

RULES OF THE TEA TREE GOLF CLUB INC.

(Registered Number: 427)

CONSTITUTION

Based on the Associations Incorporation (Model Rules) Regulations 2017 (Tasmania)

PART 1 — PRELIMINARY

Rule 1 — Name of Association

The name of the Association is **TEA TREE GOLF CLUB INC.** (in this Constitution called "the Association").

Rule 2 — Interpretation

(1) In this constitution, unless the context otherwise requires —

"Act" means the Associations Incorporation Act 1964 (Tasmania);

"annual general meeting" means an annual general meeting of the Association held under rule 13;

"Association" means the Association referred to in rule 1;

"association" has the same meaning as in the Act;

"auditor" means the person appointed as the auditor of the Association under rule 10;

"authorised deposit-taking institution" means a body corporate that is an authorised deposit-taking institution for the purposes of the Banking Act 1959 of the Commonwealth;

"basic objects of the Association" means the objects and purposes of the Association as stated in an application under section 7 of the Act for the incorporation of the Association;

"Captain" means the Captain of the Association elected under rule 24;

"Committee" means the Committee of management referred to in rule 23;

"Executive Committee" means the committee constituted under rule 31, comprising the President, the Captain, the Treasurer and the Secretary;

"financial year" means the period beginning on 1 January in each year and ending on 31 December next following;

"Financial Policy" means the policy adopted by the Committee under Rule 38 governing the Association's financial management, fees, and expenditure authorities;

"Full Member" means a member admitted under rule 5(2)(a);

"general meeting" means —

- (a) an annual general meeting; or
- (b) a special general meeting;

"Golf Tasmania" means the state governing body for golf in Tasmania, or any successor organisation;

"Governance Policy" means the policy adopted by the Committee under Rule 38 governing the internal management and administrative procedures of the Committee;

"Junior Member" means a member admitted under rule 5(2)(b);

"Life Member" means a member elected under rule 5(9);

"Membership Policy" means the policy adopted by the Committee under Rule 38 governing membership applications, probationary conditions, and sub-categories;

"officer of the Association" means a person elected as an officer of the Association at an annual general meeting or appointed as an officer of the Association under rule 24(4);

"ordinary business of an annual general meeting" means the business specified in rule 13(5);

"ordinary Committee member" means a member of the Committee other than an officer of the Association;

"Policy" means a policy adopted, amended, or repealed by the Committee in accordance with Rule 38;

"President" means the President of the Association elected under Rule 24 or appointed under Rule 24(4);

"probationary status" means the status of a member who has been admitted on a probationary basis under rule 5(4)(c);

"public officer" means the person who is, under section 14 of the Act, the public officer of the Association;

"Recreation Member" means a member admitted under rule 5(2)(c);

"Secretary" means the Secretary of the Association elected under Rule 24 (who shall also be the public officer) or appointed under Rule 24(4);

"special Committee meeting" means a meeting of the Committee that is convened under rule 28(2) by the President or any 4 of the members of the Committee;

"special general meeting" means a special general meeting of the Association convened under rule 14;

"special resolution" has the same meaning as in the Act;

"subscription" means the annual subscription or, where payable by instalments, the aggregate of all instalments payable in respect of a financial year, as determined by the Committee under rule 32;

"Treasurer" means the Treasurer of the Association elected under Rule 24 or appointed under Rule 24(4).

Rule 3 — Association's Office

The office of the Association shall be at Brighton, Tasmania, or at any other place the Committee determines.

Rule 4 — Objects and Purposes of Association

The objects and purposes of the Association consist of the basic objects of the Association and the following objects and purposes:

- (1) The basic objects of the Association are:

- (a) to provide, maintain and operate a golf course and associated facilities for the benefit of members and the community;
- (b) to promote and encourage the game of golf;
- (c) to foster social interaction among members;

(2) In addition to the basic objects, the objects and purposes of the Association include:

- (a) the purchase, taking on lease or in exchange, hire or other acquisition of any real or personal property necessary or convenient for any of the objects or purposes of the Association;
- (b) the purchase, sale or supply of, or other dealing in, goods;
- (c) the construction, maintenance or alteration of any building or works necessary or convenient for any of the objects or purposes of the Association;
- (d) the acceptance of a gift for any of the objects or purposes of the Association;
- (e) the taking of any step the Committee, or the members of the Association at a general meeting, determine expedient for the purpose of procuring contributions to the funds of the Association;
- (f) the printing or publication of any newspaper, periodical, book, leaflet or other document the Committee, or the members of the Association at a general meeting, determine desirable for the promotion of any of the objects or purposes of the Association;
- (g) the borrowing and raising of money in any manner and on terms —
 - (i) the Committee thinks fit; or
 - (ii) approved or directed by resolution passed at a general meeting;
- (h) subject to the provisions of the Trustee Act 1898, the investment, in any manner the Committee determines, of any money of the Association not immediately required for any of the objects or purposes of the Association;
- (i) the making of a gift, subscription or donation to any of the funds, authorities or institutions to which section 78A of the Income Tax Assessment Act 1936 of the Commonwealth relates;
- (j) the establishment and support, or aiding in the establishment and support, of associations, institutions, funds, trusts, schemes or conveniences calculated to benefit employees or past employees of the Association and their dependants, and the granting of pensions, allowances or other benefits to employees or past employees of the Association and their dependants, and the making of payments towards insurance in relation to any of those purposes;
- (k) the establishment and support, or aiding in the establishment or support, of any other association formed for any of the basic objects of the Association;
- (l) the purchase, or acquisition, and the undertaking of all or part of the property, assets, liabilities or engagements of any association with which

the Association is amalgamated in accordance with the provisions of the Act and the rules of the Association;

- (m) the doing of any lawful thing incidental or conducive to the attainment of the objects or purposes of the Association.

PART 2 — MEMBERSHIP

Rule 5 — Membership of Association

- (1) A person who applies and is approved for membership in accordance with this rule is eligible to be a member of the Association on payment of the annual subscription or the first instalment thereof, as specified in rule 32.
- (2) The membership of the Association shall be divided into the following classes, and membership of each class shall confer on a member of that class the following rights and obligations:
 - (a) **Full Member** — a Full Member has voting rights and shall be entitled to full access and use of the Association's golf course and clubhouse as a "playing member", subject to such limitations as the Committee may at its discretion impose from time to time.
 - (b) **Junior Member** — a Junior Member has no voting rights and shall be entitled to full access and use of the Association's golf course and clubhouse as a playing member, subject to such limitations as the Committee may at its discretion impose from time to time.
 - (c) **Recreation Member** — a Recreation Member has no voting rights and shall be entitled to full use of the Association's clubhouse and social activities subject to such limitations as the Committee may impose from time to time, and shall have limited access to the golf course for recreation but is not considered a "playing member" for the purposes of Golf Tasmania affiliation unless otherwise determined by Policy.
 - (d) **Life Member** — a Life Member shall have voting rights and be entitled to all the rights and privileges, and subject to all the obligations (including the obligation to contribute to levies), of a Full Member, but shall not be liable to pay any annual subscription beyond affiliation fees.
 - (e) All playing members shall be affiliated with Golf Tasmania.
- (3) The Committee shall have the power to establish sub-categories within any membership class defined in subrule (2) by adopting a Policy under Rule 38.
 - (a) Such Policies may prescribe specific subscription fees (including payment schedules), playing rights, and conditions tailored to each sub-category.
 - (b) Transparency: Any Policy establishing sub-categories shall be made available to all members and prospective members upon request.
- (4) The Committee shall manage the application and admission of members in accordance with the following provisions:
 - (a) Any person may apply for membership in the form and manner determined by the Committee.
 - (b) The Committee may approve or refuse any application at its discretion, and is not required to give reasons.
 - (c) The Committee may admit a new member of any class on probationary status for up to twelve months, on conditions set out in the Membership Policy.

- (d) The Membership Policy governs the conditions and duration of probationary status, including the circumstances in which a member's probationary status or membership may be terminated.
- (5) A member on probationary status has the same rights, privileges, and obligations as applicable to their membership class. The probationary period does not affect voting rights or eligibility for Life Membership. The duration and conditions of the probationary period are as prescribed in the Membership Policy, or 12 months if no such period is specified.
- (6) As soon as practicable after the receipt of an application, the public officer shall refer the application to the Committee.
- (7) If an application is approved by the Committee, the public officer shall —
 - (a) notify the applicant, in writing or by electronic means, that the applicant has been approved for membership of the Association; and
 - (b) on receipt of the amount payable by the applicant as the first subscription payment (whether in full or the first instalment thereof), enter the applicant's name in the register of members.
- (8) A member of the Association may resign by serving on the public officer a written notice of resignation.
- (9) The Association may elect a Life Member in accordance with the following provisions:
 - (a) A person may be nominated for Life Membership if they are a Full Member who has:
 - (i) rendered distinguished service to the Association; and
 - (ii) completed a minimum of ten years of membership.
 - (b) A nomination for Life Membership shall require the unanimous recommendation of the Committee.
 - (c) Following a recommendation by the Committee, the nominee may be elected by a resolution passed by a two-thirds majority of members present and voting at an annual general meeting.
 - (d) The Committee has the power to give consideration to special circumstances should the occasion arise, and may by a unanimous decision reduce the qualifying period.
 - (e) No more than one member shall be granted life membership at an annual general meeting.
- (10) The public officer shall maintain, or establish and maintain, a register of members containing —
 - (a) the name of each member of the Association, their class of membership, and the date on which they became a member; and
 - (b) the member's postal or residential address or address of business or employment; and
 - (c) an email address, if any, that the member has nominated as the email address to which notices from the Association may be sent; and

- (d) whether the member is on probationary status and, if so, the date on which the probationary period ends; and
 - (e) the name of each person who has ceased to be a member of the Association and the date on which the person ceased to be a member of the Association.
- (11) On receipt of a notice from a member of the Association under subrule (8), the public officer shall remove the name of the member from the register of members.
- (12) A person —
- (a) becomes a member of the Association when their name is entered in the register of members; and
 - (b) ceases to be a member of the Association when their name is removed from the register of members under subrule (11) or rule 32(3).

Rule 6 — Liability of Members

- (1) Any right, privilege or obligation of a person as a member of the Association —
- (a) is not capable of being transferred to another person; and
 - (b) terminates when the person ceases to be a member of the Association.
- (2) If the Association is wound up, each person who was, immediately before the Association is wound up, a member of the Association, and each person who was a member of the Association within the period of 12 months immediately preceding the commencement of the winding-up, is liable to contribute —
- (a) to the assets of the Association for payment of the liabilities of the Association; and
 - (b) for the costs, charges and expenses of the winding-up; and
 - (c) for the adjustment of the rights of the contributors among themselves.
- (3) Any liability under subrule (2) is not to exceed **\$50**.
- (4) Despite subrule (2), a former member of the Association is not liable to contribute under that subrule in respect of any liability of the Association incurred after they ceased to be a member.

Rule 7 — Income and Property of Association

- (1) The income and property of the Association shall be applied solely towards the promotion of the objects and purposes of the Association.
- (2) No portion of the income or property of the Association shall be paid or transferred to any member of the Association unless the payment or transfer is made in accordance with this rule.
- (3) The Association may —
- (a) pay a person or member of the Association —
 - (i) remuneration in return for services rendered to the Association, or for goods supplied to the Association, in the ordinary course of business of the person or member; or

- (ii) remuneration that constitutes a reimbursement for out-of-pocket expenses incurred by the person or member for any of the objects or purposes of the Association; or
 - (iii) interest at a rate not exceeding 7.25% on money lent to the Association by the person or member; or
 - (iv) a reasonable amount by way of rent for premises, or a part of premises, let to the Association by the person or member; and
 - (b) pay a member of the Committee remuneration in return for carrying out the functions of a member of the Committee; and
 - (c) pay a member of a sub-committee remuneration in return for carrying out the functions of a member of the sub-committee; and
 - (d) if so requested by or on behalf of any other association, organisation or body, appoint or nominate a member of the Association to an office in that other association, organisation or body.
- (4) Despite subrule (3)(a), (b) and (c), the Association is not to pay a person any amount under that subrule unless the Association or Committee has first approved that payment.
- (5) Despite subrule (3)(d), the Association is not to appoint or nominate a member of the Association under that subrule to an office in respect of which remuneration is payable unless the Association or Committee has first approved —
- (a) that appointment or nomination; and
 - (b) the receipt of that remuneration by that member.
- (6) The Committee may determine the remuneration payable to officers (by way of honorarium or otherwise), employees, and other persons acting on behalf of the Association, subject to:
- (a) Such remuneration being set out in the Financial Policy or Governance Policy;
 - (b) A report on remuneration being provided to each annual general meeting;
 - (c) Members retaining the right to requisition a special general meeting to review any remuneration determination.
- (7) In the absence of a determination by the Committee under subrule (6), or if the relevant Policy does not specify remuneration amounts:
- (a) honoraria for officers shall be nil unless and until the Committee makes a determination; and
 - (b) remuneration for employees and contractors shall be determined by the Committee on a case-by-case basis at rates that are reasonable and appropriate for the services provided, having regard to market rates and the financial position of the Association.
- (8) Any remuneration determination made under subrule (7)(b) must be ratified by the Committee at its next meeting and included in the next report to the annual general meeting.

PART 3 — ACCOUNTS AND AUDIT

Rule 8 — Accounts of Receipts and Expenditure

- (1) True accounts are to be kept of the following:
 - (a) each receipt or payment of money by the Association and the matter in respect of which the money was received or paid;
 - (b) each asset or liability of the Association.
- (2) The accounts are to be open to inspection by the members of the Association at any reasonable time, and in any reasonable manner, determined by the Committee.
- (3) The Treasurer of the Association shall keep all accounting books, and general records and records of receipts and payments, connected with the business of the Association in the form and manner the Committee determines.
- (4) The accounts, books and records are to be kept at the Association's office or at any other place the Committee determines.

Rule 9 — Banking and Finance

- (1) On behalf of the Association, the Treasurer of the Association shall —
 - (a) receive any money paid to the Association; and
 - (b) as soon as practicable after receiving the money, issue a receipt (which may be in electronic form); and
 - (c) cause the money to be deposited into an account of the Association as soon as practicable after it is received.
- (2) The Committee shall open with an authorised deposit-taking institution an account in the name of the Association.
- (3) The Committee may —
 - (a) receive from an authorised deposit-taking institution a cheque drawn by the Association on any of the Association's accounts with the authorised deposit-taking institution; and
 - (b) release or indemnify the authorised deposit-taking institution from or against any claim, or action or other proceeding, arising directly or indirectly out of the drawing of that cheque.
- (4) Except with the authority of the Committee, a payment of an amount exceeding the threshold specified, in the Financial Policy, or \$500 if no such amount is specified is not to be made from the funds of the Association other than —
 - (a) by cheque drawn on the Association's account; or
 - (b) by the electronic transfer of funds from the Association's account to another account at an authorised deposit-taking institution.

- (5) The Committee may provide the Treasurer of the Association with an amount of money to meet urgent expenditure, subject to any conditions the Committee may impose in relation to the expenditure.
- (6) A cheque is not to be drawn on the Association's account, and an amount is not to be electronically transferred from the Association's account to another account at an authorised deposit-taking institution, except for the purpose of making a payment that has been authorised by the Committee.
- (7) A cheque, draft, bill of exchange, promissory note or other negotiable instrument shall be signed by any two of the following persons:
 - (a) the Treasurer;
 - (b) the President;
 - (c) the Captain;
 - (d) the Secretary.
- (8) An electronic transfer of an amount from the Association's account to another account at an authorised deposit-taking institution —
 - (a) may only be authorised by any two of the persons referred to in subrule (7); and
 - (b) where the Association uses an electronic banking platform that permits electronic approval workflows, the dual authorisation required by paragraph (a) may be satisfied by electronic approvals recorded within that platform.
- (9) The Committee may, by resolution, establish financial procedures and delegations consistent with this Rule, which are to be documented in a Financial Policy adopted pursuant to Rule 38.

Rule 10 — Auditor

- (1) At each annual general meeting, the members of the Association present at the meeting are to appoint a person as the auditor of the Association.
- (2) If an auditor is not appointed at an annual general meeting under subrule (1), the Committee shall appoint a person as the auditor of the Association as soon as practicable after that annual general meeting.
- (3) The auditor shall hold office until the next annual general meeting and is eligible for re-appointment.
- (4) The first auditor —
 - (a) may be appointed by the Committee before the first annual general meeting; and
 - (b) if so appointed, holds office until the end of the first annual general meeting unless earlier removed by a resolution of the members of the Association at a general meeting.
- (5) If the first auditor is appointed by the Committee under subrule (4)(a) and subsequently removed at a general meeting under subrule (4)(b), the members of the Association, at that general meeting, may appoint an auditor to hold office until the end of the first annual general meeting.

- (6) Except as provided in subrule (4)(b), the auditor may only be removed from office by special resolution.
- (7) If a casual vacancy occurs in the office of auditor, the Committee shall appoint a person to fill the vacancy until the end of the next annual general meeting.

Rule 11 — Audit of Accounts

- (1) The auditor shall audit the financial affairs of the Association at least once in each financial year of the Association.
- (2) The auditor, after auditing the financial affairs of the Association for a particular financial year of the Association, shall —
 - (a) certify as to the correctness of the accounts of the Association; and
 - (b) at the next annual general meeting, provide a written report to the members of the Association who are present at that meeting.
- (3) In the report and in certifying to the accounts, the auditor shall —
 - (a) specify the information, if any, that they have required under subrule (5)(b) and obtained; and
 - (b) state whether, in their opinion, the accounts exhibit a true and correct view of the financial position of the Association according to the information at their disposal; and
 - (c) state whether the rules relating to the administration of the funds of the Association have been observed.
- (4) The public officer shall deliver to the auditor a list of all the accounting records, books and accounts of the Association.
- (5) The auditor may —
 - (a) have access to the accounting records, books and accounts of the Association; and
 - (b) require from any employee of, or person who has acted on behalf of, the Association any information the auditor considers necessary for the performance of their duties; and
 - (c) employ any person to assist in auditing the financial affairs of the Association; and
 - (d) examine any member of the Committee, or any employee of, or person who has acted on behalf of, the Association, in relation to the accounting records, books and accounts of the Association.

Rule 12 — Exemptions Under the Act

- (1) For any financial year that the Association is exempt from the requirement to be audited by virtue of section 24(1B) or (1C) of the Act —
 - (a) an auditor is not required to be appointed for that financial year under rule 10 unless the Association elects to have the financial affairs of the Association for that financial year audited in accordance with the Act and this Constitution; and
 - (b) if an auditor is not appointed for a financial year by virtue of paragraph (a) —

- (i) rules 10 and 11 do not apply in respect of the Association for that financial year; and
 - (ii) rule 13(5)(b), to the extent that it relates to an auditor, does not apply in respect of the annual general meeting held by the Association in respect of that financial year; and
 - (iii) rule 13(5)(d) does not apply in respect of the annual general meeting held by the Association in respect of that financial year.
- (2) For any financial year that the Association is exempt from the requirement to provide an annual return by virtue of section 24(1B) of the Act, the Committee must provide, as part of the ordinary business of the annual general meeting for that financial year, a copy of the annual financial report given under the Australian Charities and Not-for-profits Commission Act 2012 of the Commonwealth in respect of that financial year.

PART 4 — GENERAL MEETINGS

Rule 13 — Annual General Meeting

- (1) The Association shall hold an annual general meeting each year.
- (2) An annual general meeting shall be held on any day (being not later than 3 months after the end of the financial year of the Association) the Committee determines.
- (3) An annual general meeting shall be in addition to any other general meeting that may be held in the same year.
- (4) The notice convening an annual general meeting shall specify the purpose of the meeting.
- (5) The ordinary business of an annual general meeting shall be as follows:
 - (a) to confirm the minutes of the last preceding annual general meeting and of any general meeting held since that meeting;
 - (b) to receive from the Committee, auditor, employees and other persons acting on behalf of the Association reports on the transactions of the Association during the last preceding financial year of the Association;
 - (c) to elect the officers of the Association and the ordinary Committee members;
 - (d) to appoint the auditor and determine their remuneration;
 - (e) to receive from the Committee a report on remuneration of employees and other persons acting on behalf of the Association;
 - (f) to receive from the Committee a report on all Policies adopted or amended since the previous annual general meeting, including fees and subscriptions.
- (6) An annual general meeting may transact special business of which notice is given in accordance with rule 15.
- (7) Special business, accompanied by supporting statements of reasons, shall be notified in writing to the public officer at least twenty-eight days prior to the general meeting.
- (8) Minutes of proceedings of an annual general meeting are to be kept, in the minute book of the Association (which may be in electronic form), by the public officer or, in the absence from the meeting of the public officer, by an officer of the Association who is nominated by the chairperson of the meeting.

Rule 14 — Special General Meetings

- (1) The Committee may convene a special general meeting of the Association at any time.
- (2) The Committee, on the requisition in writing of at least 10 members of the Association entitled to vote, shall convene a special general meeting of the Association.
- (3) A requisition for a special general meeting —
 - (a) shall state the objects of the meeting; and

- (b) shall be signed by each of the requisitionists; and
 - (c) shall be deposited at the office of the Association; and
 - (d) may consist of several documents, each signed by one or more of the requisitionists.
- (4) If the Committee does not cause a special general meeting to be held within 21 days after the day on which a requisition is deposited at the office of the Association, any one or more of the requisitionists may convene the meeting within 3 months after the day on which the requisition is deposited at the office of the Association.
- (5) A special general meeting convened by requisitionists shall be convened in the same manner, as nearly as practicable, as the manner in which a special general meeting would be convened by the Committee.
- (6) All reasonable expenses incurred by requisitionists in convening a special general meeting are to be refunded by the Association.

Rule 15 — Notices of General Meetings

- (1) At least 14 days before the day on which a general meeting of the Association shall be held, the public officer shall publish a notice specifying —
- (a) the place, day and time at which the meeting shall be held; and
 - (b) the nature of the business that shall be transacted at the meeting.
- (2) A notice is published for the purposes of subrule (1) if —
- (a) it is published on the Association's website; and
 - (b) it is sent by email to each member at the email address the member has provided to the Association, and
 - (c) such other methods as the Committee determines from time to time to be appropriate for communicating with members.
- (3) Where a member has not provided an email address, notice shall be sent by:
- (a) post to the member's last known postal address; and
 - (b) placing it on the clubhouse noticeboard.

Rule 16 — Business and Quorum at General Meetings

- (1) All business transacted at a general meeting, other than the ordinary business of an annual general meeting, is special business.
- (2) Business is not to be transacted at a general meeting unless a quorum of members of the Association entitled to vote is present at the time when the meeting considers that business.
- (3) A quorum for the transaction of the business of a general meeting is **15** members of the Association entitled to vote.
- (4) If a quorum is not present within one hour after the time appointed for the commencement of a general meeting, the meeting —
- (a) if convened on the requisition of members of the Association, is dissolved;
or

- (b) if convened by the Committee, shall be adjourned to the same day in the next week at the same time and —
 - (i) at the same place; or
 - (ii) at any other place specified by the chairperson —
 - (A) at the time of the adjournment; or
 - (B) by notice in a manner determined by the chairperson.
- (5) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members personally present, being not fewer than 5, constitute a quorum.
- (6) Members must be personally present at a general meeting to participate and vote. There is no provision for attendance by proxy, video conference, or other remote means.

Rule 17 — Chairperson at General Meetings

At each general meeting of the Association, the chairperson shall be —

- (a) the President; or
- (b) in the absence of the President, the Captain; or
- (c) in the absence of the President and Captain, a member of the Association elected to preside as chairperson by the members of the Association present and entitled to vote at the general meeting.

Rule 18 — Adjournment of General Meetings

- (1) The chairperson of a general meeting at which a quorum is present may adjourn the meeting with the consent of the members of the Association who are present and entitled to vote at the meeting, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a meeting is adjourned for 14 days or more, notice of the adjourned meeting shall be given in the same manner as the notice of the original meeting.
- (3) If a meeting is adjourned for less than 14 days, it is not necessary to give any notice of the adjournment or of the business to be transacted at the adjourned meeting.

Rule 19 — Determination of Questions Arising at General Meetings

- (1) A question arising at a general meeting of the Association shall be determined on a show of hands.
- (2) A declaration by the chairperson that a resolution has, on a show of hands, been lost or carried, or been carried unanimously or carried by a particular majority, together with an entry to that effect in the minute book of the Association, is evidence of that fact unless a poll is demanded on or before that declaration.

Rule 20 — Votes

- (1) On any question arising at a general meeting of the Association, a member of the Association (including the chairperson) has one vote only.
- (2) All votes are to be given personally.
- (3) Despite subrule (1), in the case of an equality of votes, the chairperson has a second or casting vote.

Rule 21 — Taking of Poll

If at a general meeting a poll on any question is demanded —

- (a) the poll shall be taken at that meeting in the manner that the chairperson determines; and
- (b) the result of the poll is taken to be the resolution of the meeting on that question.

Rule 22 — When Poll to be Taken

- (1) A poll that is demanded on the election of a chairperson, or on a question of adjournment, shall be taken immediately.
- (2) A poll that is demanded on any other question shall be taken at any time before the close of the meeting as the chairperson determines.

PART 5 — THE Committee

Rule 23 — Affairs of Association to be Managed by a Committee

- (1) The affairs of the Association are to be managed by a Committee of management constituted as provided in rule 25.
- (2) The Committee —
 - (a) shall control and manage the business and affairs of the Association; and
 - (b) may exercise all the powers and perform all the functions of the Association, other than those powers and functions that are required by this Constitution to be exercised and performed by members of the Association at a general meeting; and
 - (c) has power to do anything that appears to the Committee to be essential for the proper management of the business and affairs of the Association.

Rule 24 — Officers of the Association

- (1) The officers of the Association are as follows:
 - (a) the President;
 - (b) the Captain;
 - (c) the Secretary, who shall also be the public officer;
 - (d) the Treasurer.
- (2) Subject to subrule (5), the officers of the Association are to be elected in accordance with rule 26.
- (3) Each officer of the Association shall hold office until the end of the next annual general meeting after that at which they are elected and is eligible for re-election.
- (4) If a casual vacancy in an office referred to in subrule (1) occurs, the Committee may appoint one of its members to fill the vacancy until the end of the next annual general meeting after the appointment.
- (5) If an office referred to in subrule (1) is not filled at an annual general meeting, there is taken to be a casual vacancy in the office.

Rule 25 — Constitution of the Committee

- (1) The Committee consists of —
 - (a) the officers of the Association; and
 - (b) such number of ordinary members as determined from time to time by the Governance Policy, being not fewer than four (4) and not more than eight (8).
- (2) If the Governance Policy does not specify the number of ordinary Committee member positions, six (6) ordinary member positions shall be available for election.
- (3) Before each annual general meeting, the Committee must decide how many ordinary member positions will be available. This number must be included in

the notice of the AGM, which shall be given at least 14 days before the meeting.

- (4) Ordinary Committee members —
 - (a) are elected at the annual general meeting;
 - (b) hold office until the end of the next annual general meeting; and
 - (c) may stand for re-election.
- (5) If a casual vacancy occurs, the Committee may appoint a member of the Association to fill the position until the next annual general meeting.
- (6) If a position is not filled at an annual general meeting, it is taken to be a casual vacancy.

Rule 26 — Election of Members of Committee

- (1) A nomination of a candidate for election as an officer of the Association, or as an ordinary Committee member, shall be —
 - (a) made in writing, signed by 2 Full Members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the nomination); and
 - (b) delivered to the public officer at least 10 days before the day on which the annual general meeting shall be held. A list of nominees shall be displayed on the notice board.
- (2) If insufficient nominations are received to fill all vacancies on the Committee —
 - (a) the candidates nominated are taken to be elected; and
 - (b) further nominations are to be received at the annual general meeting.
- (3) If the number of nominations received is equal to the number of vacancies on the Committee to be filled, the persons nominated are taken to be elected.
- (4) If the number of nominations received exceeds the number of vacancies on the Committee to be filled, a ballot shall be held.
- (5) If the number of further nominations received at the annual general meeting exceeds the number of remaining vacancies on the Committee to be filled, a ballot shall be held in relation to those further nominations.
- (6) The ballot for the election of officers of the Association and ordinary Committee members shall be conducted at the annual general meeting in the manner determined by the Committee.

Rule 27 — Vacation of Office

For the purpose of this Constitution, the office of an officer of the Association, or of an ordinary Committee member, becomes casually vacant if the officer or Committee member —

- (a) dies; or
- (b) becomes bankrupt, applies to take the benefit of any law for the relief of bankrupt or insolvent debtors, compounds with their creditors or makes an assignment of their remuneration or estate for their benefit; or

- (c) becomes a represented person within the meaning of the Guardianship and Administration Act 1995; or
- (d) resigns office in writing addressed to the Committee; or
- (e) ceases to be ordinarily resident in Tasmania; or
- (f) is absent from 3 consecutive meetings of the Committee without the permission of the other members of the Committee; or
- (g) ceases to be a member of the Association; or
- (h) fails to pay, within 14 days after receiving a notice in writing signed by the public officer stating that the officer or Committee member has failed to pay one or more amounts of subscriptions or subscription instalments, all such amounts due and payable by the officer or member.

Rule 28 — Meetings of the Committee

- (1) The Committee shall meet at least once in each month at any place and time the Committee determines.
- (2) A meeting of the Committee, other than a meeting referred to in subrule (1), may be convened by the President or any 4 of the members of the Committee.
- (3) Written notice of any special Committee meeting shall be served on members of the Committee and shall specify the general nature of the business to be transacted.
- (4) A special Committee meeting may only transact business of which notice is given in accordance with subrule (3).
- (5) A quorum for the transaction of the business of a meeting of the Committee is not fewer than half the officers of the Association and not fewer than half the ordinary Committee members, rounded up in each case to the nearest whole number.
- (6) Business is not to be transacted at a meeting of the Committee unless a quorum is present.
- (7) If a quorum is not present within half an hour after the time appointed for the commencement of —
 - (a) a meeting of the Committee (other than a special Committee meeting), the meeting shall be adjourned to the same day in the next week at the same time and at the same place; or
 - (b) a special Committee meeting, the meeting is dissolved.
- (8) At each meeting of the Committee, the chairperson shall be —
 - (a) the President; or
 - (b) in the absence of the President, the Captain; or
 - (c) in the absence of the President and Captain, a member of the Committee elected to preside as chairperson by the members of the Committee present at the meeting.
- (9) Any question arising at a meeting of the Committee shall be determined —
 - (a) on a show of hands; or

- (b) if demanded by a member, by a poll taken at that meeting in the manner the chairperson determines.
- (10) On any question arising at a meeting of the Committee, a member of the Committee (including the chairperson) has one vote only.
- (11) Despite subrule (10), in the case of an equality of votes, the chairperson has a second or casting vote.
- (12) Written notice of each Committee meeting shall be served on each member of the Committee by —
 - (a) giving it to the member during business hours before the day on which the meeting shall be held; or
 - (b) leaving it, during business hours before the day on which the meeting shall be held, at the member's postal or residential address or place or address of business or employment last known to the server of the notice; or
 - (c) sending it by post, to the person's postal or residential address or address of business or employment last known to the server of the notice, in sufficient time for it to be delivered to that address in the ordinary course of post before the day on which the meeting shall be held; or
 - (d) emailing it to the email address, of the member, that the member has nominated as the email address to which notices from the Association may be sent.
- (13) With the approval of the President, a meeting of the Committee may be held by means of video conference or other technology that allows each member of the Committee participating to hear and be heard by every other participant. A member of the Committee who participates in a meeting by such means is taken to be present at the meeting.
- (14) Minutes of proceedings of any meeting of the Committee are to be kept, in the minute book of the Association (which may be in electronic form), by the public officer or, in the absence from the meeting of the public officer, by an officer of the Association who is nominated by the chairperson of the meeting.

Rule 29 — Disclosure of Interests

- (1) If a member of the Committee or a member of a sub-committee has a direct or indirect pecuniary interest in a matter being considered, or about to be considered, by the Committee or sub-committee at a meeting, the member is to, as soon as practicable after the relevant facts come to the member's knowledge, disclose the nature of the interest to the Committee.
- (2) If at a meeting of the Committee or a sub-committee a member of the Committee or sub-committee votes in respect of any matter in which the member has a direct or indirect pecuniary interest, that vote is not to be counted.

Rule 30 — Sub-committees

- (1) The Committee may —
 - (a) appoint a sub-committee from the Committee; and
 - (b) prescribe the powers and functions of that sub-committee.

- (2) The Committee may co-opt any person as a member of a sub-committee without voting rights, whether or not the person is a member of the Association.
- (3) A quorum for the transaction of the business of a meeting of a sub-committee is 3 appointed members entitled to vote.
- (4) The public officer shall convene meetings of a sub-committee.
- (5) Any question arising at a meeting of a sub-committee shall be determined —
 - (a) on a show of hands; or
 - (b) if demanded by a member, by a poll taken at that meeting in the manner the chairperson determines.
- (6) On any question arising at a meeting of a sub-committee, a member of the sub-committee (including the chairperson) has one vote only.
- (7) Written notice of each sub-committee meeting shall be served on each member of the sub-committee by —
 - (a) giving it to the member during business hours before the day on which the meeting shall be held; or
 - (b) leaving it, during business hours before the day on which the meeting shall be held, at the member's postal or residential address or place or address of business or employment last known to the server of the notice; or
 - (c) sending it by post, to the person's postal or residential address or address of business or employment last known to the server of the notice, in sufficient time for it to be delivered to that address in the ordinary course of post before the day on which the meeting shall be held; or
 - (d) emailing it to the email address of the member that the member has nominated as the email address to which notices from the Association may be sent.
- (8) Minutes of proceedings of any meeting of the sub-committee are to be kept, in the minute book of the Association (which may be in electronic form), by the public officer or, in the absence from the meeting of the public officer, by an officer of the Association who is nominated by the chairperson of the meeting

Rule 31 — Executive Committee

- (1) The President, the Captain, the Treasurer and the Secretary constitute the Executive Committee.
- (2) During the period between meetings of the Committee, the Executive Committee may issue instructions to the public officer and employees of the Association in matters of urgency connected with the management of the affairs of the Association.
- (3) The Executive Committee shall report on any instructions issued under subrule (2) to the next meeting of the Committee.

PART 6 — SUBSCRIPTIONS AND NOTICES

Rule 32 — Subscriptions

- (1) The Committee may determine the subscriptions (whether payable annually, by monthly instalments, or by such other payment schedule as may be specified in the Financial Policy), entrance fees, and other charges payable by members and visitors.
- (2) Any fees or charges determined under subrule (1) shall be set out in the Financial Policy and notified to members in accordance with Rule 38.
- (3) A member who fails to pay their subscription by the date specified in the Financial Policy may have their membership cancelled by the Committee.
 - (a) Where a subscription is payable annually, a member who fails to pay by the date specified in the Financial Policy (or if not specified, by 30 April) may have their membership cancelled by the Committee.
 - (b) Where a subscription is payable by instalments, a member who falls into arrears by the amount or period specified in the Financial Policy (or if not specified, by more than two consecutive instalments) may have their membership cancelled by the Committee.
 - (c) A member whose subscription or instalments remain unpaid for more than 3 months after the earliest due date of any unpaid amount is not entitled to vote at general meetings until all outstanding amounts are paid.
- (4) If the Committee has not determined subscription amounts or payment schedules for a financial year by the first day of that year, subscriptions shall continue at the rates and on the payment terms applicable in the immediately preceding financial year until such time as the Committee makes a determination.

Rule 33 — Service of Notices and Requisitions

Except as otherwise provided by this Constitution, a document may be served under this Constitution on a person by —

- (a) giving it to the person; or
- (b) leaving it at, or sending it by post to, the person's postal or residential address or place or address of business or employment last known to the server of the document; or
- (c) emailing it to the person's email address.

PART 7 — DISCIPLINE

Rule 34 — Expulsion of Members

- (1) The Committee may expel a member from the Association if, in the opinion of the Committee, the member is guilty of conduct detrimental to the interests of the Association.
- (2) The expulsion of a member under subrule (1) does not take effect until whichever of the following occurs later:
 - (a) the fourteenth day after the day on which a notice is served on the member under subrule (3);
 - (b) if the member exercises their right of appeal under this rule, the conclusion of the special general meeting convened to hear the appeal.
- (3) If the Committee expels a member from the Association, the public officer, without undue delay, shall cause to be served on the member a notice in writing —
 - (a) stating that the Committee has expelled the member; and
 - (b) specifying the grounds for the expulsion; and
 - (c) informing the member of the right to appeal against the expulsion under rule 35.

Rule 35 — Appeal Against Expulsion

- (1) A member may appeal against an expulsion under rule 34 by delivering or sending by post to the public officer, within 14 days after the day on which notice of the expulsion was served on the member under rule 34(3), a requisition in writing demanding the convening of a special general meeting for the purpose of hearing the appeal.
- (2) On receipt of a requisition, the public officer shall immediately notify the Committee of the receipt.
- (3) The Committee shall cause a special general meeting to be held within 21 days after the day on which the requisition is received.
- (4) At a special general meeting convened for the purpose of hearing an appeal under this rule —
 - (a) no business other than the question of the expulsion shall be transacted; and
 - (b) the Committee may place before the meeting details of the grounds of the expulsion and the Committee's reasons for the expulsion; and
 - (c) the expelled member must be given an opportunity to be heard; and
 - (d) the members of the Association who are present are to vote by secret ballot on the question of whether the expulsion should be lifted or confirmed.
- (5) If at the special general meeting a majority of the members present vote in favour of the lifting of the expulsion —
 - (a) the expulsion is lifted; and

- (b) the expelled member is entitled to continue as a member of the Association.
- (6) If at the special general meeting a majority of the members present vote in favour of the confirmation of the expulsion —
 - (a) the expulsion takes effect; and
 - (b) the expelled member ceases to be a member of the Association.

Rule 36 — Disputes

- (1) A dispute between a member of the Association, in their capacity as a member, and the Association shall be determined by arbitration in accordance with the provisions of the Commercial Arbitration Act 2011.
- (2) This rule does not affect the operation of rule 35.

PART 8 — MISCELLANEOUS

Rule 37 — Seal of Association

- (1) The seal of the Association shall be in the form of a rubber stamp inscribed with the name of the Association encircling the word "Seal".
- (2) The seal is not to be affixed to any instrument except by the authority of the Committee.
- (3) The affixing of the seal shall be attested by the signatures of —
 - (a) two members of the Committee; or
 - (b) one member of the Committee and —
 - (i) the public officer; or
 - (ii) any other person the Committee may appoint for that purpose.
- (4) If a sealed instrument has been attested under subrule (3), it is presumed, unless the contrary is shown, that the seal was affixed to that instrument by the authority of the Committee.
- (5) The seal shall remain in the custody of the public officer of the Association.

Rule 38 — Policies

- (1) The Committee may from time to time adopt, amend, or repeal Policies for the regulation of matters not otherwise provided for in this Constitution, provided that no Policy shall be inconsistent with this Constitution or the Act.
- (2) Before any Policy is adopted, amended, or repealed, the Committee shall give members not less than 28 days' notice of the proposed change by publication on the Club noticeboard, the Club website, and by email to members.
- (3) In the event of any inconsistency between a Policy and this Constitution, this Constitution shall prevail.

Rule 39 — Default Provisions and Transitional Arrangements

- (1) Where any matter is stated in this Constitution to be governed by a Policy, and either:
 - (a) no such Policy has been adopted; or
 - (b) the Policy is silent on a particular matter;then the default provisions specified in this Constitution shall apply, or if no default is specified, the Committee may determine the matter subject to the constraints in subrule (2).
- (2) Where the Committee exercises discretion under subrule (1), it shall:
 - (a) act consistently with this Constitution and the Act;
 - (b) have regard to previous practice and decisions;
 - (c) apply principles of fairness and transparency;

- (d) document its decision and reasons;
 - (e) include the decision in its report to the next general meeting; and
 - (f) ensure members retain the right to requisition a special general meeting to review the decision.
- (3) Any practices, procedures, rates, or arrangements in effect immediately prior to the adoption of this Constitution shall continue to operate insofar as they are not inconsistent with this Constitution, until such time as they are replaced by:
- (a) a Policy adopted under Rule 38; or
 - (b) a determination of the Committee; or
 - (c) a resolution of a general meeting.
- (4) Within six (6) months of the adoption of this Constitution, the Committee shall use its best endeavours to develop and adopt:
- (a) a Financial Policy; and
 - (b) a Membership Policy; and
 - (c) a Governance Policy;
- setting out matters delegated to those Policies by this Constitution.
- (5) In interpreting any provision of this Constitution that refers to a Policy:
- (a) the absence of a Policy shall not prevent the Association from conducting its affairs;
 - (b) members shall be deemed to have consented to reasonable Committee determinations made in accordance with this Rule; and
 - (c) any person dealing with the Association in good faith is entitled to assume that Committee determinations made in the absence of Policy are validly made.