

THE CONSTITUTION OF THE BERRI GOLF CLUB INCORPORATED

1. NAME

The Club shall be called "Berri Golf Club Incorporated".

2. INTERPRETATION

- (a) Unless the contrary intention appears in the Constitution "the Club" means The Berri Golf Club Incorporated.
- (b) "The Committee" means the Committee of Management of the Club elected in accordance with the Constitution.
- (c) "Clubhouse" means the whole of the building which houses the Members locker rooms, dining rooms, bars, foyer and office, and other areas within the confines thereof.
- (d) "Constitution" means the Constitution of the Berri Golf Club Incorporated.
- (e) "Entrance fee" means the fee paid by way of admission to the Club.
- (f) "Masculine" includes "feminine" and vice versa where the context permits.
- (g) "Subscription" means the fee paid annually or part thereof as the case may be, by a Member of the Club.
- (h) Words importing the singular include the plural and vice versa where the context permits.
- (i) Where the context requires, a reference to a Special General Meeting shall be deemed to include a reference to an Annual General meeting and vice versa.
- (j) A Registered Golf Club is a Golf Club registered with Golf Australia

3. OBJECTS

The objects of the Club are:

- (a) To promote the game of golf and other athletic sports and pastimes.
- (b) To make and carry into effect arrangements or agreements for the acquisition or leasing of land from the Crown or any other party.
- (c) To provide facilities for the Members for playing golf and other athletic sports and pastimes.
- (d) To promote and engage in activities which foster the well being of the Club and its Members and to establish any facilities which the Club or Committee thereof deems necessary to fulfil such purpose.
- (e) To promote the recreation accommodation and comfort of its Members.
- (f) To do any other lawful things incidental or conducive to the foregoing objects.

4. POWERS

The Club shall have the following powers in addition to and without limitation of any powers conferred by law.

- (i) To purchase, take on lease, to sell, demise, mortgage, lease, give in exchange, or otherwise, any lands, buildings, easements, or property real or personal, which may be required for the purpose or conveniently used in connection with any of the objects of the Club, and to sell demise, mortgage, lease, give in exchange or dispose of the same or any part or parts thereof from time to time and to grant easements in, through over or upon any land and to acquire easements or other rights over any land.
- (ii) To hire, employ, appoint, remove, retire, superannuate, persons to under-take or control the management and administration of the property of the Club and to determine their wages, salaries or other remuneration, gratuities or pensions.
- (iii) To promote and hold either alone or jointly with any other association, Club or person, golf meetings, competitions, and matches and to offer, give and contribute towards prizes, medals and other awards and to promote and support entertainments.
- (iv) To establish, promote or assist in promoting or establishing and to subscribe to or become a member of or associated or amalgamated with any other association or club whose objects are similar to the objects of the Club, or the establishment or promotion of which may be beneficial to the Club, and to join or become a member of any authority, Organisation, association or union controlling golf in South Australia for the time being.

- (v) To invest and deal with any monies of the Club upon such security and in such manner as may from time to time be determined by the Committee of the Club.
- (vi) To promote and hold either alone or jointly with any other associations, clubs or persons, social, recreation or sporting activities.
- (vii) To apply to any Government Department, Local Council, Statutory Authority or other similar agency for money, or resources of any kind whatsoever including the grant of loans and buildings.
- (viii) To borrow or raise money with or without the giving of security and particularly by the issue of or upon bonds, debentures, bills of exchange, promissory notes, or securities of the Club or by mortgage or charge upon all or any of the property of the Club.
- (ix) To support and subscribe to any charitable institution or Organisation.
- (x) To establish and contribute to a superannuation provident and benefit fund providing for retiring pensions, lump sum payments and other benefits for persons employed by the Club.
- (xi) To apply for and hold licences, permits and such other authorisations for the benefit of the Members of the Club.
- (xii) To build, construct, convert extend and maintain buildings or structures on land used or part of the property used, leased or owned by the Club.
- (xiii) To do all such other things as are incidental or conducive to the attainment of the above objects.
- (xiv) To publish periodicals, newsletters and club magazines.

5. NO PROFIT CLAUSE

The income and property of the Club shall be applied solely towards the promotion of the objects of the Club and no portion thereof shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to Members or relatives of Members of the Club provided that nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of the Club in return for any services actually rendered to the Club or reasonable and proper rental for premises let by any member of the Club.

6. AFFILIATION

6.1 The Club shall affiliate with Golf Australia and Golf SA.

7. MEMBERSHIP

7.1 MEMBERSHIP

The Club shall consist of all persons who are Life Members or duly elected members pursuant to the Rules.

7.2 ADMISSION OF MEMBERS

- (i) Every applicant for admission shall be proposed and seconded on the form provided, by two Members duly elected of the Club with voting rights.
- (ii) The Committee shall approve the admission of applicants by a ballot of the Members of Committee and three adverse votes shall exclude the applicant from Membership.
- (iii) Each applicant shall be notified of the category of Membership to which admission has been approved.
- (iv) On approval of admission the applicant shall be furnished with an account showing subscription and such other financial commitments which Membership entails and upon payment of same shall be enrolled as a Member of the Club.
- (v) An applicant whose application for admission has been refused shall not be eligible to reapply for Membership until twelve (12) calendar months have elapsed from the date of such rejection.

7.3 LIFE MEMBERS

On the recommendation of the Committee any person being a member of the Club may at any General Meeting of the Club in consideration of valuable services rendered to the Club, be elected a Life Member. A two-thirds (2/3) majority of those present and voting shall be necessary for such election. Life Members shall be entitled to all privileges and be subject to all duties of a full member of the Club during their life without any further payments, annual or otherwise.

7.4 CLASS OF MEMBERS

Classes of membership, their rights, entrance fees and subscriptions shall be determined by the committee

7.5 RIGHTS OF MEMBERS

(i) All members may attend any General Meeting of the Club.

(ii) Full, Life and Honorary Members

Members of these categories have full playing rights on every day each week, subject to any restriction imposed by the match committee.

Restricted playing times shall apply on trade days, pennant competition days and all other times when the Committee so determines.

Such members are entitled to vote at General Meetings of the Club and to hold any position on the Committee.

7.6 RECIPROCAL RIGHTS

(i) The Committee may enter into a reciprocal agreement with any golf club on the condition that Members of the Club shall enjoy the same rights and privileges at the reciprocal club as members enjoy at this club.

(ii) Reciprocal rights shall be restricted to persons residing within a radius of 100km of their home club.

(iii) Members of all other Riverland Clubs, providing that they are not actually resident within the area described by the postcode 5343 shall enjoy full reciprocal rights with the Club.

8. MANAGEMENT OF THE CLUB

8.1 FINANCIAL YEAR

The Club's financial year shall commence on the first (1st) day of October in each year and end on the thirtieth (30th) day of September of the following year.

8.2 MANAGEMENT

The Club shall be managed by a Committee of Management elected in Accordance with the Constitution.

8.3 COMMITTEE OF MANAGEMENT

(i) The business and general affairs of the Club shall be under the management of the Committee comprising a President, Vice President, Captain, Vice Captain, Honorary Secretary, Honorary Treasurer, Ladies Captain, Ladies Vice Captain and four (4) ordinary members.

(ii) Five (5) members of the Committee shall constitute a quorum.

(iii) The Committee shall meet at least once in every calendar month and Minutes of all resolutions and proceedings shall be entered in the Minute Book kept for that purpose.

8.4 OFFICE HOLDERS There shall be a Patron, President, Vice President, Captain, Vice Captain, Honorary Secretary, Honorary Treasurer and Handicapper of the Club who shall hold office until the following Annual General Meeting. In the absence of the President the Vice President shall act as Chairperson at all General Meetings. The President shall be ex officio a member of all Sub-Committees.

8.5 ELECTION OF OFFICE BEARERS

(a) All Office holders and members of the Committee shall be elected at the Annual General Meeting of the Club and hold office until the following Annual General Meeting. Only Life, Honorary and Full Members are eligible to stand.

- (b) Each candidate for election shall be nominated in writing signed by a proposer and seconder and endorsed with the signed consent of the Candidate.
- (c) The nomination shall specify the position for which the candidate is nominated.
- (d) No person shall remain a member of the Committee whilst a member of the Committee of any other golf club.
- (e) The nomination shall be delivered to the Secretary at least twenty four (24) hours before the day of election.
- (f) If no more persons are nominated for any position than there are vacancies the Chairperson of the Annual General Meeting shall declare such persons duly elected.
- (g) If there are more candidates than vacancies the election shall be by ballot. The Chairperson of the meeting at which any ballot takes place shall give all necessary directions and make all necessary arrangements for such ballot. Any member entitled to vote, who is absent from the District or who can show true and just cause as to why they cannot be present on the day of election may give a proxy to some voting member of the Club which proxy shall cease immediately on return to the District or at the close of the meeting. Such proxy must be registered with the Secretary before the commencement of the meeting.
- (h) Notwithstanding anything herein contained all officers of the Club shall be deemed to continue in office until their successors shall have been duly elected under these rules provided that this Rule shall not apply to extraordinary vacancies of the Committee.
- (i) Where a vacancy shall occur in any elective office between two Annual General Meetings the Committee shall have the power to appoint a person to fill such vacancy until the next Annual General Meeting.
All officers shall retire at the Annual General Meeting but shall be eligible for re-election.
- (k) An extraordinary vacancy in the Committee shall occur if a Committee Member:
- (i) dies;
 - (ii) resigns in writing to the Secretary, or
 - (iii) His or her position is declared vacant by the Committee on account of failure to attend three consecutive meetings of the Committee.

8.6 PROCEEDINGS OF COMMITTEE

The President shall be the Chairperson of the Committee. In the absence of the President from any meeting the Committee shall appoint the Vice President or in the Vice President's absence any member of the Committee and such person shall while so acting exercise all the powers of the Chairperson. Each member including the Chairperson shall have a deliberate vote and in the case of a tied vote, the Chairperson shall have a second (casting) vote.

8.7 CONVENING OF MEETINGS

A Committee meeting may be convened by the President and shall be convened upon receipt of a requisition requesting such signed by any three (3) members of the Committee.

8.8 COMMITTEE MEMBERS ABSENT FROM MEETINGS

Members of the Committee who absent themselves from three (3) or more consecutive meetings thereof without special leave of absence from the Committee may have their seats on the Committee declared vacant by a two-third (2/3) majority vote of the remaining members of the Committee at a meeting called for the purpose of which meeting each member of the Committee shall have at least six (6) days written notice.

8.9 POWERS OF COMMITTEE

Without in any way limiting or detracting from the powers of the Committee to manage the affairs and the business of the Club.

- (a) The Committee may reprimand, suspend, or expel any member who in the opinion of the Committee:

- (i) has been guilty of improper conduct or riotous behaviour on the Club premises, or
- (ii) is guilty of any act which renders it undesirable that membership be continued.
- (b) (i) A member may be suspended under this Rule either for a period fixed by the Committee or during the Committee's pleasure.
- (ii) the Committee may annul or terminate any suspension or vary its duration.
- (iii) During suspension a member shall not be entitled to exercise any right or privilege conferred on a member under these Rules.
- (c) No member shall be expelled or suspended by the Committee until after having been given an opportunity to show cause to the Committee why it should not do so.
- (d) Any member who is disciplined by the Committee in the manner aforesaid shall have the right to appeal to a Special General Meeting of the Club, to be called by the Secretary within six (6) days of receipt of written notice to appeal. The decision of such Special General Meeting shall be final and conclusive and shall not be questioned in any manner or place whatsoever.
- (e) The Committee may promote, hold and regulate golf meetings, competitions and matches, and offer, give or contribute towards prizes, medals and awards and promote, give or support entertainments.
- (f) Appointment of Officers etc, The Committee may from time to time appoint and at its pleasure dismiss any officers, stewards and servants as it may think necessary for the purpose of carrying out the objects of the Club, and may pay or allow such salaries, allowances pensions and recompenses as the Committee may from time to time see fit.
- (g) The Committee may refer questions of importance to the members in General Meeting.
- (h) The Committee may accept any compensation or any security for any debt or any property claimed and may allow any time for payment of any debt and may compromise, abandon, submit to arbitration or otherwise settle any debt, account claim or thing.
- (i) To Make By-Laws
The committee may from time to time make, after, amend and repeal such by-laws and regulations as it may think fit,
 - (i) for the arrangement and management of the course, other sporting facilities and the Clubhouse for the time being owned by the Club and the admission to, and the expulsion from, the same of members and the public respectively;
 - (ii) for the affiliation or association of the Club with golf clubs and sporting clubs in other parts of Australia or in other parts of the world;
 - (iii) for regulating its own proceedings;
 - (iv) for the holding of ballots and in connection therewith;
 - (v) for and in respect of any other matter, act or thing which in the opinion of the Committee would be advantageous to or advisable for the Club and whether of a similar or dissimilar nature to the foregoing.
 - (vi) Permit any member to pay the subscription fee to the Club by instalments as the Committee may in its absolute discretion determine.

8.10 DUTIES OF THE HONORARY SECRETARY

The Honorary Secretary shall:

- (a) keep full and correct minutes of all resolutions and proceedings at meetings of the Club and Committee in a book to be provided for the purpose and shall produce them at all meetings.
- (b) keep a list of members with their addresses and the dates of their respective admissions.
- (c) keep all original correspondence.
- (d) conduct all correspondence of the club.
- (e) cause notices of all meetings to be issued and reports and notices of all club proceedings to be kept.

8.11 DUTIES OF THE HONORARY TREASURER

The Honorary Treasurer shall:

- (a) collect all subscriptions and/or other moneys due to the Club giving receipts therefore on behalf of the Club and lodge such moneys so received in the Club's Bank to the credit of the Club.
- (b) present a Statement of Accounts to all Committee meetings and prepare a Revenue and Expenditure Account and Balance Sheet made up to the end of the Club's financial year and present it to the Club's Auditor at least twenty one (21) days before the Annual General Meeting.
- (c) keep correct accounts and books showing the financial affairs of the Club and the particulars usually shown in books of account of a like nature and in particular to keep a true record of all sums of money received or expended by the Club and to retain such vouchers, receipts and other documents as are necessary to show the manner in which such receipts and expenditure took place.
- (d) carry out all such other rights as the Committee may from time to time entrust or confer.

8.12 DUTIES OF THE CLUB CAPTAINS

The Club Captains shall:

- (a) Be ex officio Chairperson of the Match Sub-Committee.
- (b) Welcome new members and instruct them in matters relating to the club.
- (c) Endeavour to ensure that members observe the rules and etiquette of golf the local rules and by-laws of the Club and report any infringement thereof to the Match Committee.
- (d) Carry out all other duties and exercise all such other rights and powers as the Committee may from time to time confer.

8.13 SUB-COMMITTEES

- (i) The Committee on the recommendation of the President may appoint such Sub-Committees as it sees fit for any specific purpose and any such Sub-Committee shall have its powers determined by the Committee.
- (ii) The Committee may from time to time appoint Sub-Committees and may delegate to that Sub-Committee any of the powers, duties or responsibilities of the Committee as the Committee may determine.
- (iii) Every Sub-Committee shall conduct its business in accordance with all directions issued by the Committee.
- (iv) The Committee may dissolve any Sub-Committee at any time.
- (v) The following subcommittees will be appointed each year and will exercise the rights and responsibilities outlined below:
 - Course Committee
 - Men's Match Committee
 - Ladies' Match Committee.

8.14 ROLE OF PERMANENT SUB-COMMITTEES

- (i) Course Committee shall consist of one Committee member (as Chairperson), the Course Superintendent, and two other appointed members.
It shall consider all matters relating to the maintenance and/or development of the Course and advise the Committee on such matters.
- (ii) Match Committee shall consist of Club Captain, Vice Captain, Ladies Captain and two (2) other appointed members.
It shall be responsible for programming events, running competitions, selecting teams and adjudicating on rules.

The Match Committee may from time to time declare such local rules as it deems necessary for the conduct of competitions and shall be the final arbiter on all disputes regarding the Rules of Golf which may occur in Club competitions.

- (iii) Ladies' Match Committee shall consist of Captain, Vice- Captain and not more than nine (9) other members.

The Ladies Committee shall be responsible for the promotion, conduct and regulation of Ladies Golf and related activities, except where Ladies' events or activities are held in conjunction with full club events, in which case such responsibility shall be with the Management Committee.

9. AUDITOR

If required by the Associations Incorporation Act 1985 there shall be one or more Auditors (not members of the Committee) who shall be elected annually at the General Meeting. Such Auditor or Auditors shall audit accounts and have power to call for the production of all books, papers, accounts and documents relating to the affairs of the Club. The Committee shall have power to fill any temporary vacancy in the Office of Auditor.

10. COMMON SEAL AND SEAL HOLDERS

- (a) The Committee shall provide a Common Seal of the Club and such Seal shall be kept at such place and in such manner as the Committee shall from time to time appoint.
- (b) The Committee shall from time to time appoint two or more persons to use the Common Seal of the Club and may at any time revoke such appointment and make new appointments.
- (c) All documents to which the Common Seal of the Club have been affixed shall be countersigned by two of the persons for the time being authorised to use such Seal and by the Secretary and a record shall be kept by the Secretary of the use of such Seal.

11. GENERAL MEETINGS

- (a) The Annual General Meeting of the Club shall be held during the month of November in each year. Notice of such meetings shall be forwarded to members at least twenty one (21) days before the date of the meeting together with a nomination form for officers. At this meeting the President shall present a written report on behalf of the Committee and the Treasurer shall submit a Statement of Accounts for the past year. The election of officers for the current year shall take place and any other business deemed relevant by the President shall be transacted.
- (b) A Special General Meeting of the members may be called at any time by the Committee or by the Secretary on receiving a written request specifying the subject to be discussed and signed by at least six (6) members. Six (6) days notice of such meeting and of the business to be brought before it, to which discussion shall be strictly confined, shall be given by the Secretary to the members in writing.
- (c) A Quorum for an Annual General Meeting and a Special General Meeting shall be twenty five (25) financial members present in person.

12. FINANCIAL MATTERS

12.1 FINANCIAL RECORDS

- (i) True and accurate records of the receipts and expenditure and the assets and liabilities of the Club shall be kept as outlined in Clause 8.11 above.
- (ii) The books of account shall be available for inspection by the members of the Committee of Management.
- (iii) All moneys belonging to the Club shall as soon as convenient be paid into such bank as the Committee may from time to time decide, to the credit in the name of the Club.
- (iv) All accounts shall be passed for payment by the Committee signatories to which shall be any two of the President, Vice President, Secretary or Treasurer of the Club.

12.2 FEES AND SUBSCRIPTIONS

- (i) Entrance Fee and Subscription Fees shall be determined each year by the committee
- (ii) Annual subscriptions are payable in advance and shall be due and payable on the first (1st) day of January each year.

13. COMPETITIONS

The Rules of Play for all Club Competitions shall be the Rules of Golf promulgated by the Rules Committee of the Royal and Ancient Club of St Andrews except insofar as they are modified by the By-laws and Local Rules of the Club.

14. ADDRESSES OF MEMBERS

Members shall from time to time communicate their postal and email addresses to the Secretary and all notices emailed or posted to them at their last known address shall be considered as duly delivered.

15. COLOURS

The Club Colours shall be Gold and Green.

16. WINDING UP OF CLUB

(i) The Club shall only be wound up by a resolution of a Special General Meeting of the Club convened solely for the purpose of considering such a resolution.

A quorum for such a meeting shall be 50% of the financial members of the Club who are eligible to vote.

(ii) A resolution to wind up the Club shall be passed by not less than a three fourth majority of Members with voting rights present and voting on the resolution.

(iii) In the event of the dissolution of the Club the property or assets remaining after payment or discharge of the Club's liabilities shall not be paid to or distributed among the Members or relatives of the Members, but shall be given or transferred to the Berri Barmera District Council as Community Land.

17. ALTERATIONS TO THE CONSTITUTION

The Constitution shall not be altered except by a motion passed at the Annual General Meeting or a Special General Meeting called for that purpose.

A three quarters (3/4) majority of those present and eligible to vote shall be required in order for a proposed change to the Constitution to be adopted.

Any such proposed change shall be posted in the Clubhouse at least twenty one (21) days prior to the meeting at which it is to be considered.

Signed:



John Penna, President

5/12/2016

ADOPTION DATE:

This Constitution has been adopted on 5/12/2016