

**Constitution**

2015

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# Interpretation

In these rules:

**Act** means the Associations Incorporation Act 1981 (Qld)

**Annual General Meeting** means the annual general meeting of the Association held in accordance with Rule 35.

**Management Committee** means the Management Committee of the Association constituted in accordance with Rule 18, elected in accordance with Rule 24 and having the functions set out in Rule 27.

**Member** means any person granted membership of the Stanthorpe RSL Services Club in accordance with these rules.

**AGM** means the Annual General Meeting held after the end of the financial year to present the financial report and elect the Management Committee.

**General Meeting** includes any Special meeting of members in accordance with Rule35 and 41

**Special Resolution** means the same as that detailed in Section 3 of the *Associations Incorporation Act 1981 (75% of members present and entitled to vote must vote in favour of the motion to be passed)*

**Rules** means these rules and any amendment to these rules.

**Secretary** means the person elected as the Secretary of the Association in accordance with Rule 14 having the responsibilities set out in these Rules including those duties in Rule 16.

**Term** means the period from the conclusion of one Annual General Meeting to the conclusion of the next Annual General Meeting

**Sub Branch** means the *Returned and Services league of Australia (Queensland Branch) Stanthorpe Sub Branch Inc.*

# Name

The name of the incorporated association is Stanthorpe RSL Services Club Incorporated (in these rules referred to as the ***Club)*** The Management Committee has, from time to time, approval to register an appropriate trading name for the Club.

# Objects

The objects of the association are—

* + - * 1. To engage in licensed club business undertakings to include commercial trading in liquor, food operations, gaming and aligned trading in order to generate surpluses to support community needs.
        2. To provide facilities for members and guests in the form of a Community Club
        3. To affiliate with any other body possessing like aims and objectives upon such terms and conditions as may be mutually agreed

# Powers

1. The *Club* has the powers of an individual.
2. The *Club* may, for example—
   1. enter into contracts; and
   2. acquire, hold, deal with and dispose of property; and
   3. make charges for services and facilities it supplies; and
   4. do other things necessary or convenient to be done in carrying out its affairs.
3. The *Club* may also issue secured and unsecured notes, debentures and debenture stock for the association.

# Classes of members

The membership of the Stanthorpe RSL Services Club Inc. consists of

1. ***Ordinary*** members – including financial Stanthorpe RSL Sub Branch members
   * + - 1. Have full voting rights
         2. Will pay the full membership fee
         3. The number of Ordinary members is unlimited
2. ***Life*** members -
   * + - 1. Have full voting rights
         2. Exempt from any further membership fees
         3. The number of Life members is unlimited

***Qualifications for consideration for life membership:*** *A member who, in the opinion of the Committee has rendered outstanding and meritorious service to the Club over many years and who has been selected and proposed for life membership by the Committee at the Annual General Meeting of the Club. If accepted and carried by the members present at this Annual General Meeting the Life member shall be entitled to all benefits and advantages of an Ordinary member of which he is otherwise eligible. The Committee can only propose a maximum of two (2) members per Annual General Meeting.*

# New membership

1. Every applicant for any class of membership of the Club shall complete and sign an application in such form as the Management Committee from time to time prescribe.
   * + - 1. Applicants will have ID’s checked & recorded on their application form
         2. Applicants must be over the age of 18 years
         3. Applicants will be ratified or denied at the next Management Committee meeting
2. An application for membership must be—
   * + - 1. in writing; and
         2. signed by the applicant
         3. in the form decided by the Management Committee
         4. meet any conditions set out in the by laws

# Membership fees

The membership fee for each Ordinary class of membership—

1. is the amount decided by the Management Committee; and
2. is payable when, and in the way, the Management Committee decides.

# Admission and rejection of new members

* + 1. The Management Committee must consider an application for membership at the next committee meeting held after it receives—
       - 1. the application for membership; and
         2. the appropriate membership fee for the application.
    2. The Management Committee must ensure that, as soon as possible after the person applies to become a member of the *Club*, and before the Management Committee considers the persons application, the person is advised—
       - 1. whether or not the *Club* has public liability insurance; and
         2. if the *Club* has public liability insurance—the amount of the insurance.
    3. The Management Committee must decide at the meeting whether to accept or reject the application.
    4. If a majority of the members of the Management Committee present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member.
    5. All Club memberships commence upon payment of fees however if membership is not accepted at the next *Committee* meeting, membership fees will be refunded and the Secretary of the *Club* must as soon as practicable after the Committee meeting, give the applicant a written notice of the decision.

# Termination or Suspension of Membership (Excluding Natural expiry)

* + 1. A member may resign from the *Club* by giving a written notice of resignation to the Secretary.
    2. The resignation takes effect at—

1. the time the notice is received by the Secretary; or
2. if a later time is stated in the notice—the later time.
   * 1. The Management Committee may terminate a members membership or suspend a members membership for such time as the Committee sees fit if the member—
        + 1. is convicted of an indictable offence; or
          2. does not comply with any of the provisions of these rules; or
          3. has membership fees in arrears for at least 1 month; or
          4. conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the *Club* or
          5. conducts themselves in a manner that is considered by the Committee as to be unbecoming of a member of the *Club*
     2. Before the Management Committee terminates a member’s membership, the Committee must give the member a full and fair opportunity to show why the membership should not be terminated or suspended.
     3. If, after considering all representations made by the member, the Management Committee decides to terminate or suspend the membership, the Secretary of the Committee must give the member a written notice of the decision and if a suspension, the period of the suspension.

# Appeal against rejection or termination of membership

* + 1. A member whose application for membership has been rejected, or whose membership has been terminated or suspended, may give the Secretary written notice of the member’s intention to appeal against the decision.
    2. A notice of intention to appeal must be given to the Secretary within one (1) month after the member receives written notice of the decision.
    3. If the Secretary receives a notice of intention to appeal, the Secretary must, within one (1) month after receiving the notice, call a General Meeting to decide the appeal.

# General Meeting to decide appeal

* + 1. The General Meeting to decide an appeal must be held within three (3) months after the Secretary receives the notice of intention to appeal.
    2. At the meeting, the applicant must be given a full and fair opportunity to show why the

application should not be rejected or the membership should not be terminated or suspended.

* + 1. Also, the Management Committee who rejected the application, terminated or suspended the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated or suspended.
    2. An appeal must be decided by a majority vote of the members present and eligible to vote

at the meeting.

* + 1. If a member whose application for membership has been rejected does not appeal against

the decision within one (1) month after receiving written notice of the decision, or the member appeals but the appeal is unsuccessful, the Secretary must, as soon as practicable, refund the membership fee paid by the person.

# Register of members

* + 1. The Management Committee must keep a register of members of the *Club*.
    2. The register must include the following particulars for each member—
       1. the full name of the member;
       2. the postal or residential address of the member;
       3. the date of admission as a member;
       4. the date of death or time of resignation/termination of the member;
       5. details about the termination or reinstatement of membership
       6. any other particulars the Management Committee or the members at a General Meeting decide.
    3. On the reasonable written request of a member, the Secretary must allow a member to inspect the details kept on the register
    4. A member must contact the Secretary to arrange an inspection of the register at a time mutually agreed between the member and the Secretary. The Secretary shall make every effort to comply with the written request.
    5. However, the Management Committee may, on the application of a member of the *Club*, withhold information about the member (other than the members full name) from the register available for inspection if the Management Committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm or it breaches the Privacy Act.

# Prohibition on use of information on register of members

1. A member of the *Club* including the Management Committee must not—
2. use information obtained from the register of members of the *Club* to contact, or send material to, another member of the *Club* for the purpose of advertising for political, religious, charitable or commercial purposes; or
3. disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the *Club* for the purpose of advertising for political, religious, charitable or commercial purposes.
4. A member including Management Committee must not use information obtained from the register of members to contact or send material to another member for the purpose of politicking for or against any member.

# Appointment or Election of a Secretary

* + 1. The Secretary must be an individual residing in Queensland or in another State but not more than 65kms from the Queensland border who is:

a person elected by the *Club* as Secretary; or

* + 1. Any of the following persons appointed by the Management Committee as Secretary:
       1. a Committee member on the Management Committee
       2. another member
       3. another person
    2. If a vacancy happens in the office of Secretary, the members on the Management Committee must ensure a Secretary is appointed or elected within one (1) month after the vacancy happens
    3. If the Management Committee appoints a person mentioned in 14) b. ii. as Secretary, other than to fill a casual vacancy on the Management Committee, the person does not become a Committee person on the Management Committee
    4. However, if the Management Committee appoints a person mentioned in 14) b. ii. as Secretary to fill a casual vacancy on the Management Committee, the person becomes a Committee member on the Management Committee.
    5. If the Management Committee appoints a person mentioned in 14) b. iii. as Secretary, the person does not become a Committee member on the Management Committee
    6. In this rule, **Casual Vacancy**, on the Management Committee, means a vacancy that happens when an elected Committee person resigns, dies or otherwise stops holding office.

# Removal of a Secretary

## The Management Committee may at any time remove a person appointed by the Management Committee as the Secretary

* + 1. If the Management Committee removes a Secretary who is a person mentioned in 14) b. i., the person remains a Committee member on the Management Committee
    2. If the Management Committee removes a Secretary who is a person mentioned in 14)b. ii. and who has been appointed to a casual vacancy on the Management Committee under 14) b. ii., the person remains a Committee member on the Management Committee

# Functions of Secretary

* + 1. The Secretary’s functions include, but are not limited to—
       1. calling meetings of the *Club*, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the President of the *Club*; and
       2. keeping minutes of each meeting; and
       3. keeping copies of all correspondence and other documents relating to the *Club*; and
       4. maintaining the register of members of the *Club*.
    2. At the direction of the Management Committee, some, or all of the functions in 16) a. may be delegated to another person, excluding the President or Treasurer. Delegated duties remain under the direction of the Secretary

# Appointment of Secretary/Manager

The appointment of a suitably qualified person is crucial to the ongoing success of the Club. Every avenue is to be explored to locate the best qualified person for the role and at a minimum the following is to apply:

* + - 1. At least one highly regarded industry standard recruitment agency is to be engaged to research the market for the best available applicant for the market, and
      2. A far reaching media program is to be employed to attempt to locate the best available applicant for the position. Results of this campaign are to be forwarded to any and all agencies engaged in accordance with 17) a.

# Membership of Management Committee

1. The Management Committee of the Stanthorpe RSL Services Club consists of the following members:

President, Vice President and Treasurer which make up the executive plus the Secretary (note 1) and four committee members.

1. The executive positions on the Management Committee can only be filled by a person or persons who have served on the committee for at least the previous twelve months
2. A member of the Management Committee, other than a Secretary appointed by the Management Committee, must be a current member of the Stanthorpe RSL Services Club Inc.
3. A member of the Club may be appointed to a casual vacancy on the management committee under 26).

*¹A Secretary shall only be elected where no paid Secretary or Secretary Manager is employed by the Club*

# Intention for Rotational Terms of Committee Members

* + 1. It is the intention of the Club to implement a rotational committee membership policy whereby one third or close to one third of committee member’s terms expire simultaneously at the one Annual General Meeting.
    2. It is the intention that all positions on the committee be appointed for three (3) year terms following transitional terms designed to achieve three year rotational terms.

# Terms of Appointment in the Base Year

At the election for Committee Members in the Base Year:

* + - 1. All Management Committee positions under the previous constitution shall be vacated and elections declared for all positions;
      2. The term of office for the President position in the Base Year shall be three (3) years;
      3. The term of office for the Vice President position in the Base Year shall be two (2) years;
      4. The term of office for the Treasurer position in the Base Year shall be one (1) year;
      5. The terms of office for the Committee Members provided for in 18) a. who attract the largest and second largest number of votes for these positions in the elections held in the Base Year shall be three (3) years;
      6. The term of office for the Committee Member provided for in Para 18) a. who attracts the third largest number of votes in the elections held in the Base Year shall be two (2) years; and
      7. The term of office for the Committee Member provided for in Para 18) a. who attracts the fourth largest number of votes for this position in the elections held in the Base Year shall be one (1) year.

# Terms of Committee Members following 2021

The terms of the Committee Members at regular elections following the Base Year elections in 2021 shall be three (3) years following the initial one (1), two (2) or three (3) years voted on in the Base Year.

# Retiring Committee Members Eligible for Re-Election

* + 1. In the absence of disciplinary processes retiring Committee Members are eligible for re-election unless they have served continuously on the committee for three (3) full terms of three (3) years to be calculated from the Base Year onwards at which time they are ineligible for re-election.
    2. Where a Committee Member has served on the committee continuously for three (3) full terms of three (3) years and is unable to nominate for a position of the committee as a consequence of 21) above, that member is again eligible to nominate for a position on the committee once a period of twelve (12) months has elapsed.

# Conflict of Interest

* + 1. Committee Members must diligently avoid acting in any capacity that would place that member in a position of conflicting interest.
    2. A Committee Member who has any material interest, or in the opinion of the Committee is reasonably perceived to have any material interest, that might reasonably conflict with the member as an Officer of the Club must:
       - 1. Disclose that conflict to the Committee at the first reasonable opportunity;
         2. Not participate in any deliberations associated with the members role as an Officer of the Club, in respect of the matter for which there is the potential, perceived or actual conflict; and
         3. Must not receive or obtain any privileged information in respect of the matter for which there is a potential conflict.
    3. All Committee Members must diligently avoid circumstances that might reasonably appear to members of the Club to present a conflict of interest.
    4. A breach of the conflict of interest requirements in this Constitution and any accompanying policies and by-laws is a grounds for dismissal of the Committee Member from the Committee of the Club.

# Electing the Management Committee

1. A member of the Management Committee may only be elected as follows—
2. any 2 members of the *Club* may nominate and second another member (the candidate) to serve as a member of the Management Committee;
3. the nomination must be—
   * 1. in writing; and
     2. signed by the candidate and the members who nominated and

seconded him or her; and

* + 1. given to the Secretary at least 7 days before the Annual General

Meeting at which the election is to be held;

1. each member of the *Club* present and eligible to vote at the Annual General Meeting may vote for one (1) candidate for each vacant position on the Management Committee;
2. if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
3. A person may be a candidate only if the person—
4. is an adult; and
5. is not ineligible to be elected as a Committee member under section 61A of the Act.
6. A list of the candidate’s names in alphabetical order, with the names of the members who nominated each candidate, must be posted in a conspicuous place in the office or usual place of meeting of the *Club* for at least 7 days immediately preceding the Annual General Meeting.
7. If required by the Management Committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.
8. The management committee must ensure that, before a candidate is elected as a member of the Management Committee, the candidate is advised—
   1. whether or not the association has public liability insurance; and
   2. if the *Club* has public liability insurance—the amount of the insurance.

# Resignation, removal or vacation of office of Management Committee member

* + 1. A member of the Management Committee may resign from the Committee by giving written notice of resignation to the Secretary.
    2. The resignation takes effect at:
       1. the time the notice is received by the Secretary; or
       2. if a later time is stated in the notice—the later time.
    3. A member may be removed from office at a General Meeting of the *Club* if a majority of the members present and eligible to vote at the meeting vote in favour of removing the Committee member.
    4. Before a vote of members is taken about removing the Committee member from office, the Committee member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
    5. A Committee member has no right of appeal against the member’s removal from office under this rule.
    6. A Committee member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

# Vacancies on Management Committee

* + 1. If a casual vacancy happens on the Management Committee, the continuing members of the Committee may appoint another member of the *Club* to fill the vacancy until the next Annual General Meeting.
    2. In this rule, **casual vacancy,** on the Management Committee, means a vacancy that happens when an elected Committee member resigns, dies or otherwise discontinues holding office.
    3. The continuing members of the Management Committee may act despite a casual vacancy on the Management Committee.
    4. However, if the number of Committee members is less than the number fixed under 29) as a quorum of the Management Committee, the continuing members may act only to—
       1. increase the number of Management Committee members to the number required for a quorum; or
       2. call a General Meeting of the *Club*.

# Functions of Management Committee

1. Subject to these rules or a resolution of the members of the *Club* carried at a General Meeting, the Management Committee has the general control and management of the administration of the affairs, property and funds of the *Club*.
2. The Management Committee has authority to interpret the meaning of these rules, any by-laws and any matter relating to the *Club* on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

**Note:**

**The Act prevails if the Clubs rules are inconsistent with the Act; see section 1B of the Act**

1. The Management Committee may exercise the powers of the *Club*—
   1. to borrow, raise or secure the payment of amounts in a way the members of the *Club* decide;
   2. to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the *Club* in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the *Clubs* property, both present and future;
   3. to purchase, redeem or pay off any securities issued;
   4. to borrow amounts from members and pay interest on the amounts borrowed;
   5. to mortgage or charge the whole or part of its property;
   6. to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the *Club*;
   7. to provide and pay off any securities issued;
   8. to invest in a way the members of the Club may from time to time decide.
2. For 27) c. iv., the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by—
   1. the financial institution for the *Club*; or
   2. if there is more than 1 financial institution for the *Club*—the financial institution nominated by the Management Committee.
3. Prior to the Management Committee committing funds in excess of one half million dollars ($500,000) to any one construction or refurbishment project then prior approval to commit these funds must be achieved at a General Meeting with a *Special Resolution*.

# Meetings of Management Committee

1. Subject to this rule, the Management Committee may meet and conduct its proceedings as it considers appropriate.
2. The Management Committee must meet at least once a month to exercise its functions.
3. The Management Committee must decide how a meeting is to be called.
4. Notice of a meeting is to be given in the way decided by the Management Committee.
5. The Management Committee may hold meetings, or permit a Committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
6. A Committee member who participates in the meeting as mentioned in 28) e. is taken to be present at the meeting.
7. A question arising at a Committee meeting is to be decided by a majority vote of members of the Committee present at the meeting and, if the votes are equal, the question is decided in the negative.
8. A member of the Management Committee must not vote on a question about a contract or proposed contract with the *Club* if the Committee member has an interest in the contract or proposed contract and, if the Committee member does vote, the members vote must not be counted.
9. The President is to preside as chairperson at a Management Committee meeting.
10. If there is no President or if the President is not present within 10 minutes after the time fixed for a Management Committee meeting, the Vice President is to preside as Chairperson at the meeting. If the Vice President is also unavailable, the Committee members may choose one (1) of their number to preside as Chairperson at that meeting.

# Quorum for, and adjournment of, Management Committee Meeting

1. The quorum for a Management Committee meeting is more than 50% of the Committee members elected or appointed to the Committee as at the close of the last General Meeting of the members.
2. If there is no quorum within 30 minutes after the time fixed for a Management Committee meeting called on the request of members of the Committee, the meeting lapses.
3. If there is no quorum within 30 minutes after the time fixed for a Management Committee meeting called other than on the request of the members of the Committee—
   * 1. the meeting is to be adjourned for at least 1 day; and
     2. the Committee members of the Management Committee who are present are to decide the day, time and place of the adjourned meeting.
4. If, at an adjourned meeting mentioned in 29) d., there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

# Special meeting of Management Committee

1. If the Secretary receives a written request signed by at least 33% of the members of the Management Committee, the Secretary must call a special meeting of the Committee by giving each member of the Committee notice of the meeting within 14 days after the Secretary receives the request.
2. If the Secretary is unable or unwilling to call the special meeting, the President must call the meeting.
3. A request for a Special Meeting must state—
   * 1. why the Special Meeting is called; and
     2. the business to be conducted at the meeting.
4. A notice of a Special Meeting must state—
   * 1. the day, time and place of the meeting; and
     2. the business to be conducted at the meeting.
5. A special meeting of the Management Committee must be held within 14 days after notice of the meeting is given to the members of the Management Committee.

# Minutes of Management Committee meetings

* + 1. The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Management Committee meeting are recorded and are retained by the *Club* in a secure location in printed and electronic form.
    2. To ensure the accuracy of the minutes, the minutes of each Management Committee meeting must be signed by the Chairperson of the meeting, or the Chairperson of the next Management Committee meeting, verifying their accuracy.

# Appointment of Subcommittees

* + 1. The Management Committee may appoint a subcommittees consisting of any person considered appropriate by the Management Committee to help with the conduct of the *Clubs* operations.
    2. A person of the subcommittee who is not a member of the Management Committee is not entitled to vote at a Management Committee meeting.
    3. A subcommittee may elect a Chairperson of its meetings.
    4. If a Chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a subcommittee meeting, those persons appointed to the subcommittee present may choose one (1) of their number to be chairperson of the meeting.
    5. A subcommittee may meet and adjourn as it considers appropriate unless directed otherwise by the Management Committee.
    6. A question arising at a subcommittee meeting is to be decided by a majority vote of those persons appointed to the subcommittee present at the meeting and, if the votes are equal, the question is decided in the negative.
    7. A question that is decided in the affirmative may only be a recommendation to the Management Committee which is then tabled, discussed and put as a question to the Management Committee pursuant to rule 28) g.

# Acts not affected by defects or disqualifications

1. An act performed by the Management Committee, a subcommittee or a person acting as a member of the Management Committee is taken to have been validly performed.
2. 33) a. applies even if the act was performed when—
   * 1. there was a defect in the appointment of a member of the Management Committee, subcommittee or person acting as a member of the Management Committee; or
     2. a Management Committee member, a person appointed to a subcommittee or person acting as a member of the Management Committee was disqualified from holding office.

# Resolutions of Management Committee without meeting

1. A written resolution signed by each member of the Management Committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.
2. A resolution mentioned in 34) a. may consist of several documents in like form, each signed by one (1) or more members of the Management Committee.
3. A resolution may be resolved electronically in a method specified by the Management Committee which must include:
   * 1. Method to provide detail of the resolution, and;
     2. Method to provide the motion, and;
     3. Names of the proposer and seconder, and;
     4. Verification of voting method, and;
     5. Minimum period between receiving documents and voting.

# Annual General Meetings

Each annual general meeting must be held—

* + 1. at least once each year; and
    2. within 3 months after the end date of the *Clubs* reportable financial year.

# Business to be conducted at Annual General Meetings

The following business must be conducted at each Annual General Meeting of the Club—

* + 1. receiving the *Clubs* financial statement, and signed statement, for the last reportable financial year;
    2. presenting the financial statement and signed statement to the meeting for adoption;
    3. report the resolution of the Management Committee concerning the taking out of public liability insurance
    4. electing members of the Management Committee;
    5. appointing an auditor for the present financial year;

# Notice of General Meeting

1. The Secretary may call a General Meeting of the *Club.*
2. The Secretary must give at least 14 days notice of the meeting to each member by way of a public notice, to current Management Committee members and to any person duly nominated pursuant to 24)a.
3. If the Secretary is unable or unwilling to call the meeting, the President must call the meeting.
4. The Management Committee may decide the way in which the notice must be given and must include posting the notice in a conspicuous place in the office or the usual place of meeting of the *Club.*
5. However notice of the following meetings must be given in writing if—
   * 1. a meeting is called to hear and decide the appeal a Management Committee's decision—
        1. to reject the person's application for membership of the *Club*; or
        2. to terminate the person's membership of the *Club*;
     2. a meeting called to hear and decide a proposed special resolution of the *Club.*
6. A notice of a General Meeting must clearly state the business and the resolutions, including special resolutions, to be conducted at the General Meeting.

# Quorum for, and adjournment of, General Meeting

1. The quorum for a General Meeting or AGM is at least the number of members elected or appointed to the Management Committee at the close of the *Clubs* last General Meeting plus one (1).
2. No business may be conducted at a General Meeting unless there is a quorum of members when the meeting proceeds to business
3. If there is no quorum within 30 minutes after the time fixed for a General Meeting called on the request of members of the Management Committee or the Club, the meeting lapses.
4. If there is no quorum within 30 minutes after the time fixed for a General Meeting called other than on the request of members of the Management Committee or the Club:
   * 1. the meeting is to be adjourned for at least 7 days; and
     2. the Management Committee is to decide the day, time and place of the adjourned meeting.
5. The Chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
6. If a meeting is adjourned under sub rule e., only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
7. The Secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30days.
8. If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.
9. If, at an adjourned Annual General meeting mentioned in 38) e., f. & g., there is no quorum within thirty (30) minutes after the time fixed for the meeting, the meeting is further adjourned pursuant to 38) e.
10. If, at the adjourned Special General meeting or General meeting mentioned in 38)e., f. & g. there is no quorum within thirty (30) minutes after the time fixed for the meeting, the meeting lapses

# Procedure at General Meeting

1. A member may take part and vote in a General meeting in person, or by using any technology that reasonably allows the member to hear and take part in discussions as they happen, by Committee approved technology provided by the member.
2. A member who participates in a meeting as mentioned in 39)a. is taken to be present at the meeting.
3. At each General meeting—
   * 1. the President is to preside as Chairperson; and
     2. if there is no President or if the President is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the Vice President is to chair the meeting, if the Vice President is not present the members present must elect one (1) of their number to be chairperson of the meeting; and
     3. the chairperson must conduct the meeting in a proper and orderly way.

# Voting at a General Meeting

1. At a General Meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present.
2. Each member present and eligible to vote (rule 5) is entitled to one (1) vote only and, if the votes are equal, the question is decided in the negative.
3. A member is not entitled to vote at a General Meeting if the member's annual subscription is in arrears at the date of the meeting.
4. The method of voting is to be decided by the Management Committee.
5. However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
6. If a secret ballot is held, the chairperson must appoint two (2) independent Scrutineers to conduct the secret ballot in the way the Chairperson decides.
7. The result of a secret ballot as declared by the Chairperson is taken to be a resolution of the meeting at which the ballot was held.
8. After the ballot has been declared all ballot papers are to be destroyed.

# Special General meeting

1. The secretary must call a Special General Meeting by giving each member of the Club notice of the meeting within 14 days after—
   * 1. being directed to call the meeting by the Management Committee; or
     2. being given a written request signed by—
        1. at least 33% of the number of members of the Management Committee when the request is signed; or
        2. at least the number of ordinary members of the Club equal to double the number of members of the Club on the Management Committee when the request is signed plus (one)1.
     3. being given a written notice of an intention to appeal against the decision of the Management Committee—
        1. to reject an application for membership; or
        2. to terminate a person's membership.
2. A request mentioned in 41)a. ii. must state—
   * 1. why the Special General Meeting is being called; and
     2. the business to be conducted at the meeting.
3. A Special General Meeting must be held within 3 months after the secretary—
   * 1. is directed to call the meeting by the Management Committee; or
     2. is given the written request mentioned in 41)a. ii.; or
     3. is given the written notice of an intention to appeal mentioned in 41)a. iii.
4. If the secretary is unable or unwilling to call the Special Meeting, the President must call the meeting.

# Minutes of General Meetings

1. The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each General Meeting are recorded and are retained by the Club in a secure location in printed and/or electronic form.
2. To ensure the accuracy of the minutes—
   * 1. the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
     2. the minutes of each Annual General meeting must be signed by the Chairperson of the meeting, or the Chairperson of the next meeting of the *Club* that is a General Meeting or Annual General Meeting, verifying their accuracy.
3. If asked by a member or a member of the Management Committee of the *Club*, the Secretary must, within 28 days after the request is made—
   * 1. make the minute book for a particular General Meeting available for inspection by the member or the Committee member at a mutually agreed time and place; and
     2. give the member copies of the minutes of the General meeting.
4. The Club may require the member to pay the reasonable costs of providing copies of the minutes.

# By-laws

* + 1. The Management Committee may make, amend or repeal By-laws, not inconsistent with these rules, for the management of the *Club* and its members.
    2. A by-law may be set aside by a vote of members at a General Meeting of the *Club.*

# Alteration of rules

* + 1. Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a General Meeting.
    2. However an amendment, repeal or addition is valid only if it is registered by the chief executive.

# Common seal

1. The Management Committee must ensure the *Club* has a common seal.
2. The common seal must be—
   * 1. kept securely by the Management Committee; and
     2. used only under the authority of the Management Committee.
3. Each instrument to which the seal is attached must be signed by a member of the Management Committee and countersigned by—
   * 1. the Secretary; or
     2. another member of the Management Committee; or
     3. someone authorised by the Management Committee.

# Funds and accounts

1. The funds of the *Club* must be kept in a bank account in the name of the association in a financial institution decided by the Management Committee.
2. Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the *Club.*
3. All amounts must be deposited in the financial institution account as soon as practicable after receipt and no later than seven (7) days after receipt.
4. A payment by the *Club* of $2,000 or more must be made by cheque or electronic funds transfer.
5. If a payment of $2,000 or more is made by cheque, the cheque must be signed by any 2 of the following—
   * 1. the President;
     2. the Secretary;
     3. the Treasurer;
     4. any 1 of the other members of the *Club* who have been authorised by the Management Committee to sign cheques issued by the *Club*.
6. However, one (1) of the persons who signs the cheque must be the President, the Secretary, the Secretary Manager or the Treasurer.
7. A register of all electronic funds transfers must be kept. A record of each transaction including the following details must be made:
   * 1. The account name, BSB and account number funds were transferred from;
     2. The account name, BSB and account number funds were transferred to;
     3. The amount;
     4. The transaction date, and
     5. A transaction description
     6. Each record must be authorized and signed in terms of subrules e. and f. prior to the electronic transfer of funds other than electronic transfer of the funds for wages, employee allowances and transfers to other bank accounts held in the name of the Club that require two signatures to operate on the account and those signatures are those referred to in 46) e.
8. Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
9. All expenditure must be approved or ratified at a Management Committee meeting.

# General financial matters

* + 1. On behalf of the Management Committee, the Treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
    2. The income and property of the *Club* must be used solely in promoting the *Clubs* objects and exercising the Clubs powers.

# Documents

The Management Committee must ensure the safe custody of books, documents, instruments of title and securities of the *Club.*

# Financial year

The end date of the association's financial year is 30 June in each year.

# Distribution of surplus assets to another entity

1. This rule applies if the *Club*—
   * 1. is wound-up under part 10 of the Act; and
     2. has surplus assets.
2. The surplus assets must not be distributed among the members of the Club.
3. The surplus assets must be given to another entity—
   * 1. having objects similar to the *Clubs* objects; and
     2. the rules of which prohibit the distribution of the entity's income and assets to its members and
     3. has been approved by the *Club.*
4. In this rule— surplus assets see section 92(3) of the Act..

**THERE ARE NO FURTHER RULES TO THIS CONSTITUTION**