

**Catalina Country Club Ltd**  
**By-law Number 21**  
**Standing Orders**

**Approved BOD 20.9c**

**Previously considered at BOD: 20.7, 20.8**

**Replaces: 27/08/2020**

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**Persons Affected: All Members**

**Effective: 24/09/2020**

**Section A – Definitions**

**Secretary and Secretary to the Board** – the General Manager or deputy.

**Section B – Policy Statement**

**Quorum at General Meetings**

1. When a resolution at a General Meeting is to be voted upon by a restricted portion of the Membership, the standard quorum as defined in section 88(b) of the Constitution applies to the portion which is voting.

**Proposing and Seconding at Meetings**

2. A resolution scheduled by the Board to be determined at a General Meeting will be debated but not amended at the meeting other than to correct spelling, syntax and logic. At the meeting the Chair will move its acceptance without need of a seconder.
3. A resolution for a General Meeting that has been proposed by a group of members under section 249N of the Corporations Act 2001 requires a proposer and seconder at the meeting.
4. Any resolution recommended to the Board by a Committee of the Club will be moved by a Director who is a member of that Committee and does not require a seconder. Such resolutions will be debated and may be amended.
5. Resolutions scheduled for consideration in the Agenda of the Board, or moved by a Director during a meeting of the Board, will be moved by their author or their deputy and will require a seconder in order to proceed to debate, possible amendment and vote.
6. Motions proposed for out-of-meeting resolution of the Board (Constitution section 79) must be proposed by the President, the Vice-President if the President is on leave, or by an appointed deputy for them, and seconded by another Director. (see also section 14)
7. Proposers and seconders of resolutions are not bound to vote for them.

### **Undertakings for Board Candidates**

9. Eligibility for election or appointment to the Board of Directors (which is the governing body of the Club) will always be dependent upon the candidate making the Statutory Declaration which is appended to the Club's "Directors' Code of Conduct". This is to be done
  - (a) at the time of nomination of any candidate for election to the Board, or
  - (b) prior to a member joining the Board by invitation to fill a casual vacancy, or
  - (c) prior to a Member being appointed to a Directorship pursuant to section 31 of the Registered Clubs Regulations 2015, or
  - (d) at the time of a Member being nominated for Directorship to replace an existing Director who may be voted out of office at a General Meeting, or,
  - (e) in the case of a candidate nominated from the floor of a general meeting because of a persisting vacancy after a Board election (section 58 (f) of the Constitution), within two weeks of the meeting.
  
10. Members who are appointed to Committees of the Club, or who are attending a Board Meeting either as an observer or as an advisor, can only take their place after signing a pledge to complete confidentiality.

### **Electioneering in Board Elections**

11. Candidates for Board election will provide a personal resume of no more than 250 words, and a portrait photograph of themselves: the photograph must not identify the candidate as a sitting Director. These will be issued to the membership after the nomination period has closed. In addition, for a contested election, candidates will be permitted a short statement on their attitudes to current issues within the Club, not to exceed 600 words. These will be posted simultaneously on the Club noticeboard and may be made available on the Club website. For both the resume and the statement, the Secretary has the right to edit the text to remove defamation and provable error, in consultation with the candidate. No other form of electioneering will be allowed anywhere within the boundaries of Club property. Casual conversation will not be considered to be electioneering. The Board may if it wishes arrange a meeting open to all Members at which any nominated candidate may speak in support of their candidacy, for a designated time. Such a meeting will be moderated by the Secretary.

### **Procedure for a vacancy on the Board due to reclassification of a sitting Director.**

- 11.1 If a sitting Director is elected to a different rank\* of Directorship, at the General Meeting where the result of that election is announced, that Director's existent post will be become vacant upon that announcement, and the Chair will invite nominations from the floor for a replacement. The Chair may canvass for nominees before the General Meeting if this situation could arise.

The replacement will serve, unless disqualified, for the rest of the term of the Director who was the sitting Director referred to above. Should no appointment be made at the meeting, the vacancy will become a casual vacancy and the Board may appoint a replacement according to the Constitution.

\* the ranks being President, Vice-President, Captain and Ordinary

### **The Premises of the Club**

12. The Board interprets "the premises of the Club" to be the building that is the "licensed premises" of the Club according to the Liquor Act. This is taken to mean the Clubhouse, but not the Golf Shop, rest rooms and changing rooms that are accessible from the exterior of the Clubhouse, the Sports Lounge, or the Course. Notwithstanding the fact that for the purposes of the Liquor Act there is an area of jurisdiction some 50 metres wide surrounding the Clubhouse, the effect of this definition is that non-members who use the Course and these ancillary areas are not required to obtain Temporary Membership or Provisional Social Membership in order to enjoy those areas. They are obliged to do so once they enter the licensed premises.

Note 1: The "defined premises" in *The Registered Clubs Amendment Act 2006 No 103 amended, section 41* is taken to mean the same as "licensed premises"

Note 2: This paragraph does not apply to members of the public who are attending a registered event within the Clubhouse. They are permitted entry only to access the function concerned.

### **Out-of-meeting resolutions of the Board (Constitution 79)**

13. If the resolution fails, neither it nor any resolution to the same effect may be subject to another vote by this mechanism but it may be proposed again at a meeting of the Board.  
  
If not all the available Directors have declared their vote within seven days, the resolution will be deferred to the next Board Meeting.
14. The Proposer (see section 6) will disseminate the proposal. A Director's vote shall be declared in the same modality as the proposal and will be copied to the original addressees. The number of Directors available to vote must be at least four.
15. The Proposer may declare another Director to be unavailable if the said Director is physically incapacitated.
16. The Secretary will be copied into the proposal and all responses.

### **Board Meetings without notice**

17. An informal gathering of the entire Board may be transformed into a formal meeting provided all members of the Board are present and all agree to it. The Secretary should be informed and should attend if available.

### **Member Meeting Governance**

18. The order of importance of factors that govern a meeting of the members of the Club, including the Board of Directors and Committees that are answerable to the Board, is:
  1. statute law
  2. the Club's constitution
  3. the Club's standing orders
  4. resolutions passed by the Club
  5. common law
  6. custom of the Club
  7. custom of other Clubs
  8. rulings by the Chair.

*After Renton N: A Guide for Meetings and Organisations : Volume 2, 2005.*

19. In any meeting or committee of the Club, a vote once cast cannot be changed.
20. In any meeting or committee of the Club, and unless exception is made in its relevant by-law, members cannot nominate a deputy.

### **Committee Membership**

21. The appointment of any member to any Committee is a matter for the Board. In the case of a vacancy, the Chair of the Committee concerned shall nominate a candidate at a meeting of the Board or by an out-of-meeting resolution.
22. No employee of the Club shall be a voting member of any Committee.

**Administration of Competition Golf**

23. The administration of competition golf in the Club is not part of the corporate structure of the Club. The Club Captain will have overall responsibility for the organisation and conduct of competition golf in the Club and need only seek Board approval when actions are contemplated which might affect the business model of the Club. Though the Sections will have the freedom to supervise their Board-allocated competitions, a line of responsibility will nevertheless extend through the Section Captains to the Club Captain (or to a Club Vice-Captain if deputising for the Club Captain). The Match Committees will draw their authority from the R&A Rules of Golf. The Match Committees will work hand in hand with the Course Superintendent: any failure to agree on course management for a particular competition will be resolved by the General Manager in consultation with the Club Captain.

Authenticated *C. Flynn* ..... on this day *25 November 2020* ..  
C Flynn, President