

**CONSTITUTION
OF**

***KATHERINE
COUNTRY CLUB
INCORPORATED***

PART 1 - PRELIMINARY

1. Name

The name of the incorporated association ("the Association") is stated in the Schedule.

2. Objects and purposes

The objects and purposes of the Association are specified in the Schedule.

3. Minimum number of members

The Association must have at least the number of members specified in the Schedule.

4. Definitions

In this Constitution, unless the contrary intention appears -

"Act" means the Associations Act 2003 and regulations made under that Act;

"Board" means the Board of the Association;

"financial institution" means an authorised deposit-taking institution within the meaning of section 5 of the Banking Act 1959 of the Commonwealth;

"general meeting" means a general meeting of members convened in accordance with clause 44;

"member" means [any and all class and sub-class of](#) member of the Association;

"register of members" means the register of the Association's members established and maintained under section 34 of the Act;

"special resolution" means a resolution notice of which is given under clause 47 and passed in accordance with section 37 of the Act.

PART 2 - CONSTITUTION AND POWERS OF ASSOCIATION

5. Powers of Association

Subject to the Act, the Association may do all things necessary or convenient for carrying out its objects or purposes, and in particular, may —

- (a) acquire, hold and dispose of real or personal property;
- (b) open and operate accounts with financial institutions;

- (c) invest its money in any security in which trust monies may lawfully be invested;
- (d) raise and borrow money on the terms and in the manner it considers appropriate;
- (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
- (f) appoint agents to transact business on its behalf;
- (g) enter into any other contract it considers necessary or desirable;
- (h) make appropriate rules for the management, maintenance and control of any property of the Association including the premises under its control;
- (i) make any rules relating to the admission of persons who are not members of the Association, to any premises or facility maintained by the Association.

6. Effect of Constitution

This Constitution binds every member and the Association to the same extent as if every member and the Association had signed and sealed this Constitution and agreed to be bound by it.

7. Inconsistency between Constitution and Act

If there is any inconsistency between this Constitution and the Act, the Act prevails.

8. Altering the Constitution

- (1) The Association may alter this Constitution by special resolution but not otherwise.
- (2) If the Constitution is altered, the public officer must ensure compliance with section 23 of the Act.

PART 3 - MEMBERS

Division 1 - Membership

9. Application for membership

To apply to become a member of the Association a person must -

- (a) submit a written application for membership to the Board-

- (i) in a form approved by the Board; and
 - (ii) signed by the person and both of the members referred to in paragraph (b); and
- (b) be proposed by one member and seconded by another member.

9A. Classes of membership

- (1) On the approved application form, the applicant must indicate which class or classes of membership is applied for, from the following classes [and sub-classes](#):
 - (a) Voting Member. Golf Member.
 - (b) Non-Voting Member:
 - Social Member.
- (2) The Board will determine the classes [and sub-classes](#) of membership. The Board will review the classes of membership from time to time and advertise them accordingly.

10. Approval of Board

- (1) The Board must consider any application made under clause 9 at the next available Board meeting and must accept or reject the application at that meeting or the next.
- (2) If an application is rejected, the applicant may appeal against the decision by giving notice to the Secretary within 14 days after being advised of the rejection.
- (3) If an applicant gives notice of an appeal against the rejection of his or her application, the Board must reconsider the application at the next Board meeting after receipt of the notice of appeal.
- (4) If after reconsidering an application the Board reaffirms its decision to reject the application, the decision is final.

11. Joining fee

- (1) If an application for membership is approved by the Board, the applicant becomes a member on payment of the joining fee.
- (2) The joining fee is either -
 - (a) a pro rata annual fee based on the remaining part of the financial year; or

- (b) the amount determined from time to time by resolution of the Board.
- (3) The joining fee may differ amongst the classes and sub-classes of membership.

12. Annual membership fees

- (1) The annual membership fee is the amount determined from time to time by resolution of the Board. The annual membership fee may differ amongst the different classes of membership.
- (2) Each member must pay the annual membership fee to the Treasurer by the first day of each financial year or another date determined by the Board from time to time.

12.A Life membership

The Board shall be entitled to grant membership for life to such persons and on such terms as it may determine.

Division 2 - Rights of members

13. General

- (1) Subject to clause 14(2), a member may exercise the rights of membership when his or her name is entered in the register of members.
- (2) A right of membership of the Association -
 - (a) is not capable of being transferred or transmitted to another person; and
 - (b) terminates on the cessation of membership whether by death, resignation or otherwise.

14. Voting

- (1) Subject to subclause (2) and clause 18, each Voting Member member has one vote at general meetings of the Association.

(2) A Voting mMember is not eligible to vote until 3 calendar months after his or her application has been accepted.

(2)(3) Non-Voting Members are not eligible to vote.

15. Notice of meetings and special resolutions

The Secretary must give all members notice of general meetings and special resolutions in the manner and time prescribed by this Constitution.

16. Access to information on Association

The following must be available for inspection by members:

- (a) a copy of this Constitution;
- (b) minutes of general meetings;
- (c) annual reports and annual financial reports.

17. Raising grievances and complaints

- (1) A member may raise a grievance or complaint about a Board member, the Board or another member of the Association.
- (2) The grievance or complaint must be dealt with by the procedures set out in Part 8.

18. Class Rights

- (1) A ~~Golf Voting M~~member shall be entitled to vote and shall be entitled to free use of golf playing facilities unless the Golf Subcommittee directs otherwise.
- (2) A ~~Social-Non-Votingm M~~Member shall ~~be not be~~ entitled to vote ~~but and~~ shall not be entitled to use the specialised club golf facilities of the Association without payment of the fees applying to ~~non Full Golf Voting M~~members, but shall otherwise be entitled to all the privileges of membership of the Association.

*Division 3 - Termination, death, suspension and expulsion***19. Termination of membership**

Membership of the Association will be terminated by -

- (a) a notice of resignation addressed and posted to the Association or given personally to the Secretary or another Board member;
- (b) non-payment of the annual membership fee within 3 months from the date upon which that annual membership fee was due and payable; or
- (c) expulsion in accordance with this Division.

20. Death of member or whereabouts unknown

If a member dies or the whereabouts of a member are unknown, the Board must cancel the member's membership.

21. Suspension or expulsion of members

- (1) If the Board considers that a member should be suspended or expelled because his or her conduct is detrimental to the interests of the Association, the Board must give notice of the proposed suspension or expulsion to the member.
- (2) The notice must -
 - (a) be in writing and include -
 - (i) the time, date and place of the Board meeting at which the question of that suspension or expulsion will be decided; and
 - (ii) the particulars of the conduct; and
 - (b) be given to the member not less than 30 days before the date of the Board meeting referred to in paragraph (a)(i).
- (3) At the meeting, the Board must afford the member a reasonable opportunity to be heard or to make representations in writing.
- (4) The Board may suspend or expel or decline to suspend or expel the member from the Association and must give written notice of the decision and the reason for it to the member.
- (5) Subject to clause 22, the decision to suspend or expel a member takes effect 14 days after the day on which notice of the decision is given to the member.

22. Appeals against suspension or expulsion

- (1) A member who is suspended or expelled under clause 21 may appeal against that suspension or expulsion by giving notice to the Secretary within 14 days after receipt of the Board's decision.
- (2) The appeal must be considered at a general meeting of the Association and the member must be afforded a reasonable opportunity to be heard at the meeting or to make representations in writing prior to the meeting for circulation at the meeting.
- (3) The members present at the general meeting must, by resolution, either confirm or set aside the decision of the Board to suspend or expel the member.
- (4) The member is not suspended or does not cease to be a member until the decision of the Board to suspend or expel him or her is confirmed by a resolution of the members.

PART 4 - BOARD

Division 1 – General

23. Role and powers

- (1) The business of the Association must be managed by or under the direction of a Board.
- (2) The Board may exercise all the powers of the Association except those matters that the Act or this Constitution requires the Association to determine through a general meeting of members.
- (3) The Board may appoint and dismiss a Chief Executive Officer. The terms of employment of the Chief Executive Officer shall be as negotiated between the Board and the appointee, and must be reduced to writing. Only the Chief Executive Officer shall have power to hire and fire other staff employed by the Association.
- (4) The Board may establish and dissolve from time to time one or more subcommittees consisting of the members of the Association whom the Board considers appropriate and who are willing to serve, and in particular may establish subcommittees for golf and any other sport, game or recreational activities conducted through the Association.

24. Composition of Board

- (1) The Board consists of-
 - (a) a President;
 - (b) a Vice-President;
 - (c) a Secretary;
 - (d) ~~four~~ three ordinary Board members; and
 - (e) any other office holder provided in the Schedule.
- (2) The Board must appoint one Board member to be the Association's public officer.

25. Delegation

- (1) The Board may delegate to a subcommittee or the Association's employed Chief Executive Officer any of its powers and functions other than-
 - (a) this power of delegation; or
 - (b) a duty imposed on the Board by the Act or any other law.

- (2) The delegation must be in writing and may be subject to the conditions and limitations the Board considers appropriate.
- (3) The Board may, in writing, revoke wholly or in part the delegation.

Division 2 - Tenure of office

26. Eligibility of Board members

- (1) A Board member must be a [Voting Member](#) who is 18 years or over.
- (2) Board members must be elected to the Board at an annual general meeting or appointed under clause 33.

27. Nominations for election to Board

- (1) A member is not eligible for election to the Board unless the Secretary receives a written nomination of that member not less than 7 days before the date of the next annual general meeting. The nomination must be accompanied by a recent curriculum vitae of the nominated member addressing a set of criteria adopted and published by the Board from time to time.
- (2) The nomination must be signed by the nominator, and if the nominator is not the nominee, must also be signed by the nominee to signify his or her willingness to stand for election.
- (3) [Subject to clause 26.](#) A member may nominate himself or herself in election and re-election and make a vote for himself or herself.

28. Term, Remuneration and Retirement of Board members

- (1) A Board member holds office until the annual general meeting which falls in the second year after his or her election, unless the member vacates the office under clause 31 or is removed under clause 32.
- (2) Subject to subclause (3), at an annual general meeting the offices of half of the Board members become vacant and elections for those offices on the Board must be held.
- (3) If the term of office of the President of the Board is due to expire at a particular general meeting, the President shall preside at that general meeting until half the Board positions are declared vacant, and thereafter one of the members of the Board whose term does not expire at that meeting shall preside for the remainder of that meeting, notwithstanding that the new President may subsequently be chosen from amongst the newly elected members of the Board.
- (4) Members may serve consecutive terms on the Board unless otherwise

provided in the Schedule.

- (5) Members shall receive monthly remuneration during their term.
- (6) Subject to subclauses (7) and (8), the remuneration of the Board members shall be an amount equal to the percentage set out below of the maximum Base Allowance of Katherine Town Council members for the relevant financial year as set by the guidelines issued by the Minister pursuant to section 71 Local Government Act:
 - (a) President- 100%;
 - (b) Treasurer - 70%; and
 - (c) Chair of a subcommittee 70%; and
 - (d) other Board members 50%
- (7) For a Board member to receive the remuneration, such Board member must reasonably satisfy the Board that he or she has regularly attended Board meetings.
- (8) The Board may determine to pay the President an allowance which may be an amount equal to or less than the maximum Extra Meeting Allowance under the guidelines.

29. Election by default

- (1) If the number of persons nominated for election to the Board under clause 27 does not exceed the number of vacancies to be filled, the President must declare the persons to be duly elected as members of the Board at the annual general meeting.
- (2) If vacancies remain on the Board after the declaration under subclause (1), the unfilled vacancies are taken to be casual vacancies and must be filled by the new Board in accordance with clause 33.

30. Election by ballot

- (1) If the number of nominations exceeds the number of vacancies on the Board, ballots for those positions must be conducted.
- (2) The ballot must be conducted in a manner determined from time to time by resolution at a general meeting.
- (3) The members chosen by ballot must be declared by the President to be duly elected as members of the Board.

31. Vacating office

The office of a Board Member becomes vacant if -

- (a) the member-
 - (i) is disqualified from being a Board Member under section 30 or 40 of the Act;
 - (ii) resigns by giving written notice to the Board;
 - (iii) dies or is rendered permanently incapable of performing the duties of office by mental or physical ill-health;
 - (iv) ceases to be a resident of the Territory; or
 - (v) ceases to be a member of the Association;
- (b) the member is absent from more than -
 - (i) 3 consecutive Board meetings; or
 - (ii) 3 Board meetings in the same financial year without tendering an apology to the President;

of which meetings the member received notice and the Board has resolved to declare the office vacant; or
- (c) in any of the circumstances provided for by the Schedule.

32. Removal of Board member

- (1) The Association, through a special general meeting of members, may remove any Board member before the member's term of office ends.
- (2) If a vacancy arises through removal under subclause (1), an election must be held to fill the vacancy.

33. Filling casual vacancy on Board

- (1) If a vacancy remains on the Board after the application of clause 29 or if the office of a Board member becomes vacant under clause 31, the Board may appoint any member of the Association to fill that vacancy.
- (2) However, if the office of public officer becomes vacant, a person must be appointed under section 27(6) of the Act to fill the vacancy.

Division 3 - Duties of Board members

34. Collective responsibility of Board

- (1) As soon as practicable after being elected to the Board, each Board

member must become familiar with the Act and regulations made under the Act.

- (2) The Board is collectively responsible for ensuring the Association complies with the Act and regulations made under the Act.

35. President and Vice-President

- (1) Subject to subclauses (2) and (3), the President must preside at all general meetings and Board meetings.
- (2) If the President is absent from a meeting, the Vice-President must preside at the meeting.
- (3) If the President and the Vice-President are both absent, the presiding member for that meeting must be:
 - (a) a member elected by the other members present if it is a general meeting; or
 - (b) a Board member elected by the other Board members present if it is a Board meeting.

36. Secretary

The Secretary must -

- (a) coordinate the correspondence of the Association;
- (b) ensure minutes of all proceedings of general meetings and of Board meetings are kept in accordance with section 38 of the Act;
- (c) maintain the register of members in accordance with section 34 of the Act;
- (d) unless the members resolve otherwise at a general meeting - have custody of all books, documents, records and registers of the Association, other than those required by clause 37(5) to be in the custody of the Treasurer; and
- (e) perform any other duties imposed by this Constitution on the Secretary.

37. Treasurer

- (1) The Treasurer must -
 - (a) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association;
 - (b) pay all moneys received into the account of the Association

within 5 working days after receipt;

- (c) make any payments authorised by the Board or by a general meeting of the Association from the Association's funds; and
 - (d) ensure cheques are signed by him or her and at least one other Board member, or by any 2 other Board members authorised by the Board.
- (2) The Treasurer must ensure the accounting records of the Association are kept in accordance with section 41 of the Act.
 - (3) The Treasurer must coordinate the preparation of the Association's annual statement of accounts.
 - (4) If directed to do so by the President, the Treasurer must submit to the Board a report, balance sheet or financial statement in accordance with that direction.
 - (5) The Treasurer has custody of all securities, books and documents of a financial nature and accounting records of the Association unless the members resolve otherwise at a general meeting.
 - (6) The Treasurer must perform any other duties imposed by this Constitution on the Treasurer.

38. Public officer

- (1) The public officer must ensure that documents are filed with the Commissioner of Consumer Affairs in accordance with sections 23, 28 and 45 of the Act.
- (2) The public officer must keep a current copy of the Constitution of the Association.

PART 5-MEETINGS OF BOARD

39. Frequency and calling of meetings

- (1) The Board must meet together for the conduct of business not less than 6 times in each financial year unless otherwise provided in the Schedule.
- (2) The President, or at least half the Board members, may at any time convene a special meeting of the Board.
- (3) A special meeting may be convened to deal with an appeal under clause 22.

40. Voting and decision making

- (1) Each Board member present at the meeting has a deliberative vote.
- (2) A question arising at a Board meeting must be decided by a majority of votes.
- (3) If there is no majority, the person presiding at the meeting has a casting vote in addition to a deliberative vote.

41. Quorum

For a Board meeting, one-half of the Board members constitutes a quorum unless otherwise provided in the Schedule.

42. Procedure and order of business

- (1) The procedure to be followed at a Board meeting must be determined from time to time by the Board.
- (2) The order of business may be determined by the members present at the meeting.
- (3) Only the business for which the meeting is convened may be considered at a special meeting.

43. Disclosure of interest

- (1) A Board member who has a direct or indirect pecuniary interest in a contract, or proposed contract, with the Association must disclose the nature and extent of the interest to the Board in accordance with section 31 of the Act.
- (2) The Secretary must record the disclosure in the minutes of the meeting.
- (3) The President must ensure a Board member who has a direct or indirect pecuniary interest in a contract, or proposed contract, complies with section 32 of the Act.

PART 6 - GENERAL MEETINGS

44. Convening general meetings

- (1) The Association must hold all subsequent annual general meetings within 5 months after the end of the Association's financial year.
- (2) The Board -
 - (a) may at any time convene a special general meeting;
 - (b) must, within 30 days after the Secretary receives a notice under

clause 22(1), convene a special general meeting to deal with the appeal to which the notice relates; and

- (c) must, within 30 days after it receives a request under clause 45(1), convene a special general meeting for the purpose specified in that request.

45. Special general meetings

- (1) Half the number of members constituting a quorum for a general meeting may make a written request to the Board for a special general meeting unless otherwise provided in the Schedule.
- (2) The request must -
 - (a) state the purpose of the special general meeting; and
 - (b) be signed by the members making the request.
- (3) If the Board fails to convene a special general meeting within the time allowed-
 - (a) for clause 44(2)(b) - the appeal against the decision of the Board is upheld; and
 - (b) for clause 44(2)(c) - the members who made the request may convene a special general meeting as if they were the Board.
- (4) If a special general meeting is convened under subclause (3)(b), the Association must meet any reasonable expenses of convening and holding the special general meeting.
- (5) The Secretary must give to all members not less than 14 days' notice of a special general meeting unless a special resolution is proposed, in which case not less than 21 days' notice shall be given.
- (6) The notice must specify -
 - (a) when and where the meeting is to be held; and
 - (b) the particulars of and the order in which business is to be transacted.

46. Annual general meeting

- (1) The Secretary must give to all members not less than 14 days' notice of an annual general meeting unless otherwise provided in the Schedule, or unless a special resolution is proposed, in which case not less than 21 days' notice shall be given.

- (2) The notice must specify-
 - (a) when and where the meeting is to be held; and
 - (b) the particulars of and the order in which business is to be transacted.
- (3) The order of business for each annual general meeting is as follows:
 - (a) first - the consideration of the accounts and reports of the Board;
 - (b) second - the election of new Board members;
 - (c) third - any other business requiring consideration by the Association at the meeting.

47. Special resolutions

- (1) A special resolution may be moved at any general meeting of the Association.
- (2) The Secretary must give all members not less than 21 days' notice of the meeting at which a special resolution is to be proposed unless otherwise provided in the Schedule.
- (3) The notice must include the resolution to be proposed and the intention to propose the resolution as a special resolution.

48. Notice of meetings

The Secretary must give a notice under this Part by:-

- (a) posting the notice on the Association's notice board;
- (b) publishing it ~~on in either the "NT News" or the "Katherine Times", a~~ suitable digital media channel, including social media; and
- (c) publishing it in the Association's Website.

49. Quorum at general meetings

At a general meeting, the number or the proportion of members present in person or by proxy specified in the Schedule constitutes a quorum.

50. Lack of quorum

- (1) If within 30 minutes after the time specified in the notice for the holding of a general meeting a quorum is not present -
 - (a) for an annual general meeting or special general meeting

convened under clause 44(2)(a) - the meeting stands adjourned to the same time on the same day in the following week and to the same place;

- (b) for a meeting convened under clause 44(2)(b) - the members who are present in person or by proxy may proceed with hearing the appeal for which the meeting is convened; or
 - (c) for a meeting convened under clause 44(2)(c) - the meeting lapses.
- (2) If within 30 minutes after the time appointed by subclause (1)(a) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may proceed with the business of that general meeting as if a quorum were present.
 - (3) The President may, with the consent of a general meeting at which a quorum is present, and must, if directed by the members at the meeting, adjourn that general meeting from time to time and from place to place.
 - (4) There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
 - (5) If a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice of the adjourned general meeting as if that general meeting were a fresh general meeting.

51. Voting

- (1) Subject to clauses 14(2) and 18, each [Voting Member](#) present in person or by proxy at a general meeting is entitled to a deliberative vote.
- (2) At a general meeting:—
 - (a) an ordinary resolution put to the vote is decided by a majority of votes made in person or by proxy; and
 - (b) a special resolution put to the vote is passed if three-quarters of the members who are present in person or by proxy vote in favour of the resolution.
- (3) A poll may be demanded by the President or by 3 or more members present in person or by proxy.
- (4) If demanded, a poll must be taken immediately and in the manner the President directs.
- (5) In the case of a tied vote, the President has a casting vote in addition to

his or her deliberative vote.

52. Proxies

- (1) Voting by proxy is permitted.
- (2) A proxy must be a Voting Member of the Association.
- (3) A proxy may represent no more than 1 Voting Members~~2 members~~ at a given meeting, except that if the President is appointed proxy, the President may hold any-up to 2~~number of~~ proxies.
- (4) The appointment of a proxy must be in writing and in accordance with the form approved by the Board. A proxy is not to be treated as valid unless notice of it is received by the Secretary at least 48 hours prior to the meeting subject of the proxy. Faxed or ePhysical proxy forms must be delivered to the Secretary's office at the Association's premises, or electronic Emailed forms are acceptable to the Secretary's email address.
- (5) A member who has appointed a proxy may revoke the appointment at any time by giving written notice to the Secretary prior to the meeting.

PART 7 -FINANCIAL MANAGEMENT

53. Financial year

The financial year of the Association is specified in the Schedule.

54. Funds and accounts

- (1) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (2) Subject to any restrictions imposed by the Association at a general meeting, the Board may approve expenditure on behalf of the Association within the limits of the budget.
- (3) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 Board members.
- (4) The Association may use electronic fund transfer facilities, provided that any payment out of the Association's account, for whatever reason, through the means of electronic fund transfer, must be authorised by a minimum of 2 Board members.
- (5) All funds of the Association must be deposited into the financial account of the Association no later than 5 working days after receipt or as soon

as practicable after that day.

- (6) With the approval of the Board, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

55. Accounts and audits

The responsibility of the Board under clause 34(2) for ensuring compliance with the Act includes meeting the requirements of Part 5 of the Act and regulations made for that Part relating to -

- (a) the keeping of accounting records;
- (b) the preparation and presentation of the Association's annual statement of accounts; and
- (c) the auditing of the Association's accounts.

PART 8- GRIEVANCE AND DISPUTES

56. Grievance and disputes procedures

- (I) This clause applies to disputes between -
 - (a) a member and another member; or
 - (b) a member and the Board.
- (2) Within 14 days after the dispute comes to the attention of the parties to the dispute, they must meet and discuss the matter in dispute, and, if possible, resolve the dispute.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days after the meeting, hold another meeting in the presence of a mediator.
- (4) The mediator must be-
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement
 - (i) for a dispute between a member and another member a person appointed by the Board; or
 - (ii) for a dispute between a member and the Board - a person who is a mediator appointed or employed by the department administering the Act.

- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must -
 - (a) give the parties to the mediation process every opportunity to be heard;
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 9 - MISCELLANEOUS

57. Common seal

- (1) The common seal of the Association must not be used without the express authority of the Board and every use of that common seal must be recorded by the Secretary.
- (2) The affixing of the common seal of the Association must be witnessed by any 2 of the following:
 - (a) the President;
 - (b) the Secretary;
 - (c) the Treasurer.
- (3) The common seal of the Association must be kept in the custody of the Secretary or another person the Board from time to time decides.

58. Distribution of surplus assets on winding up

- (1) If on the winding up or dissolution of the Association, and after satisfaction of all its debts and liabilities, there remains any assets, the assets must not be distributed to the members or former members.

- (2) The surplus assets must be given or transferred to another association incorporated under the Act that -
 - (a) has similar objects or purposes;
 - (b) is not carried on for profit or gain to its individual members; and
 - (c) is determined by resolution of the members.

59. Liquor Act

Notwithstanding any other provision of this constitution, any right of any member may be suspended or revoked if it is done so in accordance with the provisions of the *Liquor Act*.

60. By-laws

- (1) The Board shall have the power to make, amend or rescind such by-laws as are in its opinion necessary and desirable for the proper control, administration and management of the Association's affairs, provided that such by-laws are consistent with this Constitution and all applicable laws.
- (2) The members by resolution in a general meeting can also make, amend or rescind the by-laws.

61. Reciprocal Rights

- (1) The Board may, at its sole discretion, grant reciprocal rights to the use of the bar facilities, restaurant facilities and other club facilities maintained by the Association to members of any other association, club or group whose objects are similar or in part similar to the objects of the Association.
- (2) The Board shall formulate any such rules and guidelines that will govern the relationship, rights and restrictions between the Association and the recipients of the reciprocal rights.
- (3) The Board may, at its sole discretion, enter into any such agreements and/or memoranda of understanding with the recipients of the reciprocal rights.
- (4) The Board shall determine the fees to be charge to the recipients of the reciprocal rights for the use of the Association's facilities. The Board shall review the fees from time to time.
- (5) The Board may, at its sole discretion, terminate such reciprocal rights as it deems fit.

**SCHEDULE
TO THE CONSTITUTION**

PART I-MANDATORY DETAILS

Name (clause 1)

The name of the incorporated association is Katherine Country Club Incorporated.

Objects and purposes (clause 2)

The objects and purposes of the Association are as follows:

- (a) To promote the sport of golf, and other recreational activities and to provide and maintain a suitable golf course and venue for recreational activities in Katherine.
- (b) To promote sports, games and events (other than golf) consistent with the objects of the Association.
- (c) To provide and maintain bar facilities for the sale of liquor to members of the Association and their guests, being bar facilities that are licensed in accordance with the appropriate law in force in the Northern Territory for the sale and consumption of liquor.
- (d) To arrange for granting of reciprocal rights of membership to members of any other association, club or group of people whose objects are similar or in part similar to the objects of the Association.

Minimum number of members (clause 3)

The Association must have at least 20 members.

Quorum at general meetings (clause 49)

At a general meeting 20 members present in person constitutes a quorum.

Financial year (clause 53)

The financial year of the Association is the period of 12 months ending on 31 March.

PART 2 - REPLACEABLE DETAILS

Clause	Description of clause	Default detail	Replacing detail
28(4)	Consecutive terms of Board members	may serve consecutive terms	
39(1)	Frequency of Board meetings	at least 10 times each financial year	
41	Quorum for Board meeting	half the Board members	
45	Number of members who can request a special general meeting	half the quorum of members for a general meeting	
46(1)	Notice of an annual general meeting	at least 14 days, unless a special resolution is proposed	
47(2)	Notice of special resolution	at least 21 days	

[If no entry is inserted in the column headed "Replacing detail", the "Default detail" applies.]

PART 3 -ADDITIONAL DETAILS

Composition of Board (clause 24)

1. The Board consists of a minimum of the sevensix members provided for in clause 24 and a maximum of eightseven members. The additional board member will hold the title of director.
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