

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

Adopted 6 December 2023

1 Definitions

- 1.1 “The Association” means the New South Wales Veteran Golfers Association (Inc.).
- 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.
- 1.3 “Councillor” means any member of the Executive Council.
- 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.
- 1.5 A “Veteran Golfers Association” is an association of golfers who have attained the age of 55 years.
- 1.6 An “Affiliated Entity” is a Registered Golf Club or a Veteran Golfers Association that is affiliated with The Association.
- 1.7 A “Group” is a geographic collection of Affiliated Entities as determined by the Executive Council.
- 1.8 A “Directly Affiliated Club” is an Affiliated Entity independent of any Group.
- 1.9 A “Playing Member” is an amateur male or female financial golfing member of an Affiliated Entity who has attained the age of 55 years and has a Golf Australia handicap and who is a financial member of The Association.
- 1.10 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 exempted from payment of any subscription or levies imposed by The Association but shall have all rights and privileges of Playing Members.
- 1.11 A “Delegate” is a Playing Member who is formally appointed to vote at a General Meeting.
- 1.12 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.
- 1.13 The “membership year” for Playing Members shall commence on 1st day of January and end on the last day of December the same year.

2 Objectives

- 2.1 The Association is deemed to be a non-profit organisation.
- 2.2 To provide and maintain a central organization for the promotion of Veteran Golf in N.S.W.
- 2.3 To promote, control and manage Veteran Golf Championships and tournaments throughout the State of New South Wales and to select representatives for Intrastate and interstate competitions and matches.

- 2.4 To provide representation on the Australian Veteran Golfers Union and to represent the State of New South Wales in dealing with all other Veteran Golf representative bodies.
- 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.
- 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.
- 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.
- 2.8 To invest and deal with the financial assets of The Association not immediately required in such manner as may from time to time be determined.
- 2.9 To accept subscriptions and donations (whether real or personal estate) and bequests from 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.
- 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 The Association.
- 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.
- 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.
- 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.

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

- 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.

4 Executive Council

- 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.
- 4.2 The Executive Council shall have all such administrative powers to affect the purposes and carry out the objects of The Association.
- 4.3 The Executive Council shall establish Groups as required and shall allocate Affiliated Entities to Groups as it thinks fit, upon request from the relevant parties. The Executive Council shall maintain and make publicly available a list of Groups and their Affiliated Entities.
- 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. All honorariums shall be ratified by an Annual General Meeting.
- 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.
- 4.6 The Executive Council may give advice to Groups and Affiliated Entities 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.
- 4.7 The Executive Council shall establish and maintain 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 each 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.
- 4.8 The Executive Council shall establish and maintain Policy documents to cover the operations of The Association. Such documents shall be made available to Playing Members.

5 Management and Control

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.
- 5.1.2 The business of the Annual General Meeting shall be:
- To receive and consider the Financial Statements, the Balance Sheet and Accounts, the reports of the Executive Council and the Auditor.
 - To appoint an Auditor for the ensuing twelve months.
 - To ratify honorariums payable to Councillors for the ensuing twelve months.

- 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.
- f. To elect an Executive Council for the ensuing twelve months.

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. 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.

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

5.1.5 No business shall be transacted at any 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.

5.2 Delegates to General Meetings

5.2.1 Delegates may be appointed to vote at each General Meeting by formally notifying the Secretary in advance of the meeting. Delegates may be appointed as follows:

- each Group may appoint one Delegate;
- the Directly Affiliated Clubs may collectively appoint a single Delegate to represent them jointly.

5.2.2 If a Delegate is unable to attend a General Meeting, the appointing party may appoint an alternate Delegate who may attend and vote in the place of the original Delegate.

5.2.3 The Secretary shall keep a record of the appointed Delegates for each General Meeting including the names and appointing party for each Delegate. This record must be provided to the Chairperson before the commencement of the meeting and must be included in the minutes of the meeting.

5.3 Voting at General Meetings

5.3.1 At General Meetings, each Delegate, Councillor and Life Member in attendance shall have one vote and in the case of an equality of votes, the Chairperson shall have an additional casting vote.

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.

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.

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 and must be formally notified 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.

- 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.
- 5.4.3 A candidate elected to the Executive Council at an Annual General Meeting will hold office from the conclusion of that Annual General Meeting until the conclusion of the next Annual General Meeting.
- 5.4.4 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 the casual vacancy. The person so appointed shall hold office for the remainder of the term of the Councillor that they are replacing.
- 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.
- 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.
- 5.5.3 A Resolution at an Executive Council Meeting must be proposed and seconded and passed by a majority of Councillors present.
- 5.5.4 At Executive Council Meetings, each Councillor shall have one vote and in the case of an equality of votes, the Chairperson shall have an additional casting vote.
- 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.
- 5.7 "Public Officer" will be the Secretary of The Association.
- 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 or another location determined by the Executive Council.

6 Annual Subscriptions

- 6.1 Each Group or Directly Affiliated Club shall subscribe annually such sums of money as the Executive Council may in each case determine.
- 6.2 The subscription rate shall be determined on the basis of a fixed amount for each Playing Member of the Group or 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 with The Association, but such Group or Directly Affiliated Club may be reinstated at the discretion of the Executive Council on payment of arrears.

7 Duties of Officials

- 7.1 The President shall
 - 7.1.1 provide leadership of, and accept responsibility for, The Association
 - 7.1.2 chair all Executive Council and General meetings or, if unavailable, appoint a chairperson
 - 7.1.3 negotiate and allocate duties to the other Councillors or officials. These duties may include, but not be limited to:
 - a. tournament programming
 - b. sponsorship/marketing
 - c. managing websites
 - d. compiling and distributing newsletters
 - e. managing the Membership Register
 - f. managing insurances
 - g. liaison with the AVGU
 - h. liaison with Golf NSW
 - i. review of Policy documents
- 7.2 The Vice Presidents shall assist the President and take on the duties of the President when the President is not available.
- 7.3 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.
- 7.4 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.
- 7.5 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.
- 7.6 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.
- 7.7 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.
- 7.8 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.

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/or personal loss were not the outcome of that person's deliberate intentions or dishonesty and provided that the expense is documented.

9 Alteration of the Constitution

- 9.1 No repeal of, or amendment or addition to, the Constitution of The Association shall be made except by Special Resolution submitted to a General Meeting.
- 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.
- 9.3 A Special Resolution to repeal, amend or add any Clause or Clauses of the Constitution must be passed by a two-third majority of votes cast by those who are entitled to vote and are present.

Les Knox
President NSWVGA

Aileen Williams
Secretary NSWVGA

Amendment notes

These notes describe amendments made to the Constitution. They do not form part of the Constitution. The date against each item is that of the General Meeting at which the change was adopted.

This Constitution was restructured by the NSWVGA Executive Council at a series of meetings over the period June 1998 to October 1999. It was submitted for ratification by the NSWVGA Governing Council at the Annual General Meeting on Thursday December 2nd 1999 and duly accepted as the official Constitution of the Association.

The subsequent amendments are:

2 Feb 2005	By-law 1 revised to show updated Groups and member clubs/associations.
28 Sep 2006	New structure of the Executive Council, including 7 Councillors.
8 Dec 2006	Geographical zones introduced.
18 Jun 2007	“Australian Golf Union” was replaced by “Golf Australia”. Expenses allowed for attendance at tournaments and Group/Zone meetings.
4 Dec 2008	Allow past and present playing members to be considered for life membership.
24 Mar 2010	Addition of post of Webmaster and change to 6 Councillors. Clarification that Association is non-profit. Assets only to be applied in line with Objectives.
1 Dec 2011	Modification of requirements for appointing Councillors.
6 Sep 2012	Executive Council may change the subscription rate and may suspend members in arrears.
3 Jul 2013	All gender references removed.
28 Jan 2016	Adding duties of Vice-Presidents.
2 Nov 2016	Golf Club definition altered to exclude social clubs and to require access to and use of a golf course. Change of entitlements for Groups to appoint Councillors. Allow Governing Council to appoint officers and pay them remuneration.
2 Feb 2017	Remove post of Webmaster and change to 7 Councillors.
31 Jan 2018	Further clarification of definition of Golf Club.
2 Dec 2020	Remove Zones.

6 Dec 2023 Remove the Governing Council. References to Councillor members of Governing Council replaced by Delegates.
Remove reference to Office being in Sydney.
Define Affiliated Entity as a Registered Golf Club or a Veteran Golfers Association.
Change terminology – Ungrouped clubs now called Directly Affiliated Clubs.
Clarify that Life Members may only be exempted from NSWVGA levies.
Remove reference to Sydney Metropolitan Area.
Membership year separated from Financial year and defined as a calendar year.
Remove any liability on Playing Members in case of winding up.
Add clause to allow paying Honorariums to Councillors.
Clarify that the Executive Council has no control over how individual Groups operate, other than with respect to events held under NSWVGA name.
Remove reference to Patron.
Delegates to General Meetings may be nominated by Groups and by the collected Directly Affiliated Clubs.
Councillors and Life Members have the right to vote at General Meetings.
Change notice period for Special General Meetings from 14 days to 21 days
Remove proxy voting.
Add procedure in the event of a tie in voting for Council positions.
Casual vacancies to be filled by Executive Council.
Remove requirement for meeting requisitions to be lodged at the Office.
Remove requirement for minutes to be recorded in a book and for minutes to be signed.
Remove requirement for Secretaries to hold addresses.
Clarify requirements for registers of Delegates, Councillors and Playing Members.
Revise wording on duties of officials.
Clarify that it requires a Special Resolution to change the constitution.
Remove reference to “Common Seal”.
Remove all By Laws – relevant information to be held in Policies or elsewhere.
