

Dalby Golf Club Incorporated

Covering Note to Draft Constitution – October 2020

Given that Dalby Golf Club is incorporated under the *Associations Incorporation Act 1981*, the organisation must operate according to a set of rules, which are consistent with the Act and the *Associations Incorporation Regulation 1999*. These rules are referred to as a constitution.

The purpose of the constitution is to keep the club incorporated so that it may continue to enjoy the benefits that this status provides.

Prepared through Golf Australia's *Stronger Committee* initiative, the club's proposed constitution reflects some variations from its existing constitution, in line with the Act and contemporary principles of good governance. The new constitution is proposed to supersede the club's existing document, once adopted by the members at a general meeting and registered with the Office of Fair Trading. All club members are invited to provide feedback on the draft.

The table below provides context for some clauses in the draft new constitution and, where necessary, explains differences between the club's existing constitution and the proposed new document.

Section	Notes
General comments	<p>The formatting of the constitution has been updated with a revised numbering section that links related clauses together. These changes make the constitution easy to navigate.</p> <p>All gender references have been removed.</p> <p>Some specific operational provisions have been omitted from the constitution and should be included in club bylaws. These include things like:</p> <ul style="list-style-type: none"> • Sub-classes of membership • Specific details regarding the club's management committee structure and any match committees • Details regarding any fee discounts and reciprocal club arrangements • Competition-related provisions
Introductory provisions	<p>An updated list of definitions has been included for clarity. Only those terms that are not adequately explained or defined in the body of the constitution are included.</p> <p>A rule has been added to specify that the model rules (a template constitution provided by the Office of Fair Trading) do not apply to the club and are expressly displaced by the new constitution.</p>
Objects and powers	<p>The objects in the new constitution have been updated to ensure they continue to align with the club's strategic direction.</p> <p>Powers have been streamlined significantly, in line with the Act and now clearly reflect that the club has the legal powers of an individual.</p>

Section	Notes
<p>Membership and fees</p>	<p>Many golf clubs are opting to reduce the number of classes listed in their constitution and are including further detail regarding sub-classes of membership (including who can access the golf course on which days of the week, fee discounts etc.) in bylaws.</p> <p>Classes of membership have been revised and now include full, restricted, junior and life members. The constitution clarifies which classes are eligible for election to the management committee and which classes hold the right to vote at general meetings. Club employees are not permitted to vote at general meetings, nor are they permitted to be elected to the management committee.</p> <p>No provision for the role of patron has been made in the new constitution. This role has less relevance in a modern club.</p> <p>Provision has been retained in the new constitution for the management committee to enter into reciprocal arrangements with other entities. The restriction on persons living within 25 kilometres of the Dalby Post Office from receiving reciprocal rights has also been retained.</p> <p>The constitution now specifies that fees are set by the management committee, in accordance with best practice. Any additional membership levies would require the approval of members at a general meeting.</p> <p>The process of applying for membership has been simplified, whereby a proposer and seconder are no longer required. The constitution includes the provision that any person whose application for membership is rejected has no right of appeal.</p> <p>Taking account of privacy considerations, the new constitution stipulates that the club's register of members is only open for inspection by the secretary, the management committee, and any other person approved by the management committee.</p>
<p>Resignation, discipline, appeals and grievances</p>	<p>Detail has been included regarding a streamlined process for suspension or termination of membership, as well as appeals. Appeal timeframes are now as short as possible to deal with any disciplinary issues promptly and to better provide for natural justice. Under the draft constitution, any appeals against a decision of the management committee to terminate or suspend membership would be heard by an appeals panel, rather than at a general meeting.</p> <p>Grievance and mediation procedures have been included to ensure ongoing compliance with the <i>Associations Incorporation Act 1981</i>, as per amendments passed by Queensland Parliament on 16 June 2020.</p>
<p>Management committee, subcommittees and delegation</p>	<p>The new constitution provides flexibility around the size and composition of the management committee, whereby the minimum provisions as per the Act are included. More specific detail regarding the management committee structure and duties of office bearers can be included in updated club bylaws.</p> <p>Under the draft new constitution, all management committee positions would continue to be elected each year. There is no maximum number of consecutive terms for which a management committee member may hold office.</p> <p>The constitution retains provision for appointment of subcommittees. Further operational detail regarding subcommittees can be included in the club's bylaws.</p>

Section	Notes
Election, appointment and vacancies on management committee	<p>The new constitution includes clarity regarding management committee election processes, including dealing with any equalities in voting.</p> <p>Any casual vacancy occurring on the management committee may be filled by the remaining management committee members, by appointment. Any such appointment would be until the next AGM.</p>
Meetings	<p>At meetings of the management committee and at general meetings, any question arising is to be decided by a majority vote of those present and voting and, if the votes are equal, the question is decided to maintain the status quo. There is now no casting vote for the chairperson.</p> <p>Under the new constitution, both management committee meetings and general meetings may be conducted using any technology that reasonably allows each participant to hear and take part in discussion and debate.</p> <p>The minimum schedule for management committee meetings has been included as per the Act, which requires that the management committee meets at least once every four months. Obviously, the management committee is able to meet more regularly than this as per the current monthly meeting schedule. The constitution clarifies the existing provision that minutes of management committee meetings are not open for inspection by all members. If the management committee is unable to hold a meeting, a written resolution may be agreed in writing.</p> <p>Additional provisions relating to material personal interests of management committee members have been added, to ensure ongoing compliance with the <i>Associations Incorporation Act 1981</i>.</p> <p>The constitution reflects a new quorum for general meetings as per the Act, which is at least a number of members equal to the number of management committee members, plus one. The new constitution retains the provision that proxy voting is not allowed at general meetings.</p>
Secretary	<p>This section includes detail regarding the office of secretary, as per the provisions of the Act. Note that the secretary can be either a management committee position elected by the club delegates at an AGM, or a non-management committee position which is appointed.</p>
Finance	<p>The constitution now provides for establishment of a credit or debit card facility, for electronic expenditure of club funds.</p> <p>A specific provision relating to management committee members' duty to prevent insolvent trading has been added, to ensure ongoing compliance with the Act.</p> <p>The club's financial year end date has been retained as 30 June in each year.</p>
Winding up	<p>The constitution stipulates the process for dealing with any surplus assets in the event that the club is wound up and clarifies that no member is personally liable to contribute towards the costs, charges or expenses of winding up.</p>