

THE CARBROOK GOLF CLUB INC.

IA01657

Incorporated under the
Associations Incorporation Act 1981 (Qld)



CONSTITUTION

REGISTERED 20 SEPTEMBER 2024

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Compiled by



PO Box 2092
 Sunshine Plaza Q 4558
 P: 1800 100 204
 E: info@cprgroup.com.au
 W: www.cprgroup.com.au

1. Introductory provisions

1.1. Definitions

1.1.1. In this constitution:

- a. **Act** means the *Associations Incorporation Act 1981* as modified and amended from time to time and includes any regulations made under that Act and any exemption or modification to that Act applying to the club;
- b. **board** means management committee, as defined in the Act;
- c. **by lot** means making a determination or choice by lottery. For example, conducting a draw at random;
- d. **casual vacancy**, on the board, means a vacancy that occurs when a board member resigns, dies or otherwise stops holding office, or a vacancy that occurs if no candidate is elected to any vacant board position at a general meeting;
- e. **club** means The Carbrook Golf Club Inc., the incorporated association to which this constitution applies;
- f. **constitution** means rules as defined in the Act;
- g. **director of finance** means treasurer as defined by the Act;
- h. **entrance fee** means a fee payable to the club upon submission of an application for membership;
- i. **general meeting** means a meeting of the club's eligible voting members and includes all general meetings (annual general meetings, general meetings and special general meetings);
- j. **imprest system** means the management of funds in an account whereby a fixed balance is maintained by regular replenishments;
- k. **majority** means more than half of all eligible voting members present, eligible to vote and voting at a board meeting or a general meeting;
- l. **member** means a person who has been duly accepted as such by the board in accordance with this constitution;
- m. **membership fee** means a fee payable to the club for the receipt of membership rights and privileges;
- n. **ordinary resolution** means a resolution that is passed at a general meeting by the votes of at least 50% of the members who are present, eligible to vote and voting;
- o. **present** means:
 - i. at a board meeting, see clause 7.1.5; or
 - ii. at a general meeting, see clause 8.4.2.
- p. **quorum** means the minimum number of eligible voting members who must be present at a board meeting or general meeting in order to constitute a valid meeting;

- q. **relative**, of a person, means a spouse, parent, sibling, child, grandparent or grandchild of the person;
- r. **remuneration**:
 - i includes salary, allowance and other entitlements; and
 - ii does not include reimbursement of out-of-pocket expenses.
- s. **senior employee** means a person who:
 - i makes, or participates in making, decisions that affect the whole, or a substantial part of the activities of the club; or
 - ii has the capacity to significantly affect the club's financial standing.
- t. **signed** means agreed in writing;
- u. **special resolution** means a resolution that is passed at a general meeting by the votes of at least 75% of the members who are present, eligible to vote and voting;
- v. **surplus assets** means the assets after payment of the debts and liabilities remaining on a winding-up of the club and the costs, charges and expenses of the winding-up;
- w. **written / in writing** means, unless the contrary intention appears, all forms of visible words, including printed, hard copy or electronic formats.

1.1.2. Words importing the singular include the plural where context requires or permits.

1.2. Name

1.2.1. The name of the club is The Carbrook Golf Club Inc.

1.3. Associations Incorporation Act 1981

1.3.1. In this constitution, unless the context requires otherwise, an expression has, in a provision of this constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.

1.3.2. The provision at section 47(1) of the *Associations Incorporation Act 1981* does not apply, meaning that the model rules created under the Act are expressly displaced by this constitution.

1.4. Interpretation

1.4.1. The board has authority to interpret the meaning of this constitution and any matter relating to the club on which the constitution is silent, but any interpretation must have regard to the Act.

2. Objects and powers

2.1. Objects

2.1.1. The objects of the club are to:

- a. foster, encourage, promote, support and manage the game of golf;
- b. abide by the rules regulating the conduct of golf;
- c. foster a safe, fair and inclusive environment and encourage a sense of community spirit and social interaction amongst members and visitors;
- d. establish and maintain facilities and amenities for the benefit, social comfort and advancement of the club, its members and visitors;
- e. align with current Golf Australia strategies;
- f. abide by Golf Australia's gender equality principles;
- g. affiliate with Golf Australia and such other bodies as the club deems fit;
- h. adopt and abide by the provisions of the Golf Australia Member Protection Policy;
- i. do such things as are incidental or conducive to the attainment of any or all of these objects.

2.2. Powers

2.2.1. The club has the powers of an individual.

2.2.2. The club may, for example:

- a. enter into contracts; and
- b. acquire, hold, deal with and dispose of property; and
- c. make charges for services and facilities it supplies; and
- d. do other things necessary or convenient to be done in carrying out its affairs.

2.2.3. The club may issue secured and unsecured notes, debentures and debenture stock for the club.

3. Membership

3.1. Classes of membership

3.1.1. The membership of the club consists of the following classes:

- a. full:
 - i full members must be at least 18 years of age, support the objects of the club and abide by the club's constitution, bylaws and policies;
 - ii full members are entitled to vote at general meetings of the club;
 - iii full members are eligible for election to the board;
 - iv full membership shall be limited to seven-day members and corporate members only;
 - v sub-classes of full membership, with definitions, may be outlined in the club's bylaws.
- b. limited:
 - i limited members must be at least 18 years of age, support the objects of the club and abide by the club's constitution, bylaws and policies;
 - ii limited members are not entitled to vote at general meetings of the club;
 - iii limited members are not eligible for election to the board;
 - iv sub-classes of limited membership, with definitions, may be outlined in the club's bylaws.
- c. junior:
 - i junior members must be below the age of 18 years, support the objects of the club and abide by the club's constitution, bylaws and policies;
 - ii junior members are not entitled to vote at general meetings of the club;
 - iii junior members are not eligible for election to the board;
 - iv sub-classes of junior membership, with definitions, may be outlined in the club's bylaws.
- d. life:
 - i life members must be at least 18 years of age, support the objects of the club and abide by the club's constitution, bylaws and policies;
 - ii life membership is open to any person who has demonstrated significant, sustained and high-quality service to enhance the reputation and future of the club;
 - iii any two members, who are full or life members, may nominate an eligible member for life membership;

- iv nominations for life membership must be in writing, signed by the members making the recommendation and received by the secretary no less than 14 days prior to the annual general meeting;
- v on the board's approval of the recommendation, the nominee will be proposed for election as a life member at the annual general meeting;
- vi life members must be elected by the passing of a special resolution;
- vii life members are entitled to vote at general meetings of the club;
- viii life members are eligible for election to the board;
- ix no more than one life member will be elected at any annual general meeting.

3.1.2. The board may amend the sub-classes of each membership type, provided that any such amendment has been approved beforehand by an ordinary resolution passed by the members at a general meeting.

3.1.3. The number of members in all classes of membership may be determined by the board.

3.1.4. The maximum number of life members at any one time is twelve.

3.1.5. The board may, in accordance with bylaws determined from time to time, on the written application of a member who has the qualifications for and wishes to become a member of a different class of membership, transfer that member from any class of membership to another class of membership.

3.1.6. The board may, at its absolute discretion, make an adjustment in the entrance and membership fees paid or payable by any member whose membership has been transferred under clause 3.1.5, for the membership year in which the transfer takes place.

3.1.7. A right, privilege or obligation which a person has by reason of being a member of the club is not capable of being transferred or transmitted from one person to another person.

3.1.8. Notwithstanding the membership rights and privileges listed in clause 3.1.1, any person who is a current employee of the club shall not be eligible to hold office as a board member.

3.2. Membership sections

3.2.1. Membership sections within the club may include:

- a. women;
- b. veterans;
- c. any other membership sections established by the board.

3.3. Fees and levies

- 3.3.1. Life members are not required to pay membership fees to the club but may pay affiliation fees.
- 3.3.2. The entrance and membership fees for each class of membership, other than life membership, are:
 - a. the amounts decided by the board; and
 - b. payable when, and in the way, the board decides.
- 3.3.3. The board may waive or discount the entrance and membership fees payable by any member.
- 3.3.4. The board may at any time impose a levy upon all or any members in any amount and upon such payment terms as the board may think fit.
- 3.3.5. A member who has any membership fee, other fee or levy in arrears for a period of two months may have their membership immediately suspended or terminated.
- 3.3.6. A member who has their membership suspended or terminated under clause 3.3.5 continues to be liable to pay any unpaid membership fee, other fee or levy.

3.4. Application for membership

- 3.4.1. An application for membership must be:
 - a. in writing; and
 - b. in the form decided by the board; and
 - c. accompanied by any other documents or evidence of qualification for membership, as determined by the board from time to time.

3.5. Admission and rejection of new members

- 3.5.1. The board must consider an application for membership at the next board meeting held after it receives:
 - a. the application for membership; and
 - b. the appropriate entrance and membership fees for the application.
- 3.5.2. The board must ensure that, as soon as practicable after the person applies to become a member of the club, and before the board considers the person's application, the person is advised:
 - a. whether or not the club has public liability insurance; and
 - b. if the club has public liability insurance, the amount of the insurance.
- 3.5.3. The board must decide at the meeting whether to accept or reject the application.

- 3.5.4. If a majority of the board members present, eligible to vote and voting at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member in the class of membership applied for.
- 3.5.5. If the board decides to reject an application, the secretary must, as soon as practicable, give the applicant notice of the decision in a manner determined by the board, provide clear reasoning for the rejection and refund any entrance and membership fees paid by the person.
- 3.5.6. An applicant whose application for membership has been rejected has no right of appeal against their rejection under this clause.

3.6. Membership renewal and re-joining

- 3.6.1. Existing members, other than life members, will be invited to renew their annual membership each year, in accordance with the timeframes and procedures set down by the board from time to time.
- 3.6.2. A member who has resigned from the club or otherwise forfeited their membership and later desires to re-join may be subject to the same process of admission to membership as any new member who has not previously been a member of the club.
- 3.6.3. If the board decides to reject a member's application to renew their membership, the secretary must, as soon as practicable, give the applicant notice of the decision in a manner determined by the board.
- 3.6.4. An existing member whose application for membership renewal has been rejected has the right of appeal against the rejection in accordance with clause 4.4.

3.7. Leave of absence

- 3.7.1. The board shall have the power to grant any member leave of absence.
- 3.7.2. The board may make special arrangements regarding the membership fee payable by any member seeking leave of absence.

3.8. Club registers

- 3.8.1. The board must keep a register of members of the club.
- 3.8.2. The register must include the following particulars for each member:
 - a. the full name of the member;
 - b. the postal or residential address of the member;
 - c. contact details of the member;
 - d. the date of admission as a member;
 - e. the date of death or time of resignation of the member;
 - f. details about the termination or reinstatement of membership;
 - g. any other particulars the board or the members at a general meeting decide.

- 3.8.3. The register of members is open for inspection only by the secretary, the board and any other person approved by the board.
- 3.8.4. If the club holds a liquor licence and/or gaming licence, the secretary must ensure that suitable registers of visitors, guests and any clubs or associations with formal reciprocal rights are kept, in accordance with relevant liquor and gaming legislation.

3.9. Prohibition on use of information on register of members

- 3.9.1. A member of the club must not:
 - a. 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
 - b. 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. Resignation, discipline, appeals and grievances

4.1. Resignation of a member

- 4.1.1. A member may resign from the club by giving a written notice of resignation to the secretary.
- 4.1.2. The resignation takes effect at:
 - a. the time the notice is received by the secretary; or
 - b. if a later time is stated in the notice, the later time.

4.2. Discipline

- 4.2.1. The board may take action to suspend or terminate a member's membership if it is determined that the member has:
 - a. been convicted of an indictable offence; or
 - b. breached, failed, refused or neglected to comply with a provision of this constitution, the club's bylaws or any resolution or determination of the board or any duly authorised subcommittee; or
 - c. acted in a manner injurious or prejudicial to the character and interests of the club; or
 - d. brought themselves, the club, any other member or the sport into disrepute.

4.2.2. If the board proposes to suspend or terminate a member's membership, the secretary must, within seven days after the decision, give the member written notice:

- a. setting out the proposed suspension or termination of membership by the board and the grounds on which it is based;
- b. stating that the member may address the board at a meeting to be held not earlier than seven days and not later than 28 days after the service of the notice;
- c. stating that the member may bring a support person to that meeting;
- d. stating the date, time and place of that meeting;
- e. informing the member that the member may do either or both of the following:
 - i. attend and speak at that meeting;
 - ii. submit to the board at or before the date of that meeting written representations relating to the decision.
- f. setting out the member's appeal rights.

4.2.3. Before the board suspends or terminates a member's membership, the board must:

- a. give the member a full and fair opportunity to make verbal representations at a meeting as mentioned in clause 4.2.2.b;
- b. give due consideration to any written representations submitted to the board by the member at or before the meeting mentioned in clause 4.2.2.b.

4.2.4. If, after considering all representations made by the member, the board decides by resolution to suspend or terminate the membership, the secretary must, within seven days of the meeting mentioned in clause 4.2.2.b, give the member a written notice of the decision.

4.2.5. Nothing in this constitution shall prevent the board from immediately suspending a member's right to participate in club activities in circumstances considered by the board to warrant such immediate action, pending the process outlined in clauses 4.2.2 - 4.2.4.

4.3. Appeals panel

- 4.3.1. At each annual general meeting, an appeals panel chairperson shall be appointed by the members present, eligible to vote and voting.
- 4.3.2. If no appeals panel chairperson is appointed at the annual general meeting, or if the appeals panel chairperson vacates the position at any time, the board may appoint another person to fill the vacancy until the next annual general meeting.

- 4.3.3. In the event that any appeal is lodged against a decision of the board to suspend or terminate a member's membership, or to reject an application for membership renewal, the appeals panel chairperson shall appoint an additional two people to the appeals panel.
- 4.3.4. In the event that the appeals panel chairperson, or the board, determines that the appeals panel chairperson is in any way conflicted or biased in relation to an appeal, the chairperson must absent themselves from the appeals panel and appoint three other people to the appeals panel.
- 4.3.5. The appeals panel may comprise members of the club and other people, provided that no board member may simultaneously serve as the appeals panel chairperson or as a member of the appeals panel.
- 4.3.6. Any appeal shall be heard by the three members of the appeals panel.

4.4. Appeal against rejection, suspension or termination of membership

- 4.4.1. A person whose membership has been suspended or terminated, or whose application to renew their membership has been rejected, may give the secretary written notice of their intention to appeal against the decision.
- 4.4.2. A notice of intention to appeal must be received by the secretary within seven days after the person receives written notice of the decision.
- 4.4.3. Within seven days of receiving a notice of intention to appeal, the secretary shall notify the appeals panel chairperson.

4.5. Appeals panel to decide appeal

- 4.5.1. The appeals panel must hold the appeal meeting within 28 days after the secretary receives the notice of intention to appeal.
- 4.5.2. At the appeal meeting, the appellant must be given a full and fair opportunity to show why the membership should not be suspended or terminated, or why their application to renew their membership should not be rejected.
- 4.5.3. Also, the board must be given a full and fair opportunity to show why the membership should be suspended or terminated, or why the application to renew membership should be rejected.
- 4.5.4. An appeal must be decided by a majority vote of the appeals panel.
- 4.5.5. Where a decision of the board to suspend or terminate a member's membership is set aside by the appeals panel, the membership shall be reinstated to the member's former level of membership without payment of any further fee.
- 4.5.6. Where a decision of the board to reject a person's application to renew their membership is set aside by the appeals panel, the membership renewal shall be granted subject to the payment of any fees due.

4.6. Grievance procedure

- 4.6.1. This grievance procedure applies to disputes between:
 - a. a member and another member;
 - b. a member and the board;
 - c. a member and the club.
- 4.6.2. The parties to a dispute shall attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.
- 4.6.3. If the parties to a dispute are unable to resolve the dispute between themselves within 14 days, the parties shall within a further ten days:
 - a. notify the board of the dispute; and
 - b. agree to or request the appointment of a mediator; and
 - c. attempt in good faith to settle the dispute by mediation.
- 4.6.4. The mediator may be:
 - a. a person or external agency chosen by agreement between the parties; or
 - b. in the absence of agreement:
 - i. if the dispute is between a member and another member, a person appointed by the board; or
 - ii. if the dispute is between a member and the board or the club, a suitable external agency.
- 4.6.5. A mediator may be a member or former member of the club or another person but in any case, must not be a person who:
 - a. has a personal interest in the dispute; or
 - b. is biased against, or in favour of, any party.
- 4.6.6. The mediator to the dispute, in conducting the mediation, must ensure that natural justice is afforded to the parties throughout the mediation process.
- 4.6.7. If the mediation process does not resolve the dispute, the board may take whatever steps it considers appropriate in the best interests of the club and the members concerned.
- 4.6.8. A member may appoint another person to act on their behalf during a grievance procedure and at mediation.
- 4.6.9. This procedure does not apply to any appeal by a member against a decision made in accordance with the disciplinary procedure outlined in clause 4.2.
- 4.6.10. A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

- 4.6.11. If a member has initiated a grievance procedure in relation to a dispute between the member and the board or the club, the club must not take disciplinary action against any of the following people in relation to the matter which is the subject of the grievance procedure until the grievance procedure has been completed:
 - a. the member who initiated the grievance procedure; or
 - b. a member of the club appointed to act on behalf of the member who initiated the grievance procedure under clause 4.6.8.
- 4.6.12. The board may prescribe additional grievance procedures, which are consistent with this constitution, in the club's bylaws.

5. The board, subcommittees and delegation

5.1. Membership of board

- 5.1.1. Subject to clause 5.1.2, section 9 of this constitution and section 61 of the Act, the board of the club may comprise the following positions:
 - a. president;
 - b. director of finance;
 - c. captain; and
 - d. any other members elected at a general meeting.
- 5.1.2. The board shall determine annually the number of other members to be elected at a general meeting.
- 5.1.3. The board shall comprise no more than seven members.
- 5.1.4. A board member must be a member of the club.

5.2. Terms of office

- 5.2.1. Subject to clause 5.2.2, the term of office for board members is two years.
- 5.2.2. Board members shall remain in office from the conclusion of the annual general meeting at which they were elected until the second annual general meeting following their election, but are eligible, on nomination, for re-election.
- 5.2.3. The board shall have the power to determine the sequence of retirements for board members to ensure rotational terms, whereby approximately one half of the board members retire in each year.
- 5.2.4. There is no maximum number of consecutive terms for which a board member may hold office.

5.3. Functions and duties of board

- 5.3.1. The board must take all reasonable steps to ensure that the club complies with its obligations under the Act and this constitution.

- 5.3.2. Subject to this constitution, the board has the general control and management of the administration of the affairs, property and funds of the club.
- 5.3.3. The board may exercise all the powers of the club except any powers that the Act or this constitution requires the club to exercise at a general meeting.
- 5.3.4. The board has the power to enforce the observance of all clauses in this constitution and any bylaws made by the board.
- 5.3.5. A board member must exercise their powers and discharge their duties in good faith, in the best interests of the club for proper purpose and with a degree of care and diligence that a reasonable person would exercise in the circumstances.
- 5.3.6. A board member must not improperly use their position, or information obtained as a board member, to:
 - a. gain a benefit or material advantage; or
 - b. cause detriment to the club.
- 5.3.7. Board members have a duty to prevent insolvent trading.

5.4. Delegation

- 5.4.1. The board may delegate any of its powers and authorities, duties and functions to any person or to any subcommittee except:
 - a. the power to delegate; or
 - b. a function that is a duty imposed on the board by the Act or by any other law.
- 5.4.2. Despite any delegation under this clause, the board may continue to exercise all its functions, including any function that has been delegated and remains accountable for the exercise of those functions at all times.

5.5. Membership section subcommittees

- 5.5.1. Subject to the board's approval, a membership section may operate a subcommittee comprising representatives of its members.
- 5.5.2. The board shall determine how a membership section subcommittee is formed.
- 5.5.3. Membership section subcommittees shall have such powers and duties as the board shall confer on them, or which the board shall delegate to them.
- 5.5.4. A membership section subcommittee may meet and adjourn as it considers appropriate, or as directed by the board.

- 5.5.5. The board may empower any membership section subcommittee to open and operate an account in a financial institution approved by the board from time to time. However, the persons eligible to operate that account must be approved by the board, which from time to time may remove and replace those persons or any of them.
- 5.5.6. Subject to the board's absolute control and supervision, each membership section subcommittee may manage its own affairs but must make regular reports to the board (or otherwise as the board may require from time to time). Each membership section subcommittee must promptly and regularly produce its meeting minutes and records for inspection by or on behalf of the board.
- 5.5.7. A membership section subcommittee must in the exercise of those powers delegated to it, conform to any regulation or restriction that the board may impose upon it from time to time.

5.6. Operational subcommittees

- 5.6.1. The board may create and dissolve any operational subcommittees considered appropriate by the board to help with the conduct of the club's operations.
- 5.6.2. Operational subcommittees shall have such membership, powers and duties as the board shall confer on them, or which the board shall delegate to them.
- 5.6.3. An operational subcommittee may meet and adjourn as it considers appropriate, or as directed by the board.
- 5.6.4. A member of an operational subcommittee who is not a board member is not entitled to vote at a board meeting.
- 5.6.5. Subject to the board's absolute control and supervision, each operational subcommittee may manage its own affairs but must make regular reports to the board (or otherwise as the board may require from time to time). Each operational subcommittee must promptly and regularly produce its minutes and records for inspection by or on behalf of the board.
- 5.6.6. An operational subcommittee must, in the exercise of those powers delegated to it, conform to any regulation or restriction that the board may impose upon it from time to time.
- 5.6.7. The president may by virtue of their office be an ex-officio member of any subcommittee.

5.7. Acts not affected by defects or disqualifications

- 5.7.1. An act performed by the board, a subcommittee or a person acting under the direction of the board is taken to have been validly performed.

5.7.2. Clause 5.7.1 applies even if the act was performed when:

- a. there was a defect, informality or irregularity in the appointment of a board member, subcommittee member or person acting under the direction of the board; or
- b. there was an irregularity in the convening or conduct of any board meeting, subcommittee meeting or general meeting that was not discovered until after the conclusion of that meeting; or
- c. a board member, subcommittee member or person acting under the direction of the board was disqualified from being a member.

6. Election, appointment and vacancies on board

6.1. Electing the board

6.1.1. A board member may only be elected as follows:

- a. the secretary calls for nominations for board positions at least 42 days before the general meeting at which the election result is to be announced;
- b. any two members of the club, who are eligible to vote at general meetings, may nominate another eligible member (the **candidate**) to serve as a board member;
- c. nominations must be:
 - i in writing; and
 - ii signed by the candidate and the members who nominated them; and
 - iii received by the secretary at least 28 days before the general meeting.
- d. balloting lists must be prepared, containing the names of the candidates in order determined by lot, and made available to members of the club at least 21 days before the general meeting;
- e. voting shall commence 14 days prior to the general meeting;
- f. each member, who is eligible to vote at general meetings, may vote for their preferred candidate for each vacant board position;
- g. voting may be electronic and shall close at 05:00pm on the day before the general meeting;
- h. elections shall be conducted by secret ballot;
- i. any equality in voting is decided as follows:
 - i if there are two or more candidates for a vacant board position and two or more candidates receive an equal highest number of votes, the successful candidate is determined at the general meeting by lot, between only those candidates who received the highest number of votes.

- j. if there is only one candidate for a vacant board position, the candidate is declared elected;
- k. if there are no candidates nominated for a vacant board position, a casual vacancy is deemed to have occurred in that position;
- l. the results of board elections are announced at the general meeting, with the members elected taking office upon conclusion of the general meeting.

6.1.2. A person may be elected to the board, or appointed to fill a casual vacancy on the board, only if the person:

- a. is at least 18 years of age; and
- b. is a financial member and does not have any membership fee, other fee or levy in arrears; and
- c. is eligible to be a board member under the Act and this constitution; and
- d. holds a current blue card or exemption card obtained under the *Working with Children (Risk Management and Screening) Act 2000* or agrees to obtain one immediately upon being elected to the board.

6.1.3. Before a member takes office as a board member, the board must ensure that the member is advised:

- a. whether or not the club has public liability insurance; and
- b. if the club has public liability insurance, the amount of the insurance.

6.2. Resignation, removal or vacation of office of board member

6.2.1. A board member may resign from the board by giving written notice of resignation to the secretary.

6.2.2. The resignation takes effect at:

- a. the time the notice is received by the secretary; or
- b. if a later time is stated in the notice, the later time.

6.2.3. A board member may be removed from office at a general meeting of the club if a majority of the members present, eligible to vote and voting at the meeting vote in favour of removing the member.

6.2.4. Before a vote is taken about removing the member from office, the member must be given a full and fair opportunity to show why they should not be removed from office.

6.2.5. Also, members present must be given a full and fair opportunity to show why the board member should be removed from office.

6.2.6. A board member has no right of appeal against their removal from office under clause 6.2.3.

6.2.7. A board member shall vacate office if that person:

- a. dies; or
- b. becomes disqualified from being a board member under the Act or this constitution; or
- c. breaches the board code of conduct; or
- d. is determined by the Queensland Civil and Administrative Tribunal or the Supreme Court of Queensland to have impaired capacity, as defined by the *Powers of Attorney Act 1998* or the *Guardian and Administration Act 2000*; or
- e. is convicted of an indictable offence or is made bankrupt; or
- f. is absent from three consecutive board meetings without approval of the board; or
- g. becomes an employee of the club; or
- h. does not agree to undergo a criminal history check or is disqualified as a result of such a check, if the board requests the member to undergo a criminal history check; or
- i. if the person is required to undergo a *Working with Children (Risk Management and Screening) Act 2000* check and:
 - i. is not eligible to undergo the check; or
 - ii. does not agree to undergo the check; or
 - iii. is disqualified as a result of the check.

6.2.8. A board member has no right of appeal against their removal from office under clause 6.2.7.

6.2.9. Any board member who has their membership of the club suspended or terminated may not return to the office vacated by them for the remainder of the term for that position.

6.2.10. Clause 6.2.9 does not apply in the case of any decision of the board to suspend or terminate a member's membership, which is subsequently set aside by an appeals panel.

6.3. Vacancies on board

- 6.3.1. If a casual vacancy occurs on the board, the continuing members of the board may appoint another member of the club to fill the vacancy until the next annual general meeting.
- 6.3.2. With the exception of the positions of president and director of finance, the continuing members of the board may act despite a casual vacancy on the board.

- 6.3.3. If the number of board members is less than the number fixed under clause 7.4.1 as a quorum of the board, the continuing members of the board may act only to:
 - a. increase the number of board members to the number required for a quorum; or
 - b. call a general meeting of the club.
- 6.3.4. If a casual vacancy occurs in the position of president or director of finance, the continuing members of the board may act only to:
 - a. appoint another member of the club to fill the casual vacancy; or
 - b. call a general meeting of the club.

7. Meetings of the board

7.1. Board meetings

- 7.1.1. Subject to this clause, the board may meet and conduct its proceedings, as it considers appropriate, provided that the board must meet at least once every four months to exercise its functions.
- 7.1.2. The board must decide how a meeting is to be called.
- 7.1.3. Notice of a meeting is to be given in the way decided by the board.
- 7.1.4. The board may hold meetings, or permit a board 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.
- 7.1.5. A board member who participates in the meeting as mentioned in clause 7.1.4 is taken to be present at the meeting.
- 7.1.6. Each board member present is entitled to one vote only.
- 7.1.7. A question arising at a board meeting is to be decided by a majority vote of board members present, eligible to vote and voting at the meeting and, if the votes are equal, the question is decided so as to maintain the status quo.
- 7.1.8. The president is to preside as chairperson at a board meeting.
- 7.1.9. If there is no president or if the president is not present within 30 minutes after the time fixed for a board meeting, the members may choose one of their number to preside as chairperson at the meeting.

7.2. Special meeting of board

- 7.2.1. If the secretary receives a written request signed by at least 33% of the members of the board, the secretary must call a special meeting of the board by giving each board member notice of the meeting within 14 days after the secretary receives the request.
- 7.2.2. If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

- 7.2.3. A request for a special meeting must state:
 - a. why the special meeting is called; and
 - b. the business to be conducted at the meeting.
- 7.2.4. A notice of a special meeting must state:
 - a. the day, time and place of the meeting; and
 - b. the business to be conducted at the meeting.
- 7.2.5. Only the business listed on the notice of a special meeting of the board may be conducted at a special meeting of the board.
- 7.2.6. A special meeting of the board must be held within 14 days after notice of the meeting is given to the members of the board.

7.3. Minutes of board meetings

- 7.3.1. The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each board meeting are entered in a minute book, which may be in electronic format.
- 7.3.2. To ensure the accuracy of the minutes, the minutes of each board meeting must be signed by the chairperson of the meeting, or the chairperson of the next board meeting, verifying their accuracy.
- 7.3.3. Minutes of board meetings are available for inspection only by the secretary, the board and any other person approved by the board.

7.4. Quorum for, and adjournment of, board meeting

- 7.4.1. At a board meeting, more than 50% of the number of members elected to the board as at the close of the last general meeting form a quorum.
- 7.4.2. If there is no quorum within 30 minutes after the time fixed for a special meeting of the board called upon the request of members under clause 7.2.1, the meeting lapses.
- 7.4.3. If there is no quorum within 30 minutes after the time fixed for a board meeting called other than upon the request of members under clause 7.2.1:
 - a. the meeting is to be adjourned for at least one day; and
 - b. the members of the board who are present are to decide the day, time and place of the adjourned meeting.
- 7.4.4. If, at an adjourned meeting mentioned in clause 7.4.3, there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

7.5. Resolutions of board without meeting

- 7.5.1. A written resolution agreed in writing by a majority of the members of the board is as valid and effectual as if it had been passed at a board meeting that was properly called and held.

- 7.5.2. Such a resolution may be validly transmitted and agreed in writing electronically.
- 7.5.3. A resolution mentioned in clause 7.5.1 may consist of several documents in like form, each agreed in writing by one or more members of the board.

7.6. Material personal interests

- 7.6.1. The secretary shall cause to be kept and updated from time to time a register of declared personal interests of board members.
- 7.6.2. A board member who has a material personal interest in a matter being considered at a board meeting must:
 - a. as soon as the member becomes aware of the interest, disclose the nature and extent of the interest to the board;
 - b. not be present while the matter is being considered at the board meeting;
 - c. not vote on the matter; and
 - d. disclose the nature and extent of the interest at the next general meeting of the club.
- 7.6.3. The interest must be recorded in the minutes of the board meeting at which the disclosure is made and also in the register of declared interests of board members.
- 7.6.4. Clause 7.6.2 does not apply to a material personal interest:
 - a. that exists only because the member belongs to a class of person for whose benefit the club is established; or
 - b. that the member has in common with all, or a substantial proportion of, the members of the club.
- 7.6.5. Clause 7.6.2 does not apply if the board, other than the members who have a material personal interest in the matter, decide the member who has a material personal interest in the matter may:
 - a. be present while the matter is being considered at the meeting; or
 - b. vote on the matter.
- 7.6.6. If the board decides under clause 7.6.5 that a board member who has a material personal interest in a matter may be present at a meeting while the matter is being considered, or may vote on the matter, the board must ensure that:
 - a. the decision is recorded in the minutes of the board meeting and disclosed at the next general meeting of the club; and
 - b. details of the decision are given to a member of the club, if requested by the member.

8. Meetings of members

8.1. Annual general meetings

- 8.1.1. The club's annual general meeting must be held within six months after the end date of the club's reportable financial year.
- 8.1.2. Subject to the Act, the following business must be conducted at each annual general meeting of the club:
 - a. presentation of a written report of the club's operations throughout the year;
 - b. receiving and adopting the club's financial statement, and audit report, for the last reportable financial year;
 - c. electing board members;
 - d. appointing an auditor or an accountant for the present financial year;
 - e. appointing the appeals panel chairperson;
 - f. advising members:
 - i. of the club's public liability insurance; or
 - ii. if the board has decided that there is no need to have public liability insurance, the reasons for this decision and that this decision means the club's assets would be at risk if there were a successful claim against the club.
 - g. in accordance with clause 7.6, disclosure of the nature and extent of material personal interests of board members, if applicable;
 - h. presentation of the details of any remuneration paid or other benefits given for the financial year to board members and any of their relatives; and to senior employees of the club and any of their relatives, as prescribed by the Act.

8.2. General meetings

- 8.2.1. The secretary must call a general meeting by giving each member of the club written notice of the meeting within 14 days after:
 - a. being directed to call the meeting by the board; or
 - b. being given a written request signed by at least 10% of the club's members who are entitled to vote at general meetings.
- 8.2.2. A request mentioned in clause 8.2.1.b must state any proposed resolution to be considered at the general meeting.
- 8.2.3. A general meeting must be held within 28 days after the secretary is directed or requested to call the meeting as mentioned in clause 8.2.1.
- 8.2.4. Written notice of a general meeting must be provided to each member of the club at least 14 days before the date of the general meeting.
- 8.2.5. A notice of a general meeting must state the business to be conducted at the meeting and must specify the date, time and place for the meeting.

- 8.2.6. If the secretary is unable or unwilling to call a general meeting, the president must call the meeting.
- 8.2.7. If the secretary or president do not within 28 days from the date of receipt of the request mentioned in clause 8.2.1.b duly proceed to call the meeting, the members who made the initial request (or any of them) may themselves call and arrange to hold the meeting.
- 8.2.8. Any meeting called by the members under clause 8.2.7 must be called in the same manner as that in which meetings are called by the board, and must be held not later than three months from the date of receipt of the request mentioned in clause 8.2.1.b.
- 8.2.9. All reasonable expenses of convening and conducting such a meeting shall be borne by the club.

8.3. Quorum for, and adjournment of, general meeting

- 8.3.1. The quorum for an annual general meeting and for a general meeting called at the direction of the board under clause 8.2.1.a is at least the number of eligible voting members equal to double the number of board members plus one.
- 8.3.2. The quorum for a general meeting called on the request of members under clause 8.2.1.b is at least 10% of the club's members who are entitled to vote at general meetings.
- 8.3.3. No business may be conducted at a general meeting unless there is a quorum of members.
- 8.3.4. If there is no quorum within 30 minutes after the time fixed for a general meeting called upon the request of members of the club under clause 8.2.1.b, the meeting lapses.
- 8.3.5. If there is no quorum within 30 minutes after the time fixed for a general meeting called other than upon the request of members of the club under clause 8.2.1.b:
 - a. the meeting is to be adjourned for at least seven days; and
 - b. the board is to decide the day, time and place of the adjourned meeting.
- 8.3.6. If at the adjourned meeting under clause 8.3.5 a quorum is not present within 30 minutes from the appointed time for the meeting, if there are at least a number of members greater than 50% of the number of members on the board, the members who are present and entitled to vote will be deemed to be the quorum and may transact the business for which the meeting was called.
- 8.3.7. 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.
- 8.3.8. No business will be transacted at any adjourned general meeting other than the business left unfinished at the meeting from which the adjournment took place.

- 8.3.9. A resolution passed at any adjourned meeting will for all purposes be treated as having been passed on the date when it was in fact passed and will not be deemed to have been passed on any earlier date.
- 8.3.10. When a meeting is adjourned, a new notice of the adjourned meeting is required only if the meeting is adjourned for 14 days or more.

8.4. Procedure at general meeting

- 8.4.1. An eligible voting 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.
- 8.4.2. A member who participates in a meeting as mentioned in clause 8.4.1 is taken to be present at the meeting.
- 8.4.3. At each general meeting:
 - a. the president is to preside as chairperson; and
 - b. if there is no president or if the president is not present within 30 minutes after the time fixed for the meeting or is unwilling to act, the members present may choose another board member to be chairperson of the meeting; and
 - c. if there is no board member present the members may choose one of their number to preside as chairperson at the meeting; and
 - d. the chairperson must conduct the meeting in a proper and orderly way.
- 8.4.4. The eligible voting members present at a general meeting may appoint, by a majority vote, an individual who is not a member of the club to chair the general meeting.

8.5. Voting at general meeting

- 8.5.1. At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority vote of the eligible voting members present, eligible to vote and voting.
- 8.5.2. Each member present and entitled to vote is entitled to one vote only and, if the votes are equal, the question is decided so as to maintain the status quo.
- 8.5.3. A member is not entitled to vote at a general meeting if the member has any membership fee, other fee or levy in arrears at the date of the meeting.
- 8.5.4. A challenge to a member's right to vote at a general meeting:
 - a. may only be made at the meeting; and
 - b. must be determined by the chairperson, whose decision is final.
- 8.5.5. The method of voting is to be decided by the board.
- 8.5.6. However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.

- 8.5.7. If a secret ballot is held, the chairperson must appoint two members to conduct the secret ballot in the way the chairperson decides.
- 8.5.8. The result of a vote as declared by the chairperson is taken to be a resolution of the meeting at which the vote was held. Neither the chairperson nor the minutes need to state the number or proportion of the votes recorded in favour or against.

8.6. Proxies

- 8.6.1. The club does not allow proxy voting.

8.7. Minutes of general meetings

- 8.7.1. The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book, which may be in electronic format.
- 8.7.2. To ensure the accuracy of the minutes:
 - a. 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; and
 - b. 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.
- 8.7.3. If asked by a member of the club, the secretary must, within 28 days after the request is made:
 - a. make the minutes for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
 - b. give the member a copy of the minutes of the meeting.
- 8.7.4. The club may require the member to pay the reasonable costs of providing copies of the minutes.

9. Secretary

9.1. Appointment or election of secretary

- 9.1.1. The secretary must be an adult residing in Queensland, or in another state but not more than 65km from the Queensland border, who is:
 - a. an eligible member of the club elected as secretary by the members at a general meeting; or
 - b. any of the following people appointed by the board as secretary:
 - i a member of the club's board;
 - ii another member of the club;
 - iii another person.

- 9.1.2. If a vacancy occurs in the office of secretary, the members of the board must ensure a secretary is appointed or elected within one month after the vacancy occurs.
- 9.1.3. If the board appoints a person mentioned in clause 9.1.1.b.ii as secretary, other than to fill a casual vacancy on the board, the person does not become a board member and is ineligible to vote at board meetings.
- 9.1.4. However, if the board appoints a person mentioned in clause 9.1.1.b.ii as secretary to fill a casual vacancy on the board, the person becomes a board member and is eligible to vote at board meetings.
- 9.1.5. If the board appoints a person mentioned in clause 9.1.1.b.iii as secretary, the person does not become a board member and is ineligible to vote at board meetings.
- 9.1.6. In accordance with clause 3.1.7, a person who has been elected or appointed as secretary and is also a current employee of the club does not become a board member and is not eligible to vote at board meetings.

9.2. Removal of secretary

- 9.2.1. A secretary who has been appointed by the board may at any time be removed by the board.
- 9.2.2. If the board removes a secretary who is a person mentioned in clause 9.1.1.b.i, the person remains a board member.
- 9.2.3. If the board removes a secretary who is a person mentioned in clause 9.1.1.b.ii and who has been appointed to a casual vacancy on the board under clause 9.1.4, the person does not remain a board member.

9.3. Functions of secretary

- 9.3.1. The secretary's functions include, but are not limited to:
 - a. 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
 - b. keeping minutes of each meeting; and
 - c. keeping copies of all correspondence and other documents relating to the club; and
 - d. maintaining the register of members of the club.

10. Finance

10.1. Funds and accounts

- 10.1.1. The funds of the club must be kept in one or more accounts in the name of the club, or in the name of the club and any subcommittee, in a financial institution decided by the board.

- 10.1.2. Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the club.
- 10.1.3. All amounts must be deposited in a financial institution account as soon as practicable after receipt.
- 10.1.4. A payment by the club of \$100 or more must be made by cheque or electronic funds transfer, which may include a credit or debit card payment.
- 10.1.5. Any cheque or electronic funds transfer must be signed or approved by any two of the following:
 - a. the president;
 - b. the secretary;
 - c. the director of finance;
 - d. any other person who has been authorised by the board to sign cheques issued or approve electronic funds transfers by the club.
- 10.1.6. Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed "not negotiable".
- 10.1.7. A petty cash account and credit or debit card accounts may be kept on the imprest system, and the board must decide the amount of funds to be kept in any such accounts.
- 10.1.8. Any credit or debit card mentioned in clause 10.1.7 may be used only for purchases and may not be used for cash withdrawals.
- 10.1.9. All expenditure must be approved or ratified at a board meeting.

10.2. Annual financial statement

- 10.2.1. On behalf of the board, the director of finance 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.
- 10.2.2. The board must ensure that the club's financial statement is audited by an auditor or an accountant and presented to the annual general meeting for adoption.

10.3. General financial matters

- 10.3.1. The income and property of the club must be applied solely towards the promotion of the objects of the club as set out in this constitution and no portion thereof is to be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or among the members of the club, provided that nothing herein prevents the payment in good faith of:
 - a. remuneration of any person in return for services actually rendered to the club; or

- b. repayment for out-of-pocket expenses incurred on behalf of the club; or
- c. payment for sale or hire of goods or payment of rent for premises let to the club; or
- d. interest to any member in respect of money advanced by that member to the club or otherwise owing by the club to the member, provided that the rate of interest is not more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by:
 - i the financial institution of the club; or
 - ii if there is more than one financial institution of the club, the financial institution nominated by the board.

10.3.2. The club precludes the payment to an officer or employee of the club of an amount by way of commission or allowance calculated by reference to the quantity of liquor sold or supplied by the club or the receipts of the club for such liquor.

10.4. Financial year

- 10.4.1. The club's financial year will end on 30 September each year.

11. Documents and legal

11.1. Documents

- 11.1.1. The board must ensure the safe custody of books, documents, instruments of title and securities of the club.

11.2. Notices

- 11.2.1. A written notice may be given by the club to any member either personally, electronically or by sending it by post to the member's last address notified in writing to the club.
- 11.2.2. Any notice period referred to in this constitution shall include the day on which a notice is given.
- 11.2.3. Where a notice is sent by post:
 - a. service of the notice is effected by properly addressing, pre-paying and posting a letter or packet containing the notice; and
 - b. unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

11.3. Common seal and execution of documents

- 11.3.1. Subject to the Act, the club may have a common seal.

- 11.3.2. If the club has a common seal, the seal must be:
 - a. kept securely by the board; and
 - b. used only under the authority of the board.
- 11.3.3. Each instrument to which the seal is attached must be signed by a board member and countersigned by:
 - a. the secretary;
 - b. another board member; or
 - c. someone authorised by the board.
- 11.3.4. If the club executes a document without using a common seal, the document must be signed by a board member and countersigned by:
 - a. the secretary;
 - b. another board member; or
 - c. someone authorised by the board.

11.4. Alteration of constitution

- 11.4.1. Subject to the Act, this constitution may be amended, repealed or added to by a special resolution carried at a general meeting.
- 11.4.2. However, an amendment, repeal or addition is valid only if it is registered by the chief executive of the relevant government department from time to time having responsibility for supervision of the provisions of the Act.

11.5. Bylaws

- 11.5.1. The board may make, amend or repeal bylaws, consistent with this constitution, for the internal management of the club.
- 11.5.2. A bylaw may be set aside by a majority vote of members at a general meeting of the club.

11.6. Indemnity

- 11.6.1. The club shall indemnify its secretary, board members, employees and members against all damages and losses (including legal costs) for which any such person may become liable to any third party in consequence of any act or omission done in good faith for the purpose of exercising the club's functions under the Act.
- 11.6.2. Indemnity under clause 11.6.1 shall not apply to any loss or damage resulting from the wilful misconduct of the person.

11.7. Insurance

- 11.7.1. The club may pay, whether directly or through an interposed entity, a premium for a contract insuring a secretary, board member or employee against liability that the person incurs as an officer of the club including a liability for legal costs.

12. Winding up

12.1. Distribution of surplus assets

12.1.1. This clause applies if the club:

- a. is wound-up under part 10 of the Act; and
- b. has surplus assets.

12.1.2. The surplus assets must not be distributed among the members of the club.

12.1.3. The surplus assets must be given to one or more other entities:

- a. having objects similar to the club's objects; `and
- b. the rules of which prohibit the distribution of the entity's income and assets to its members.

12.2. Liability

12.2.1. A secretary, board member, employee or member of the club is not personally liable to contribute towards the payment of the debts and liabilities of the club or the costs, charges and expenses of the winding up of the club, beyond:

- a. the property of the club in the person's possession; and
- b. the amount, if any, unpaid by the person in respect of membership of the club.