

THE BRISBANE GOLF CLUB INC.

LADIES' BY-LAWS



**TENNYSON MEMORIAL AVENUE
YEERONGPILLY QLD 4105**

TELEPHONE: 3848 1008

These Ladies' By-Laws were approved by the General Committee
on 31 August 2017 and were presented for adoption at the Ladies' AGM
on 21 November 2017

1. LADIES' BY-LAWS

- (i) These By-Laws (the "Ladies' By-Laws") are made pursuant to Rule 50 of the Rules of The Brisbane Golf Club (the "Club Rules") to facilitate the management of ladies' golf at The Brisbane Golf Club.
- (ii) Unless otherwise specified, reference in the Ladies' By-Laws to "member", "Member" or "Office Bearer" shall refer to a member of The Brisbane Golf Club who would be required to pay a Capitation Fee to the Brisbane and District Ladies' Golf Association.
- (iii) Where the Ladies' By-Laws conflict with the Club Rules, the Club Rules shall prevail.

2. OFFICE BEARERS

- (i) The following Office Bearers shall be elected from time to time by those classes of members entitled to vote on the day of the Ladies' Annual General Meeting and shall hold office until the cessation of business at the following Ladies' Annual General Meeting except as otherwise provided in these By-Laws:
 - (a) President
 - (b) Vice-President
 - (c) Captain
 - (d) Vice-Captain
 - (e) Secretary
 - (f) Treasurer
 - (g) Weekend Representative
- (ii) All Office Bearers shall have two or more continuous years' membership as a Life Member, Full Member, Senior Member, Provisional Member or Six Day Member as at the date of nomination for election and shall be entitled to vote. No member who has held the office of President, Vice-President, Captain, Vice-Captain, Secretary, Treasurer or Weekend Representative for three consecutive years shall be eligible for re-election to that office until she has ceased to hold such office for a period of at least one year. Notwithstanding the above, only Full Members are eligible to be elected as the Weekend Representative.
- (iii) The President, Captain, Secretary, and Treasurer shall be ex-officio members of all Sub-Committees of the Ladies' Committee.

3. LADIES' COMMITTEE

- (i) There shall be a Ladies' Committee which shall consist of:
 - (a) The Office Bearers, and
 - (b) Four Elected Members, being members who have two or more continuous years' membership as a Life Member, Full Member, Senior Member, Provisional Member or Six Day Member as at the date of nomination for election, and entitled to vote. These Elected Members shall be elected on the day of the Ladies' Annual General Meeting and shall hold office until the day of the Ladies' Annual General Meeting next but one after the date of their election PROVIDED THAT, if on the day of any Ladies' Annual General Meeting there shall be more than two Elected Members whose term of office will not come to an end on that day, as many of such Elected Members as is necessary to reduce their number to two shall be chosen by lot to retire, and shall retire on the day of such Ladies' Annual General Meeting. Notwithstanding the above, for the 2017-18 year ONLY, all four Elected Member positions shall be declared vacant and divided as follows:
 - A. Two positions where the Elected Member will hold office until the day of the Ladies' Annual General Meeting next after the date of her election ("one-year term"), and the candidate being nominated under By-Law 4 shall cause to have "one-year term" stipulated on the nomination form.
 - B. Two positions where the Elected Member will hold office until the day of the Ladies' Annual General Meeting next but one after the date of her election ("two-year term") and the candidate when being nominated under By-Law 4 shall cause to have "two-year term" stipulated on the nomination form.
- (ii) Office Bearers and Elected Members shall retire on the cessation of the business of the meeting at which their successors are elected.
- (iii) Where the term "Committee" is used in these By-Laws it shall be taken to mean the Ladies' Committee unless otherwise specified.

4. ELECTION OF OFFICE BEARERS AND ELECTED MEMBERS

- (i) At least six weeks before the date of the Ladies' Annual General Meeting the Chief Executive Officer of the Club shall post a notice on the notice board in the ladies' locker room (the "Ladies Notice Board") that nominations may be made of candidates as Office Bearers and

Elected Members for the ensuing period of office as prescribed by these By-Laws.

- (ii) Nominations must be made in writing, signed by two members of at least two years standing, being Full Members in respect of any nomination of a candidate for the office of Weekend Representative and either Life Members, Full Members, Senior Members, Provisional Members or Six Day Members in respect of nomination of a candidate for other positions, and entitled to vote. The nomination must have the nominee's written consent endorsed thereon or attached thereto, and must be delivered to the Chief Executive Officer at least twenty-one clear days prior to the date of the Ladies' Annual General Meeting and the Chief Executive Officer, and upon closing of nominations shall post the names on the Ladies' Notice Board together with the names of their respective proposers and seconders.
- (iii) All nominees (except as provided in By-Law 2 in respect of the Weekend Representative) shall be either Life Members, Full Members, Senior Members, Provisional Members or Six Day Members, of two or more years' continuous membership, and entitled to vote.
- (iv) If more than the required number are nominated for election an election by ballot shall take place, closing at 5.30pm on the day preceding the Ladies' Annual General Meeting but if there be only the requisite number, the chairperson of the Ladies' Annual General Meeting shall declare those submitted duly elected. The holding of a ballot for Office Bearers and/or Elected Members as herein provided shall be deemed to be a meeting of members.
- (v) The Ladies' Committee shall appoint a Life Member, Full Member, Senior Member, Provisional Member or Six Day Member to be the Returning Officer for the purposes of the ballot. The Returning Officer shall be provided with a ballot box which shall be locked by her and placed at the opening of the ballot in the Club premises to receive ballot papers.
- (vi) Ballot papers shall be prepared by the Returning Officer containing only the names of the candidates for the respective positions in alphabetical order and an indication as to which candidates are due to retire from the Ladies' Committee. Each member who is entitled to vote shall receive a ballot paper from the Returning Officer by delivery or post. Each member voting must vote for as many candidates as there are vacancies for the respective positions and the member shall strike out any names of candidates the member may not desire to vote for, retaining on the ballot paper the required

number of candidates necessary to fill the vacant positions. The member shall enclose the ballot paper in a small envelope forwarded to the member marked "Ballot Paper", seal it and on the inside of the flap of a larger envelope forwarded to the member sign her name and record her membership number. The member shall enclose the smaller envelope in the larger envelope and after sealing same, return the documents to the Returning Officer by post or by deposit into the ballot box. A member's vote shall be invalid should the member fail to vote for the required number of candidates necessary to fill the vacant positions or should the member fail to sign and record her membership number on the inside flap of the larger envelope. A member's vote must be received on or before the closing time specified above.

- (vii) The Chief Executive Officer shall, when forwarding the ballot papers to the member's to the members entitled to vote, include a separate notice giving the names of the respective proposers and seconders of the candidates. Ballot papers must be delivered or posted to members entitled to vote at least fourteen days before the date of the Ladies' Annual General Meeting.
- (viii) The ballot box shall immediately after the time declared for the closing of the ballot be removed by the Returning Officer and shall be opened by the Returning Officer in the presence of two scrutineers (to be appointed by the President or her deputy for the time being) and the counting of votes proceeded with.
- (ix) The Returning Officer shall report in writing the result of the ballot to the chairperson of the Ladies' Annual General Meeting for announcement of the results. Upon declaration of the results at the Ladies' Annual General Meeting the Returning Officer shall destroy the ballot papers.
- (x) If two or more candidates obtain an equal number of votes, the chairperson of the Ladies' Annual General Meeting shall have sufficient casting votes to enable her to decide the issue.
- (xi) In the event of there not being sufficient candidates nominated, the Ladies' Committee shall be at liberty to fill the remaining vacancies as if they were casual vacancies.

5. LADIES' COMMITTEE VACANCIES

- (i) If at any time the majority of the members of the Ladies' Committee shall signify in writing their desire to retire simultaneously from the Ladies' Committee, a Ladies' Extraordinary General Meeting of

members shall be called to fill the places of such members and the provisions of these By-Laws relating to elections shall apply mutatis mutandis to such meeting and the proceedings thereat. The retiring members shall (if willing) be eligible for re-election.

- (ii) A member of the Ladies' Committee may retire from her position upon giving one week's notice in writing to the Chief Executive Officer of her intention to do so and such resignation shall take effect upon the expiration of such notice or its earlier acceptance by the Ladies' Committee.
- (iii) A Ladies' Committee member shall forthwith be removed from her position if she is convicted of an indictable offence or is placed on indictment, or becomes of unsound mind, or becomes bankrupt or enters into a composition with her creditors or liquidates her affairs by arrangement with creditors, or absents herself from the meetings of the Ladies' Committee or a relevant Sub-Committee for three consecutive meetings without special leave of absence from the relevant Ladies' Committee or Sub-Committee and the Ladies' Committee resolves that her position be vacated, or for any reason ceases to be a member of the Club, or dies or becomes severely physically infirm, AND an appeal shall not lie from such removal.
- (iv) Subject to By-Law 5(i), any casual vacancy arising in any position in the Ladies' Committee may be filled by a decision of the Ladies' Committee and such person shall hold that position only until the next succeeding Ladies' Annual General Meeting. The continuing members of the Ladies' Committee may act notwithstanding any vacancy in its body, but so that if the number falls below a quorum as herein provided the Ladies' Committee shall not act except for the purpose of filling vacancies.

6. POWERS OF THE LADIES' COMMITTEE

- (i) The Ladies' Committee shall have power (subject to the Club Rules) to:
 - (a) Make, alter, revise and implement decisions relating to the management, arrangements and control of play, competitions, matches and handicaps of members, and
 - (b) Appoint from among their number or other members of the Club (male or female), Sub-Committees to act for the purposes which from time to time the Ladies' Committee may think desirable and to delegate any such Sub-Committee such powers as the Ladies' Committee thinks fit and to revoke or

alter any such appointments or delegations from time to time,
and

(c) Suggest alterations and improvements to the course or the Club Rules or the arrangements or management of the Club to the General Committee, and

(d) Deal with any matter relating exclusively to lady members.

7. LADIES' COMMITTEE MEETINGS

- (i) The Ladies' Committee shall meet at least once a month and in addition as required upon notice in writing from any of the Office Bearers or Chief Executive Officer.
- (ii) The Chief Executive Officer shall upon the request (such request to be in writing and detailing the matter to be raised at such Meeting) of two Elected Members convene a Meeting of the Ladies' Committee.
- (iii) Subject to the sub-rules above, the Ladies' Committee may meet for the dispatch of business, adjourn and otherwise regulate its Meetings or proceedings as it thinks fit.
- (iv) At any Ladies' Committee Meeting six members shall form a quorum.
- (v) Questions arising at any Ladies' Committee Meeting shall be decided by a majority of votes and in the case of an equality of votes the chairperson shall have a primary and casting vote. The provisions of By-Law 8 herein relating to the appointment of the chairperson of a Ladies' General Meeting shall apply mutatis mutandis to Ladies' Committee Meetings.
- (vi) All acts done by any member of the Ladies' Committee or a Sub-Committee or delegate or by any person acting as a member (male or female) of the relevant Ladies' Committee or Sub-Committee shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Ladies' Committee, Sub-Committee, delegate or person acting as aforesaid, or that any of them be disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member (male or female) of the Ladies' Committee, Sub-Committee or delegate or act as a member (male or female) of the relevant Ladies' Committee or Sub-Committee.

- (vii) A resolution in writing signed by all members of the Ladies' Committee shall be as valid and effective as if it had been passed at a Ladies' Committee Meeting duly called and constituted.
- (viii) Those present at a Ladies' Committee Meeting shall sign a book to be kept for that purpose by the Chief Executive Officer.
- (ix) The Chief Executive Officer shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Ladies' Committee Meeting to be entered in a book to be open for inspection at all reasonable times by the General Committee or a financial member who previously applies to the Chief Executive Officer for that inspection. For the purposes of ensuring the accuracy of the writing of such minutes, the minutes of every Ladies' Committee Meeting shall be signed by the chairperson of that Meeting or the chairperson of the next succeeding Meeting verifying their accuracy.

8. LADIES' GENERAL MEETINGS

- (i) The quorum for a Ladies' General Meeting shall be forty-five members being Life Members, Full Members, Senior Members, Provisional Members or Six Day Members.
- (ii) No business shall be transacted at any Ladies' General Meeting unless the requisite quorum shall be present at the commencement of the business.
- (iii) If, within fifteen minutes from the time appointed for the Meeting, a quorum is not present, the Meeting, if it be a Ladies' Extraordinary General Meeting, shall be dissolved, but if it be a Ladies' Annual General Meeting, it shall stand adjourned to the same day in the next week at the same time and place, or to such other day, time and place as the Ladies' Committee may by notice to the members appoint. If at such adjourned Meeting a quorum is not present, the Meeting may, in the discretion of the Ladies' Committee, be adjourned to a day, time and place to be fixed by the Ladies' Committee, or may be dissolved.
- (iv) The Ladies' President shall be entitled to take the chair at every Ladies' General Meeting. In the absence of the Ladies' President, the Ladies' Vice-President shall take the chair, and in the absence of both, the Ladies' Captain shall take the chair, and in her absence, the Ladies' Vice-Captain shall take the chair. If there be otherwise no chairperson, or if at the Meeting none of the abovementioned entitled to take the chair shall be present within fifteen minutes after the time

appointed for holding such Meeting or if all persons eligible to take the chair are absent or unwilling to act, the members present shall choose one of their number to take the chair.

- (v) At any Ladies' General Meeting, a declaration by the Chairperson that a resolution has been carried, or carried by a particular majority and an entry to that effect made in the minute book of proceedings, shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.
- (vi) The Chairperson of a Ladies' General Meeting may, with the consent of the Meeting, adjourn the same from time to time and from place to place, but no business shall be conducted at any adjourned Meeting other than the business left unfinished from the Meeting from which the adjournment took place. A resolution passed at any adjourned Meeting shall be treated as having been passed on the date it was in fact passed.
- (vii) The Chief Executive Officer shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Ladies' General Meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the Chief Executive Officer for that inspection. The minutes of every Ladies' General Meeting shall be signed by the Chairperson of that Meeting or the Chairperson of the next succeeding Ladies' General Meeting verifying their accuracy.

9. LADIES' ANNUAL GENERAL MEETINGS

- (i) The Ladies' Annual General Meeting shall be held within three months after the close of each financial year at such time and place as the Ladies' Committee may determine.
- (ii) The business of the Meeting shall be:
 - (a) The consideration and adoption of the Ladies' Annual Report,
 - (b) The consideration and adoption of the Ladies' Statement of Accounts,
 - (c) The election of Office Bearers and Elected Members,
 - (d) The consideration of any proposed resolutions,
 - (e) Such other business as shall have been specified in the notice convening the meeting or as may be properly brought before the meeting - for any business to be "properly brought" before the meeting in accordance with this By-Law, written notice must be given to the Chief Executive Officer at least forty-eight hours prior

to the meeting, but such business may only be discussed and not voted upon.

- (iii) Any member who proposes that a resolution be put at any Ladies' Annual General Meeting must submit the proposed resolution in writing to the Chief Executive Officer at least twenty-one clear days prior to the date of the Meeting, and such proposed resolution shall be signed by the proposer and a seconder.
- (iv) At least seven clear days' notice of such meeting shall be sent by the Chief Executive Officer to all members entitled to vote.
- (v) In the event that a ballot for election has not been necessary, a list of candidates for election shall be posted to members entitled to vote at least seven days before the Ladies' Annual General Meeting.

10. LADIES' EXTRAORDINARY GENERAL MEETINGS

- (i) A Ladies' Extraordinary General Meeting may be called by direction of the Ladies' Committee at any time. In addition a Ladies' Extraordinary General Meeting shall be called by the Chief Executive Officer within fourteen days after the receipt of a requisition to that effect signed by not less than forty-five members entitled to vote specifying the subject to be discussed and/or voted upon at such Meeting.
- (ii) Notice of any such Meeting specifying the matter to be discussed and/or voted upon shall be posted on the Ladies' Notice Board and shall be sent by post to all members entitled to vote by the Chief Executive Officer at least seven clear days prior to the date fixed for the holding thereof.
- (iii) No business shall be transacted at a Ladies' Extraordinary General Meeting except that of which notice shall be given as aforesaid.

11. VOTING

- (i) At any Ladies' General Meeting every question shall be decided by a show of hands by members present and entitled to vote and no vote by proxy shall be permitted.
- (ii) Every Life Member, Full Member, Senior Member, Provisional Member and Six Day Member shall have one vote. No other class of member shall be entitled to vote.

- (iii) At any Ladies' General Meeting the Chairperson shall have a primary and casting vote.
- (iv) No member whose subscription, or part thereof, is more than one month in arrears at the time of the Meeting shall be entitled to attend or vote at any Ladies' General Meeting.

12. ATTENDANCE BOOK

- (i) Those present at a Ladies' General Meeting shall sign a book to be kept for that purpose by the Chief Executive Officer.

13. ALTERATIONS OF RULES

- (i) Subject to the provisions of the Associations Incorporations Act and the consent of the General Committee, these By-Laws may be amended, rescinded or added to from time to time by a Special Resolution carried at any Ladies' General Meeting PROVIDED THAT:
 - (a) Notice of such special resolution containing the proposed amendment, rescission or addition shall have been posted on the Ladies' Notice Board and posted by the Chief Executive Officer to members entitled to vote at least seven clear days prior to the said Meeting, and
 - (b) At least three-quarters of the votes cast (but no less than thirty-four votes) are in favour of the special resolution.