

**THE CONSTITUTION OF
BROTHERS SPORTS CLUB BUNDABERG INC**

Adopted: _____

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**CONSTITUTION FOR
BROTHERS SPORTS CLUB BUNDABERG INC
ADOPTED _____**

1 Name

- (a) The name of the Incorporated Association shall be "Brothers Sports Club Bundaberg Inc."
- (b) In this Constitution, the incorporated body may be referred to as "the Club".
- (c) The Committee may from time to time approve an appropriate trading name for the Association.

2 Replaceable Rules

This Constitution displaces the Replaceable Rules in the Law.

3 Definitions and Interpretation

3.1 Definitions

In this Constitution, unless the context or subject matter otherwise require:

"Act" means the Associations Incorporation Act 1981 or any amendment or re-enactment thereof;

"AGM" means Annual General Meeting to elect the Committee and Auditor, as well as deal with matters to which due notice has been given;

"Auditor" means a person appointed as auditor of The Club;

"By-Laws" means a set of rules and regulations enacted by The Club to provide a framework for its operation and management;

"Committee" means the Management Committee of The Club;

"Constitution" means those rules for the operation of The Club set forth in this Constitution as amended, modified or supplemented from time to time;

"Committee Member" means a person who is on the Management Committee at the time of adoption of this Constitution or thereafter elected or re-elected to the Committee;

"EGM" means Extraordinary General Meeting which is a meeting of the members that occurs outside of an AGM, where due notice has been given by the Committee;

"Instantaneous Communication Device" means any device by which the processes of a meeting may be conducted between persons in different places and includes telephone, television or any other audio and/or visual device or technology which permits instantaneous (or near as practical thereto) communication;

"Law" means any Act of Parliament, Regulation and Local Government Ordinance that applies to the Club.

"Member" means any person whose name appears in the Register of The Club as a Member of The Club;

"Special Resolution" has the meaning assigned to that expression by Schedule 2 of the Act;

"the Club" means Brothers Sports Club Bundaberg Inc (The Club);

"the Seal" means the common seal of The Club; and

"Voting Member" Category of membership entitled to vote as provided by the Constitution.

3.2 Interpretation

In the interpretation of this Constitution, unless the context or subject matter otherwise require:

- (a) words importing any gender include the other genders;
- (b) singular words include the plural and vice versa;
- (c) references to statutes include statutes amending, consolidating or replacing the statutes referred to and all regulations, orders in council, rules, by-laws and ordinances made under those statutes;
- (d) an expression used in a particular part or division of the Law that is given by that part or division a special meaning for the purpose of that part or division has, in any of these regulations that deals with the matter dealt with by that part or division, unless the contrary intention appears, the same meaning as in that part or division;
- (e) headings and the table of contents are inserted for convenience only and are to be disregarded in the interpretation of this Constitution; and

The Committee has the power to interpret the rules in a way which may be deemed fair and reasonable.

4 Effect of the Constitution

This Constitution shall have effect as a contract:

- (a) between The Club and each Member;
- (b) between The Club and each Committee Member; and
- (c) between a Member and each other Member,

pursuant to which each Member agrees to observe and perform the Rules within the Constitution so far as they apply to that Member.

5 Objects

The objects for which The Club is established are:

- (a) Provide and maintain a Club House for Members;
- (b) Promote and financially assist all Brothers intra-clubs;
- (c) Promote Sporting Activities in the Bundaberg Region;
- (d) Provide support to the wider Community; and
- (e) Maintain and improve all The Club's recreational facilities for the benefit of The Club's sporting clubs.

For the purposes of carrying out the principal object The Club may do all such acts and things as may be reasonably necessary for, or incidental to, carrying out the primary object.

6 Powers

The Club has in the exercise of its affairs, all the powers of a natural person, subject to the specific limitations provided by the Law and contained within this Constitution and By-laws.

7 Application of Income and Property

The income and property of The Club however derived shall be applied solely for the benefit and promotion of The Club's objects. No portion thereof shall be:

- (a) paid or transferred directly or indirectly by way of dividends, bonus, or otherwise to the Members of The Club; or
- (b) paid to Committee Members as fees or other remuneration or other benefit in money or money's worth;

provided that nothing in this Rule shall preclude, with the prior approval of the Committee Members and an agreed form of appropriate evidence provided:

- i. payment in good faith of reasonable and proper remuneration to any Committee Member, officer or employee of The Club or to any Member in return for any services rendered to The Club;
- ii. reimbursement of reasonable out-of-pocket expenses to any of the Committee Members, Secretary, or employee of The Club for expenses incurred in the conduct of services rendered to The Club; and
- iii. remuneration to any Member of The Club in return for services actually rendered to The Club or for goods supplied in the ordinary course of business.

8 Membership

8.1 Application for membership

- (a) Any person, having attained the age of eighteen (18) and having a desire to further the objects of the club, who wishes to make an application for membership shall do so in the form as set out in the By-Laws, specifying the class of Membership to which they

wish to be admitted and any other information the Committee may reasonably require to assess the suitability of the applicant for membership.

- (b) An applicant for membership must provide in writing any other information that the Committee reasonably requires in addition to that contained in the application.

8.2 Determination of membership application

- (a) The Committee will determine the outcome of a membership application.
- (b) The Committee is not required to give or assign any reason or explanation for the approval or rejection of any application for membership.
- (c) When an application for membership has been accepted, the Secretary and/or the Secretary's delegate will give the applicant notice of the acceptance and will enter the applicant's name in the Register.
- (d) When an application for membership is rejected, the Secretary will advise the applicant of the rejection and the subscription fee paid, if any, by that applicant will be refunded in full.

8.3 Membership fees

- (a) Upon making application, the applicant shall furnish the membership joining fee as determined by the Committee from time to time.
- (b) The annual membership fees for a financial year for each category of Membership are the amounts the Committee determines from time to time.

8.4 Unlimited Members

The number of Members of The Club must be not less than one (1) and the maximum number of memberships will be determined by the Committee from time to time.

8.5 Register to be kept

A register of Members shall be kept in accordance with the Law.

8.6 Membership not transferable

- (a) Membership of The Club is not transferable by operation of law or otherwise.
- (b) All rights and privileges of membership of The Club will cease immediately upon a person ceasing to be a Member for any reason.

9 Classes of Members

9.1 Classes of membership generally

The Club has the following classes of membership:

- (a) Honorary
- (b) Life Member
- (c) Members for Life
- (d) Gold Member

- (e) Sporting Member
- (f) Social Member
- (g) Reciprocal

9.2 Honorary Member

The Committee may accept into membership as an Honorary Member any person the Committee so wishes without formal application.

- (a) Honorary Members may include persons such as prominent citizens or sportspeople.
- (b) An Honorary Member shall be entitled only to the privileges of Social Membership of the Club.
- (c) The Committee shall have the power to cancel the Honorary Membership of any person at any time and without assigning any reason.

9.3 Life Member

- (a) No person shall be made a Life Member except by resolution of an AGM of the Club following the submission to such meeting of an appropriate recommendation from the Committee. Life Member is only for cases of exceptional or distinguished merit and except on the recommendation of the Committee endorsed by a two-thirds majority at an AGM.
- (b) Life Members shall have the rights of a gold member, however are exempt from the obligation to pay annual subscriptions.
- (c) The Committee may prescribe additional reasonable criteria for eligibility for Life Membership however as a minimum requirement, each candidate must satisfy the following criteria:
 - i. Have attained the age of 18 years; and
 - ii. Be of good character and repute and able to provide evidence to that effect as reasonably required by the Committee.

9.4 Member for Life

- (a) A person who has paid the set membership fee for a Member for Life as set by the Committee from time to time.
- (b) Fully paid up Members for Life shall have the rights of a gold member, however, are exempt from the obligation to pay annual subscriptions.
- (c) This membership category has now closed to future applications.

9.5 Gold Member

- (a) A person who has paid the set membership fee for a Gold Membership as set by the Committee from time to time.
- (b) Gold Members have voting rights and all the other benefits listed in this Constitution.

9.6 Sporting Member

- (a) Sporting membership is required for anyone wishing to participate in sport at Brothers Sports Club Bundaberg.

- (b) Sporting Members are allowed use of the sporting fields in conjunction with membership of one of The Club's affiliated sporting clubs on payment of a membership fee set by the Committee from time to time.
- (c) A person under eighteen (18) years of age may be admitted as a sporting member upon payment of a subscription.
 - i. All persons, including fully paid sporting members, under eighteen (18), are required to follow the Law and The Club's House Rules in relation to entry to the Social Club and other Licensed areas where liquor and gaming are available.
- (d) Sporting members are not entitled to vote, however have all the other benefits listed in this Constitution.

9.7 Social Member

- (a) Any person whose membership application is approved and has paid the set membership fee for a Social Membership as set by the Committee from time to time.
- (b) Social Members are not entitled to vote, however have all the other benefits listed in this Constitution.

9.8 Reciprocal Members and Visitors

- (a) A person who is a member of a reciprocal club, being any club, that complies with the *Qld Liquor Act 1992*, determined by the Committee from time to time. A reciprocal member does not pay membership fees and has no other rights of membership.
- (b) Members shall have the privilege to be able to introduce visitors into the Club and the Member introducing such visitor shall at the time of such introduction ensure the name and address of the visitor are entered in the appropriate register.
- (c) The Member introducing the visitor is responsible personally to the Club for the acts and debts of the visitor if the Committee or the Appeals Committee so determines.
- (d) The Committee and its delegates shall have the power to exclude visitors individually or collectively at any time.

9.9 Committee may create new classes of Members

The Committee may create classes of Members and determine the rights and privileges attaching to those classes, including, but not limited to, the voting rights of the Members in each class.

10 Membership Rights

- (a) Voting Members are entitled to receive notices, attend and vote at all annual general (AGM) or extra-ordinary general (EGM) meetings of The Club.
- (b) Voting Members have one (1) vote.
- (c) During any period where fees are unpaid, members with voting rights, forfeit these rights until all outstanding fees are paid in full. Refer to Section 11.4 in relation to unpaid fees.
- (d) Honorary Members may attend meetings of The Club but are not entitled to receive notices or vote at an EGM or AGM of The Club.

11 Obligations of Membership and Disciplinary Provisions

11.1 Members obligation

- (a) Every member will be bound to observe and abide by the Constitution and the rules, regulations and By-Laws of the Club in force from time to time.
- (b) Members are responsible for advising the Club of any change in contact details to ensure they receive notices from the Club (Section 21)

11.2 Resignation of Membership

- (a) A Member of any class may resign from the Club at any time by giving notice in writing to the Secretary.
- (b) Such resignation shall take effect at the time the notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.

11.3 Cessation of Membership

A Member shall cease to be a Member of The Club if:

- (a) the Member resigns under Section 11.2;
- (b) the Member dies;
- (c) the Member becomes bankrupt or makes any arrangements or compositions with his or her creditors generally; or
- (d) the Member's membership is terminated by the Committee in accordance with clause 11.7.

11.4 Non-payment of fees or levies

If any fees or levies payable by a Member shall remain unpaid for a period of two (2) calendar months after the renewal date, the member is deemed to have resigned from the Club.

11.5 Breach of Member's obligation

If it is alleged that a Member:

- (a) has refused or neglected to comply with the rules, regulations, By-Laws and procedures of the Club;
- (b) has been guilty of conduct unbecoming of a member or prejudicial to the interests of the Club; or
- (c) has refused a reasonable direction from a member of the Committee, the General Manager or an approved officer duly appointed;

the Committee may resolve to take disciplinary proceedings against that member.

11.6 Temporary Suspension

The General Manager or an approved officer duly appointed, have the power to suspend a Member.

The Member who is given notice of suspension must leave the premises of the Club immediately and remain away from the Club premises for the duration of the suspension.

- (a) Suspension will be for a period of not more than twenty-one (21) continuous days pending further investigation;
- (b) Notice of a suspension may be given orally but must be confirmed in writing or by notice sent within seven (7) days of the oral notice;
- (c) If an allegation of misconduct of a Member has been brought to the Committee, the Committee may suspend the Member for up to thirty (30) days in addition to any other suspension, until it resolves whether or not to take disciplinary action against the Member; and
- (d) The Member has no right of appeal against a temporary suspension.
- (e) During suspension the suspended member has no right to vote at or attend AGMs or EGMs.

11.7 Expulsion of Member

- (a) A person may be expelled from membership in The Club if:
 - i. he or she wilfully refuses or neglects to comply with the provisions of this Constitution and the By-Laws; or
 - ii. he or she engages in conduct, which, in the opinion of the Committee, is injurious or prejudicial to the interests of The Club.
- (b) If the Committee considers that the conduct of a Member warrants expulsion, the Secretary must give notice in writing to the Member of the expulsion. The notice must:
 - i. set out the full particulars of the conduct in question; and
 - ii. advise the person of their right to appeal their expulsion, provided that they lodge their appeal in writing to the Secretary within twenty-one (21) days of receiving the notice.
- (c) If no appeal is lodged within the twenty-one (21) day limit, the Member shall cease to be a Member.
- (d) If an appeal is lodged within the twenty-one (21) day limit, then the Committee shall appoint an Appeal Committee. The meeting to consider the appeal must be held within two (2) calendar months of the receipt of the appeal by the Secretary. The Secretary must inform the Member in writing of the date, time and venue for the meeting before the Committee at least twenty-one (21) days before the meeting.
- (e) At the meeting at which the appeal is considered, the Appeal Committee must afford the Member appealing a reasonable opportunity to be heard and must consider any representations in writing in relation to the appeal.
- (f) The Member who is subject to the disciplinary action may have one supporting person who is not a legal representative present during proceedings.
- (g) Legal representation is not permitted during the Disciplinary process;
- (h) The Appeal Committee may, after having afforded the Member concerned a reasonable opportunity to be heard, agree or decline to expel that Member from membership of The Club and shall communicate that decision in writing to the Member. The Committee may impose a penalty other than expulsion (such as a fine or some form of service order) only if the Member agrees to accept that other penalty.

- (i) A Member who is expelled from membership of The Club ceases to be a Member upon receipt of written notice of their expulsion.

12 Annual and Extraordinary General Meetings (AGM and EGM)

12.1 AGMs

An AGM of The Club shall be held once a year in accordance with the provisions of the Law at the premises of The Club or as otherwise determined by the Committee. This meeting must be held within 6 months of the end of financial year for The Club.

12.2 Business of AGM

The business to be transacted at every AGM shall be:

- (a) To confirm the minutes of the last Annual General Meeting;
- (b) The receiving of the President's AGM Report and the statement of income and expenditure, assets and liabilities of the Club for the preceding financial year;
- (c) The receiving of the auditor's report upon the books and accounts for the preceding financial year;
- (d) The appointment of the auditor;
- (e) Report on the Club's level of Public Liability Insurance;
- (f) The declaration of Committee Members;
- (g) All matters on which due notice has been given; and
- (h) Any other business as required by Law.

12.3 EGMs

- (a) Any Committee Member may, with the written concurrence of the majority of other Committee Members, convene an EGM.
- (b) The notice convening an EGM shall state the matter(s) to be discussed at the meeting, and no business other than that specified in the notice shall be transacted.
- (c) The Committee must call and arrange to hold an EGM at the request of Members provided that the request from the Members:
 - i. states the resolution(s) to be proposed at the meeting;
 - ii. is signed by at least fifty (50), or five per cent (5%) of, members entitled to vote at an EGM, whichever is the lesser;
 - iii. is provided to the Secretary of The Club; and
 - iv. is not, in the Board's opinion, of a frivolous or insignificant nature.
- (d) Such EGM must be held no later than two (2) months after the receipt of a duly signed request.

12.4 Notice of AGM or EGM

- (a) An AGM or EGM may only be convened by giving the Members notice of the meeting.
- (b) A notice of an AGM or EGM must:

- i. be given at least twenty-one (21) days before the date of the meeting in the manner described in section 21.1;
 - ii. specify the place, the day and the time of the meeting;
 - iii. describe the nature of the business to be transacted at the meeting; and
 - iv. contain any other information required by the Law.
- (c) The Committee may postpone an AGM or EGM or change the venue for the meeting by giving written notice to all Members who received the original notice of meeting at least forty-eight (48) hours before the appointed time. The notice must specify a new time and place if postponing the meeting, or the alternative venue if changing the venue.
- (d) If a Member does not receive a meeting notice, or the Committee accidentally omits to give the Member a meeting notice, that omission will not invalidate the proceedings, or any resolution passed at the meeting.

13 Conduct of Business at AGMs or EGMs

13.1 Quorum

- (a) No business shall be transacted at any AGM or EGM unless a quorum of Members is present as per Clause 13.2.
- (b) A quorum of Members must be present throughout each AGM or EGM. If a quorum is not present at any time, the meeting is not validly convened, but this will not affect the validity of any business conducted before the absence of a quorum occurs.
- (c) There will be a quorum where the number of Members present and entitled to vote is more than twenty (20).
- (d) A quorum for a Member's EGM must include at least 75% of the members who signed the instrument requiring a meeting.

13.2 Procedure where no quorum

- (a) If a quorum is not present within thirty (30) minutes after the time appointed for the meeting:
 - i. where the meeting was convened upon the requisition of Members, the meeting will be dissolved; or
 - ii. in any other case, the meeting will be adjourned.
- (b) Any meeting adjourned will be rescheduled to take place on a day and at a time and place that the Committee decides.
- (c) If at the rescheduled meeting a quorum is not present within thirty (30) minutes after the appointed time, then the meeting will be dissolved unless it is adjourned under clause 13.5.

13.3 Chairperson of an AGM or EGM

- (a) The President of the Committee will preside as Chairperson of every AGM and EGM.
- (b) Where the President of the Committee is not present within 15 minutes after the time appointed for the holding of the AGM or EGM, or is unwilling to act, the Vice-President will preside as Chairperson. In the absence of both the President and Vice-President,

Committee Members present will elect a standing Committee Member to Chair that Meeting.

13.4 Casting vote

The Chairperson has a casting vote in addition to any vote the Chairperson has as a Member.

13.5 Adjournment of meeting

The Chairperson of an AGM and EGM may adjourn the Meeting with the consent of the majority of Members present, but no business will be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place.

- (a) If a meeting is to be adjourned for thirty (30) days or more, notice of the adjourned meeting must be given as if it were an original meeting.
- (b) A notice of meeting is not required to be given for an adjourned meeting where the adjournment is for less than thirty (30) days.

13.6 Show of hands or ballot

- (a) With the exception of the election process, voting shall be by show of hands unless at least 75% of the Members' present demand a ballot, in which event there shall be a secret ballot.
- (b) The Chairperson of the meeting shall appoint two Members to conduct the secret ballot in a manner as he or she shall determine, and the result of the ballot as declared by the Chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded. At the conclusion of the meeting all ballot papers will be destroyed.

13.7 Rights of third parties to attend meetings

- (a) Even if they are not Members of The Club, the following persons have the right to attend any AGM or EGM, and if requested by the Committee, to speak at such meeting:
 - i. external consultants with expert knowledge in a relevant field; or
 - ii. any other person invited by the Committee.
- (b) Proxy voting or voting by the appointment of an attorney shall not be permitted

14 Committee Members

14.1 Appointment to the Committee

The Club shall be governed by a Committee which must have five (5) Committee Members, who are elected at an AGM. The Committee positions are President, Vice President, Treasurer, Secretary and one executive member.

14.2 Qualifications of Committee

Each Committee Member must satisfy the following criteria to be eligible for election and to be eligible to serve and to continue to serve as a Committee Member:

- (a) a Voting Member for at least two (2) consecutive years prior to nomination;

- (b) ordinarily reside within Australia;
- (c) not be a paid employee of the Club, or a Committee Member and/or paid employee of any other club, organisation, company or body which is a recipient of grants from the Club (with the exception of those associated with Brothers Sports Intra-Clubs);
- (d) completed or have made a written commitment to complete a governance course reasonably approved by the Board prior to the election or within 60 days of taking office;
 - i. Failure to complete such a course may result in the Majority of the Board determining that the Board member is suspended from the Board until the course is completed or the next Annual General Meeting at which point the position will be considered vacant; and
- (e) thoroughly read and sign, as a confirmation that the contents are understood, a copy of the Club's governance documentation, Constitution, By-laws and Directors Code of Conduct prior to the election.

14.3 Qualifications of President

- (a) Only persons who have served a minimum of two (2) years within the previous five (5) years on the Committee are eligible to be nominated as President.
- (b) In the event there are no nominations of qualified persons fourteen (14) days prior to the AGM, a notice will be given as per section 21.1. Nominations will be accepted from any member who qualifies under section 14.2. These nominations must be received by the Secretary no later than four (4) days prior to the AGM.

14.4 Qualifications of Treasurer

Only persons who have an understanding of accounting procedures and an ability to read and understand the Profit and Loss, Balance Sheet and other financial reports, are eligible to be nominated for the position.

14.5 Rotational Terms for Committee Positions

- (a) The Club has a rotational committee whereby the positions come up for re-election every three years, in the following format:
 - i. Executive Member and Treasurer
 - ii. Vice President and Secretary
 - iii. President
- (b) All positions on the Committee are appointed for three-year terms following transitional terms in Section 14.6.

14.6 Transition Terms of Appointment to Rotational Committee Positions

At the elections for Committee Members in the base year:

- (a) The following Committee positions under the previous Constitution shall be vacated and elections declared for those positions:
 - i. Executive Member
 - ii. Treasurer; and
- (b) The positions of Vice-President and Secretary will continue for one year from the Base Year without election; and

- (c) The position of President will continue for two years from the Base Year without election.

14.7 Election of Committee Members

The election of Committee Members shall take place in the following manner:

- (a) Each year, under clauses 14.4 and 14.6, the relevant Committee Members must retire from office with such retirement effective at the AGM. Such Committee Members may be re-elected.

A member who is eligible for election under clause 14.2 to serve on the Committee of The Club, must be nominated by two (2) members who are also eligible under clause 14.2 (a), (b), and (c). Such nomination can include any Committee Member retiring from office in accordance with the requirements of this Constitution. Nominees for Committee positions must have paid all membership fees due and owing in relation to their membership.

- (b) Nothing in this provision prevents a sitting Committee Member of the Committee from nominating for a position at any election. If this occurs, the sitting Committee Member must resign from the Committee in order to nominate for the specific position.
- (c) The nomination must be in writing and shall be on the prescribed form as set out by the Committee from time to time. The nomination shall be provided to the Secretary of The Club no later than fourteen (14) days prior to the AGM. Nominations of candidates by the Members of the Club must be signed by the nominee, the proposer and a seconder. All signatories must hold voting rights.
- (d) An eligible Member cannot nominate for more than one position on the Committee at any one time.
- (e) Every Member belonging to a class entitled to vote under this Constitution shall be entitled to vote in a first-past-the-post secret ballot for the election of Committee Members to the Committee.
- (f) The voting papers shall contain, in alphabetical order, the names of all duly nominated candidates for the respective positions.
- (g) A secret ballot will be conducted at the AGM. Voting papers shall be counted by the Secretary or other authorised person appointed by the Committee assisted by scrutineers to be appointed by the Committee.
 - i. Each candidate shall have the right to appoint one additional scrutineer if he so desires.
 - ii. A person can only act as a scrutineer if he is eligible to vote at the AGM.
 - iii. A person is ineligible to act as a scrutineer if his position is up for election, has nominated for a position, or nominated another person for a position.
 - iv. The Treasurer will conduct the ballot where the Secretary has been nominated either for re-election or for any other position on the Committee.
- (h) In any case of doubt as to the formality of the voting paper, the matter shall be referred to the President whose decision shall be final. The Vice-President will stand in for this matter if the President has nominated for any position on the Committee.
- (i) When the result is determined the General Manager, Secretary or other authorised person, shall then advise the President of the results.

- (j) In the event that the secret ballot at the AGM results in a tie, the tied nominees will draw lots to determine the successful candidate. Drawing of lots will be overseen by the General Manager, Secretary or other authorised person.

14.8 Office of Committee Member

Each Committee Member shall take office following the AGM.

14.9 Resignation or Removal of Committee Member

The office of a Committee Member will be automatically vacated if:

- (a) a Committee Member becomes bankrupt, suspends payment or makes any arrangement or compromise with creditors;
- (b) by notice in writing to the Club a Committee Member resigns from office;
- (c) by reason of any provision of the Law a Committee Member vacates office or becomes prohibited from being on the Committee;
- (d) a Committee Member becomes of unsound mind or a person whose person or estate is liable to be dealt with under the law relating to mental health;
- (e) a Committee Member is permanently incapacitated from performing the required duties;
- (f) a Committee Member's position contravenes the Queensland Gaming Machine Act 1991;
- (g) a Committee Member is absent without permission of the Committee for 3 consecutive Committee meetings or 5 or more Committee meetings out of 8 consecutive meetings;
- (h) a Committee Member ceases to be a member of the Club in one of the classes required for eligibility to hold office;
- (i) A Committee Member whose Membership to the Club has been suspended shall also be suspended from acting as a Committee Member for the corresponding period of the suspension; and
- (j) In any other event, the Committee may determine to terminate or suspend a Committee Member from the Committee if that Committee Member has lost the confidence of the fellow Committee Members. Such a termination or suspension must be determined by the full Committee and decided by a supporting vote of unanimous minus one.

14.10 Vacancy in Committee

- (a) If a casual vacancy arises under clause 14.9, then that vacancy may be filled by the Committee.
- (b) A Committee Member appointed to fill a casual vacancy must retire at the same time as the replaced Committee Member was required to retire.
- (c) The Committee may appoint a current sitting Committee Member to fulfil any casual vacancy. A Committee Member can only occupy one position on the Committee at any one time.
- (d) Despite the need for the Committee to use best endeavours to have a Committee comprised of five Committee Members, the Committee may continue to function with less than five Committee Members as a consequence of a casual vacancy being created in any way. The continuing members of the Committee may continue to act despite any vacancy occurring on the Committee. But if the number of Committee is

reduced to below the number fixed by this Constitution as the necessary quorum, the continuing members may only act for the purpose of increasing the number of members of the Committee to a quorum plus one or for calling a General Meeting of the Club, but for no other purpose.

14.11 Reimbursement of expenses

Subject to the approval of the Committee, a Committee Member shall be entitled to be reimbursed out of the funds of The Club for all reasonable expenses properly incurred by them in connection with The Club's business.

15 Powers and Duties of the Committee

15.1 Powers and duties of the Committee

The Committee will have sole charge of all affairs of the Club and will govern the business of the Club.

Subject to the Law and to any other provisions of this Constitution, the Committee will appoint who has control and management of the operating activities, property, and funds of The Club and may exercise all the powers of The Club except any powers that, by the Law or by this Constitution, are required to be exercised by The Club at an AGM or EGM.

15.2 Power to borrow or raise money

The Committee may exercise all the powers of the Club to borrow money, to charge any property or business of the Club or all or any of its uncalled capital, to issue debentures or give any other security for a debt, liability or obligation of the Club or of any other person.

15.3 Additional powers

In addition to powers given to the Committee elsewhere in this Constitution the Committee will also have power, from time to time, to make and adopt, alter, repeal and enforce rules, By-Laws and procedures not inconsistent with this Constitution as may be necessary for the proper conduct and management of the Club and regulation of its affairs and in particular but without limiting the generality thereof it may regulate:

- (a) the terms and conditions of appointment of officers and paid staff of the Club and the conduct of such persons;
- (b) the conduct of Members of the Club in relation to one another and to the servants of the Club; and
- (c) the procedure or order of business of meetings of the Club and Committee not elsewhere prescribed in this Constitution.

15.4 Limitation of Committee Members

No Committee Member has authority to act on the club's behalf unless formal authority has been delegated to that Committee Member at a Committee meeting.

15.5 Minutes

The Committee must ensure that proper minutes are recorded of the attendance at and business transacted at AGMs or EGMs

The minutes of any meeting, signed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting, will be conclusive evidence of the matters recorded in them without any further proof.

16 Sub-Committees

16.1 Power to establish sub-committees

- (a) The Committee may delegate any of its functions (not being duties or responsibilities imposed on the Committee as the Committee Members of The Club by the Law or common law) to one or more sub-committees consisting of a Committee Member of The Club and such Members of The Club as the Committee thinks fit.
- (b) Any sub-committee so formed shall conform to any rules or by-laws that may be imposed by the Committee.

16.2 Appeals Committee

- (a) In the event a member appeals against a disciplinary decision of the Committee, the Committee will establish an independent Appeals Committee which will consist of three (3) persons.
- (b) Members of the Appeals Committee shall be independent and shall not have been party to the initial decision of the Committee.
- (c) The Appeals Committee must be provided with such resources as are reasonably necessary to discharge its duties, including independent legal advice and assistance.
- (d) The Appeals Committee decision is absolute.
- (e) Members of the Appeals Committee must hold a membership class which has voting rights (as set out in clause 10), has held that membership for a minimum of five (5) years and is only appointed for the appeal at hand.

16.3 President's Role in Sub-Committees

The President is an ex-officio member of all sub-committees from time to time created by the Committee and shall be notified of the time and place of all meetings of subcommittees unless the Chairperson or the Committee otherwise directs.

17 Proceedings of the Committee

17.1 Regulation of meeting

- (a) The Committee may meet together for the dispatch of business, adjourn and otherwise regulate its meetings as it thinks fit.
- (b) Three (3) or more Committee Members or the President alone may, at any time, call a meeting, and the Secretary shall, on their requisition, summon a meeting of the Committee.

17.2 Notice of meeting

Notice of every meeting of the Committee shall be sent to each Committee Member at least seven (7) days before such meeting is due to be held, unless urgent circumstances require shorter notice. The notice shall state in general terms all business to be considered at such meeting.

17.3 Decisions by majority

- (a) Subject to this Constitution, questions arising at any meeting of the Committee shall be decided by a majority of votes. A determination by a majority of the Committee Members present shall, for all purposes, be deemed to be a determination of the Committee.
- (b) In case of a tied vote, the Chairperson has a casting vote in addition to any vote the Chairperson has as a Committee Member.

17.4 Quorum

- (a) The quorum necessary for the transaction of the business of the Committee must be a majority of the total number of Committee Members, being three (3).
 - i. A Committee member may take part and vote in a Committee meeting in person or by using any technology that reasonably allows the Committee member to hear and take part in discussions as they happen.
 - ii. A Committee member who participates in a Committee meeting as mentioned above, is taken to be present at the Committee meeting.
- (b) A quorum must be present throughout each meeting of the Committee. If a quorum is not present at any time, the meeting is not validly convened, but this does not affect the validity of any business conducted before the absence of a quorum occurs.

17.5 Committee to continue to act

- (a) If a vacancy on the Committee occurs, the remaining Committee Members on the Committee may continue to act.
- (b) If the number of remaining Committee Members is insufficient to constitute a quorum, the Committee may only act for the purpose of:
 - i. increasing the number of Committee Members required to constitute a quorum;
 - ii. to convene an AGM; or
 - iii. to convene an EGM.

17.6 Validity of acts of Committee

Only acts done by any meeting of the Committee will be valid even though it subsequently becomes known:

- (a) that there was some defect in the election of a person to be a Committee Member; or
- (b) that a person elected was disqualified.

17.7 Resolution in writing

- (a) The Committee Members may pass a resolution without a Committee meeting being held, if a majority of the Committee Members entitled to vote on the resolution sign a

document containing a statement that they are in favour of the resolution set out in the document.

- (b) Separate copies of a document may be used for signing by the Committee Members if the wording of the resolution and the statement is identical in each copy.
- (c) The resolution is passed when the last Committee Member signs.
- (d) At the next Committee Meeting, the resolution is subject to ratification.

17.8 Electronic communication

For the purposes of this Constitution, meetings may be held via phone, computer or other relevant electronic means. All other standard rules for Committee meetings apply.

18 Signing on Behalf of The Club

18.1 Executing documents

Committee members or officers of The Club must not enter into any contract on behalf of The Club, without the approval of the Committee.

18.2 Common seal

- (a) Subject to a decision on direction by the Committee, The Club may execute a document without using a common seal if the document is signed by two (2) Committee Members of The Club.
- (b) The Club may use a common seal. If the seal is affixed to a document, the seal is to be witnessed by two (2) Committee Members of The Club.

19 Accounts

19.1 Proper records to be kept

- (a) The Committee must ensure that proper accounting and other records are kept in accordance with legal and regulatory requirements.
- (b) The Committee shall cause a bank account to be opened in the name of The Club with such bank as the Committee selects, into which all moneys received shall be paid as soon as possible after receipt.
- (c) The Committee shall be responsible for ensuring that all receipts and payments are processed as required by Law and good management practices but may, subject to the approval of The Club's Auditor, adopt such methods of receipts, payments and practices as it sees fit.
- (d) The Club and any subcommittee of The Club must conduct all and any accounts in relation to tax deductible funds in accordance with the conditions of such tax deductibility and must keep the Auditor of such funds aware of all and any particular obligations in relation to such funds.

19.2 Annual financial reporting to Voting Members

The Club must report to the Voting Members for a financial year by either:

- (a) Providing the Voting Members with copies of:
 - i. the financial report for the year; and
 - ii. the Committee report for the year; and
 - iii. the Auditor's report on the financial report; or
- (b) Providing Voting Members with a concise annual report that complies with the Law.

Annual financial reports will be made available to voting members prior to the start of the AGM.

20 Audit

20.1 Audits generally

The Club must appoint a properly qualified Auditor, who shall report and otherwise discharge his or her duties as Auditor of The Club under the Law.

21 Notices

21.1 Form of notice

Notice of every AGM or EGM, and any other notices to be given by The Club, shall be given in any manner as determined by the Committee to every Member eligible to vote.

- (a) Where Notices are sent via electronic means, the last known email address on file (Section 11.1(b)) will be used. Once sent the notices are deemed to have been issued.
- (b) Where Notices are placed on a Club Notice Board, these will be in a prominent position accessible to all members.

22 Indemnity

22.1 Indemnity against liability

To the extent permitted by the Law, The Club shall indemnify every person who is, or who has been a Committee Member or officer of The Club against:

- (a) any liability incurred by them in their capacity as a Committee Member or officer, to a person other than The Club, except where the liability relates to a wilful breach or a contravention of applicable parts of the Law;
- (b) any liability for legal costs or expenses incurred by them in defending any proceedings in which judgement is given in their favour, they are acquitted or the Court grants relief in their favour.

22.2 Insurance

To the extent permitted by the Law, The Club shall insure or pay any premiums on a policy of insurance for a Committee Member or officer of The Club against any liability for which The Club indemnifies the Committee Member or Officer under clause 22.1.

22.3 Resolution to grant indemnity

A Committee Member may vote in favour of a resolution that The Club pursuant to clauses 22.1 and 22.2 even though the Committee Member has a direct and material interest in the outcome of that resolution.

23 Alteration of Constitution

This Constitution or any other constitution for the time being in force, may be altered, rescinded, or repealed and a new constitution may be adopted by special resolution passed by at least seventy five percent (75%) of the votes cast by members of The Club present in person and entitled to vote on the resolution in an AGM or EGM in the manner prescribed by the Law.

23.1 Dissolution and Distribution of Surplus Assets

- (a) The Club shall be dissolved and wound up following:
 - i. the unanimous resolution of the Committee; and
 - ii. the vote of at least 75% of those Members present and eligible to vote at a General Meeting convened to consider the dissolution of the Club.
- (b) Upon dissolution the property and other assets of the Club remaining after satisfaction of all debts and liabilities of the Club shall not be paid to or distributed among the Members of the Club but shall be given or transferred to some other institution having objects similar to the Objects of the Club and which shall prohibit the distribution of its or their income or property among its or their Members to an extent at least as great as is imposed on the Club by virtue of This Constitution such institution or institutions to be determined by the Members of the Club at a General Meeting.

24 Amalgamation

24.1 Amalgamation generally

In furtherance of the objects of The Club, The Club may consider amalgamating with any one or more organisations having objects similar to those of The Club and which shall prohibit the distribution of its income and property amongst its members and which is a fund, authority, or institution which is endorsed as a deductible gift recipient under Subdivision 30-B of the *Income Tax Assessment Act 1997* (Cth) or is exempt from income tax under Section 50-5 of the *Income Tax Assessment Act 1997* (Cth).

24.2 Amalgamation if there is a tax-deductible fund

Notwithstanding the general provision set out in clause 24.1, if The Club conducts any funds which are tax-deductible, procedures must be put in place and notifications given to ensure that the conditions of such tax deductibility are not breached upon amalgamation.