

Aston Hills Golf Club

Covering Note to Draft Constitution – March 2024

Given that Mount Barker-Hahndorf Golf Club, trading as Aston Hills Golf Club, is incorporated under the *Associations Incorporation Act 1985 (SA)*, the organisation must operate according to a set of rules, which are consistent with the Act. These rules are referred to as a constitution.

The purpose of a constitution is to keep the club incorporated so that it may continue to enjoy the benefits that this status provides.

The club's proposed constitution reflects some variations from its existing constitution, in line with the Act. The new constitution has been prepared with Golf Australia funded support provided by CPR Group, sports governance consultants, who have worked with many golf clubs in updating their constitutions and other governance documents.

The SA government is currently in the process of reviewing the Associations Incorporation Act 1985 (SA) and has published details of proposed changes. This draft new constitution incorporates these proposed changes and reflects the contemporary provisions of good governance. It is proposed to supersede the existing constitution, once adopted by members at a general meeting.

The table below provides context for important clauses in the draft new constitution and, where necessary, explains differences between the club's existing constitution and the proposed new document.

Section	Notes
General comments	The formatting of the constitution has been updated and includes cross references that link related clauses together, allowing for easy navigation of the constitution.
Introductory provisions	An updated list of definitions has been included for clarity. Only those terms that are not adequately explained or defined in the body of the constitution are included.
Objects and powers	The objects and powers in the proposed new constitution have been modernised and now recognise the relationship between the club and Golf Australia.

Membership	<p>In the proposed new constitution, classes of membership now include full, restricted, junior, honorary and life. This simplifies the membership classes contained in the current constitution and clearly explains the rights of each class regarding voting and the right to be elected to a management committee position.</p> <p>Further detail on sub-classes of these membership classes will be included in the club's bylaws.</p> <p>The new constitution removes the limit of 14 life members at any one time .Life memberships can still only be bestowed following the approval of members at a general meeting.</p> <p>The proposed new constitution continues to provide that all fees are set by the management committee, in line with good business practice.</p>
Resignation, discipline, appeals and grievances	<p>In the proposed new constitution, details have been included regarding a process for suspension or termination of membership, as well as any resulting appeal against such sanctions. This is to ensure that natural justice is provided to the member and that any disciplinary matter can be resolved in a timely manner following a predetermined process.</p> <p>Under the new constitution, any appeal against the management committee's decision to terminate or suspend a member's membership would be heard by an appeals panel. A meeting of the appeals panel must be held no later than 28 days after the management committee receives a notice of intention to appeal.</p> <p>Grievance and mediation procedures have been included to ensure compliance with the proposed changes to the <i>Associations Incorporation Act 1985 (SA)</i>.</p>
Management committee, subcommittees and delegation	<p>The proposed new constitution introduces flexibility regarding the composition of the management committee. The committee shall comprise between five and nine members including the positions of president, treasurer and captain. This change will allow the club to respond to different future circumstances without the need to amend the constitution again.</p> <p>Under the proposed new constitution, management committee members continue to serve two-year terms</p> <p>In line with best practice a clause is introduced to forbid any employees of the club from simultaneously holding office as a management committee member.</p>
Election, appointment and vacancies on management committee	<p>The proposed new constitution details the management committee election processes, including dealing with any equalities in voting. Any eligible (full or life) member may be nominated for a management committee position by two other members of the club who are eligible to vote at general meetings.</p> <p>Any casual vacancy occurring on the management committee may be filled by the remaining management committee members appointing an eligible person to the vacant position. Any such appointment would be for the remainder of the term for that position.</p>

Meetings	<p>The proposed new constitution provides that both management committee meetings and general meetings may be conducted using any technology that reasonably allows each participant to hear and take part in discussion and debate. This aligns with the expected amendments to the Act.</p> <p>Additional provisions relating to material personal interests of management committee members have been added to ensure compliance with best practice.</p> <p>Minutes of management committee meetings will be available for inspection upon request to members, allowing for the management committee's right to redact any sensitive information beforehand.</p> <p>Voting at general meetings of the club will be possible by two methods:</p> <ul style="list-style-type: none"> • In person at the general meeting (this includes through the use of technology) • In advance of the general meeting through the use of an electronic voting system made available by the club <p>The use of proxy votes is no longer required as all members will be able to vote themselves in advance of a general meeting or in person at the general meeting.</p>
Public Officer	<p>A section has been added covering the requirement for the club to have a public officer, in accordance with the Act.</p>
Finance	<p>The new constitution introduces more detail governing the management, control and recording of the club's funds. The constitution clarifies provisions for making electronic payments and provides for establishment of credit or debit card accounts by the club.</p> <p>The club's financial year end date will remain as ending on the last day of February in each year. The proposed constitution, and the Act, provide that the club's AGM must be held within five months of this date.</p>
Winding up	<p>The constitution stipulates the process for dealing with any surplus assets in the event that the club is wound up and clarifies that no member is personally liable to contribute towards the costs, charges or expenses of winding up, beyond returning assets of the club in their possession and payment of any outstanding fees or levies.</p>