

Constitution of **New South Wales Veteran Golfers Association (Inc.)**

Marked up copy of proposed Constitution – 23 May 2023

Because this new proposed constitution is very substantially changed and re-ordered from the current constitution, it would be confusing to show text changes by highlighting deleted and added text. Instead, explanatory comments are given in green. ‘Old’ clause number refers to the current constitution dated 2 Feb 2017.

1 Interpretation

1.1 “Association” means the New South Wales Veteran Golfers Association.

Old clause 1.1 with full name

1.2 “Executive Council” means an executive of twelve elected Councillors who will manage the affairs of the Association. Members of the Executive Council include the President, two (2) Vice Presidents, Secretary, Treasurer and seven (7) other Councillors, but do not include the Auditor.

Old clauses 1.3 & 1.5 combined – deleted references to Governing Council

1.3 “Councillor” means any member of the Executive Council.

New clause to clarify that this is only meaning for Councillor.

1.4 A “Registered Golf Club”, for the purposes of this Constitution, is a Club which is affiliated with Golf NSW or Golf Australia, which has a constitution and owns, leases or has a formal or tacit agreement for occupancy of a golf course and/or clubhouse, the facilities of which have been approved for that use by a local Council authority, and in respect of which that Club holds legal and insurable responsibilities to its membership.

Old clause 1.17 renumbered as 1.4

1.5 A “Group” is a geographic collection of Registered Golf Clubs that are affiliated to the Association as determined by the Executive Council.

Old clause 1.15 renumbered as 1.5 – delete references to District Associations

1.6 A “Directly Affiliated Club” is a Registered Golf Club that is affiliated to the Association other than through being part of a Group.

New clause – there is no definition of Ungrouped Club in the old constitution

1.7 A “Playing Member” is a financial member of a Registered Golf Club who has attained the age of 55 years and has a Golf Australia handicap and is a financial member of the Association.

Old clause 1.8 renumbered as 1.7 – refers to Registered Golf Club instead of repeating the definition

1.8 A “Life Member” is a past or present Playing Member who has rendered outstanding service to the Association and has been elected to Life Membership of the Association by resolution carried by three quarters majority at an Annual General Meeting. No past or present Playing Member shall be eligible to be a Life Member unless that member has been a Playing Member for no less than ten consecutive years. A person elected to Life Membership may be relieved from payment of any subscription or levies in events conducted under the auspices of the Association but shall have all rights and privileges of Playing Members.

Old clause 1.9 renumbered as 1.8

- 1.9 A “Delegate” is a Playing Member who is formally nominated by a Group or Directly Affiliated Club to vote at an Annual General Meeting or at a Special General Meeting.

New clause 1.9 to define Delegate.

- 1.10 The “financial year” of the Association shall commence on the first day of October each year and shall end on the last day of September of the next succeeding year.

Old clause 1.16 renumbered as 1.10

- 1.11 The “membership year” for Playing Members shall commence on 1st day of January and end on the last day of December the same year.

New clause - the membership year was changed at the Executive Council Meeting on 24 Feb 2021 in order to remove confusion over eligibility particularly in the latter part of each year.

2 Objectives

- 2.1 The Association is deemed to be a non-profit organisation.

Old clause 2.1

- 2.2 To provide and maintain a central organization for the promotion of Veteran Golf in N.S.W.

Old clause 2.3 renumbered as 2.2

- 2.3 To promote, control and manage Veteran Golf Championships and tournaments throughout the State of N.S.W. and to select representatives for Intrastate and interstate competitions and matches.

Old clause 2.4 renumbered as 2.3

- 2.4 To provide representation on the Australian Veteran Golfers Union and to represent the State of N.S.W. in dealing with all other Veteran Golf representative bodies.

Old clause 2.5 renumbered as 2.4

- 2.5 To deal with and, if thought fit, adjudicate on any matter of dispute, appeal, interpretations or questions that may from time to time be referred to the Association.

Old clause 2.6 renumbered as 2.5

- 2.6 To promote and hold either alone or jointly with any other association, club or persons, meetings, competitions or pastimes and to offer or contribute towards prizes, medals and awards.

Old clause 2.11 renumbered as 2.6

- 2.7 To support and subscribe to any charitable or public body, and to support and subscribe to any constitution, society or club which may be for the benefit of the Association.

Old clause 2.12 renumbered as 2.7

- 2.8 To invest and deal with the moneys of the Association not immediately required upon such securities and such manner as may from time to time be determined.

Old clause 2.13 renumbered as 2.8

- 2.9 To accept subscriptions and donations (whether real or personal estate) and bequests for all or any of the persons aforesaid to take any lawful steps by personal or written appeal, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association in the shape of donations, annual subscriptions or otherwise.

Old clause 2.14 renumbered as 2.9

2.10 For the purpose of furthering any objects of the Association to enter into any arrangements for co-operative or reciprocal concessions with any other association or club whether incorporated or not which may have objects similar to this Association.

Old clause 2.15 renumbered as 2.10

2.11 To enter into a guarantee or bond for the benefit of the Association or any person or persons employed by or associated therewith in any way and to indemnify any person or persons whether Playing Members or not who may incur or have incurred any personal liability for the benefit of the Association.

Old clause 2.16 renumbered as 2.11

2.12 To support or aid associations, funds, trusts and conveniences calculated to benefit the Playing Members and/or veteran golf or the dependents or connections of such Playing Members and to make payments towards insurance of all types and for any purpose and to subscribe and guarantee money for charitable or benevolent objects or for any exhibition or for any public, general or useful object.

Old clause 2.17 renumbered as 2.12

2.13 To ensure that each and every Playing Member undertakes to play the game of golf in accordance with the rules as laid down by the Royal and Ancient Golf Club of St Andrews.

Old clause 2.21 renumbered as 2.13

3 Liability

3.1 The assets and income of the Association whence so ever derived shall be applied solely towards the promotion of the objects of the Association as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of bonus or otherwise howsoever by way of profit to any person provided that nothing herein shall prevent the payment in good faith or remuneration to any officers or servants of the Association or any person in return for any services actually rendered to the Association.

Old clause 3.2 renumbered as 3.1 – add ‘assets’ from old clause 2.2 - references to members replaced by ‘any person’

3.2 Every person ceasing to be a Playing Member shall forfeit all right or claim on the Association and in no case is membership transferable.

Old clause 12.1 renumbered as 3.2 – clarify term Member – remove references to nomination by Groups.

3.3 Winding Up

3.3.1 The Association may not be wound up or dissolved except at a Special General Meeting for the purpose.

Old clause 3.3 (i)

3.3.2 If upon winding up or dissolution of the Association there remains, after satisfaction of all debts and liabilities, any property whatsoever, the proceeds thereof shall not be paid to or distributed amongst Playing Members, but, in the first instance, shall be used for the reconstruction and re-establishment of the Association; however, in absence of such re-establishment being possible, proceeds shall be paid to Golf NSW.

Old clause 3.3 (ii) - clarifying term ‘member’ as ‘Playing Member’

- 3.3.3 In the event of the Association being wound up during the period of anyone's membership or within one year afterwards, the liability of each Playing Member is limited to the extent that the Playing Member undertakes to contribute such amount as may be determined but not exceeding five (5) dollars towards both payment of debts and liabilities of the Association contracted before ceasing to be a Playing Member, and the costs, charges and expenses of such winding up.

Old clause 3.3 (iii) - clarifying term 'member' as 'Playing Member'

4 Executive Council

Old section 7 renumbered as section 4.

- 4.1 The Association and all its assets, rights, business and affairs shall be managed by an Executive Council elected at each Annual General Meeting.

Old clause 7.1 renumbered as 4.1 – election method covered in new clause 5.4

- 4.2 The Executive Council shall have all such administrative powers to affect the purposes and carry out the objects of the Association.

Old clause 7.2 renumbered as 4.2 – reference to By-Laws removed

- 4.3 The Executive Council shall establish Groups as required and shall allocate Registered Golf Clubs to Groups as requested by the Registered Golf Clubs and Groups. The Executive Council shall maintain and make publicly available a list of Groups and their affiliated clubs.

New clause 4.3 adapted from old clause 2.7 and old section 5. Remove references to District Associations and Zones. Old constitution required By-Laws for recording Groups and Clubs – new wording reflects current practice.

- 4.4 The Executive Council shall review annually such honorariums payable to Councillors as deemed appropriate, reflecting additional time spent and responsibility taken occurring as a result of the position(s) held within the Council. Such positions may include, but not be limited to, President, Secretary, Treasurer and Program Co-ordinator.

New clause 4.4 to cover the long-standing practice of paying honorariums to Councillors.

- 4.5 The Executive Council shall appoint such officers as it may deem necessary and shall engage and pay them such remuneration as agreed upon. Such engagements may be terminated at the discretion of the Executive Council.

Old clause 13.1 renumbered as 4.5 – appointment and termination both by Executive Council

- 4.6 The Executive Council may give advice to Groups and Registered Golf Clubs with respect to the participation, exclusion, conduct and discipline of individual players solely in relation to golf championships and tournaments held under the Association's name. The failure to observe any such advice may be considered as conduct prejudicial to the interests of the Association.

Old clause 7.3 renumbered as 4.6. Clarified that the Executive Council has no control over how individual Groups operate, other than with respect to events held under the Association's name. Replace references to District Associations with Registered Golf Clubs.

- 4.7 The Executive Council shall establish a central Membership Register of Playing Members, to allow checking of membership validity. This Register shall contain the names, GolfLink number and financial status for each Playing Member. The secretary of each Group and Directly Affiliated Club shall keep a register of their Playing Members. The details from these Group and Directly Affiliated Club registers shall be forwarded to the Executive Council so that the central register may be kept up to date.

New clause 4.7 adapted from old section 6.

5 Management and Control

Old section 8 renumbered as section 5. This has been substantially restructured to bring related clauses together, incorporating old sections 4, 6, 8, 9, 10 and old clauses 1.12, 7.4. References to Governing Council replaced by Executive Council.

5.1 General Meetings

5.1.1 At least six (6) weeks but not later than twelve (12) weeks after the end of each financial year the Annual General Meeting shall be held at such time and place as may be determined by the Executive Council with six (6) weeks prior notice being given to all Groups and Directly Affiliated Clubs. Notices of Annual General Meetings shall be made available to Playing Members.

Old clause 8.7 renumbered as 5.1.1. Notice to be given to Groups and Directly Affiliated Clubs.

5.1.2 The business of the Annual General Meeting shall be:

- a. To receive and consider the Financial Statements, the Balance Sheet and Accounts, the reports of the Executive Council and the Auditor.
- b. To elect an Executive Council for the ensuing twelve months.
- c. To appoint an Auditor.
- d. To consider any business required or authorised by this Constitution to be transacted at the Annual General Meeting.
- e. To consider any proposed alteration to the Constitution, due notice of which has been given.

Old clause 9.3 and sub-clauses renumbered as 5.1.2

5.1.3 The Executive Council may whenever it thinks fit convene a Special General Meeting. In addition, it shall on the requisition of not less than thirty per centum of the Groups forthwith proceed to convene a Special General Meeting of the Association. Any such requisition must state the objects of the meeting and must identify the requisitionists and may consist of several documents in like form each identifying one or more requisitionists. The requisition must be sent to the Secretary of the Association.

Old clause 8.8 renumbered as 5.1.3. Replace 'Governing Council' by 'Executive Council'. Replace 'Councillors having a right to vote' by 'Groups'. Replace 'deposited at the office' by 'sent to the Secretary'.

5.1.4 At least 21 days' notice of all Special General Meetings specifying the place, day and hour of the meeting and the general nature of the business to be considered, shall be given to all Groups and Directly Affiliated Clubs but the accidental omission to give notice of the meeting or the non-receipt of the notice of the meeting by anyone shall not invalidate the proceedings of the meeting. Notices of Special General Meetings shall be made available to Playing Members.

Old clause 8.2 renumbered as 5.1.4. Notice changed from 14 days to 21 days to avoid confusion if Special Resolutions are being discussed. General nature of business adequate only if not a Special Resolution.

- 5.1.5 No business shall be transacted at any Annual General Meeting or Special General Meeting unless a quorum of those entitled to vote is present at the time when the meeting proceeds to business. A quorum at all such meetings shall be not less than ten (10) present and entitled to vote or 30 per centum of those entitled to vote, whichever shall be less.

Old clause 9.2 renumbered as 5.1.5 – ‘members’ replaced by ‘those entitled to vote’ – quorum increased from 6 to 10

5.2 Delegates to General Meetings

- 5.2.1 Each Group and each Directly Affiliated Club may nominate one Delegate to vote at each General Meeting by formally notifying the Secretary in advance of the meeting.

Clause 5.2.1 replaces old section 4 - requirements to qualify as Delegates are specified in clause 1.9

- 5.2.2 If a Delegate is unable to attend a General Meeting, the nominating Group or Directly Affiliated Club may nominate an alternate Delegate who may attend and vote in the place of the original Delegate.

Clause 5.2.2 reworded from old clause 8.4

- 5.2.3 The Secretary of the Association shall keep a record of the nominated Delegates for each Annual General Meeting and each Special General Meeting including the names and nominating Group or Directly Affiliated Club for each Delegate. The record must be made available for the relevant meeting.

Clause 5.2.3 adapted from old section 6

5.3 Voting at General Meetings

- 5.3.1 At Annual General Meetings and Special General Meetings, each Delegate, Councillor and Life Member in attendance shall have one vote and in the case of an equality of votes, the Chairman shall have a casting vote.

Clause 5.3.1 adapted from old clause 9.1 - Councillors and Life Members may vote – all voters must be present

- 5.3.2 If one person attending a General Meeting holds more than one of the roles of Delegate, Councillor, Life Member, they shall only have a single vote.

New clause

- 5.3.3 An Ordinary Resolution at a General Meeting must be proposed and seconded and passed by a majority of those who are entitled to vote and are present.

Clause 5.3.3 renumbered from old clause 1.11

5.4 Election of the Executive Council

- 5.4.1 Nominations for the positions on the Executive Council may be made by Groups or by Directly Affiliated Clubs on the prescribed form and should be sent to the Secretary at least seven (7) days prior to the Annual General Meeting. In the event of insufficient nominees, any person with voting rights may submit nominations for positions at the Annual General Meeting.

Clause 5.4.1 renumbered from old clause 8.6 - add Directly Affiliated Clubs

- 5.4.2 In the event that the number of nominations for any position on the Executive Council exceeds the number required for that position, voting shall be by secret ballot. In the event of a tied ballot for a position, the tied candidates will convene to try and resolve the tie. If this is not successful, the tie will be resolved by the 'draw from a hat' method.

New clause 5.4.2 to clarify the method of voting – including the tied ballot procedure passed at the Special General Meeting on 2016-01-28.

- 5.4.3 If any Councillor shall die, resign or cease to hold office, the Executive Council shall have power at any time and from time to time to appoint any eligible person to fill a casual vacancy. The person so appointed shall hold office only until the conclusion of the following Annual General Meeting.

Clause 5.4.3 adapted from old clauses 10.1 & 10.2 - replacements appointed by Executive Council instead of Group.

- 5.4.4 A candidate elected to the Executive Council at the Annual General Meeting of the Association will hold office until the next Annual General Meeting of the Association.

Clause 5.4.4 renumbered from old clause 7.4

5.5 Executive Council Meetings

- 5.5.1 There shall be at least four (4) Executive Council Meetings each year, with sufficient to provide for continuity of business.

Clause 5.5.1 adapted from old clause 8.1 - reduce minimum requirement from five to four.

- 5.5.2 No business shall be transacted at any Executive Council Meeting unless a quorum of the elected Councillors is present at the time when the meeting proceeds to business. A quorum at all Executive Council Meetings shall be not less than five (5) Councillors present who are entitled to vote.

Clause 5.5.2 renumbered from old clause 9.5

- 5.5.3 A Resolution at an Executive Council Meeting must be proposed and seconded and passed by a majority of Councillors present.

Clause 5.5.3 renumbered from old clause 1.11

- 5.5.4 At Executive Council Meetings, Councillors shall have one vote and in the case of an equality of votes, the Chairman shall have a casting vote.

Clause 5.5.4 adapted from old clause 9.1

- 5.6 Minutes of all resolutions and proceedings at General Meetings and Executive Council Meetings shall be recorded and any such minutes shall be confirmed by the chairman of the meeting to which it relates or by the chairman of the next succeeding meeting of the same type. When confirmed, such minutes shall be made available to all Playing Members and shall be receivable as evidence of the facts therein stated without further proof.

Clause 5.6 reworded from old clause 9.4 - remove requirement for a book - signing replaced by confirming.

- 5.7 “Public Officer” will be the Secretary of the Association.

Clause 5.7 renumbered from old clause 8.9

- 5.8 “The Office” means the Registered Office of the Association. It will be situated at the place of residence of the incumbent Secretary of the Association.

Clause 5.8 reworded from old clause 1.4 – delete reference to Sydney, NSW.

6 Annual Subscriptions

Old section 11 and sub-clauses renumbered as section 6. References to Districts removed. Add Directly Affiliated Clubs with Groups. Clarify that subscription rate is based on Playing Member numbers.

- 6.1 Each Group or Directly Affiliated Club shall subscribe annually such sums of money as the Executive Council may in each case determine.

Clause 6.1 renumbered from old clause 11.1 – add Directly Affiliated Club

- 6.2 The subscription rate shall be determined on the basis of a paid amount for each Playing Member of the Group or Directly Affiliated Club.

Clause 6.2 renumbered from old clause 11.2 – add Directly Affiliated Club

- 6.3 The Executive Council shall have the right to increase or reduce the subscription during any financial year by a resolution passed at a duly convened meeting of the Council. Such subscriptions shall become payable on such date as the Executive Council shall determine. If any Group or Directly Affiliated Club fails to pay the annual subscription by the date laid down by the Executive Council in each year, or any other monies due, the Group or Directly Affiliated Club at the discretion of the Executive Council shall cease to be affiliated the Association, but such Group or Directly Affiliated Club may be reinstated at the discretion of the Executive Council on payment of arrears.

Clause 6.3 renumbered from old clause 11.3 – replace District by Directly Affiliated Club

7 Duties of Vice Presidents, Secretary and Treasurer

Section 14 and sub-clauses renumbered as section 7.

- 7.1 It is anticipated that Vice Presidents will take on additional responsibilities in areas such as sponsorship/marketing, administration, programming & insurance but not limited to these only.

Clause 7.1 renumbered from old clause 14.1

- 7.2 The Treasurer shall receive and disperse the moneys of the Association as authorized by Resolution of a General Meeting or of the Executive Council. The Treasurer shall keep correct accounts of all such transactions and shall deposit all moneys received to the credit of the Association's Bank Accounts.

Clause 7.2 renumbered from old clause 14.2

- 7.3 Whenever so required by the Executive Council, the Treasurer shall furnish to it a financial statement to date together with the bank statement of account and shall present a report and audited account to the Annual General Meeting. A copy of the report and audited accounts shall be circulated with the notice calling the Annual General Meeting. The Treasurer shall keep in custody all financial records of the Association.

Clause 7.3 renumbered from old clause 14.3

- 7.4 The Secretary shall keep a faithful record of all business transacted at Meetings and by or on behalf of the Association or Executive Council and shall perform all secretarial duties such as may be required of the Secretary by the Executive Council.

Clause 7.4 renumbered from old clause 14.2

- 7.5 Except as otherwise provided by these rules, the Secretary and the Treasurer shall keep in their respective custody, or under their control, all financial records, books, securities and other documents relating to the Association.

Clause 7.5 renumbered from old clause 18.1

- 7.6 The records and other documents of the Association shall be open to inspection, free of charge, on request of a Councillor or an authorised representative of a Group or Directly Affiliated Club at any reasonable hour, provided that adequate notice is given.

Clause 7.6 renumbered from old clause 18.2 – clarified who can request access and when

- 7.7 A Register of Councillors for the time being will be kept by the Secretary of the Association, and shall state the names in full, a Residential, Postal or email address and the date of election for each Councillor. The register will be made available to the Executive Council as required.

Clause 7.7 adapted from old section 6 - clarify that this is a register of Executive Council members - remove requirement to keep the register at any specific place - bring the details for each Councillor in line with regulatory requirements.

8 Indemnity of Officers

- 8.1 Every Councillor, officer or servant of the Association who accepts or incurs any pecuniary liability when acting in relation to any of the affairs of the Association shall be indemnified out of Association funds against any personal expense in respect of such liability, provided that such liability and personal loss were not the outcome of that person's fault or dishonesty.

Clause 8.1 renumbered from old clause 15.1

9 Alteration of the Constitution

Old section 16 and sub-clauses renumbered as new section 9. The, not any resolution.

- 9.1 No repeal of, or amendment or addition to, the Constitution of the Association shall be made except by Special Resolution submitted to an Annual General Meeting or a Special General Meeting.

Clause 9.1 renumbered from old clause 16.1 - regulations require a Special Resolution to change the constitution

9.2 Notice of any Special Resolution shall be sent to all Groups and Directly Affiliated Clubs at least 21 days before the date of the General Meeting. The notice shall include the full text of the alteration. Notices of Special Resolutions shall be made available to Playing Members.

Clause 9.2 adapted from old clause 16.2 - revised to conform with current regulations (21 days' notice required and full text to accompany the notice)

9.3 A Special Resolution to repeal, amend or add to any Clause or Clauses of the Constitution must be passed by a two-third majority of those who are entitled to vote and are present.

Clause 9.3 reworded from old clause 16.3 – replace 'Councilors' by 'those who are entitled to vote'

(Authorising officials and Date will be inserted here)

(Amendment notes will be inserted here)