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SGM PAPER 1: GOLF SA NEW CONSTITUTION

Rationale: Golf SA is seeking to adopt a new Constitution. The proposed Constitution is based on a model Constitution developed specifically by the Office for Recreation & Sport for State Sporting Organisations (SSO) such as Golf SA Inc. It meets the requirements of the Associations Incorporated Act 1985 and adds a number of elements that are specific to a SSO. The model has been suitably modified to meet the requirements of Golf SA where necessary.

The new Constitution is more relevant to the modern operation of an SSO, addresses a number of issues in the current Constitution and is more easily read and interpreted. It replaces in total the current Golf SA Constitution that was accepted in 2008 at the merger of the Men's & Women's associations into Golf SA Inc.

Major Amendments/Changes:

| NEW CLAUSE | CURRENT | NOTES |
|----------------------------------|--------------------|---|
| 2. Definitions & Interpretations | 2. Interpretations | Note following amendments to the definitions & interpretations: Affiliate Member, Delegate, Country District |
| 3. Objects | 3 Objects | Simplification and streamlining of the Objects. New template provides for four 'core' Objects to which have been added two golf specific being the Rules of Golf and the Course Rating & Handicapping systems. |
| 4. Powers | 4. Powers | Simplification and streamlining of the Powers |
| 5. Membership | 5. Membership | Simplification of Membership definitions. Removal of confusing references to Proxy Delegates, Alternate Member Delegates and Proxies. Clearly defines the responsibilities of the category of Membership. Removes sub-clause 5.2 (a) & 5.3 (a) which did not necessarily relate to Membership. Inclusion of Obligation of Members. Sub-clause 5.7 – requires a register of Individual Members to be kept by the Affiliate Club. |
| 6. Cessation of Membership | 5.10 | Expansion of Cessation of Membership clauses. |
| 7. Discipline | 10. Discipline | Clarification of Discipline clauses. Supported by Regulations. |
| 8. Subscriptions & Fees | 5.9 | |
| 9. Powers of the Board | 6. The Board | Simplification with reference to the Act. |
| 10. Composition of the Board | 6. The Board | Major amendment to include Clauses for both Elected and Appointed Directors (New). Gender balance set at a minimum of 40% of either gender in accordance with ASC. Includes clause re allocation of portfolios within the Board. |
| 11. Elected Directors | 6. The Board | Nomination, Election & Term of Office. General clarification of clause. Clarification of Term of Appointment. Include Clause 11.3 (d) enabling a confirmatory vote by Affiliate Member. This is a new addition. |
| 12. Appointed Directors | 6. The Board | New clause. Appointment, Qualifications, Term of Office. |



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| 13. Vacancies on the Board | 6.5 (d), (e) | New clause. Amendment to term of appointment of a Casual Vacancy. |
| 14. Meetings of the Board | 6.6-6.8 | Consolidation of all aspects of Board Meetings under one heading. Note amendment per 14.3 – Chair does not have a casting vote. |
| 15. Executive | 7. Chief Executive | Standardises clause. |
| 16. Delegations | | New clause. |
| 17. Seal | 11. Common Seal | |
| 18. Annual General Meeting | 9. General Meeting | Clause 18 (Annual General Meeting), 19 (Special General Meeting) & 20 (Attendance at General Meetings) separate three important functions of the Association where they were previously under the one heading of General Meetings. Notice of motion clause included. Removal of 'Unsuccessful Notice of Motion' clause 9.6. |
| 19. Special General Meetings | 9.2 Special General Meeting | |
| 20. Attendance at General Meetings & Appointment of Delegates | 5.2 & 5.3 Affiliated Clubs | Consolidation and simplification of requirements. Separates from Clause 5.2 & 5.3 that refers to Membership. |
| 21. Notice of General Meeting | 9.4 Notice of General Meeting | Separate clause. |
| 22. Business | n/a | Separate clause. |
| 23. Proceedings at General Meeting | 9 | Consolidation and simplification of requirements. For example Quorum (9.8) is now covered in two sub-paras rather than five. |
| 24. Voting at General Meeting | 9.10 Voting | Clarifies who is eligible to vote at a General Meeting as a separate Clause. |
| 25. Dispute Resolution | 12 Dispute resolution | Clause does not prescribe procedures instead it provides for procedures to be established by Regulation of the Board. Ties in with Clause 6 (Cessation of Membership) and Clause 7 (Discipline). |
| 26. Records of Accounts | 9.12 | |
| 27. Auditor | 9.13 | |
| 28. Application of Income | | |
| 29. Winding Up | 15. Dissolution of the Association | |
| 30. Distribution of Assets | 15. Dissolution | |
| 31. Constitution | | Amendment to alterations – additional powers to the Board in stipulated circumstances. |
| 32. Regulations | 8. By-laws | New Clause allowing establishment of Regulations. |
| 33. Notice | | New Clause expanded. |
| 34. Patrons | | Inclusion of clause to enable appointment of a Patron. |
| 35. Indemnity | 13. Indemnity | Simplified clause. |
| 36. Transitional Provisions | | New Clause. |

End