



Byron Bay Golf Club

AUSTRALIA

BYRON BAY GOLF CLUB GOVERNANCE CHARTER

PREFACE

This Club Governance Charter exists to support the aims and aspirations of Byron Bay Golf Club as enshrined in its Constitution and to facilitate the promotion of the game of golf and create fellowship among all categories of members.

This Club Governance Charter defines the respective roles, responsibilities, and authorities of the Board of Directors (individually and collectively) and Management in setting the direction, management and control of Byron Bay Golf Club in achieving its aims and aspirations.

It has been prepared:

1. To develop a policy document that can:
 - Assist leadership in delivering good governance.
 - Provide a point of reference for disputes.
 - Act as an induction tool for new directors and senior managers.
2. As a focal point for the strategic planning process

Acknowledgement: This Charter, with their generous consent has been adapted from the Indooroopilly Golf Club (Queensland) Charter (2022 version), which had been prepared utilising material from the Australian Institute of Company Directors (AICD).

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1 THE ROLE OF THE BOARD

Section 198A of the Corporations Act 2001 provides that “*the business of a company is to be managed by or under the direction of the directors*”.

The board of directors acts on behalf of members in overseeing and governing Byron Bay Golf Club, balancing the interests of a sports club that is required to operate as a functioning, not-for-profit business bound by a significant number of legislative acts.

The board of directors are Volunteers.

Generally, it is the board’s responsibility to identify BBGC’s direction and goals and management’s responsibility to decide how to implement these plans.

In practice, the role of the board is to supervise Byron Bay Golf Club’s business in two broad areas:

Overall business performance – ensuring Byron Bay Golf Club develops and implements strategies and supporting policies to enable it to fulfill the objectives set out in the Byron Bay’s constitution. The board delegates the day-to-day management of Byron Bay Golf Club but remains accountable to the members for the Byron Bay’s performance.

The board monitors and supports management in an on-going way.

Overall compliance performance – ensuring Byron Bay Golf Club develops and implements systems to enable it to comply with its legal and policy obligations (complying with statutes such as the Corporations Act 2001, adhering to accounting standards) and ensure the Byron Bay Golf Club’s assets are protected through appropriate risk management.

The differing emphasis of these two areas of business performance and conformance/compliance responsibilities can result in conflicting pressures on directors.

For example, personal liability for breaches of the law encourages concentration on compliance while institutional investors and an increasingly aware investing public are insisting on better business performance. Directors must balance these roles and give enough attention to both.

In general, the Board has responsibility for, and authority to determine, the policies, practices, management and operations of Byron Bay Golf Club (the Club) so as to facilitate the promotion of the game of golf and create fellowship among all categories of members.

The Board is required to Direct, not Manage.

Final responsibility for successful operations aimed at achieving these aspirations rests with the Board.

Without limiting this general role, functions and responsibilities will include:

- Input into and final approval of management's development of corporate strategy and performance objectives
- Monitoring senior management's performance and implementation of strategy and ensuring appropriate resources are available
- Oversight of the Club, including its control and accountability systems
- Reviewing and ratifying systems of risk management and internal compliance and control, codes of conduct and legal compliance
- Ratifying the appointment and where appropriate, the removal of the Club Manager, Business Development Manager and Course Superintendent.
- Approving and monitoring financial and other reporting
- Approving and monitoring the progress of major capital expenditure and capital management.

The Club Manager must attend all Board meetings but is not a member of the Board nor entitled to vote at any Board meeting. The Board delegates specific powers and responsibilities to the Club Manager, see Section 6 below.

The BBGC Constitution allows the Board to establish sub-committees as it sees fit with relevant delegated powers.

The President should consult with all Board Members in determining the membership of such sub-committees taking into consideration the blend of skills sought for each sub-committee and seeking to appropriately balance the workload of Board members.

The Board has established and ratified the current standing sub-committees as listed in Appendix 1 and the terms of reference of those sub-committees as set out in Appendix 2.

Appendix 3 is the latest BBGC Compliance Matrix, detailing the various external bodies.

2 BOARD STRUCTURE

2.1 Number of Directors

In accordance with the Constitution, the Board comprises nine individual Directors, including the Office-bearers positions of President, Vice-President, Captain and Vice-Captain.

2.2 Skills required on the Board

It is important to select people who have sufficiently broad experience in the issues and opportunities Byron Bay Golf Club is facing now or is likely to face in the future. While specific skills required by each board differ, there are some core skills that should be represented on a board as a whole (not necessarily in one person).

These include:

- Strategic expertise - the ability to set and review strategy through constructive questioning and suggestion;
- Organisational Management - Understanding of governance and business planning and operational implementation;
- Financial literacy - the ability to read and comprehend the Byron Bay Golf Club's accounts and the financial material presented to the board, in addition to understanding financial reporting requirements
- Legal skill - the boards' responsibility involves overseeing compliance with numerous laws;
- Managing risk - include on the board a director with experience in managing areas of major risk to the Club;
- Managing people and achieving change;
- Experience with financial markets;
- Industry knowledge - experience in similar voluntary sports and club organisations;
- Understanding member/stakeholder expectations;
- Information technology

While each director will bring various technical skills and knowledge to a board, there are personal qualities that are desirable in all directors:

- Integrity - fulfilling a director's duties and responsibilities, putting the organisation's interests before personal interests, acting ethically;

- Curiosity and courage - a director must have the curiosity to ask questions and the courage to persist in asking or to challenge management and fellow board members where necessary;
- Interpersonal skills and the ability to work in a collegial team - a director must work well in a group, listen well, be tactful but able to communicate their point of view frankly;
- Genuine interest in the Club and its business;
- Instinct - good business instincts and acumen, ability to get to the crux of the issue quickly;
- An active contributor - there is no room on boards today for those who do not contribute.

2.3 Appointment of Board Directors

The ASX corporate governance council's corporate governance principles and recommendations state in principle 2 - *"companies should have a board of an effective composition, size and commitment to adequately discharge its responsibilities and duties"*.

A board needs to have directors who possess a broad mix of skills and experience to be effective.

The key goal in selecting directors is to build a mix that can work as a well-rounded team.

A formal and transparent procedure for the selection, appointment and re-appointment of directors to the board helps promote understanding and confidence in that process.

Directors are appointed under the terms contained in the Constitution and in accord with the BBGC Election of and Vacancies - Board Members Procedure This procedure also addresses new Board Member induction.

3 BOARD EVALUATION

Each year the Board will conduct an evaluation of its performance.

The findings of this review will be tabled at the first meeting after 1 August.

The President will action this evaluation, obtaining any assistance required. It is envisaged that all relevant findings will be incorporated into the Club Governance Charter.

4 THE ROLE OF INDIVIDUAL BOARD DIRECTORS

4.1 Directors' code of conduct

Directors will:

- Act with fidelity and trust with an over-arching obligation of loyalty to the Club;
- Act with the level of skill, care and diligence expected of a Director;
- Act for the benefit of the Club;
- Undertake diligent analysis of all proposals placed before the Board (including business case and impact on business performance);
- Not make improper use of information gained through their position as a Director;
- Not allow personal interests, or the interest of any associated person, to conflict with the interests of the Club;
- Make reasonable enquiries to ensure that the Club is operating efficiently, effectively, and legally towards achieving its goals;
- Allot sufficient time to discharge their responsibilities effectively; and
- Comply with the spirit, as well as the letter, of the law and with the principles of this Charter.

4.2 Directors' obligations of confidentiality

The following summary is provided as a guide for directors regarding their obligations of confidentiality under the Corporations Act 2001 ("the Act").

However, it is only a guide and directors should ensure they keep up to date with their legal obligations under the Act, and any other relevant legislation, regarding confidentiality and always acting in the best interests of the Club.

Directors' obligations:

- Directors must always act in good faith for the benefit of the Club. This includes keeping confidential information of the Club strictly confidential.
- Directors must not improperly use information they have obtained while a director to gain an advantage for themselves or someone else, or cause detriment to the Club.
- A director owes these duties to the Club even after ceasing to be a director.
- There are only limited exceptions to this rule, for example, if a director is required to disclose information by law.

What is confidential?

- If information is publicly available from other sources, then it will rarely be confidential, unless presented in such a way (e.g., along with other sensitive information) which renders it “confidential”.
- Once the Board makes a public announcement the content is not confidential. However, the discussions of the Board in reaching that decision might remain confidential.
- Even if the information itself might not be deemed to be confidential, disclosure of that information might have a negative effect on the Club as a whole and therefore disclosing it could breach a director’s obligations under the Act.

For example:

A question might arise as to who voted for or against a certain decision. Improper disclosure of this kind of information may disrupt the day-to-day management of the Club and affect the trust and working relationships of directors.

Whom can directors talk to?

- Mostly, directors should be able to easily identify when information should not be disclosed. A director clearly must not disclose confidential information to a competitor of their Club or to another person who could get an improper benefit, such as someone tendering for a contract with the Club.
- On the other hand, it can be more difficult to decide whether to disclose information within the Club community. Directors elected with the support of a distinct group within the Club’s membership can feel an obligation to “represent” that group. The general rule is that directors must always act in the best interests of the Club as a whole, and the Club’s interests must take priority over the interests of any other person or group. Directors cannot allow themselves to be compromised by looking out for, or using their position purely to promote, the interests of a particular group (though it may be appropriate to consider its interests in Board discussions). This means that directors should take particular care when disclosing information to a sub-group within the Club.

4.3 Expectations of Directors in Board process

Directors will conscientiously fulfil to the best of their ability the duties and responsibilities as directors discharging these in good faith and honesty; behaving in a manner that is consistent with generally accepted procedures for the conduct of meetings. This will include, but not be limited to:

Acting in a business-like manner and fostering a climate of trust and candour;

Making it clear to Management what information is required to discharge their duties;

Minimising chatter and irrelevant remarks;

Giving others a reasonable opportunity to put forward their views; and

Being sensitive in interpreting efforts by the President to ensure the orderly and good spirited conduct of meetings.

The duty of Directors is to:

- question, request information, raise any issue including any member sentiment or issues of concern, fully canvas all aspects of any issue confronting the Club, and
- cast their vote on any resolution according to their own decision.

Outside the Boardroom, each Director will support the letter and spirit of Board decisions, regardless of whether he/she voted in favour of that decision, including keeping confidential Board discussions and deliberations.

4.4 Conflict of interest and related party transactions

Directors must:

Disclose actual or potential conflicts of interest; and

If the Board requests, immediately take such steps as are necessary and reasonable to remove any conflict of interest.

A Director must absent herself or himself from the room during discussions on matters of conflict.

This exit and re-entry will be recorded in the Minutes.

4.5 Emergency contact procedures

Directors should leave with the CLUB MANAGER any contact details so that all Directors can be contacted within 24 hours in cases of a flying minute or other business.

4.6 Specific Chairman roles

What is the Role Inside the Boardroom?

- Acting as an important link between the board and BBGC Management without inhibiting direct access of fellow directors;
- Establishing and maintaining an effective working relationship with the Club Manager;
- Setting the tone for the board, including the establishment of a common purpose;
- Chairing board meetings efficiently and shaping the agenda in relation to goals, strategy, budget, and executive performance;

- Obtaining appropriate information to present to the board;
- Encouraging contributions by all board members and seeking consensus when making decisions;
- Motivating board members and where appropriate dealing with underperformance;
- Instituting the process for appraising board members individually and the board as a whole;
- Overseeing negotiations for the Club Manager's employment and evaluating the Club Manager's performance;
- Planning for the succession of senior executives, including the Club Manager;
- Assisting with the selection of board committee members.

What is the Role Outside the Boardroom?

- Communicating with members, sponsors and other golf clubs on matters of corporate governance;
- Chairing Member meetings - annual and extraordinary general meetings (AGMs and EGMs);

5 MANAGING BBGC – INTERACTION BETWEEN BOARD AND MANAGEMENT

The principle of a members club mandates the appointment of a representative board of chosen members, who are charged with the duty of providing strategic guidance to the organisation, in the best interests of the club, and the membership.

This responsibility relates to all areas of the club, including golf course maintenance and presentation, food and beverage product, golf operations, membership promotion and guidance, general club maintenance and upkeep, capital expenditure, and financial control.

The board is guided by a strategic plan which is designed to establish and maintain clear direction in the ongoing management and development of the club concept, its facilities, and its future prospects relative to the demographics of the Byron Bay and broader Northern Rivers community.

The board, in its deliberations, will establish and review policies and procedures, monitor club activity and member sentiment, and ensure the adherence to established strategic principles.

Management

The board will be responsible for selecting and appointing a qualified individual to act as the Club Manager. The role of the Club Manager will encompass all areas of club operation. Under guidelines established by the board, the Club Manager will manage the daily operation, and oversee the selection, training, and the leadership and remuneration, of club employees.

The Club Manager will select a management team of individuals with the skills necessary to fulfil the various roles.

The Board will approve all management team appointments. The management team will be under the direct control of the Club Manager.

Reporting

The Club Manager will have ultimate responsibility to the board. However, regular interaction and meetings will be held with the President in the first instance, or with heads of committees to ensure any activities at the club which may impact on board governance or strategic consideration, or in areas that may be of board purvey, are considered on a timely basis.

The Club Manager will attend all Board and Committee meetings. The relationship between the Club Manager and individual board members must be open and transparent. Individual board members should bring matters of concern to the President in the first instance, as the President is in constant communication with the Club Manager.

Board members do not have a role in directing staff. The Club Manager will have discretion in matters relating to the normal operations of the club, on an ongoing basis. This discretion relates to matters of staff recruitment, management and remuneration, setting of prices, marketing initiatives, maintenance matters, course presentation, landscaping, member communications and promotions, and matters arising.

The Club Manager's discretion will be tempered by BBGC policies and budget restraints, with any over budget commitments made only with board approval.

A role easily overlooked by board members is to be supportive of management and staff.

A wholesome and secure atmosphere is critical in developing staff productivity, and enhanced member service.

Board Members

Board members are expected to contribute to the wellbeing of the club, and their input and suggestions are valued. Often a board member has discussions with club members regarding a particular aspect of the operation, and it is appropriate to raise these matters with the President or the Club Manager.

The Club Manager will provide advice on how to progress these matters.

The Critical Objective

It is important that the club maintains a positive and enlightened philosophy. It is crucial that this philosophy is inherent in every strategy, and that management and board are focused together on imparting the principles of the philosophy to members, staff and visitors. Focus must also be aimed at the broad church of the membership.

Regular usage by members of the club, and its facilities, is the ultimate test of belonging and contentment. Board members can encourage participation through a positive approach, an upbeat attitude, and personal support of club events. Interaction between members and the board should serve to gain feedback, and to impart comprehensive information on club matters.

Profit is a by-product of doing something well. The business of premier golf club management is all about service to the customer, and the establishment of a product which creates aspirational demand.

BBGC's objective is to provide products that are in keeping with our community's expectations and where levels of service are of the highest standard. Byron Bay Golf Club must seek to satisfy this level of aspiration by committing to quality facilities, and the ongoing improvement of service levels.

Success will be achieved only through collaborative effort between the Board and Management.

6 THE MANAGERIAL ROLE OF THE CLUB MANAGER

The Club Manager is responsible for the ongoing management of the Club in accordance with the strategy, policies, and programs approved by the Board.

The Club Manager's responsibilities will include:

- Developing, with the Board, a consensus for the Club's vision, direction and strategies;
- Constructing programs to implement this vision, including an annual business plan and budget;
- Maintaining the Club's Policy Manual;
- Approving work procedure to effect Policy implementation;
- Determining any proposed terms and conditions of appointment of senior personnel for Board approval;
- Appointing the senior management team with endorsement from the Board or the Remuneration Sub-Committee;
- Approving the terms and conditions of appointment of all other staff members;
- Providing strong leadership to, and effective management of, the Club in order to:
 - o Encourage co-operation and teamwork;
 - o Ensure staff understand their responsibilities and accountabilities and have the necessary skills to deliver;
 - o Build and maintain staff morale at a high level; and
 - o Build and maintain a strong sense of staff identity with, and a sense of allegiance to, the Club;
- Ensuring a safe workplace for all personnel;
- Carrying out the day-to-day management of the Club;
- Implementing appropriate risk management systems and reporting on risks at each Board meeting including confirmation if there is none to note;
- Building and maintaining an interaction and visibility with, and being accessible to, Members of all categories; and
- Keeping the Board informed, at an appropriate level, of all the activities of the Club so that a "no surprises" environment exists.

The Club Manager must inform the Board on matters arising that are material to the successful operations of the club.

8 THE BYRON BAY GOLF CLUB SECRETARIAL ROLE OF THE CLUB MANAGER

The Club Manager's specific tasks include:

- Ensuring that the Club complies with its statutory obligations under the Corporations Act and any other applicable legislation or regulation;
- Ensuring that statutory records and registers are maintained and retained as required by law and that forms and returns are lodged within the required timeframes;
- Ensuring that matters are governed and dealt with in accordance with the Club's Constitution;
- Ensuring the Agenda and Board Papers are forwarded to Directors as agreed;
- Recording, maintaining and distributing, in a timely manner, the minutes of all Board and sub-committee meetings;
- Ensuring that the election of Office Bearers and Board Directors accords with the Club's Constitution
- Preparing for and attending any Annual and Extraordinary General Meetings of the Club and recording, maintaining and distributing, in a timely manner, any minutes; and
- Maintaining a calendar of events affecting Board members, individually or as a group, for inclusion in Board Papers.

9 FINANCE CHAIRMAN'S RESPONSIBILITIES

- Act as chairman of the Finance Committee
- Ensure that the Board maintains the degree of financial literacy necessary to conduct the business of the organisation
- Advise the Board on matters of finance; and fund-raising
- Ensure the financial transactions of the club are properly recorded and are in accordance with accounting and corporation's standards
- Review monthly financial statements with particular emphasis on variance to budget, overdue debtors or creditors, repayment of debt and cashflow and report to the Board on variations from the approved budget
- Review procedures and processes for all financial recording and accounting to ensure efficiency and probity in all areas of operations
- Act as electronic signatory for payments over \$10K when either CLUB MANAGER and Bookkeeper not available
- Ensure that all appropriate returns for taxation, superannuation, liquor etc are prepared and submitted within prescribed time limits

- Review and counter sign any formal documents of a financial nature such as lease agreements, bank loans, insurance contracts
- Ensure that appropriate asset registers and financial records are maintained and securely stored
- At year end, review final accounts, have them approved by the Board and present them to the Annual General Meeting
- Assist in the preparation of the annual P&L and capital expenditure budgets and cashflow report for submission to the Board
- With the Club Manager, oversee in partnership with the Board, the regular review and development of the Business Plan
- Together with members of the Finance Committee, formulate submissions on financial matters for recommendation to the Board

10 CAPTAIN'S RESPONSIBILITIES

- Working with the Club Manager to ensure that the "golf" delivery to members and guests at the Club aligns with the Byron Bay Golf Club Vision and Golf Standards.
- Chair the Club's Match & Course Sub Committee working closely with the Women's Captain and Vice-Captain
- Working with the Club Manager and Club Golf Professional, the Captain is responsible for delivery of the "Club Championships" on an annual basis.
- The Captain or as may be delegated to the Vice-Captain represents the Club at Golf Australia, Golf NSW and NRDGA meetings and activities.
- Promote the game of golf in general
- Undertake activities that increase member golf participation at the Club and increase member and guest golf enjoyment whilst at BBGC.
- Working with the Club Manager and Course Superintendent ensure the delivery of "best possible" playing conditions of the courses;
- Is the custodian of the appropriate standard of Golf Etiquette and ensures that at all times it is delivered on a regular basis by members and guests at the Club.
- Oversee and monitor the delivery of all of golf competitions at the Club
- Ensure presentations on Wednesday, Saturday and other Honour Board events are delivered as required
- Oversee the preparation and presentation of the annual golfing calendar at the Club

- Oversee the management and implementation of the Club's Pace of Play program and policy.
- Oversee the management and implementation of the Club's Course Care program and policy.
- Ensure any manual adjustments to a member's handicap is appropriately managed.
- Optimize Member and guest information and compliance with the rules of golf and conditions of play at the Club.
- Oversee the organisation and selection of all Pennant and Social teams representing BBGC;
- Oversee the construction, communication, and execution of the Club's Junior Program.
- Ensure Members are fully informed about golf activities and related matters.

11 BOARD MEETINGS

Board meetings are convened for Directors to:

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

11.1 Meeting Frequency

The Board will meet monthly, unless otherwise agreed.

It is recognised that meetings may be convened electronically.

A schedule of the upcoming Board and Committee meetings for a six-month period will be approved at each Board meeting.

11.2 Meeting Time

Meetings will occur at the Club's Board Room at a time determined by the President or a majority of Directors. Where practical the intention is to hold meetings on the last Monday of the month, commencing at 5.00 pm.

11.3 Attendees

Attendees will comprise all Directors (a quorum being 5 members, one of whom is an office bearer as per the Club's Constitution) and the Club Manager, unless otherwise determined by the President or a majority of Directors.

In addition, the President or a majority of Directors may request the attendance at any meeting of the Board any person who, in their opinion, may be able to assist the Board in any matter under consideration.

12 BOARD MEETING AGENDA

The agenda for each Board meeting will generally follow the following format and the order may need to change depending on circumstances:

Welcome and apologies

Disclosure of conflicts of interest

Confirmation of Minutes of previous meeting

Flying Minutes - noting of out-of-session approvals

Review of actions from Minutes of previous meeting

Strategic Items

Strategic Projects Update
Matters for Decision or Discussion
Risk Management Report
Items for Board approval
Items requiring Board discussion
Membership applications and Transfers
Matters for noting:
Club Manager's (including business areas) Report
Reports and Minutes of standing committees
Correspondence
Meeting Close
Meeting evaluations
Next Meeting including Board Calendar for next six months

The Board meeting is expected to take 2 to 3 hours.

12.1 Agenda preparation

Prepared by the Club Manager for review by the President, the agenda and associated Board Papers will be placed on the club's Directors' Cat Herder (confidential email network), unless otherwise arranged, at least **three** days prior to the meeting unless otherwise agreed by the President.

12.2 Business activities requiring Board approval

The Club Manager will be responsible for compiling a report of activities that require Board approval, to be circulated with Board Papers.

12.3 Club Manager's Report

The report will be written, included with the Board Papers, expanded verbally at the meeting, and, on all relevant occasions, will contain:

- A summary of any issues impacting on the Club's strategic planning and major operational issues and initiatives;
- A summary of any workforce issues/changes;
- Risk Management / Occupational Health and Safety report;

- The Club Manager will ensure that reports from committees are tabled including:
 - Membership, including:
 - o Applications for membership;
 - o Tabulations of new members;
 - House, including:
 - o Matters relating to the clubhouse & its surrounds
 - Match, including:
 - o Reports and/or other matters from GA, GNSW, NRDGA and any other administrative body; and
 - o Matters relating to Club match issues.
 - Course, including:
 - o Report from the Course Superintendent;
 - Finance, including:
 - o Overall financial performance report including
 - o Monthly Balance Sheet and Profit & Loss;
 - Comments on any significant variation from budget;
 - o Key performance indicators:
 - Financial; and
 - Non-financial; and
 - o Capital expenditure approvals.
 - Policy, Procedures and Risks including:
 - o Matters relating to business policies and procedures and risk management
- If a decision is required on an aspect of the report not included elsewhere in the Agenda, the report will contain the recommended resolution.

12.4 Conduct of Meetings

The President, as chairman, will determine the degree of formality while maintaining the decorum of meetings, including ensuring that:

- All members are heard;
- The authority of the chair is recognised;

- Decisions are properly understood and well recorded; and
- Formal resolutions record conclusions reached.

13 BOARD PAPERS

The President and Club Manager are responsible for the preparation and circulation of Board Papers.

No papers requiring consideration or decision may be tabled except with the approval of the President.

As a minimum, Board Papers must contain:

- Minutes of the previous meeting and notification of all flying minutes approved;
- The agenda;
- Major correspondence list;
- Business activities requiring Board approval;
- Club Manager's Report;
- Sub-Committee Reports [standing and special purpose (task forces and so forth), where appropriate]; and
- Any Board submissions requiring decisions.
- All decision matters must indicate the purpose of the proposed resolution, a summary of key issues, and a business case where expenditure is being sought and conclude with the recommended resolution.

14 BOARD MINUTES

Minutes will briefly refer to relevant Board Papers tabled plus the resolution.

All decisions will be recorded in the minutes by formal resolution.

The President will read recommended resolutions before the Board and ask for all in favour and those against. Not voicing dissent indicates agreement with the resolution. The exact wording will be recorded in the minutes and whether the resolution was carried or defeated, but will not contain the number of votes.

Directors who dissent may ask to have their decision noted.

Where a draft resolution is not adopted, a summary of the reasons for the alternative resolution is to be noted in the minutes.

Other significant points raised but not covered in the papers are to be noted.

Within five days of the meeting, draft minutes prepared by the Club Manager will be submitted to the President for review with the final draft circulated to all Directors.

Minutes adopted by the Board cannot be amended.

The Club Manager will maintain a complete set of Board Papers at the Club's offices.

Decisions of a policy nature will also be recorded in the Club's policy manual, maintained by the Club Manager.

Directors are to determine individually if they wish to retain a set of Board Papers and, if so, to ensure adequate security to protect their confidentiality.

Directors have the right to access any Board papers, with the exception that some matters (conflict of interest, etc) are confidential and may be covered by legal professional privileges.

15 ANNUAL BOARD CALENDAR

The Board will adopt a rolling twelve-month Board Calendar, including all scheduled Board and committee meetings and Board activities and may include events such as major corporate, conference and significant social activities, organised by the Business Development Manager.

Month Event

December - Annual General Meeting (Election of Directors)

January - Board Meeting

February - Board Meeting

March - Board Meeting

April - Board Meeting

May - Board Meeting

June - Board Meeting - Capital Budget

July - Board Meeting - Membership Subscriptions

August - Board Meeting - Club Budget

September - Board Meeting

October - Board - Green Fee pricing

November - Board - Competition fees

17 TASK FORCES

The guiding policy on task forces is that they will only be established to facilitate good management of the Board as it facilitates the promotion of the game of golf and creates fellowship among all categories of members.

Task focused sub-committees may be established from time to time to address specific issues determined by the Board and under terms of reference approved by the Board. Such task forces will report to the Board on a monthly basis unless directed otherwise.

The President, Vice-President and CLUB MANAGER (except for the People and Culture Committee as it relates to the CLUB MANAGER's role) shall be ex officio members of all Task Forces, however designated.

18 INVESTMENT ADVISORY COMMITTEE

Byron Bay Golf Club (BBGC) has agreed to instigate an investment portfolio, if/when funds become available.

The Investment Advisory Committee (IAC) has been established to advise the Board in relation to the investment and management of the Fund.

The Investment Advisory Committee (IAC) is a sub-committee of the Board of Directors (Board) of Byron Bay Golf Club (The Club) pursuant to Articles 11.3 and 25(b) of the Club's Constitution (Constitution).

The IAC Charter outlines the Terms of Reference.

19 STRATEGY AND VISION

- A key role for the Board is to set the strategy of the Club and requires the Board to dedicate time and resources, undertake research and strategic thinking.
- Through the strategic planning process the Board will:
- Be clear on the purpose of the Club;
- Take a long-term view;
- See the big picture understanding of the business and what drives value;
- Seek awareness of the forces of change, emergent ideas and technologies;
- Plan Board composition to enable multiple views and knowledge;
- Engage in listening, questioning, dialogue and analysis;
- Make strategy and strategic conversations an ongoing activity; and
- Understand change management and stand ready to support management in leading change.

The Board will:

- Approve the strategy of the Club as established in the Strategic Plan (the Plans).
- Ensure the Plan is updated and approved each year, as determined and recorded in the Board Calendar.
- Be fully involved in the development of the Plans, undertaken in conjunction with Management.
- Ensure that progress against the Plans is part of the Club Manager's Board Report.

The planning cycle:

- Management to review the current Plans in August/September each year and collect the input necessary for strategic planning.

- Discuss the information and process for strategic planning at a joint

Board/Management strategic planning meeting in September.

- Hold strategic planning meetings as required in October/November to present the updated Plans to the November/December Board meeting for adoption.

- The Annual Plans and associated budgets for the ensuing 12 months to be presented to the December/January Board meeting for adoption. These documents will be presented to the October Board meeting for consideration and review.

20 **RISK MANAGEMENT**

The role of the Board is:

- To interpret how much risk is appropriate given the expectation of the Members and other stakeholders;
- To ensure that the Club is managed in a way that will achieve its objectives whilst not exposing the Club to risks in excess to those appropriate to achieve its objectives;
- To ensure that an effective risk management system is in place and embedded into ongoing business processes allowing for the identification of risks, determining tolerances, and measures, assessing and managing risks; compliance and risk reporting

The Club Manager is responsible for the implementation of appropriate risk management systems and reporting on risk at each Board meeting, including confirmation if there is none to note.

Management of risk is part of management's core responsibilities and is an integral part of internal business processes.

The annual strategic planning process will include a review of all aspects the Club's risk profile.

21 **DIRECTORS' AUTHORITIES AND DELEGATIONS**

Directors are responsible for:

Delegating their responsibilities for Club operations, whether to specific Directors or Management; and

Outlining controls to oversee the operation of delegated powers.

Individual Directors have no authority to participate in the day-to-day management of the Club, except where the Board through resolution explicitly delegates an authority to the Director individually.

Sub-committees and their members require specific delegations, through approved terms of reference, from the Board as a whole.

22 **DECISION-MAKING PROCESS**

The decision-making process of the Board is set out in the Club's Constitution.

Questions arising at a Board meeting are decided by a majority of votes, with the President having a casting vote.

22.1 Emergency Decision Making - Flying Minutes

Flying Minutes must be ratified and entered in the minute book as a single entry at the next Board meeting. Their use is only for urgent matters that cannot wait until the next Board meeting.

22.2 Quorum

In order for a decision of the Board to be valid, as directed by the Constitution a quorum of five Directors (one of whom is an office bearer - President/Vice President/Captain/Vice-Captain) must be present.

23 DIRECTOR PROTECTION

To protect Directors' rights to information and provide the ability to insure against specific risks of being a director, the following will apply:

23.1 Information Seeking Protocol

Directors will adhere to the following protocol when seeking information:

Approach the Club Manager to request the required information;

If the information is not forthcoming, approach the President;

If still unresolved, the Director is, or Directors are, to write to all Board members and the Club Manager detailing the information required, its purpose, and who it is intended to approach to obtain the information; and

As a last resort, employ the provisions of the Corporations Law.

23.2 Access to Board Papers and Legal Advice

The Club Manager will maintain a complete set of Board Papers for a period of at least seven years.

Directors (past and present) are entitled to access the papers relating to the period of their Directorship.

All documentation containing or seeking legal advice will clearly state that the legal advice is sought both in relation to the Club and to any Director in his or her personal capacity.

23.3 Insurance

The Club will provide each Director with a copy of the Directors and Officers policy and any changes to that policy, and maintain each eligible Director's D&O insurance for seven years from the date they ceased to be a director.

24 DIRECTOR REMUNERATION

The duties of Directors are carried out **without** remuneration.

Unusual and extraordinary expenses for Board service and meeting attendance may be reimbursed.

25 DIRECTOR DEVELOPMENT

Directors are encouraged to undertake self-development for their role and the Club and Club Manager will endeavour to provide relevant material.

POLICY NUMBER/ VERSION	AUTHORISATION	DATE	REVISION DATE
BBGC22002.11	DRAFT policy - For Board review	31/10/2022	
BBGC22002.12	DRAFT policy – For Board review – addition of BBLG Rules / Guidelines	28/11/2022	
BBGC22002.13	Minor edits – removal of BBLG Rules / Guidelines + update of Directors – Board approved	28/11/2022	28/11/2024

APPENDIX 1 – LIST OF CURRENT STANDING SUB-COMMITTEES

(Note: President is *ex officio* on any Committee)

Sub-Committee	Name	Position	Role	Vote?
Finance				
	J Rake	Director - Chair	Board Rep	Y
	C Barto	Director	Board Rep	Y
	B Westwood	Director	Board Rep	Y
	S Breheny	Staff - Club Manager	CM	N
Remuneration				
	C Barto	Director - Chair	Board Rep	Y
	J Rake	Director	Board Rep	Y
	D Stewart	Director	Board Rep	Y
	S Breheny	Staff - Club Manager	CM	N
Match* & Course				
	P Sinclair*	Director - Chair	Board Rep	Y
	B Westwood*	Director	Board Rep	Y
	S Cross	Staff – Course Super	Staff	Y
	M Crandell	Member	Member Rep	Y
	S Breheny	Staff - Club Manager	CM	N
	G Stewart*	Golf Professional	Contractor	Y
	M Askew	Ladies Captain	Ladies Comm Rep	Y
House				
	G Charles	Director - Chair	Board Rep	Y
	S Parker	Member	Member Rep	Y
	S Breheny	Staff - Club Manager	CM	N
	S Charles	Staff - BDM	Bus Dev Manager	N
Business Development				
	D Stewart	Director	Board Rep	
	S Breheny	Staff - Club Manager	CM	N
	S Charles	Staff - BDM	Bus Dev Manager	N
Investment Advisory (Intermitent)				
	C Barto	Director - Chair	Board Rep	Y
	J Rake	Director	Board Rep	Y
	P Clark	Member	Member Rep	Y
	D Calvert	Member	Member Rep	Y
Ladies				
	S Symons	Women’s President	Member Rep	Y
	A Dreyer	Women’s V-Pres	Member Rep	Y
	M Askew	Women’s Captain	Member Rep	Y
	G Crimmins	Women’s V-Cap	Member Rep	Y

APPENDIX 2 – TERMS OF REFERENCE OF STANDING SUB-COMMITTEES

Finance Committee

Name of Committee: Finance Committee

Purpose: The purpose of the Finance Committee ("FC"), is, in association with the Club Manager, to assist the Byron Bay Golf Club (BBGC) Board in fully understanding and fulfilling its fiduciary responsibilities.

The FC goes about this responsibility by reviewing and monitoring:

- Any and all matters relating to the Club's financial stability, financial risks and financial security.
- BBGC's budget and progressive performance against budget
- All major business cases requiring a Club investment of \$5,000 or more
- All proposed asset disposals where original purchase cost of the asset was greater than \$5,000
- The quality and accuracy of BBGC's financial statements and reporting processes
- Any proposals and policies relating to financial fraud minimisation and risk.
- Any proposals and strategies relating to debtor and creditor controls.
- BBGC's borrowing and financing arrangements
- BBGC's relationship with its bankers and/or finance providers
- The accuracy, the performance and independence of all external audit activities;
- The effectiveness of the financial risk management framework, including compliance, internal controls and the assurance provided by internal audit;
- BBGC's insurance program.

Objectives & Deliverables:

In relation to BBGC's operating and capital budgets:

- In consultation with the Club Manager, prepare a set of key budget indicators (KBI's) that the FC proposes are incorporated into the annual Club budget. In consultation with the Membership Committee review membership fees and service charges. Take proposed KBI's to the board for approval prior to budget preparation.
- Take those KBI's to the board for approval prior to budget preparation.

- Review the proposed annual operating and capital budgets with the Club Manager.
- Recommend an annual budget including increases to fees and service charges to the Board for adoption
- Routinely monitor (preferably monthly) actual financial performance against budget
- Discuss budget variations promptly with the Club Manager
- Recommend the preparation and review a monthly budget reforecast if variations to the approved annual budget are significant.
- Review all business cases associated with major investments (defined as cases involving a spend of more than \$5,000 either in part or in whole) in order to recommend those propositions to the Board for approval

In relation to BBGC's financial statements and financial reporting:

- Review the accounting, tax policies and principles applied and be satisfied with their accuracy and appropriateness
- In consultation with the Club Manager, ensure all financial reports are presented in a timely manner and in a format that any reasonably qualified director can quickly and easily understand
- Review financial reports and statements with the Club Manager and the external auditors in order to ensure the accuracy of those reports and then to recommend their approval by the Board
- Sign off on all key financial reports before they go to the board
- In consultation with the Club Manager, review the effectiveness of financial reporting systems and processes
- Review with the Club Manager any significant accounting and financial reporting issues identified by management or the external audit/s or other credible sources and
- Assess any changes in policies and standards and advise and/or make recommendations to the Board.

In relation to external auditors:

- Recommend to the Board the selection and appointment or removal of the external auditors;
- Review and recommend to the Board the terms of engagement and fees of external auditors;

- Monitor the effectiveness of the working relationship between the external auditor and management, and in particular, the internal audit and risk management and compliance functions;
- Review the performance and independence of the external auditors and obtain the appropriate certification in relation to this.

In relation to insurance:

- Analyse, discuss and review all major insurance coverage proposed by the Club Manager.
- Once agreed, recommend to the Board for approval the scope, cover and cost of insurance programs.

In relation to other matters:

- Maintain oversight of statutory reporting requirements;
- Annually review the FC's performance and its terms of reference; and
- Be satisfied as to the effectiveness of BBGC's processes to receive and manage complaints regarding financial internal controls or auditing matters from employees or other relevant stakeholders.

Level of Authority

The Members of the Finance Committee have no authority to participate in the day-to-day financial management of the Club.

Membership:

Chair - Treasurer, President, Directors with the requisite financial/business/commercial skills

Club Manager - will attend the meetings as a conduit to management as with other sub committees but will not have voting rights.

Quorum Chair plus two other members

Frequency of Meetings: Quarterly, as/when required

Reporting Arrangements:

To the Board via Committee meeting minutes, monthly financial statements and any relevant issues for Board Meeting discussions.

The Committee shall review its Terms of Reference and performance annually, or otherwise as it considers necessary.

The Terms of Reference may be amended at any time by a resolution of the Board.

Confidentiality: As applies to Board

Match & Course Committee

Name of Committee: Match and Course Committee

Purpose: Provides the Board with recommendations and decisions for matters relating to the playing of golf at BBGC and to the presentation of the course.

Objectives & Deliverables:

As required -

- To ensure that matters related to golf are dealt with in a prudent and timely matter
- Represent all members on golf and course matters through meetings and discussions with the Club Manager and relevant representatives;
- Working with the Golf Professional or nominated representative implement the annual golfing program; and
- Assist in planning and prioritising course related activities in conjunction with the Club Manager and Course Superintendent

Level of Authority

Members of the Match and Course Committee have no authority to participate in the day-to-day management of the Club (this policy also applies to Board directors).

Working with the Golf Professional the Committee will review options and make decisions on, but not limited to, the following matters:

- Club competitions including Honour Board events
- Club Pennants competition (Men and Women's)
- Course play conditions, including pace of play
- Review and change any local rules (in accordance with the rules of Golf) as is required to maintain the integrity of the course, but subject to the following restrictions:
 - the Committee has no authority to expend CAPEX, and
 - any Committee decisions that require fundamental changes to the structure or format of the Club Championships or an Honour Board event must be reviewed by the Board before being implemented.
- Review with the Club Manager all CAPEX proposals for course improvement and make recommendations to the Board seeking approval
- Implementation of approved golf programs within the club which includes but not limited to Junior Golf and woman's golf

- Review and present to the Board for approval new golf programs that add value to the BBGC brand which further foster the development of Golf.

Membership: Chair - Men's Captain, Men's Vice-Captain, Women's Captain and Vice-Captain, Club Manager, Golf Professional (or nominee), Course Superintendent, Member representative and nominated representatives as considered appropriate by the Men's Club Captain,

Club Manager will attend the meetings but will **not** have voting rights.

Quorum: Captain/Vice Captain; Club Manager, Golf Professional plus two other members

Frequency of Meetings: The Committee shall meet bi monthly basis and other times as required.

The Chairman and Club Manager as Secretary to the Committee shall be responsible, for drawing up the agenda and circulating it, supported by explanatory documentation, to Committee members prior to each meeting. The Club Manager acting as Secretary will also be responsible for keeping and circulating minutes. The minutes of meetings will be approved by the Committee and signed by the Chairman

Reporting Arrangements

The Committee Chairman will communicate the business of the Committee to the Board after each Committee meeting. To the extent practicable, copies of the minutes of each Committee meeting will be included in the papers for the next full Board meeting after each meeting of the Committee.

Minutes shall be distributed to all Committee members, after the preliminary approval has been given by the Committee Chairman.

Minutes, agenda and supporting papers shall be made available to all Directors, providing no conflict of interest exists.

The Committee shall review its Terms of Reference and performance annually, or otherwise as it considers necessary.

The Terms of Reference may be amended at any time by a resolution of the Board.

Confidentiality: As applies to Board

Ladies Committee

The Terms of Reference: The Ladies Committee Rules/guidelines (as approved by the BBGC Board) define the objectives, scope, and parameters in which the Ladies Committee must operate. These are documented in Appendix 4 - Byron Bay Ladies Committee Rules / Guidelines.

House Committee

Name of Committee: House Committee

Purpose: To act as a sub-committee of the Board and to administer the clubhouse business activities in accordance with Clubs NSW guidelines, not limited to food & beverage, entertainment, conference/seminars, gaming, engagement of key suppliers, and the ongoing refurbishment of clubhouse facilities

Objectives & Deliverables:

As required -

- To ensure that matters related to House are dealt with in a prudent and timely matter
- Represent all members on House matters through meetings and discussion with the Club Manager and relevant representatives
- Working with caterer or nominated representative, Club Manager and BDM staff to assist in planning the Clubhouse related activities

Level of Authority

Members of the House Committee have no authority to participate in the day-to-day management of the Club (this policy also applies to Board directors).

Working with the Club Manager, Caterer and Business Development Manager, will review options and make decisions on, but not limited to, the following matters:

- Club functions and events, including the Clubhouse impact of golfing events
- the Committee has no authority to expend CAPEX, and
- Review with the Club Manager all CAPEX proposals for Clubhouse improvement and make recommendations to the Board seeking approval

Membership

Chair - Directors with the requisite business/commercial skills

Club Manager - will attend the meetings as a conduit to management as with other sub committees but will not have voting rights.

Quorum Chair plus one other members

Frequency of Meetings: Quarterly, as/when required

Reporting Arrangements

To the Board via Committee meeting minutes and Board Meeting discussions as needed.

Confidentiality: As per Board

Business Development Committee

Name of Committee: Business Development Committee

Purpose: To act as a sub-committee of the Board and to administer the business development activities in accordance with Clubs NSW guidelines, not limited to functions and events, marketing initiatives and sales activities

Objectives & Deliverables:

As required -

- To ensure that matters related to business development are dealt with in a prudent and timely matter
- Represent all members on business development matters through meetings and discussion with the Club Manager, Business Development Manager and relevant representatives

Level of Authority

Members of the Business Development Committee have no authority to participate in the day-to-day management of the Club (this policy also applies to Board directors).

Working with the Club Manager, and Business Development Manager, will review options and make decisions on, but not limited to, the following matters:

- Club functions and events
- the Committee has no authority to expend CAPEX, and
- Review with the Club Manager all CAPEX proposals for Business improvement and make recommendations to the Board seeking approval

Membership

Chair - Directors with the requisite sales/business/commercial skills

Club Manager - will attend the meetings as a conduit to management as with other sub committees but will not have voting rights.

Quorum Chair plus one other members

Frequency of Meetings: As/when required

Reporting Arrangements

To the Board via Committee meeting minutes and Board Meeting discussions as needed.

Confidentiality: As per Board

Remuneration Committee

Name of Committee: Remuneration Committee

Purpose: To act as a sub-committee of the Board and to administer remuneration levels for the executive team (Club Manager, Business Development Manager, Superintendent).

Objectives & Deliverables:

As required -

- To ensure that matters related to executive remuneration are dealt with in a prudent and timely matter

Level of Authority

Members of the Remuneration Committee have no authority to participate in the day-to-day management of the Club (this policy also applies to Board directors).

Working with the Club Manager will review options and make decisions on, but not limited to, the following matters:

- Remuneration of the executive management team

Membership

Chair - President + Directors with the requisite business/commercial skills

Club Manager - will attend the meetings as a conduit to management as with other sub committees but will not have voting rights.

Quorum Chair plus one other members

Frequency of Meetings: Quarterly, as/when required

Reporting Arrangements

To the Board via Committee meeting minutes and Board Meeting discussions as needed.

Confidentiality: As per Board

APPENDIX 3 – BBGC COMPLIANCE MATRIX



APPENDIX 3 – BBGC COMPLIANCE MATRIX (cont)

Nil
Low
Mid
High

COMPLIANCE KNOWLEDGE REQUIRED

	Board	Course Committee	Match Committee	Finance Committee	Remuneration Committee	House Committee	BDM Committee	Club Manager	Business Development Manager	Superintendent	2022 improve
Office of Liquor and Gaming	High	Nil	Low	Low	Low	High	High	High	High	Nil	N
Australian Taxation Office	High	Nil	Nil	High	Mid	Low	Nil	High	Nil	Nil	N
BBGC Constitution	High	Low	Low	Mid	Mid	Low	Low	High	Low	Low	N
One Music	Low	Nil	Nil	Nil	Nil	Mid	Low	Mid	Mid	Nil	N
ASIC	Mid	Nil	Nil	Low	Nil	Nil	Nil	Mid	Nil	Nil	N
Byron Shire Council	High	Low	Nil	Low	Nil	Low	Low	Mid	Low	Mid	N
Environment Protection Agency	Mid	Low	Nil	Nil	Nil	Mid	Mid	Mid	Mid	High	N
Icare (Workers Comp)	Mid	Low	Nil	Low	Low	Low	Mid	High	Mid	Mid	N
Rural Fire Service	Low	Low	Nil	Nil	Nil	Nil	Nil	Mid	Nil	High	N
Service NSW (Government)	Mid	Nil	Nil	Nil	Nil	Low	Low	Mid	Low	Low	N
Superannuation regulations	Mid	Nil	Nil	Mid	Mid	Nil	Nil	Mid	Low	Low	N
Fairwork / HR	High	Mid	Low	Mid	Mid	Mid	Low	High	Mid	Mid	N
Corporations Act	Mid	Nil	Nil	Low	Low	Nil	Nil	Mid	Nil	Nil	N
Clubs NSW	Mid	Nil	Nil	Nil	Nil	Mid	Nil	Mid	Mid	Low	N
Golf NSW / Golf Australia	Mid	Mid	Mid	Nil	Nil	Nil	Nil	Mid	Low	Low	N

APPENDIX 4 – BYRON BAY LADIES COMMITTEE RULES / GUIDELINES

Ladies Committee Rules/guidelines

To be advised.
