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## Constitution of Cox Country Club Incorporated

## Part 1 - Preliminary

## 1. Name

The name of the incorporated association ("the Club") is stated in the Schedule.

## 2. Objects and purposes

The objects and purposes of the Club are specified in the Schedule.

## 3. Minimum number of members

The Club must have at least the number of members specified in the Schedule.

## 4. Definitions

In this Constitution, unless the contrary intention appears:
"Act" means the Associations Act and regulations made under that Act;
"Committee" means the Management Committee of the Club;
"financial institution" means an authorised deposit-taking institution within the meaning of section 5 of the Banking Act 1959 of the Commonwealth;
"Club" means Cox Country Club Inc;
"member" means a member of the Club according to Part 3;
"register of members" means the register of the Club's members established and maintained under section 34 of the Act;
"special resolution" means a resolution notice of which is given under clause 47 and passed in accordance with section 37 of the Act.
"AGM" means Annual General Meeting of members convened in accordance with clause 44;
"SGM" means Special General Meeting of members convened in accordance with clause 44;


## Part 2 - Constitution and Powers of Club

## 5. Powers of Club

(1) For achieving its objects and purposes, the Club has the powers conferred by sections 11 and 13 of the Act.
(2) Subject to the Act, the Club may do all things necessary or convenient for carrying out its objects or purposes, and in particular, may:
(a) acquire, hold and dispose of real or personal property;
(b) open and operate accounts with financial institutions;
(c) invest its money in any security in which trust monies may lawfully be invested;
(d) raise and borrow money on the terms and in the manner it considers appropriate;
(e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
(f) appoint agents to transact business on its behalf; and
(g) enter into any other contract it considers necessary or desirable.

## 6. Effect of Constitution

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

## 7. Inconsistency between Constitution and Act

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

## 8. Altering the Constitution

(1) The Club may alter this Constitution by special resolution at a AGM or SGM but not otherwise.
(2) If the Constitution is altered, the Public Officer must ensure compliance with section 23 of the Act.

## Part 3 - Members

## Division 1 - Membership

## 9. Application for membership

To apply to become a member of the Club a person must:
(a) submit a written application for membership to the Committee:
(i) in a form approved by the Committee; and
(ii) signed by the person and the member referred to in paragraph (b); and

(b) be proposed by a member.

## 10. Approval of Committee

(1) The Committee must consider any application made under clause 9 at the next available committee meeting and must accept or reject the application at that meeting or the next.
(2) If an application is rejected, the applicant may appeal against the decision by giving notice to the Secretary within 14 days after being advised of the rejection.
(3) If an applicant gives notice of an appeal against the rejection of his or her application, the Committee must reconsider the application at the next committee meeting after receipt of the notice of appeal.
(4) If after reconsidering an application the Committee reaffirms its decision to reject the application, the decision is final.

## 11. Joining fee

(1) If an application for membership is approved by the Committee, the applicant becomes a member on payment of the joining fee.
(2) The joining fee is either:
(a) a pro rata annual fee based on the remaining part of the financial year; or
(b) the amount determined from time to time by resolution at a SGM or AGM.

## 12. Annual membership fees

(1) The annual membership fee is the amount determined from time to time by resolution at a SGM or AGM.
(2) Each member must pay the annual membership fee to the Club by the first day of each financial year or another date determined by the Committee from time to time.
(3) A member whose subscription is not paid within 3 months after the due date ceases to be a member unless the Committee determines otherwise.

## Division 2 - Rights of members

## 13. General

(1) Subject to clause 14(2), a member may exercise the rights of membership when his or her name is entered in the register of members.
(2) A right of membership of the Club:
(a) is not capable of being transferred or transmitted to another person; and
(b) terminates on the cessation of membership whether by death, resignation or otherwise.


## 14. Voting

(1) Subject to subclause (2) and clause 18, each member has one vote at a SGM or AGMs of the Club.
(2) A member is not eligible to vote until 10 working days after his or her application has been accepted.

## 15. Notice of meetings and special resolutions

The Secretary must give all members notice of SGM or AGMs and Special Resolutions in the manner and time prescribed by this Constitution.

## 16. Access to information on Club

The following must be available for inspection by members:
(a) a copy of this Constitution;
(b) minutes of SGM or AGM;
(c) annual reports and annual financial reports.
(d) Committee minutes to be displayed withing 14 days of the Committee Meeting on Club notice board.
(e) Committee Meeting Minutes available to General Members are exclusive of "in Camera' items

## 17. Raising grievances and complaints

(1) A member may raise a grievance or complaint about a Committee Member, the Committee or another member of the Club.
(2) The grievance or complaint must be dealt with by the procedures set out in Part 8.

## 18. Honorary members

(1) Eligibility for Honorary membership shall be confined to any person who, in the opinion of the Committee:
(a) has rendered valuable service to the Club or
(b) is considered desirable for special reasons.
(2) Honorary membership may be granted on the recommendation of the Committee and by resolution at an A.G.M. Honorary Members shall be entitled to all privileges of the Club, but except for Honorary Life Members, shall not be eligible for election to the Committee nor be entitled to vote at any meetings of the Club.

## Division 3 - Termination, death, suspension and expulsion

## 19. Termination of membership

Membership of the Club may be terminated by:

(a) a notice of resignation addressed and emailed to the Club or given personally to the Secretary or another Committee Member;
(b) non-payment of the annual membership fee within the time allowed under clause 12(3); or
(c) expulsion in accordance with this Division.

## 20. Death of member or whereabouts unknown

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

## 21. Suspension or expulsion of members

(1) If the Committee considers that a member should be suspended or expelled because his or her conduct is detrimental to the interests of the Club, the Committee must give notice of the proposed suspension or expulsion to the member.
(2) The notice must:
(a) be in writing and include:
(i) the time, date and place of the Committee Meeting at which the question of that suspension or expulsion will be decided; and
(ii) the particulars of the conduct; and
(b) be given to the member not less than 30 days before the date of the Committee Meeting referred to in paragraph (a)(i).
(3) At the meeting, the Committee must afford the member a reasonable opportunity to be heard or to make representations in writing.
(4) The Committee may suspend or expel or decline to suspend or expel the member from the Club and must give written notice of the decision and the reason for it to the member.
(5) Subject to clause 22, the decision to suspend or expel a member takes effect 14 days after the day on which notice of the decision is given to the member.

## 22. Appeals against suspension or expulsion

(1) A member who is suspended or expelled under clause 21 may appeal against that suspension or expulsion by giving notice to the Secretary within 14 days after receipt of the Committee's decision.
(2) The appeal must be considered at a Committee Meeting of the Club and the member must be afforded a reasonable opportunity to be heard at the meeting or to make representations in writing prior to the meeting for circulation at the meeting.
(3) The Commttee Members present at the Committee Meeting must, by resolution, either confirm or set aside the decision of the Committee to suspend or expel the member.

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


## Part 4 - Management Committee

## Division 1 - General

## 23. Role and powers and tenure of office

(1) The business of the Club must be managed by or under the direction of a Management Committee.
(2) The Committee may exercise all the powers of the Club except those matters that the Act or this Constitution requires the Club to determine through a SGM or AGM of members.
(3) The Committee may appoint and remove staff, or delegate powers to staff members in under Clause 25.
(4) The Committee may establish one or more subcommittees consisting of the members of the Club as the Committee considers appropriate.
(5) Term of the Committee Member is to be for a 12 month (1 year) period, unless Clause 28 or Clause 31 is applied.

## 24. Composition of Committee

(1) The Management Committee consists of:
(a) a President;
(b) a Vice-President;
(c) a Secretary;
(d) a Treasurer; and
(e) with a minimum of 3 and maximum of 5 Committee Members.
(2) Unless elected directly as a separate office holder, the Committee must appoint one committee member to be the Club's public officer.

## 25. Delegation

(1) The Committee may delegate to a subcommittee or staff any of its powers and functions other than -
(a) this power of delegation; or
(b) a duty imposed on the Committee by the Act or any other law.
(2) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
(3) The Committee may, in writing, revoke wholly or in part the delegation.

## 26. Eligibility of Committee Members

(1) A Committee Member must be a member who is 18 years or over.

(2) A Committee Member must also meet the criteria provided in the Schedule.
(3) Committee members must be elected to the Committee at an AGM or appointed under clause 33.
27. Nominations for election to committee
(1) A member is not eligible for election to the Committee unless the Secretary or a Committee Member receives a written nomination, that must be displayed on the Club Notice Board for that member by another member not less than 7 days before the date of the next AGM.
(2) The nomination must be signed by:
(a) the nominator and a seconder; and
(b) the nominee to signify his or her willingness to stand for election.
(3) A person who is eligible for election or re-election under this clause may:
(a) propose or second himself or herself for election or re-election; and
(b) vote for himself or herself.

## 28. Retirement of Committee Members

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

## 29. Election by default

(1) If the number of persons nominated for election to the Committee under clause 27 does not exceed the number of vacancies to be filled, the President must declare the persons to be duly elected as members of the Committee at the AGM.
(2) If vacancies remain on the Committee after the declaration under subclause (1), additional nominations of Committee Members may be accepted from the floor of the AGM.
(3) If the nominations from the floor do not exceed the number of remaining vacancies, the President must declare those persons to be duly elected as members of the Committee.
(4) If the nominations from the floor are less than the number of remaining vacancies, the unfilled vacancies are taken to be casual vacancies and must be filled by the new Committee in accordance with clause 33.


## 30. Election by ballot

(1) If the number of nominations exceeds the number of vacancies on the Committee, ballots for those positions must be conducted.
(2) A secret ballot should be conducted allowing for fair representation of the nominees on a ballot form, placing ballot papers in a container, then counting of the ballots to determine the numbers for each nominee.
(3) The nominee with the majority votes in the ballot will be declared by the President to be duly elected as members of the Committee.

## 31. Vacating office

The office of a Committee Member becomes vacant if:
(a) the member:
(i) is disqualified from being a Committee Member under section 30 or 40 of the Act;
(ii) resigns by giving written notice to the Committee;
(iii) dies or is rendered permanently incapable of performing the duties of office by mental or physical ill-health;
(iv) Ceases to be a resident of the Territory; or
(v) Ceases to be a member of the Club;
(b) the Committee Member is absent from more than:
(i) 3 consecutive committee meetings; or
(ii) 3 Committee Meetings in the same financial year without tendering an apology to the President;
of which meetings the member received notice and the Committee has resolved to declare the office vacant; or
(c) in any of the circumstances provided for by the Schedule.

## 32. Removal of Committee Member

(1) The Club, through a SGM of members, may remove any Committee Member before the member's term of office ends.
(2) If a vacancy arises through removal under subclause (1), an election must be held to fill the vacancy.

## 33. Filling casual vacancy on Committee

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

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

## Division 3 - Duties of Committee Members

## 34. Collective responsibility of Committee

(1) As soon as practicable after being elected to the Committee, each Committee Member must become familiar with the Act and regulations made under the Act.
(2) The Committee is collectively responsible for ensuring the Club complies with the Act and regulations made under the Act.
35. President and Vice-President
(1) Subject to subclauses (2) and (3), the President must preside at all AGM or SGM and Committee Meetings.
(2) If the President is absent from a meeting, the Vice-President must preside at the meeting.
(3) If the President and the Vice-President are both absent, the presiding member for that meeting must be:
(a) a member elected by the other members present if it is a SGM or AGM; or
(b) a Committee Member elected by the other committee members present if it is a Committee Meeting.

## 36. Secretary

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

## 37. Treasurer

(1) The Treasurer must:
(a) receive all moneys paid to or received by the Club and issue receipts for those moneys in the name of the Club;
(b) pay all moneys received into the account of the Club within 5 working days after receipt;

(c) make any payments authorised by the Committee or by a SGM or AGM of the Club from the Club's funds; and
(d) ensure EFT payments are authorised and at least one other Committee Member, or by any 2 other Committee Members authorised by the Committee.
(2) The Treasurer must ensure the accounting records of the Club are kept in accordance with section 41 of the Act.
(3) The Treasurer must coordinate the preparation of the Club's annual statement of accounts.
(4) If directed to do so by the President, the Treasurer must submit to the Committee a report, balance sheet or financial statement in accordance with that direction.
(5) The Treasurer has custody of all securities, books and documents of a financial nature and accounting records of the Club unless the members resolve otherwise at a SGM or AGM.
(6) The Treasurer must perform any other duties imposed by this Constitution on the Treasurer.

## 38. Public officer

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

## Part 5 - Meetings of Management Committee

## 39. Frequency and calling of meetings

(1) The Committee must meet together for the conduct of business not less than 6 times in each financial year unless otherwise provided in the Schedule.
(2) The President, or at least half the Committee Members, may at any time convene a special meeting of the Committee.
(3) A Committee Meeting may be convened to deal with an appeal under clause 22.
40. Voting and decision making

Each Committee Member present at the meeting has a deliberative vote.
(2) A question arising at a Committee Meeting must be decided by a majority of votes.
(3) If there is no majority, the person presiding at the meeting has a casting vote in addition to a deliberative vote.

## 41. Quorum

For a committee meeting, one-half of the Committee Members constitutes a quorum unless otherwise provided in the Schedule.


## 42. Procedure and order of business

(1) The procedure to be followed at a Committee Meeting must be determined from time to time by the Committee.
(2) The order of business may be determined by the members present at the meeting.
(3) Only the business for which the meeting is convened may be considered at a special Committee Meeting.

## 43. Disclosure of interest

(1) A Committee Member who has a direct or indirect pecuniary interest in a contract, or proposed contract, with the Club must disclose the nature and extent of the interest to the Committee in accordance with section 31 of the Act.
(2) The Secretary must record the disclosure in the minutes of the meeting.
(3) The President must ensure a Committee Member who has a direct or indirect pecuniary interest in a contract, or proposed contract, complies with section 32 of the Act.

## Part 6 - SGM or AGM

## 44. Convening SGM or AGM

(1) The Club must hold its first Annual General Meeting within 18 months after its incorporation.
(2) The Club must hold all subsequent Annual General Meetings within 5 months after the end of the Club's financial year.
(3) The Committee:
(a) may at any time convene a Special General Meeting;
(b) must, within 30 days after the Secretary receives a notice under clause 22(1), convene a Special General Meeting to deal with the appeal to which the notice relates; and
(c) must, within 30 days after it receives a request under clause 45(1), convene a Special General Meeting for the purpose specified in that request.

## 45. Special General Meetings

(1) Half the number of members constituting a quorum for a AGM may make a written request to the Committee for a SGM unless otherwise provided in the Schedule.
(2) The request must:
(a) state the purpose of the SGM; and
(b) be signed by the members making the request.
(3) If the Committee fails to convene a SGM within the time allowed:

(a) for clause 44(3)(b) - the appeal against the decision of the Committee is upheld; and
(b) for clause 44(3)(c) - the members who made the request may convene a SGM as if they were the Committee.
(4) If an SGM is convened under subclause (3)(b), the Club must meet any reasonable expenses of convening and holding the SGM.
(5) The Secretary must give to all members not less than 21 days notice of a SGM.
(6) The notice must specify:
(a) when and where the meeting is to be held; and
(b) the particulars of and the order in which business is to be transacted.

## 46. Annual General Meeting

(1) The Secretary must give to all members not less than 21 days notice of an AGM unless otherwise provided in the Schedule.
(2) The notice must specify:
(a) when and where the meeting is to be held; and
(b) the particulars of and the order in which business is to be transacted.
(3) The order of business for each AGM is as follows:
(a) first - the consideration of the accounts and reports of the Committee;
(b) second - the election of new Committee Members that have vacated office;
(c) third - any other business requiring consideration by the Club at the meeting.

## 47. Special resolutions

(1) A special resolution may be moved at any SGM or AGM of the Club.
(2) The Secretary must give all members not less than 21 days notice of the meeting at which a special resolution is to be proposed unless otherwise provided in the Schedule.
(3) The notice must include the resolution to be proposed and the intention to propose the resolution as a special resolution.
48. Notice of meetings

The Secretary must give a notice under this Part by -
(a) serving it on a member personally; or
(b) sending it by post, email, or SMS to a member at the email, address, or mobile phone number of the member appearing in the register of members.

(c) Posting the notice of the meeting on the Clubs social marketing site and Web Page.
(2) If a notice is sent by post under subclause (1)(b), sending of the notice is taken to have been properly effected if the notice is addressed and posted to the member by ordinary prepaid mail.

## 49. Quorum at SGM or AGM

At a SGM or AGM, the number or the proportion of members present in person specified in the Schedule constitutes a quorum.

## 50. Lack of quorum

(1) If within 30 minutes after the time specified in the notice for the holding of a AGM a quorum is not present -
(a) for an AGM or SGM convened under clause 44(3)(a) - the meeting stands adjourned to the same time on the same day in the following week and to the same place;
(b) for a meeting convened under clause 44(3)(b) - the members who are present in person or by proxy may proceed with hearing the appeal for which the meeting is convened; or
(c) for a meeting convened under clause 44(3)(c) - the meeting lapses.
(2) If within 30 minutes after the time appointed by subclause (1)(a) for the resumption of an adjourned AGM or SGM a quorum is not present, the members who are present in person or by proxy may proceed with the business of that AGM or SGM as if a quorum were present.
(3) The President may, with the consent of a AGM or SGM at which a quorum is present, and must, if directed by the members at the meeting, adjourn that AGMor SGM from time to time and from place to place.
(4) There must not be transacted at an adjourned AGM or SGM any business other than business left unfinished or on the agenda at the time when the SGM or AGM was adjourned.
(5) If a SGM or AGM is adjourned for a period of 30 days or more, the Secretary must give notice of the adjourned SGM or AGM as if that SGM or AGM were a fresh SGM or AGM.

## 51. Voting

(1) Subject to clauses 14(2) and 18, each member present in person or by proxy at a SGM or AGM is entitled to a deliberative vote.
(2) At a SGM or AGM:
(a) an ordinary resolution put to the vote is decided by a majority of votes made in person or by proxy; and

(b) a special resolution put to the vote is passed if three-quarters of the members who are present in person or by proxy vote in favour of the resolution.
(3) A poll may be demanded by the President or by 3 or more members present in person or by proxy.
(4) If demanded, a poll must be taken immediately and in the manner the President directs.
52. Proxies

A member may appoint in writing another member to be the proxy of the appointing member to attend and vote on behalf of the appointing member at any SGM or AGM.

## Part 7 - Financial Management

## 53. Financial year

The financial year of the Club is specified in the Schedule.

## 54. Funds and accounts

(1) The Club must open an account with a financial institution from which all expenditure of the Club is made and into which all of the Club's revenue is deposited.
(2) Subject to any restrictions imposed by the Club at a SGM or AGM, the Committee may approve expenditure on behalf of the Club.
(3) All EFT transactions, cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be authorised by 2 Committee Members.
(4) All funds of the Club must be deposited into the financial account of the Club no later than 5 working days after receipt or as soon as practicable after that day.
(5) With the approval of the Committee, the Club Manager may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

## 55. Accounts and audits

The responsibility of the Committee under clause 34(2) for ensuring compliance with the Act includes meeting the requirements of Part 5 of the Act and regulations made for that Part relating to:
(a) the keeping of accounting records;
(b) the preparation and presentation of the Club's annual statement of accounts; and
(c) the auditing of the Club's accounts.


## Part 8 - Grievance and disputes

## 56. Grievance and disputes procedures

This clause applies to disputes between:
(a) a member and another member; or
(b) a member and the Committee.
(2) Within 14 days after the dispute comes to the attention of the parties to the dispute, they must meet and discuss the matter in dispute, and, if possible, resolve the dispute.
(3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days after the meeting, hold another meeting in the presence of a mediator.
(4) The mediator must be:
(a) a person chosen by agreement between the parties; or
(b) in the absence of agreement:
(i) for a dispute between a member and another member - a person appointed by the Committee; or
(ii) for a dispute between a member and the Committee - a person who is a mediator appointed or employed by the department administering the Act.
(5) A member of the Club can be a mediator.
(6) The mediator cannot be a party or related to the party to the dispute.
(7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
(8) The mediator, in conducting the mediation, must:
(a) give the parties to the mediation process every opportunity to be heard;
(b) allow due consideration by all parties of any written statement submitted by any party; and
(c) ensure natural justice is accorded to the parties to the dispute throughout the mediation process.
(9) The mediator must not determine the dispute.
(10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.


## Part 9. - Distribution of surplus assets on winding up

59. If on the winding up or dissolution of the Club, and after satisfaction of all its debts and liabilities, there remains any assets, the assets must not be distributed to the members or former members.
(1) The surplus assets must be given or transferred to another Club incorporated under the Act that:
(a) has similar objects or purposes;
(b) is not carried on for profit or gain to its individual members; and
(c) is determined by resolution of the members.

## Schedule to the Constitution

## Part 1 - Mandatory Details

## Name (clause 1)

The name of the incorporated association is Cox Country Club Incorporated.

## Objects and purposes (clause 2)

The objects and purposes of the Club are as follows:
(a) The Financial viability of the Club on an ongoing basis,
(b) Provide a safe and comfortable facility for members and their guests for the purposes of dining, refreshment, socialising, entertainment, sporting, and other activities.
(c) Provide a safe and comfortable facility that promotes the Wagait community to visitors

The Club shall be empowered to do all things necessary for the attainment of the objectives and purpose of the Club.

## Minimum number of members (clause 3)

The Club must have at least 5 members.

## Quorum at AGM (clause 49)

At a AGM 20 members present in person constitutes a quorum.

## Financial year (clause 53)

The financial year of the Club is the period of 12 months ending on 30 June.

## Part 2 - Replaceable Details

| Clause | Description of clause | Default detail | Replacing detail |
| :--- | :--- | :--- | :--- |
| $28(4)$ | Consecutive terms of <br> committee members | may serve consecutive <br> terms |  |
| $39(1)$ | Frequency of committee <br> meetings | at least 4 times each <br> financial year | at least 6 times each <br> financial year |
| 41 | Quorum for committee <br> meeting | half the committee <br> members |  |
| 45 | Number of members who <br> can request a special <br> AGM | half the quorum of | members for a SGM |



| 46(1) | Notice of an AGM | at least 30 days |
| :--- | :--- | :--- |
| $47(2)$ | Notice of SGM | at least 21 days 21 days |

## Part 3 - Additional Details

Nil

