

Rowes Bay Golf Club Inc

Covering Note to Draft Constitution – November 2025

Given that Rowes Bay Golf Club Inc is incorporated under the *Associations Incorporation Act 1981* (the Act), 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 club has engaged governance consultants CPR Group to update the constitution to better reflect the club's governance and best practice. As part of this process, CPR Group has completed an assessment of the club's existing constitution and identified some areas in the document that now require updating.

The club's proposed new constitution, which reflects the contemporary provisions of good governance, is proposed to supersede the existing constitution, once adopted by members and registered with the Office of Fair Trading (OFT). Members of the club are invited to provide feedback on the draft.

The table below provides a summary of key components of the proposed new constitution. **Note: all aspects of the proposed new constitution adhere to the *Associations Incorporation Act 1981 (as amended)*.**

General

- Some clauses have been amended to provide clarity and clear intent.

Membership

- Senior membership has been removed from the constitution but will remain a class of membership that sits within the voting membership. Other classes of membership have not changed.
- It is the duty of management committee members to prevent insolvent trading and it is considered essential that the management committee has the power to fulfil its statutory fiduciary duties. Therefore, all fees are set by the management committee, in line with good business practice. This is very common amongst not-for-profit sporting and community organisations.
- An applicant who applies for membership and has their application rejected, has no right to appeal this rejection. Note: this only applies to applicants who are not already members.
- An existing member, who has their application for membership renewal rejected, has the right to appeal the rejection.
- Taking account of privacy considerations, the proposed 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 authorised by the management committee.
- Appeal timeframes are now as short as possible to deal with any disciplinary issues promptly and to better provide for natural justice. Rather than calling a general meeting to hear an appeal against the management committee's decision to terminate or suspend a member's membership, the appeal would instead be heard by an appeals panel.
- Grievance and mediation procedures have been included to ensure compliance with the Act.

Management committee

- The management committee must have between six and eight members, in line with best practice of an efficient, streamlined management committee. The positions of president and treasurer are listed, along with any other members elected at a general meeting. This does not prevent the club from keeping current management committee roles but instead provides flexibility to the structure of the management committee.
- Terms of management committee members remain as one year.
- To promote diversity in leadership roles at the club, the management committee shall comprise no more than 75% of any one gender.
- In line with best practice a clause is introduced to forbid any employees of the club from simultaneously holding office as a management committee member.
- Clarification of legal duties of management committee members, including the duty to:
 - disclose material personal interests;
 - exercise care and diligence;
 - act in good faith;
 - not improperly use positions or information to gain benefit; and
 - prevent insolvent trading.
- Additional provisions relating to material personal interests of management committee members, as well as declaration of any remuneration paid to senior employees and management committee members, have been added.
- Additional clauses have been included concerning the removal of management committee members in line with legislation and best practice. This includes the requirement for all management committee members to have a Working With Children check (Blue Card) as required by legislation.
- The current management committee election processes have been retained.
- Any eligible (voting or honorary life) member may be nominated for a management committee position by two other members of the club who are eligible to vote at general meetings.

Meetings

- Management committee meetings and general meetings may be conducted using any technology that reasonably allows each participant to take part in discussion and debate.
- The management committee must meet at least once every four months. The management committee is able to continue meeting more regularly than this, as per current practice. If the management committee is unable to hold a meeting, a written resolution may be agreed in writing.
- Under the proposed new constitution, the quorum for any management committee meeting is more than 50% of the management committee.
- The quorum for any general meeting remains as the number of eligible voting members equal to the number of management committee members plus one (for example, if there are seven members on the management committee, eight voting members [7 + 1] are required).

- In order to request a general meeting, a certain number of eligible voting members must sign a request and submit to the secretary. The required number of signatures is equal to double the number of management committee members plus one (for example, if there are seven members on the management committee, 15 voting member signatures [7 + 7 + 1] are required). This is the number required in the current constitution.
- 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 no casting vote for the chairperson.

Finance

- The club's financial year end date will remain as 30 September in each year and the club's AGM must be held within 6 months of this date.

Documents and legal

- The new constitution provides that the club may choose whether or not to have a common seal, as per the amended Act.
- The constitution includes clarity regarding indemnity and insurance coverage for officeholders.

Winding Up

- In the event that the club is wound up, no member is personally liable to contribute towards the costs, charges or expenses of winding up, beyond returning assets of the club in their possession and payment of any outstanding fees or levies.