

SANCTUARY LAKES CLUB LIMITED

Match and Greens Charter

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INTRODUCTION

1.1 Purpose of the Match and Greens Charter

The purpose of the SLCL Match and Green Charter is to:

- Oversee the running of the day-to-day golf activities for the Members. This includes the running of the weekly Club competitions and Board Events etc
- To ensure that all Members have the opportunity to enjoy their golf at SLC.
- To develop opportunities for Members to participate in a wide range of golf and golfing related activities covering the range from VGA Pennant to social golf (for example Twilight Golf on a Friday evening), special golf events (for example Australia Day, and interstate and international trips to play golf) and socialise with reciprocal Clubs.
- Evaluate any club wishing to have a reciprocal arrangement and make recommendation to the Board.

When reading this document, please note:

- The Charter should be read together with the Club Constitution. In the event of any inconsistency between this Charter and any provision of the Club's Constitution, the Club's Constitution will prevail.
- The Charter does not in any way constitute legal advice or act as a substitute for legal advice.
- Any reference to gender in this Charter should be interpreted as applicable to both males and females.
- Unless stated otherwise:

The word "SLCL" refers to:

Sanctuary Lakes Club Limited (ABN 65 084 729 751) and its related bodies.

The word(s) "Club" or "the Club" refer(s) to SLCL.

2 KEY ROLES

The Committee is accountable for all members of the club. The Committee's main role is to oversee the running of the day-to-day golf activities for the Members and to make recommendations to the Board to improve golf activities and member experiences.

2.1 MATCH & GREEN Structure

2.1.1 *Number of Members*

The Match & Greens Committee (M&G) comprises the Club Captain, Golf Operations, General Manager, Golf Course Superintendent, four (4) club representatives and one representative from the Ladies Committee. The M & G may co-opt members from time to time.

2.1.2 Suitability to be a Match and Green Member

Members of the M&G must be Members of the Club.

2.1.3 Term of Office

In general, an M&G club member's term of office is Two years, and he or she must retire at the conclusion of the second Annual General Meeting following his or her appointment.

Half the M&G committee shall be up for election every two years. Members may re-nominate for Match and Green at the completion of their term.

2.1.4 Skills Required

Members are elected by the Club Membership in accordance with the constitution. In exercising this right members are encouraged to have regard to the range of qualifications, skills, experience, and diversity of gender, age, experience, relationships and background on the committee and to allow for the identification of particular competencies and perspectives that best increase the Committee's effectiveness.

When considering casual vacancies, the M&G will take into account a candidate's capacity to enhance the mix of skills and experience of the committee.

From time to time, the committee may have regard to diversity objectives in an effort to achieve a balance in the mix of members on the committee or to obtain a special skill or knowledge required to execute a specific strategic objective.

2.1.5 Confidentiality

Any information acquired by members while performing his or her duties is Confidential Information of the Group. In particular, members must keep all meeting discussions and deliberations confidential unless authorised by the committee to do so.

The existence and details of any Committee and management information, discussions, and decisions that are not publicly known and have not been approved by the Committee for public release, are also Confidential Information of the Group.

All Committee material and information and any notes or reports incorporating or derived from any Board material or information will remain the Confidential Information of the Group.

A Member must not disclose any Confidential Information to a third party except where that disclosure:

- Is authorised by the Committee;
- Is of information that is already publicly known other than as a result of a breach of any duty of confidentiality;
- Is of information that is already known to the disclose other than as a result of a breach of any duty of confidentiality;

- Is required by law or a regulatory body

Each Committee's obligations of confidentiality continue after he or she is no longer a member of the Group.

2.1.6 Time Commitment

Members are expected to allocate:

- Each club member on the committee is expected to attend at least Eight meetings per year unless special arrangements Are Made, failure to attend may result in a recommendation to the board for removal from the committee

Members are also asked to allocate time as needed for:

- Committee meetings; and
- Other occasional business
- Assist with club events.

2.1.7 Conflict of Interest and Related Party Transactions

Members must disclose to the Committee actual or potential conflicts of interest, which may exist or might reasonably be thought to exist between the interests of the Members or the Members seconded personnel and the interests of any other parties in carrying out the activities of the organisation.

2.2 Office Holders

All Members fill the following positions:

- Captain;
- Vice Captain; and
- Members of the Committees.

2.2.1 The Club Captain

The Chairperson of the Match and Green Committee is the Club Captain.

The responsibilities of the Chairperson of the Committee include:

Is in charge of golf as it relates to Members and to provide leadership that is directed towards:

- Ensuring optimum playing conditions of the courses;
- Planning and supervision of golf competitions
- Arranging conditions of play
- Compliance by members to the rules of golf and conditions of play
- Accounting for the selection of all teams representing SLC;
- Assisting with the communication of golf and related events to all members;
- Chairing the Match & Green Committee;
- Membership of the membership committee;
- Membership of the house and social committee;

- Membership of the pennant committee;
- Membership of the governance committee;
- Participating as a non-voting member of the board;
- Providing a quarterly report to the Board;
- Providing a fortnightly dot point update to the Board Chair;
- Improving services to members;
- Maintaining of a highly acceptable social setting;
- Ensuring compliance by members to Club rules;
- Being active in public and general promotional work in representing the club;
- Representing the Club at VGA and GA activities.
- Reporting on the Committee's activities and programs to the Board inclusive of any recommended changes:

The Captain shall be elected for two-year terms. Members may nominate for the Captains position at the completion of two years.

Elections: If only one person nominates a ballot will not be required. If more than two persons nominate then there shall be a membership vote, with eligible voting members as described in the Constitution of SLC.

2.2.2 Members of the Committee

The Match and Green Committee has established the following committees to assist it in carrying out its responsibilities, to share detailed work and to consider certain issues and functions in detail. The M&G intends that the committees will be structured as follows:

1. House and Social Committee;
2. Ladies committee;
3. Junior Committee; and
4. Pennant Committee

Additional committees will be established on an ad hoc basis as required.

Each committee has a formal Charter under which it operates. It is important to note that:

- These committees in accordance with their Charter make recommendations to the M&G.
- Committees must adhere to any regulations, directions or instructions imposed on them by the M&G.
- The Committees have no direct part or power in relation to the management of the organisation.
- The M&G retains ultimate responsibility for actions recommended by a Committee.

3 KEY FUNCTIONS

To fulfil its role, the M&G needs to undertake key functions. These functions are elaborated in this section.

3.1 Functions

- Review proposals suggested by Members;
- Review with General Manager, Golf Operations and Course Superintendant the Syllabus which determines format, timing and rules of Club Competitions and Board Events;
- Review of the yearly golfing calendar for men, ladies and juniors;
- Make recommendations for competition prizes and fees;
- Ensure the Golf Course is maintained to the standards expected of Greg Norman courses
- Present golf prizes and awards;
- Adjudicate on golf rulings;
- Manage and presentation of all Pennant and representative teams;
- Assist with matters relating to course conditions, preparation and development;
- Junior golf development;
- Monitor and review of time sheet operations;
- Act on behalf of the Membership in regards to golf matters dealing with the VGA and GA.

3.2 Decision Making

Each Member in his or her decision-making is to consider the interests of SLCL as a whole.

As the outcome of any discussion should be a resolution on the issue at hand, it is the Chairperson's role to facilitate the group decision-making process. Once debate has finished and a decision made, the Committee is required to present a collegiate view outside the meeting and all Members are to support the actions of the Committee.

Members are to ensure decisions are made in an open and transparent manner.

Members must also exercise due care and attention in their decision-making. If a member feels that there is insufficient information to make a decision then they should request, through the Chairperson, that the information be provided.

3.3 Communication with members

The Committee will:

- facilitate and promote effective communication with members and encourage participation
- post M&G minutes on the website after each meeting
- highlight significant changes in the clubs newsletter

4 DUTIES

4.1 Duties

Committee Members must comply with their duties when discharging their responsibilities as Members. Broadly, these duties include:

- Acting in good faith and in the best interests of the Club;
- Acting with care and diligence;
- Acting for proper purposes;
- Avoiding a conflict of interest or duty; and
- Refraining from making improper use of information gained through the position of Member or taking improper advantage of the position.

Members must exercise independent judgment when making decisions.

In addition to their duties, Members should be aware of other legislation which impacts upon SLCL.

This legislation includes Commonwealth and State/Territory environment laws, equal opportunity legislation, workplace health and safety legislation, sexual harassment legislation, industrial relations legislation and trade practices legislation.

4.2 Reasonable enquiries

Members are encouraged to ask questions of, request information from, and raise any issue of concern with, management and/or the Board and make reasonable enquiries if any concerns arise.

Members are expected to review meeting materials before committee meetings.

Members are encouraged, where possible, to ask any questions and raise issues of concern before a meeting so that management is prepared to address them.

4.3 Honesty and integrity

The Club expects each Member to:

- Observe the highest standards of honesty, integrity and ethical and law-abiding behaviour when performing their duties dealing with any employee, member, and other adviser of the Club; and
- Foster a culture of honesty, integrity and ethical and law-abiding behaviour among other members and employees.

5 M&G PROCESSES

This section discusses the processes and procedures that allow the Committee to act effectively and efficiently. It addresses meetings and documentation and Committees.

5.1 Meetings

Meetings are a fundamental component of governance processes. Each meeting is critical, as it is the main opportunity for Members to:

- Obtain and exchange information with the team;
- Obtain and exchange information with each other; and
- Make decisions.

5.1.1 Meeting Frequency

The Committee may meet at such times as the Committee may determine provided that at least one meeting is held each months.

The Chairperson may convene other meetings if, in the Chairperson's opinion, these meetings are necessary for the efficient performance of the M&G.

Exceptional circumstances aside, Members will be provided with at least seven working days' written notice of meetings, along with the agenda and papers for the meeting.

A schedule of the upcoming Committee meetings for a twelve-month period is approved annually.

5.1.2 Attendees

The Match & Greens Committee (M&G) comprises the Club Captain, Golf Operations, General Manager, Golf Course Superintendent and four club representatives. The M & G may co-opt members from time to time.

The Chairperson or a majority of Members may request the attendance at any meeting any person who, in their opinion, may be able to assist the Committee in any matter under consideration.

5.1.3 Quorum and Voting at Meetings

In order for a decision of the Committee to be valid, a quorum of Members must be present. At a meeting, a quorum is constituted by at least half of the number of Members that make up the Committee.

The Committee may decide on any matter which falls within its powers. A majority of votes by members present and entitled to vote will decide questions arising at meetings. Each member shall have one vote on every occasion. This includes the Chairperson who shall have a **deliberative vote** like every other member. In the case of an equality of votes, the Chair does not have a casting vote.

5.1.4 Presiding at Meetings

The Chairperson must preside at all meetings of the Committee at which he or she is present. In any other case, the Members who are present must elect a temporary Chairperson to preside at the meeting.

5.1.5 Conduct of Meeting

The Committee may regulate the conduct of proceedings at its meetings as it thinks fit.

The Chairperson will determine the degree of formality required at each meeting while maintaining the decorum of such meetings. As such, the Captain will:

- Ensure that all Members are heard;

- Retain sufficient control to ensure that the authority of the Chair is recognised which may require a degree of formality to be introduced if this is necessary to advance the discussion;
- Summarise the Committees discussion including conclusions reached and seek confirmation from Members about the accuracy of the Chairs summary;
- Take care that decisions are properly understood and properly recorded; and
- Ensure that decisions and debate are completed with a resolution recording the conclusions reached.

5.2 Meeting Agenda

The meeting **agenda** is equally as important as the meeting as it shapes the information flow and subsequent discussion at meetings.

The agenda will be included with notice of the meeting and will set out items of business to be dealt with in the meeting.

However, any member may request items or notices of motion be added to the agenda for upcoming meetings. This request should be made in writing to the Chair at least 10 working days before the meeting.

5.3 Minutes

Minutes are to be a concise summary of the matters discussed at a meeting. All decisions will be recorded in the minutes by means of a formal resolution.

Minutes are prepared in draft form by the minute taker and provided to the Chair for review. Once the Chair has approved the draft minutes, the Secretary circulates the draft minutes to all members within ten working days following the meeting.

Members are requested to send any suggested changes to the Secretary with a copy to the Chair as soon as possible after receiving the draft minutes.

The minutes of the meetings are confirmed at the next Board meeting.

5.4 Calendar

In order to provide an even distribution of work over each financial year, the Committee has adopted a twelve-month calendar scheduling all meetings.

Committee members are expected to fully meet their commitments and duties.

5.5 M&G Committee Election

Members are elected by the Club membership. A formal and transparent procedure for the nomination and election of new Members to the Committee helps to engender confidence in that process. The filling of casual vacancies and recommendations for the nomination of new members to the Committee is considered by the Committee.

Half the M&G committee shall be up for election every two years. Members may re-nominate for Match and Green at the completion of their term.

If only the required number nominate a ballot will not be required. If more than two persons nominate then it will go out to the full membership to vote.

5.6 Member Induction

Induction process for Members of the committee covers:

- The structure and culture of SLCL;
- Responsibilities including this M&G Charter;
- Dealing with conflicts of interest;
- Workings of the M&G;
- Contact information for, key people in the organisation and an outline of their roles and capabilities;
- An analysis of the organisation; and
- A synopsis of current strategic directions.