member either personally, electronically or by sending it via the member's contact details entered in the register of members.
- 11.3.2. Any notice period referred to in this constitution shall include the day on which a notice is given.
- 11.3.3. Where a notice is sent by post:
- a. service of the notice is effected by properly addressing, pre-paying and posting a letter or packet containing the notice; and
 - b. unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

11.4. Common seal

- 11.4.1. The common seal of the club must not be used without the express authority of the board and every use of that common seal must be recorded by the secretary.
- 11.4.2. The affixing of the common seal of the club must be witnessed by:
- a. two board members; or
 - b. one board member and:
 - i the public officer; or
 - ii any other person the board may appoint for that purpose.
- 11.4.3. The common seal of the club must be kept in the custody of the secretary or another person the board from time to time decides.

11.5. Alteration of constitution

- 11.5.1. Subject to the Act, this constitution may be amended, repealed or added to by a special resolution carried at a general meeting.
- 11.5.2. Any amendment, repeal, addition or new constitution must be lodged with the Director in accordance with Section 23 of the Act, within one month of the special resolution being passed.
- 11.5.3. An amendment, repeal, addition or new constitution is valid only once it is registered by the Director.

11.6. Bylaws

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

11.7. Liability and indemnity

- 11.7.1. 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 association, beyond the property of the incorporated association 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 3.2.
- 11.7.2. The club may indemnify each board . 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.

11.8. Insurance

- 11.8.1. 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.

12. Winding up

12.1. Distribution of surplus assets

- 12.1.1. 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.
- 12.1.2. 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.
- 12.1.3. 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.