

# **RIVERINA WOMEN'S GOLF ASSOCIATION Inc.**

## CONSTITUTION/STATEMENT OF OBJECTIVES

AND

RULES

Associations Incorporation Act 1984

Office of Fair Trading

Incorporation No.: N4041696

Date of Incorporation: \_\_\_\_\_

A 'not for profit' Association

Amended 16 November 2019

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## **STATEMENT OF OBJECTIVES**

### **RIVERINA WOMEN'S GOLF ASSOCIATION**

#### **1. Name**

The Association shall be called Riverina Women's Golf Association Inc ("RWGA").

#### **2. Objects**

The objects of the RWGA shall be:

- a. To advance, promote and manage women's golf for participants within the boundaries of the RWGA as prescribed by Golf New South Wales Inc. (GNSW).
- b. To organise and manage competitions involving registered playing members from member clubs.
- c. To promote, manage and/or conduct matches, championships and competitions between teams representing member clubs or District.
- d. To represent and provide administrative and golf support to GNSW, for golf clubs in the district in respect to women's golf.

#### **3. Powers**

The powers of the RWGA shall be to do such acts, whether solely or in conjunction with any person as the RWGA may in its absolute discretion consider incidental or conducive to the objects of the RWGA.

#### **4. Liability of Members**

The liability of the Members of the RWGA is limited.

#### **5. Application of Income**

The income and property of RWGA shall be applied solely towards the promotion of the objects of the RWGA as set out above.

#### **6. Distribution of Property on winding up/dissolution**

- a. If upon winding up or dissolution of the RWGA (other than for the purposes of reconstruction or amalgamation) there remains after satisfaction of all its debts and liabilities any surplus property, the same shall be distributed in accordance with Section 53 of the Associations Incorporation Act 1984 (NSW) by special resolution of the RWGA.
- b. Any such distribution of surplus property must be approved by the Director General of the Department of Fair Trading.

# ASSOCIATIONS INCORPORATION ACT 1984 (NSW)

## RULES

Of

### RIVERINA WOMEN'S GOLF ASSOCIATION INC

#### INTERPRETATION

#### 1. NAME

The name of the Association is **Riverina Women's Golf Association Inc** ("RWGA").

#### 2. INTERPRETATION

##### 2.1 Definitions

In this Constitution/ Statement of Objectives and Rules unless the contrary intention appears, these words shall have the following meanings:

2.1.1. "**Affiliated Member Club**" means a golf club affiliated with Golf New South Wales Inc. (GNSW) and in the area known as Riverina Women's Golf Association Inc which area is allocated by GNSW.

2.1.2. "**Executive Committee**" means the body of officers elected in accordance with these Rules.

2.1.3. "**Club Delegate**" means an individual nominated from time to time in writing by an Affiliated Member Club to attend and exercise the rights of the Affiliated Member Club in District Meetings.

2.1.4. "**Public Officer**" means the person appointed by the RWGA to carry out the duties relating to Incorporation as outlined in these Rules.

2.1.5. "**Rules of Golf**" as adopted and issued under the Authority of Golf Australia shall be observed in all competitions which are managed by the RWGA or in which teams managed by the RWGA take part.

2.1.6. "**Golf New South Wales**" means GNSW being the governing body for golf in New South Wales.

2.1.7. "**The Act**" means the Associations Incorporation Act 1984 (NSW).

2.1.8. "**District Meetings**" are open to all membership categories of the RWGA.

##### 2.2 Interpretation

2.2.1 Words importing the singular include the plural and vice versa;

2.2.2 Words imparting any gender include other genders;

2.2.3 References to persons include Corporations;

2.2.4 References to a person include legal personal representative, successors and permitted assigns of that person.

### **3 MEMBERSHIP AND AFFILIATIONS**

3.1 The RWGA shall have the following categories of membership:

- 3.1.1 Affiliated Member Clubs
- 3.1.2 Executive Committee Members – as provided for and detailed in Clause 6.
- 3.1.3 Delegate Members – each affiliated Member Club shall be entitled to one (1) Delegate Member of the RWGA.

3.2 The RWGA shall maintain a register of all Member Clubs of the RWGA as stated in 3.1.

3.3 Effective Membership – Member Clubs acknowledge and agree that:

- 3.3.1. These Rules constitute a contract between each of them and the RWGA and that they shall comply with and observe these Rules and the Regulations and the Rules of the RWGA and any determination, resolution or policy which may be made or passed by the Executive Committee or to any duly authorized Committee or other entity with delegated authority.
- 3.3.2. They are entitled to all the benefits, advantages, privileges and services of the RWGA.
- 3.3.3. A Club Representative of the Member Club shall be nominated to attend District Meetings, and they will inform the RWGA of the details of that person accordingly.
- 3.3.4. They recognise GNSW as the authority for golf in New South Wales and District.

### **4 SUBSCRIPTION AND FEES**

Affiliation Fees or other amounts payable by Affiliated Member Clubs to the RWGA shall be as determined by the Executive Committee from time to time.

### **5 MEMBER'S LIABILITY**

The Members of the RWGA shall have no liability to contribute towards the payment of debts and liabilities of the RWGA for the costs, charges and expenses of the winding up of the RWGA.

### **6 EXECUTIVE COMMITTEE**

- 6.1 The Officers of the RWGA who shall comprise the Executive Committee are President, Four (4) Vice Presidents, Secretary, Treasurer, Captain and such other members as are elected from time to time at the Annual District Meeting.
- 6.2 Subject to the over-riding authority of a District Meeting, the Executive Committee shall superintend, manage and conduct the affairs of the RWGA and may exercise all powers of the RWGA between District Meetings.
- 6.3 If any Officer is absent from two (2) consecutive scheduled meetings of the Executive Committee, unless leave of absence is granted by the Executive Committee, the Office shall be declared vacant.
- 6.4 The Executive Committee may at its absolute discretion declare any office or position in the RWGA to be vacant. Such a declaration shall be made by resolution carrying a

two-thirds majority of all the Officers, after at least one (1) months' notice in writing, stating briefly the substantial reasons for the proposal to all Officers and to the person affected who shall have the right to be heard in defence before any such resolution is carried.

- 6.5 The President, Vice Presidents (4), Secretary, Captain and Treasurer shall reside within the boundaries of the RWGA.
- 6.6 All Officers shall be elected by secret ballot on a first past the post process, at an Annual District Meeting and shall hold Office for a term of one (1) year.
- 6.7 Should the holder of any elected office, die, resign or be removed from Office, the casual vacancy shall be filled by the Executive Committee and the Officer so appointed shall hold Office for the remainder of her predecessor's term.
- 6.8 Executive Committee Members may hold office in one position for a maximum of three (3) consecutive years. At the conclusion of their term, personnel may stand for a different position to the one they held. Personnel may make themselves available for re-election to a previously held position after a period of one year's absence.
- 6.9 Should there be no nominations for a vacated position, the person who formerly held the position can be re-elected for a term of one (1) year only.
- 6.10 An Executive Committee member may hold more than one (1) Portfolio.
- 6.11 The Executive Committee shall meet on a minimum of three (3) scheduled occasions in each year to be notified to all Executive Members in advance and on such other occasions when necessary. Additional meetings may be convened by the President or in her absence a Vice President. In emergent or urgent circumstances any three (3) Officers (other than the President) may convene a Special Executive Committee Meeting at any time. At any meeting of the Executive Committee:
  - 6.11.1 The President or in her absence, one of the Vice Presidents, or in the absence of any of them, another Officer appointed by those persons present shall preside.
- 6.12 Each Member of the Executive Committee shall have one vote and in the case of equality of votes the President shall have a casting vote.
  - 6.12.1 Voting shall be by a show of hands unless a secret ballot is immediately requested by not less than three (3) Members of the Executive Committee.
  - 6.12.2 A quorum shall be three (3) persons present and entitled to vote.
- 6.13 Without prejudice to its own powers the Executive Committee may appoint sub committees or persons to deal with specified matters and it may delegate any of its powers other than this power of delegation.

## **7 FINANCE – SOURCE AND MANAGEMENT**

- 7.1 The funds of the RWGA are to be derived from affiliation fees, entrance fees, donations, and, subject to any resolution passed by the RWGA in District meetings, such other sources as the Executive Committee determines.

- 7.2 All monies received by the RWGA must be deposited as soon as practicable and without deduction to the credit of the RWGA's bank account
- 7.3 The RWGA must, as soon as practicable after receiving any money, issue an appropriate receipt.
- 7.4 Subject to any resolution passed by the RWGA in a District meeting, the funds of the RWGA are to be used in pursuance of the objects of the RWGA.
- 7.5 All cheques, drafts, bills of exchange, promissory notes, electronic transactions and other negotiable instruments must be signed by any two members of the committee or employees of the RWGA, being members or employees authorised to do so by the committee.
- 7.6 The RWGA's financial year shall conclude on 30<sup>th</sup> September.

## **8 DISTRICT MEETING**

- 8.1 All of the powers of the RWGA may be exercised at a District Meeting.
  - 8.1.1 Each Affiliated Member Club shall have one (1) vote at District Meetings which, subject to these Rules, shall be exercised by its Club Delegate, or appointed proxy-Club Delegate. Life Members and Executive Committee members (excluding the Chairperson) are entitled to vote.
  - 8.1.2 When voting at District Meetings is equal the Chairperson (President or nominee) may exercise a casting vote. The Chairperson has no deliberative vote.
  - 8.1.3 Affiliated Member Clubs shall notify in writing the name of their delegate and each delegate shall hold Office until a successor is appointed or the appointment is terminated.
  - 8.1.4 Should a delegate be unable to attend all or part of a District Meeting that delegate or the Affiliated Member Club she represents may appoint another person in writing to be her proxy for the period of absence. The proxy delegate shall have all the powers of the delegate she represents.
  - 8.1.5 The President or in her absence one of the Vice Presidents or in the absence of them all, a person appointed by those present and entitled to vote shall preside at a District Meeting.
- 8.2 A quorum shall be:
  - 8.2.1 Eight (8) persons entitled to vote;
  - 8.2.2 At an adjourned, Annual or Special District Meeting those present and entitled to vote.
- 8.3 A District Meeting shall be adjourned to a time, date and place to be determined by the Executive Committee if within half an hour of the time appointed for the meeting a quorum is not present. Three (3) persons entitled to vote shall be a quorum for the purposes of the appointment of a Chairperson and adjourning the meeting.
- 8.4 Voting at a District Meeting.
  - 8.4.1 Voting will be on a first past the post basis.

- 8.4.2 Any election shall be by secret ballot.
- 8.4.3 Voting on any proposal will be by show of hands provided that a secret ballot on any proposal will be taken if demanded by at least four (4) Affiliated Member Clubs.
- 8.4.4 A secret ballot demanded on a Motion for Adjournment shall be taken immediately.
- 8.4.5 During the taking of a secret ballot at a District Meeting the President may permit the discussion of any other business on the agenda.
- 8.4.6 The result of the secret ballot shall be the decision of the District Meeting and it shall not be rescinded at the same meeting except by secret ballot.
- 8.4.7 In the case of equality of votes the President will have a casting vote.

## **9. ANNUAL DISTRICT MEETING (ADM)**

- 9.1 The RWGA must hold its first ADM within the period of 18 months after its Incorporation under the Act.
- 9.2 An ADM shall be held within three months of the close of the RWGA's Financial Year. The Secretary shall give at least four (4) weeks' notice of the time, date and place to Affiliated Member Clubs, and all persons entitled to attend. Accidental omission to give such notice to any person or Affiliated Member club entitled to attend shall not necessarily invalidate any business done or resolution passed by the meeting.
- 9.3 The business of an ADM shall be:
  - 9.3.1 To receive and consider:
    - 9.3.1.1. The annual report of the RWGA and any business arising there from.
    - 9.3.1.2. The Statement of Income and Expenditure and the balance sheet for the last preceding financial year with comparative figures for the previous year and corresponding budget.
  - 9.3.2 To elect such Officers and Executive Committee members as are required and to fill any other positions required to be filled by an ADM:
    - 9.3.2.1. Nominations for election to office and other positions within the RWGA shall be in writing, proposed and seconded by members of an Affiliated Member Club and endorsed by the candidate. Nominations shall be lodged with the Secretary in writing by post, facsimile or e-mail not less than seven (7) days prior to the ADM.
    - 9.3.2.2. Where the number of Nominations for any office or positions does not exceed the number of officers or positions to be filled the Chairperson shall declare the Nominee or the Nominees to be duly elected.
    - 9.3.2.3. Where the number of nominations for any office or position exceeds the number of Officers or positions to be filled the Chairperson shall arrange for the conduct of a secret ballot to determine the election.



9.3.2.4. Where no nomination is received for any Office or position or insufficient nominations are received for any group of positions, further nominations may be received at the ADM for any office or position remaining unfilled and if necessary, a secret ballot shall be conducted to fill that Office or position.

9.3.2.5. Any Office or position not filled at the ADM may be filled by the Executive Committee.

9.3.3. To consider motions on notice, provided that such notice in writing by post, facsimile or e-mail was received by the Secretary, not less than 21 days prior to the meeting and included in the agenda.

9.3.4. To consider any other business under this Constitution/Statement of Objectives and Rules that may be transacted at an ADM. No business other than that stated on the notice shall be transacted at the meeting.

## **10. SPECIAL DISTRICT MEETING**

10.1. A Special District Meeting may be convened at any time by the President or by resolution of the Committee or by requisition pursuant to sub-clause 10.2.

10.1.1. At least fourteen (14) days' notice shall be given to all persons, Affiliated Member Clubs entitled to attend a Special District Meeting. The notice shall specify the time, date and place of the meeting and shall state briefly the business to be considered. Accidental omission to give such notice to any person, member club or body entitled to attend shall not necessarily invalidate any business done or resolution passed by the meeting.

10.1.2. Within fourteen (14) days of receipt of a duly made requisition the Secretary shall convene a Special District Meeting in accordance with the provisions of sub-clause 10.1.1.

10.2. A requisition for a Special District Meeting may be made by any three (3) Affiliated Member Clubs or by four (4) members of the Executive Committee.

10.2.1. A requisition shall be signed by the Secretary of each Affiliated Member Club or body or the members requesting the meeting, as applicable, and shall state the business to be considered. The requisition shall be forwarded to the Secretary of the RWGA.

10.2.2. Within fourteen (14) days of receipt of a duly made requisition the Secretary shall convene a Special District Meeting in accordance with the provisions of sub-clause 10.1.1.

10.2.3. If the Secretary fails to do so within that time the requisitioners may themselves convene the meeting which shall be held within six (6) weeks of delivery to the Secretary of the requisition, failing which the requisition shall lapse.

## **11 SUB-COMMITTEES**

Sub-committees may be established by the Executive Committee when deemed appropriate.

## **12 ALTERATIONS AND SPECIAL RESOLUTIONS**

This Constitution/Statement of Objectives and Rules may be amended or rescinded wholly or in part at a Special District Meeting by a two-thirds majority of those present and entitled to vote provided that at least fourteen (14) days' notice of any motion to amend or rescind shall be given in writing to all persons entitled to attend and vote at that meeting.

## **13 ADMINISTRATIVE PROCEDURES**

- 13.1. For the purposes of this Constitution/Statement of Objectives and Rules, a notice or document may be served by or on behalf of the RWGA upon any member personally or by sending it electronically, by post, or delivering it to the member's address shown in the register of members.
- 13.2. Where a notice or document is sent to a person by post or email, the notice or document shall, unless the contrary is proved, be deemed for the purposes of these Rules to have been served on the person at the time at which the notice or document would have been delivered in the ordinary course of post.
- 13.3. A member of the Executive Committee or such other person as the Executive Committee may determine shall cause minutes to be made of any and all meetings of the Executive Committee and any and all District meetings of the RWGA.
- 13.4. The minutes of a meeting shall be signed by the Chairperson of the meeting at which the proceedings were held or by the Chairperson of the next succeeding meeting, after the confirmation of the minutes.
- 13.5. The Treasurer shall ensure that correct books and accounts are kept showing the financial affairs of the RWGA. Such records shall be available for inspection by any member and shall be held in the custody of the Treasurer.
- 13.6. Except as otherwise provided by these Rules, the Secretary shall keep in her custody or under her control all records, books, and other documents relating to the RWGA. Such records, books, and other documents shall be open to inspection, free of charge, by any member of the RWGA at any reasonable hour.
- 13.7. The Executive Committee of the RWGA and delegates of Affiliated Member Clubs and bodies shall each be supplied with complete and correct copies of this Constitution/Statement of Objectives and Rules from time to time, in an electronic or hard copy format, and with suitable amendment advices immediately after minor amendments are approved.

## **14. LIFE MEMBERS**

- 14.1. Life Members shall be elected by secret ballot by a three-quarter majority of delegate members and life members present at an ADM of the RWGA. A candidate for Life Membership must have:
  - i. been an active member at Club level of not fewer than ten (10) years standing;

- ii. rendered lengthy and meritorious service that is deemed to have assisted the advancement of women's golf in the District, either as a player, administrator or otherwise;
  - iii. been nominated by notice in writing by two (2) members of an Affiliated Club;
  - iv. had the nomination approved by the Executive Committee.
- 14.2 The candidate must accept or reject in writing the Executive Committee's resolution to confer life membership. Upon written acceptance, the candidate's details shall be entered in the Register, and from the time of entry the candidate shall be a Life Member.

## **15 INDEMNITY AND INSURANCE**

- 15.1 Every officer or servant of the RWGA shall be indemnified by the RWGA against all costs, losses and expenses which any such member or servant may incur or be held liable to by any reason of any contract entered into or act or deed done by her as such officer or servant or in any way in the discharge of her duties, and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the RWGA and have priority between the members over all other claims.
- 15.2. An officer of the RWGA shall not be liable for the accounts, receipts, neglects or defaults of any other officer or for any loss or expenses happening to the RWGA through the insufficiency or deficiency of title to any property acquired by order of the RWGA for or on account of the RWGA or for the insufficiency or deficiency of any securities in or upon which any of the moneys of the RWGA shall be invested, or for any loss or damage arising from bankruptcy, insolvency or tortious acts of any person with whom any moneys, securities or effects shall be deposited or for any loss, damage or misfortune whatever, which shall happen in the execution of the duties of her office or in relation thereto, unless the same happen through her own act or wilful default.

## **16 COMPETITION BY-LAWS**

- 16.1. Competition conducted by the RWGA shall be conducted in accordance with this Constitution/Statement of Objectives and Rules and any Competition Conditions of Play adopted to govern such, subject to any amendments passed at Special District Meetings so called to deal with such amendments.
- 16.2. Amendment, variations, recessions or additions, either wholly or in part shall be dealt in accordance with the same provisions and conditions as applying to this Constitution/Statement of Objectives and Rules of the RWGA.

## **17 PUBLIC OFFICER**

- 17.1. The Executive Committee shall ensure that a person is appointed as Public Officer.
- 17.2. The first Public Officer shall be a person who completed the application for incorporation for the RWGA.

- 17.3. The Executive Committee may at any time remove the Public Officer and appoint a new Public Officer provided the person appointed is 18 years of age or older, and a resident of New South Wales.
- 17.4. The Public Officer shall be deemed to have vacated their position in the following circumstances:
- i. death;
  - ii. resignation;
  - iii. removal by the Executive Committee or at a District Meeting;
  - iv. bankruptcy or financial insolvency;
  - v. mental illness;
  - vi. residency outside New South Wales.
- 17.5. When a vacancy occurs in the position of Public Officer the Executive Committee shall within 14 days notify the Department of Fair Trading by the prescribed form and appoint a new Public Officer. The new Public Officer is required to notify the Department of Fair Trading of her appointment within 14 days.
- 17.6. The Public Officer may be an office bearer, Executive Committee member, employee, or any other person regarded as suitable for the position by the Executive Committee.
- 17.7. The Public Officer is required to notify the NSW Office of Fair Trading by the prescribed form in the following circumstances:
- i. her appointment (within 4 days);
  - ii. a change of her residential address (within 14 days);
  - iii. a change in the RWGA's objects and rules (within one month);
  - iv. a change of the RWGA's name (within 14 days);
  - v. a change in the membership of the Executive Committee (within 14 days);
  - vi. of the RWGA's financial affairs (within one month after the Annual District Meeting).

## **18 STATUS AND COMPLIANCE OF RWGA**

### **18.1. Recognition of RWGA**

The RWGA will be recognised as a body responsible for administering women's golf in the District in accordance with the rules, objects and purposes of GNSW and will:

- i. at all times recognise GNSW as the peak body for golf in New South Wales;
- ii. seek to continue to be recognised as a District Affiliate of GNSW;
- iii. continue to administer golf in the District in accordance with the objects of the RWGA and the rules, objects, purposes, policies and instrument of delegation of GNSW.

### **18.2. Compliance of RWGA**

The Members acknowledge and agree the RWGA will:

- i. be or remain incorporated in New South Wales and such other places as are required under the Law;
- ii. appoint persons as may be required to be appointed to GNSW committees from time to time under these Rules or the GNSW Constitution or otherwise;

- iii. to the extent permitted or required by the Act and GNSW, ensure any amendments to, or substitution of, these Rules are directly in conformity with GNSW's rules (as these may change from time to time) and have the written approval of GNSW.

### 18.3. Operation of Rules

18.3.1. The RWGA and the Members acknowledge and agree that they are bound by this Constitution/Statement of Objectives and Rules and the Rules of GNSW and that this Constitution/Statement of Objectives and Rules and the Rules of GNSW operate to create uniformity in the way in which the objects of the RWGA and women's golf are to be conducted, promoted, encouraged and administered throughout Australia.

18.3.2. Discipline of Members: The Rules of GNSW will be applied.

## 19 STATEMENT AND RULES OF GNSW

In any matters not covered by these regulations, the Statement of Objectives and Rules of GNSW will prevail.