



**Goodna Services Club Inc.**  
**Constitution and Rules of Association**  
As of 21 March 2021

**Amendments Approved by Office of Fair Trading**

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# **1 Preliminary**

## **1.1 Name of the Association**

- a. The name of the Incorporated Association shall be “Goodna Services Club Inc.”
- b. In this Constitution, the incorporated body may be referred to as “the Association” or “the Club”.
- c. The Board may from time to time approve an appropriate trading name for the Association.

## **1.2 Meaning of Certain Words**

The Board shall have the power to define and clarify the meanings of terms in this Constitution, By-laws, policies, procedures and codes of conduct of the Association.

## **1.3 Interpretation**

In this Constitution, unless the context otherwise requires:

- a. The singular includes the plural and vice versa.
- b. Reference to one gender includes every gender.
- c. Reference to any officer of the Club includes any person acting for the time being as such officer.
- d. Reference to a person includes a reference to a natural person or any other entity recognised by the Law.
- e. Reference to the Law is a reference to any enforceable law in place and binding on the Club.
- f. The headings provided for groups of articles, indices or other parts of this Constitution are for convenience only and do not form part of this Constitution for the purposes of interpretation.
- g. The term “In writing” or “written” includes printed and other means of representing or reproducing words in a visible form, including electronic transmission.
- h. Definition of an affiliated entity – An affiliated entity of the Association is an entity that has been formally adopted and approved by the Board as an affiliated entity and is included and acknowledged in the By-laws.
- i. Reference to the Club may refer to the incorporated body and where appropriate, includes the facilities included at the premises of the Club and any other venue/building under the control of Goodna Services Club Inc.
- j. References to the “Board” means the Management Committee under the Associations Incorporation Act (Qld) 1981.

## **1.4 Constitution Subject to the Law**

The Constitution is subject to the Law and where there is any inconsistency between an Article of this Constitution and the Law, the Law prevails to the extent of inconsistency and to provide provisions where this Constitution is silent.

## **1.5 Financial Year**

The financial year of the Club shall close on 31 of December in each year.

## **2 Objects of the Club**

### **2.1 Objects**

The Objects of the Association are:

- a. To provide and maintain a clubhouse and other facilities for members and guests;
- b. To assist in the preservation of the memory and records of those who served with the Australian Defence Force or of the British Commonwealth of Nations or of any ally of the Commonwealth;
- c. To establish and maintain educational facilities and other amenities for the benefit, social comfort and advancement of members and guests;
- d. To affiliate with any other body possessing like aims and objects including recreational and sporting groups upon such terms and conditions as may be mutually agreed;
- e. To make proper provision for the improvement and maintenance of the Club's facilities, and for the furtherance and facilitation of the Club's other objects and powers;
- f. To make donations for patriotic, charitable, benevolent or community purposes with priority provided to Ex-Service and Service Organisations, the Goodna RSL Sub-Branch and the local community decided as deemed appropriate by the Board; and
- g. To do all such other acts and things as are incidental or conducive to the attainment of the foregoing objects.

### **2.2 Powers**

The Club has in the exercise of its affairs, all the powers of an individual.

### **2.3 Specific Limitations on Powers**

- a. Surplus funds of the Association shall be invested in a manner that attracts low investment risk. Such investment options shall include but not be limited to bank deposits within an Australian bank that bears a financial risk rating of "AA" or higher, "AA" rated or higher Australian equities and Australian Government Bonds.
- b. The Association shall not without approval of a majority at a General Meeting, incur capital expenditure exceeding five million dollars (\$5,000,000) in one single project for a particular purpose.
- c. All capital projects proposed by the Club and exceeding one million five hundred thousand dollars (\$1,500,000) shall be supported by a business case showing projected income and expenditure for a projection period of five years from the date of the proposed project. Such business cases shall be prepared or reviewed by an independent industry expert and shall provide detailed forecast cash flow schedules, assumptions adopted and sensitivity case scenarios.
- d. The business case must be completed to the satisfaction of the Board and the Board must only approve the planned capital project if it is satisfied on reasonable grounds that the project is viable and enhances the financial position of the Association.
- e. Where the Association seeks to finance an undertaking by commercial debt, the Association shall not seek an amount of commercial debt exceeding that level that cannot be supported from the reasonable current level of trading surplus that the

operations of the Association is generating by way of reasonable maintainable earnings.

- f. The capital sums nominated in Articles 2.3(b) and 2.3(c) of this Constitution shall increase by a rate of 2.5% compounding annually from the date of this Constitution which shall be taken as the year 2014.



### **3 Membership Classes and Rights**

#### **3.1 Membership Classes**

The membership of the Club will consist of the following classes:

- a. Full Member;
- b. Associate Member;
- c. Social Member;
- d. Life Member;
- e. Honorary Member; and
- f. Temporary Member.

To be eligible for one of the above categories some adequate form of proof is to be produced to confirm status.

#### **3.2 Full Membership**

- a. In order to be eligible for Full Membership of the Club the applicant must
  - i. Have attained the age of eighteen years; and
  - ii. Be of good character and repute and able to provide evidence to that effect if required by the Board; and
- b. Satisfy at least one of the following criteria:
  - i. Be a current member of the Australian Defence Forces or Australian Ally Defence Forces; or
  - ii. Be a merchant seaman eligible for membership of the Returned and Services League of Australia; or
  - iii. Be an ex-service personnel who has been honourably discharged from the Australian Defence Forces or Defence Forces of an Australian Ally.

#### **3.3 Associate Members**

In order to be eligible for Associate Membership of the Club the applicant must

- a. Have attained the age of eighteen years; and
- b. Be of good character and repute and able to provide evidence to that effect if required by the Board; and

Satisfy at least one of the following criteria:

- a. Be the spouse, father, mother, son, daughter, stepson, stepdaughter, brother, sister, grandson, granddaughter, grandfather, grandmother, aunty, uncle or cousin of a person who is eligible to be a Full Member under Rule 3.2; or
- b. Be the spouse, father, mother, son, daughter, stepson, stepdaughter, brother, sister, grandson, granddaughter, grandfather, grandmother, aunty, uncle or cousin of a person who is now deceased but who would be eligible to be a Full Member under Rule 3.2 had he or she not been deceased.

### **3.4 Social Members**

In order to be eligible for Social Membership of the Club the applicant must have attained the age of eighteen years and have fulfilled all of the following criteria:

- a. Be of good character and repute; and
- b. Subscribed to the Objects of the Club as stated on the written application form.

### **3.5 Life Members**

- a. Life Membership may be granted to members who in the opinion of the Board for the time being have rendered outstanding and meritorious service to the Club and whose names have been submitted by the Board to a General Meeting of the Club for approval.
- b. Life Members will be entitled to all of the benefits and advantages of Full Members.
- c. No more than two Life Member nominations will be granted in any one year.
- d. Notice of intention to move a resolution to grant Life Membership shall be given with the notice of the Annual General Meeting. The resolution will be deemed to have been passed if two-thirds of the members present and voting at the meeting vote in favour of it.
- e. Life Members are entitled to the same privileges and are bound by the Constitution and By-Laws of the Club in the same manner as Full Members and shall be exempt from subscriptions and any other fees.

### **3.6 Honorary Membership**

- a. Honorary Membership may be given to person who is eligible to be a Member of the Club.
- b. The President or the General Manager may grant Honorary Membership, provided that the membership will be for a period not exceeding 30 continuous days in any one calendar year.
- c. Honorary Membership shall not entitle the Member to voting rights.
- d. Honorary Members are not entitled to nominate for positions on the Board.
- e. Honorary Members are not entitled to propose new members.

### **3.7 Temporary Membership**

The following persons may be admitted to the Club as Temporary Members:

- a. Overseas visitors, interstate visitors and any RSL Members for a period of one day at a time only;
- b. An intrastate visitor whose principal place of residence is located at least 15 kilometres from the Club (or such other distance as described in the Liquor Act as amended) for a period of one day at a time only;
- c. Members of other Clubs and their guests provided that the appropriate reciprocal rights are in force with those Clubs, for a period of one day at a time only;
  - i. The Secretary will keep a register of reciprocal clubs on the Club premises.
- d. Persons who have made application for Membership of the Club who have also paid the prescribed application fee, during the period they are awaiting a decision from

the Board, for a period not exceeding 30 days from the date of receipt of the application; and

- e. Members of a sporting team or attendees of a private function visiting the Club for the purpose of taking part in sporting competitions or social functions, for the days of the competitions or functions only.
- f. RSL honorary members and defence members are not entitled to any rights or privileges of members other than those rights or privileges expressly granted to RSL honorary members or defence members under sections 77,79,81,83,103JA and 103M of the Liquor Act 1992 (Qld).

### **3.8 Voting**

Full Members, Associate Members and Life Members are eligible to vote, attend General Meetings and hold office on the Board. All other membership categories are not eligible to vote, nor are they entitled to attend General Meetings or hold office.

### **3.9 Membership Fees**

- a. The Board shall determine the membership fee and the terms for payment of the fee for any and all class of member from time to time determine.
- b. The Board has the power if it determines to apply no fee to any class of membership.

### **3.10 Membership Cards**

- a. The Club may issue membership cards to any member at any time.
- b. The issue of a membership card is prima facie evidence of membership to the Association provided that the Association's membership records shall be the final determination of valid and current membership.

### **3.11 Opening and Closing Applications for Classes of Membership**

The Board may determine from time to time that applications for Membership of some or all of the classes are open or closed as it thinks fit in the interests of the Club.

### **3.12 Admission and Rejection of Members**

- a. A person who is eligible for Membership in a particular class for which applications are open may apply to become a Member of the Club in that class.
- b. An application for membership of the Club must be made in the form as required by the Board from time to time and submitted to the Club.
- c. All applications for membership to the Club shall be accompanied by the prescribed identification of the applicant which may be copied or electronically scanned with the copy of which retained by the Association.
- d. The Board or nominated Directors after receipt of any application and the fee applicable for any class of membership shall consider such applications in person, by electronic or other means and determine whether the application should be accepted, deferred or rejected.
- e. An application for membership may be accepted, rejected or deferred by the Director or Board.

- f. When an application for membership is rejected, the Board shall notify the applicant of the rejection in writing within seven days after the decision is made.
- g. On the issue of notification of rejection, the applicant's Temporary Membership ends and the applicant must surrender immediately any membership card issued to them. The applicable subscription fee will be refunded in full within a reasonable period time.
- h. The Board may seek further information from the applicant to enable it to make a determination.
- i. The Board may refuse any application for membership of the Club without providing the applicant with any reasons for that refusal.

### **3.13 Cessation of Membership**

- a. Membership to the Club may be terminated at the discretion of the Board If that member owes the Club money, other than membership subscription fees and that debt is not disputed and after demand for payment, remains unpaid for a period of 60 days or more.
- b. Membership to the Club automatically ceases when a member becomes deceased.

### **3.14 Resignation of Membership**

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

### **3.15 Termination of Life Membership**

- a. Any Life Member whose actions bring discredit to the Club may have such Life Membership withdrawn by a two thirds majority vote of the members of the Club present and voting at a Special Meeting or General Meeting.
- b. Life Membership can only be withdrawn following consideration of the circumstances by the Board and after providing the member under investigation with a reasonable opportunity to respond to allegations.

### **3.16 Register of Members**

- a. Upon acceptance of any application for membership, the Board must ensure that the particulars of the member, as the Law requires, be entered in the members' register which may be maintained electronically.
- b. The particulars may also be entered into the Register of the death, resignations, terminations and reinstatements of members and any further particulars as the Board may require from time to time.
- c. The Board may decide to keep information about members in addition to the information required by Law in conjunction with the members' register.
- d. A member other than a Director does not have the right to inspect the Register of Members except as provided by the Law or authorised otherwise by the Board.

## **4 Members Obligations and Disciplinary Provisions**

### **4.1 Members Obligation**

Every member will be bound to observe and abide by the Constitution and the By-laws, rules, regulations, policies and procedures of the Club in force from time to time.

### **4.2 Breach of Members Obligations**

Where a member of the Club, in the opinion of the Board:

- a. Has refused or neglected to comply with the By-laws, rules, regulations, policies and procedures of the Club; or
- b. Has conducted himself or herself in a manner that is likely to be injurious or prejudicial to the character or interests of the Club; then

the Board may resolve to initiate disciplinary proceedings against that member as set out in this Constitution.

### **4.3 Disciplinary Committee**

- a. When the Board determines to initiate disciplinary proceedings under this Constitution, it must without undue delay constitute a Disciplinary Committee.
- b. The Disciplinary Committee will hear and determine all disciplinary matters referred to it by the Board.
- c. The Board may set further by-laws to control the scope, powers and administration of the Disciplinary Committee.

### **4.4 Composition of the Disciplinary Committee**

The Disciplinary Committee shall be comprised of no less than three and no more than five members of the Board of the Club.

### **4.5 Disciplinary Notice**

The Board shall provide the Disciplinary Committee and the member whose conduct is under investigation with a notice of the Board's intentions to hold a disciplinary hearing. The notice shall:

- a. Be given in a written form that is clear and unequivocal.
- b. Provide no less than seven days' notice of the proceedings.
- c. Detail the date, time and place for the matter to be heard. Such provisions should take reasonable account of the members' availability and accessibility of the location for the proceedings.
- d. Provide sufficient detail of the allegations being made against the member.

### **4.6 Disciplinary Hearing Process**

Disciplinary hearings shall be conducted in the following manner:

- a. The Disciplinary Committee may in its absolute discretion permit legal representation. If it permits the member to retain legal representation, the Disciplinary Committee may also elect to retain legal representation on behalf of the Club.

- b. The Disciplinary Committee must consider the circumstances of the issue and provide the member under investigation with an opportunity to respond to the matters raised against the member.
- c. The Disciplinary Committee must consider the case and make resolution regarding the member under investigation.
- d. In the event that the Disciplinary Committee decides that the membership of the member whose conduct is the subject of the disciplinary hearing is to be terminated or suspended, or the member banned from the Club for any period of time, or the member is to pay for the costs in respect of a disciplinary matter, the Disciplinary Committee must provide the member with written notice of the termination or suspension and reasons for such determination.
- e. Notice of the Disciplinary Committee's decision must be provided to the member whose conduct is the subject of the disciplinary hearing in writing within 10 days of the hearing.
- f. Written notice of the determination of the Disciplinary Committee must be sufficiently detailed and clear to provide unequivocal instructions to the member. The notice must also state relevant reasons for its determination.

#### **4.7 Disciplinary Determinations**

- a. If the Disciplinary Committee is satisfied that the member has refused or neglected to comply with the Constitution, By-laws, rules, regulations, policies and procedures of the Club, or has been guilty of misconduct or conduct prejudicial to the interests of the Club, then the Disciplinary Committee has the jurisdiction to impose disciplinary orders on the member.
- b. Disciplinary determinations are determined by a majority of the Disciplinary Committee.
- c. The Disciplinary Committee may by resolution to impose any one or more of the following disciplinary orders:
  - i. Terminate the membership of a member of the Club;
  - ii. Suspend a member from the Club for a specified period;
  - iii. Ban a member from the Club for any period including the life-time of the member;
  - iv. Recover reasonable costs from the member for restitution for damages or costs incurred in respect of the disciplinary matter; or
  - v. Any of the above with a suspension or non-enforcement of the sanction subject to conditions as determined by the Disciplinary Committee.
- d. A person whose membership to the Club has been terminated under this provision shall not apply for and must not be granted membership to the Club in any class for a period as determined by the Disciplinary Committee after the date of expulsion of that person.

#### **4.8 Temporary Suspension**

- a. The Board, management by authority of the Board or duly authorised delegates nominated by the Board have the power to immediately suspend a member which may only be exercised in accordance with this Article. Delegates granted such powers shall be recorded in the By-laws.
- b. If it is necessary or desirable, in the opinion of the Board, management or duly authorised delegates of the Board, in the interests of good order and safety of members and their guests or in the interests of the Club, and whether or not it is alleged a member has been guilty of misconduct, the Board, management or duly authorised delegates of the Board, may suspend the member summarily for a period of not more than thirty (30) continuous days pending further investigation and further disciplinary action.
- c. If an allegation of misconduct of a member has been brought to the Board, the Board or General Manager may suspend the member for up to 30 days until the Board resolves whether or not to take disciplinary action against the member.
- d. If an allegation of misconduct of a member has been brought to the Board and the Board resolves to take disciplinary action against the member, the Board may suspend the member until the disciplinary action is completed.
- e. If a member has been suspended under this Article, steps must be taken to resolve the matter without delay.
- f. Notice of a suspension under paragraph (b) may be given orally. Notice of a suspension under paragraphs (c) and (d) may be given orally but must be confirmed in writing or by notice sent within three working days of the oral notice.
- g. A member who is given notice of suspension must leave the premises of the Club immediately and remain away from the Club premises for the duration of the suspension.
- h. A member has no right of appeal against a temporary suspension under this Article.

#### **4.9 General Manager Discipline of Employees**

Disciplinary matters involving employees shall be dealt with at the first instance by the General Manager in accordance with the Law.

#### **4.10 Appeal Against Rejection or Termination or Suspension of Membership**

- a. A member whose membership has been terminated or suspended or who has been banned from the Club or who has been ordered to make restitution for costs and damages, may within 14 days of receiving notification of the disciplinary determination, lodge with the Secretary written notice of his or her intention to appeal the decision.
- b. Upon receipt of a notification of intention to appeal the Secretary shall refer the matter to the Appeals Committee.

#### **4.11 Composition of the Appeals Committee**

- a. The Board shall without delay constitute an Appeals Committee each time an appeal is made in respect of a disciplinary matter.

- b. The Appeals Committee shall be comprised of:
  - i. At least one member of the Board provided that director did not preside on the original Disciplinary Committee when it considered the matter which is the subject of the appeal; and
  - ii. Two additional appointees comprised of a member of the management executive of the Club plus one independent Full or Associate Member willing to act in that capacity.
- c. Appeal determinations are determined by a majority of the Appeals Committee.

#### **4.12 Appeals Hearing Process**

- a. The Appeals Committee must convene a meeting to determine the appeal within 30 days of the date of receipt of such notice.
- b. At any such meeting the applicant shall be given the opportunity to fully present his or her case and the Appeals Committee.
- c. The Appeals Committee may in its absolute discretion permit legal representation. If it permits the member to retain legal representation, the Appeals Committee may also elect to retain legal representation on behalf of the Club.
- d. The Appeals Committee has the power to make the following determinations:
  - i. Uphold the original decision and penalty if any;
  - ii. Revoke the decision and penalty if any;
  - iii. Substitute its own determinations for the original decision; or
  - iv. Substitute its own penalty for the original penalty if any.
- e. The decision of the Appeals Committee is final and there is no further right of appeal.
- f. Minutes of the appeals tribunal will be taken by a nominated member of the Appeals Committee.

#### **4.13 Transfer of Membership**

A right, privilege or obligation which a person has by reason of being a member of the Club:

- a. Is not capable of being transferred or transmitted to another person;
- b. Terminates upon cessation of the person's membership; and
- c. Is suspended during the period of any suspension of the member.



#### **4.14 Visitors**

- a. Members shall have the privilege of introducing visitors into the Club and the member introducing such visitor or visitors shall at the time of such introduction ensure the name and address of the visitor or visitors are entered in the appropriate visitor register.
- b. The member introducing the visitor(s) may be responsible personally to the Club for the acts and debts of the visitor if the Board, the Disciplinary Committee or the Appeals Committee so determines.
- c. The Board and their delegates as noted in the By-laws shall have the power to exclude visitors individually or collectively at any time.

#### **4.15 Liquor Accords Compliance**

- a. The Association may, at the discretion of the Board or in accordance with the Law, become a member of a Liquor Accord regulated by the Liquor Act 1992 (Qld).
- b. If the Association is a member of a Liquor Accord, the Association and its members must abide by the Liquor Accord.
- c. Despite any other provision of this Constitution, the Association through the Board and its delegation may prevent the entry to or remove any member, patron, visitor or guest from the Club premises for the purposes of complying with a Liquor Accord to which the Association may be a party. To remove all doubt, no provision of this Constitution restricts the Association's ability to comply with the Liquor Act 1992 (Qld).

## **5 Functions and Composition of the Board**

### **5.1 Functions of the Board**

Except as otherwise provided by this Constitution, the Board:

- a. Shall maintain general control and governance of the Club; and
- b. Shall have authority to interpret the meaning of all provisions of this Constitution, By-Laws, policies, procedures and any matter relating to the Club.

### **5.2 Composition of Board**

The Board shall be comprised of no more than seven Directors and shall consist of:

- a. One President;
- b. One Vice President;
- c. One Secretary;
- d. One Treasurer; and
- e. No more than three non-Executive Directors comprised of members who must hold Full or Associate or Life Membership at the time of nomination.

### **5.3 Executive Directors**

The Executive Directors shall consist of the following positions:

- a. The President;
- b. The Vice President;
- c. The Secretary; and
- d. The Treasurer.

### **5.4 Qualifications for Directors**

Each Director must satisfy the following criteria to be eligible for election and to continue to serve as a Director on the Board of Directors:

- a. Nominees for Executive positions on the Board of President and Secretary must hold Full or Life Membership of the Club at the time of submitting nominations.
- b. Nominees for Executive positions on the Board of Vice President and Treasurer must hold Full, Life or Associate Membership of the Club at the time of submitting nominations.
- c. Nominees for all Board positions must have held valid membership of the Club for at least one year continuously prior to making the nomination.
- d. All Board Directors are to attend a Corporate Governance Course annually and/or as soon as practically possible. Failure to complete such a course may result in the majority of the Board determining that the Board member(s) is removed from the Board.
- e. All Board Directors are to sign within 30 days of the AGM that they have thoroughly read and sign, as a confirmation that the contents are understood, a copy of the Club's governance documentation, Constitution and Directors Code of Conduct.

- f. Nominees may nominate for more than one position on the Board but are ineligible for all other nominated position once elected to the Board.

## **5.5 Variation of Qualifications for Executive Positions**

In the event that there are no candidate(s) for Executive position(s) that satisfy the requirements set out in Articles 5.4(a) or 5.4(b):

- a. The Board may apply the provisions of Article 5.12 to ensure that the Board is properly constituted to provide up to seven members and the required Executive Positions; and
- b. At the first Board meeting immediately following the appointment(s) under Article 5.5(a), the Board shall appoint one of their own to each of the Executive position(s) unable to be filled as a consequence of a failure to satisfy Article 5.4 (a) or 5.4 (b).

## **5.6 Further Restrictions For Director Positions**

- a. A member is not able to fulfil the position of Director of the Club if that person is engaged by the Club as an employee or as a contractor providing day to day services to the Club.
- b. Where a member has been engaged by the Club as an employee or a contractor providing day to day services to the Club, and has ceased serving as an employee or contractor, then that person is not eligible to nominate for a position on the Board until the expiration of three years.
- c. A member is not, without unanimous approval of the Board, able to fulfil the position of Director of the Club if that person holds or seeks nomination or is elected to the Committee or Board of another community club that operates gaming machines from licensed premises that are located within 50 kilometres by radius from the premises of the Club.
- d. A member is not, without unanimous approval of the Board, able hold or be appointed or to nominate for the position of Director of the Club if that person has any interest whatsoever in a hotel or tavern that operates gaming machines from licensed premises that are located within 50 kilometres by radius from the premises of the Club.
- e. An auditor of the Club or business partner or employee or employer of an auditor must not nominate for or be appointed or voted as a Director.

## **5.7 Intention for Rotational Terms of Directorships**

- f. It is the intention of the Club to alter the rotational terms of members of the Board commencing from and including the 2018 year.
- g. It is the intention that the Executive Members of the Board being the President, Vice President, Treasurer and Secretary, be appointed for three year terms on a rotational basis. The President on 1 year, the Treasurer on a different year and the Vice President and Secretary positions on the other year.
- h. It is the intention that the non-Executive Director positions be appointed for three year terms.
- i. It is the intention that the sitting Directors at the time of adoption of this Constitution, will fulfil their respective remaining terms under the previous Constitution after which the new rotational terms under this Constitution shall apply.

## 5.8 Rotational Terms For Directors

- a. At the elections for Directorships for the 2018 year:
  - i. The Vice President position shall be vacated and elections declared for that position;
  - ii. The term of office for the Vice President position shall be three years from the 2018 year onwards;
  - iii. The Secretary position shall be vacated and elections declared for that position;
  - iv. The term of office for the Secretary position shall be three years from the 2018 year onwards;
  - v. Two non-Executive Director positions shall be vacated and elections declared for those positions; and
  - vi. The term of office for the non-Executive Director positions shall be three years for the first position and 2 years for the second position from 2018 onwards; and
  - vii. All other Executive and non-Executive Board positions remain and shall only be declared vacant for election if the sitting Director has vacated the position for any reason.
- b. At the elections for Directorships for the 2019 year:
  - i. The President position shall be vacated and elections declared for that position;
  - ii. The term of office for the President position shall be three years from the 2019 year onwards;
  - iii. The Treasurer position shall be vacated and elections declared for that position;
  - iv. The term of office for the Treasurer position shall be for 1 year for 2019.
  - v. The non-Executive Director position shall be vacated and elections declared for that position; and
  - vi. The term of office for the non-Executive Director position shall be three years from 2019 onwards.
- c. At the elections for Directorship for the 2020 year:
  - i. The Treasurer position shall be vacated and elections declared for that position;
  - ii. The term of office for the Treasurer position shall be three years from the 2020 year onwards;
  - iii. The non-Executive Director position shall be vacated and elections declared for that position; and
  - iv. The term of office for the non-Executive Director position shall be three years from 2020 onwards.

## **5.9 Retiring Directors Eligible for Re-Election**

Subject to Article 5.13(c), in the absence of disciplinary processes retiring Directors are eligible for re-election, or re-appointment.

## **5.10 Resignation or Removal of Directors**

- a. Any member of the Board may resign from the position at any time by giving notice in writing to the Secretary and
  - i. The resignation shall take effect at the time the notice of resignation is received by the Secretary; or
  - ii. The resignation shall take effect on a later date as specified in the notice to the Secretary.
- b. A Director whose membership to the Club has been terminated shall cease to be a Director effective upon the termination.
- c. A Director whose membership to the Club has been suspended may, at the discretion of the majority of the Board, be suspended from acting as a Director for the corresponding period of the suspension.
- d. In any other event, the Board may determine to terminate or suspend a Director from the Board if that Director has lost the confidence of the fellow Directors. Such a termination or suspension must be determined by the full Board and decided by a majority of no less than all sitting Directors, less one.

## **5.11 Directorship Vacated Automatically**

The office of a Director will be automatically terminated and vacated if:

- a. By notice in writing to the Club the Director resigns from office in accordance with Article 5.10;
- b. By reason of any provision of the Law a Director vacates office or becomes prohibited from being a Director;
- c. A Director becomes of unsound mind or a person whose assets or estate are liable to be dealt with under the law relating to mental health;
- d. A Director is permanently incapacitated from performing the required duties;
- e. A Director is absent without permission of the Board from the meetings of Board for three consecutive Board meetings or five or more Board meetings out of eight consecutive Board meetings; or
- f. A Director ceases to be a member of the Club in one of the classes required for eligibility to hold office.

## **5.12 Vacancies on the Board**

- a. The Board shall have power at any time to appoint any Full, Associate or Life Member of the Club to fill any casual vacancy in the Board until the next Annual General Meeting.
- b. The Board may appoint a sitting Director to fulfil any Executive position that may become vacant.
- c. The continuing members of the Board may act notwithstanding any vacancy in the Board, but if and so long as their number is reduced below the number fixed by this

Constitution as the necessary quorum for the Board, the continuing members may act for the purpose of increasing the number of members of the Board to that number or for summoning a General Meeting of the Club, but for no other purpose.

- d. Subject to the provisions of Article 5.5, appointments under this Article must satisfy the criteria and qualifications for the office.

### **5.13 Election of Directors**

- a. Nominations for election to the Board shall be in writing and must:
  - i. Indicate the position or positions for which the nominee is being nominated;
  - ii. Be signed by any two (2) Full, Associate or Life Members of the Club other than the nominee; and
  - iii. Be endorsed with the nominee's statement that they are prepared to accept the position or any one of the positions for which they have been nominated if elected.
- b. A member shall not occupy more than one position on the Board at any one time.
- c. A member can only hold a position on the Board for a maximum of three full terms of three years and after this time are not eligible to nominate for election to the Board.
- d. Nothing in this provision prevents a sitting Director of the Board from nominating for a position at any election.
- e. Nominations shall be delivered to the Secretary not less than seven days preceding the Annual General Meeting.
- f. Nominations may be withdrawn in writing at any time prior to the date of the election.
- g. The Secretary shall be responsible for having the nominations conspicuously communicated to members during the seven days after their receipt.
- h. In all cases of a contested election, voting members attending the General Meeting shall be issued with ballot papers.
- i. The ballot paper shall be in a form approved by the Board and voting members shall indicate their vote for each candidate on the ballot paper by placing a cross in the square against one candidate for each position.
- j. The Club shall not implement preferential voting. Voting shall be on a 'first past the post' basis.
- k. Ballot paper not completed in accordance with this Article shall be considered informal and shall have no effect.
- l. The Board, prior to the issue of the ballot papers, shall appoint a Returning Officer and two scrutineers to conduct the ballot. The Returning Officer and scrutineers shall at the close of the ballot add the number of crosses obtained by each candidate for each position. The Returning Officer will announce the result of the ballot at the Annual General Meeting.
- m. The Returning Officer shall consider the nominations for the office of President, Vice President, Secretary and Treasurer, if there is only one nomination for any office, the Returning Officer shall declare the candidate elected to office at the Annual General Meeting.

- n. Elections for Directors shall be conducted in order of seniority with the following list noting the most senior position first and then reducing seniority order:
- o. Where two or more candidates for the role of President receive the same number of votes so that there is no clear winning candidate for the position and the immediate past President is one of the nominees with equal numbers of votes, then the immediate past President retains the position of President.
- p. Where two or more candidates for the role of President receive the same number of votes so that there is no clear winning candidate and the immediate past President has either not nominated for the position or is not one of the candidates with equal numbers of votes, then the ballot for the position of President is repeated until such time as a clear majority is achieved.
- q. Where two or more candidates for roles other than the President receive the same number of votes so that there is no clear winning candidate then the remaining members of the Board will decide on the successful candidate or candidates by majority vote in a private and intervening meeting at the General Meeting.
- r. In the event of there being no nominations for the position of Secretary, the position shall be declared vacant and Article 5.12 will apply.
- s. A candidate for any Board position who is unable to attend the Annual General Meeting owing to such circumstances that prohibit attendance may stand for a position if in writing the candidate has notified the Secretary of the circumstances at least seven days prior to the Annual General Meeting and only if agreed by a majority of the members attending the Annual General Meeting.
- t. At the conclusion of voting procedures and after all voting results are declared and settled the Returning Officer shall destroy the ballot papers.

#### **5.14 Defects in Appointment**

All acts done by any meeting of the Board or of a Sub-Committee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting in an official capacity, or that the member of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.

#### **5.15 Powers to Create By-Laws**

The Board may from time to time make, amend or repeal By-laws, policies and procedures not inconsistent with this Constitution, for the proper governance of the Club.

#### **5.16 Powers Granted to Sub-Committees**

- a. The Board may create Sub-Committees consisting of members and suitably qualified non-members of the Club.
- b. Sub-Committee must conform to regulations imposed on it by the Board.
- c. The Board cannot delegate its powers to a Sub-committee.
- d. Sub-committees may be empowered to investigate matters, make findings and make recommendations within a defined brief to the Board.

## **6 Board Meetings**

### **6.1 Conduct of Board Meetings**

- a. The Board shall meet no less than six times each year.
- b. Subject to Rule 6.1(a), the Board may meet and regulate its proceedings as it thinks fit; provided that questions arising at any meeting of the Board shall be decided by a majority of votes and, in the case of equality of votes the President is to have the casting vote.
- c. The President shall preside as Chairman at every meeting of the Board or if there is no President, or if at any meeting he or she is not present within ten minutes after the time appointed for holding the meeting the Vice-President shall be Chairman of the meeting or if the Vice-President is not present at the meeting then the Directors present shall choose one of their number to be Chairman of the meeting.
- d. A special meeting of the Board shall be convened by the Secretary on a requisition in writing signed by not less than one third of the Directors.
- e. Not less than seven days' notice shall be given by the Secretary to members of the Board of any special meeting of the Board provided that a majority of the Directors may agree in writing or by electronic means to accept a lesser notice. Such notice shall clearly state the nature of the business to be discussed thereat.
- f. A quorum at every meeting of the Board shall be required and shall be constituted by a simple majority of the number of members elected to the Board.
- g. If within 30 minutes from the time appointed for the commencement of a Board meeting a quorum is not present, the meeting, if convened upon the requisition of the members of the Board, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, the members present shall constitute a quorum.
- h. Any reference to a majority vote shall apply except where the Constitution or By-Laws require a unanimous decision of all members of the Board at that time.

### **6.2 Omission to Give Notice**

The failure or accidental omission to send a notice of a meeting of the Board to any Director or the non-receipt of such a notice by any Director does not invalidate the proceedings or any resolution passed at the meeting.

### **6.3 Attendance of Directors**

- a. A Director will be regarded as present at the meeting if the meeting is conducted by telephone or other electronic means of conferring, provided that the Director is able to receive communication of the proceedings of the meeting and to be able to communicate in a reasonable way to all others attending the meeting.
- b. Board meetings may be validly conducted via teleconference, internet conferencing, video conferencing and other means that provides instantaneous communication methods.



#### **6.4 Resolution in Writing**

A resolution by email or in writing signed or clearly approved by the majority of Directors plus one, for the time being entitled to receive notice of a meeting of the Board shall be valid and effectual as if it had been passed at a meeting of the Board duly convened and held.

#### **6.5 Conflict of Interest**

- a. Directors must diligently avoid acting in any capacity that would place the Director in a position of conflicting interests.
- b. A Director who has any material interest, or in the opinion of the Board is reasonably perceived to have any material interest, that might reasonably conflict with the Director as an officer of the Club must:
  - i. Disclose the conflict to the Board at the first reasonable opportunity;
  - ii. Not participate in any deliberations associated with the Director's role as an officer of the Club, in respect of the matter for which there is a potential, perceived or actual conflict; and
  - iii. Must not receive or obtain any privileged information in respect of the matter for which there is a potential conflict.
- c. All Directors must diligently avoid circumstances that might reasonably appear to members of the Club to present a conflict of interest.

## **7 General Meetings**

### **7.1 Duty to Hold General Meetings**

- a. The Club will hold an Annual General Meeting of the Members of the Club in accordance with the Law.
- b. All General Meetings, other than the Annual General Meeting, will be called Special General Meetings.

### **7.2 Notice of General Meetings**

- a. The Secretary shall convene all General Meetings of the Club by giving not less than 14 days' notice of any such meeting to the members of the Club.
- b. The manner by which such notice shall be given shall be determined by the Board.
- c. Notice of the General Meeting shall clearly provide:
  - i. The location for the meeting;
  - ii. The time the meeting is to commence; and
  - iii. The business to be transacted at the meeting.

### **7.3 Proceedings Not Invalid**

The accidental omission to give notice of a General Meeting to or the non-receipt of notice of a General Meeting by any member will not invalidate any of the proceedings at that General Meeting.

### **7.4 Conduct of General Meetings**

- a. The Board shall use its best endeavours to hold the Annual General Meeting no later than 90 days from the end of the financial year.
- b. In exceptional circumstances the Annual General Meeting may by resolution of the Board be held up to 150 days from the end of the financial year.
- c. The business to be transacted at every Annual General Meeting shall be:
  - i. The receiving of the Board report and the statement of income and expenditure, assets and liabilities of the Club for the preceding financial year;
  - ii. The receiving of the auditor's report upon the books and accounts for the preceding financial year;
  - iii. The appointment of the auditor.
  - iv. The election of Directors; and
  - v. Provision of General Business at the discretion of the Board.

### **7.5 Special General Meeting**

- a. The Secretary shall convene a Special General Meeting:
  - i. When directed to do so by the Board; or
  - ii. On the requisition in writing signed by not less than one-third of the members presently on the Board;

- iii. On the requisition in writing signed by not less than the number of Full, Life and Associate Members of the Club which equals five percent (5%) of the number of those categories of members of the Club.
- b. Requisition for a Special General Meeting shall clearly state the reason for the Special General Meeting and the nature of the business to be transacted.

## **7.6 Quorum**

- a. At any General Meeting the number of members required to constitute a quorum shall be double the number of members presently on the Board plus one.
- b. No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- c. If after 30 minutes from the time appointed for the commencement of a General Meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Board of the Club shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such time and place as the members present may determine, and if at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, the members present shall be a quorum.
- d. The Chairman may, with the consent of the meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- e. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

## **7.7 Conduct of General Meeting**

- a. The President shall preside as Chairman, or if there is no President or if he or she is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall be the Chairman or if the Vice-President is not present or is unwilling to act or in any other case then the Directors present shall elect one of their number to be Chairman at the meeting.
- b. The Chairman shall maintain order and conduct the meeting in a proper and orderly manner.
- c. Every question, matter or resolution with the exception of Life Membership considerations, shall be decided by a majority of votes of the members present.
- d. Special resolutions shall be decided by a majority of no less than 75% of votes of the members present.
- e. Every eligible member present shall be entitled to one vote.
- f. In the case of an equality of votes on any matter other than the election of Directors the Chairman shall have a second or casting vote.
- g. Voting shall be by show of hands unless not less than one-fifth of the members present demand a ballot, in which event there shall be a secret ballot. The Chairman

shall appoint two members to conduct the secret ballot in a manner as he or she shall determine and the result of the ballot as declared by the Chairman shall be deemed to be the resolution of the meeting at which the ballot was demanded.

- h. Proxy voting at any General Meeting, including the Annual General Meeting, is not permitted.
- i. The Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every General Meeting to be entered in the records that shall be open for inspection at all reasonable times by any Full, Life and Associate member who previously applies to the Secretary for that inspection and signed a confidentiality agreement.
- j. The minutes of every General Meeting shall be signed by the Chairman of that meeting or if Chairman is unavailable or unable to sign a Director who was present at the General Meeting.

## **8 Alteration of Rules**

Subject to the provisions of the Associations Incorporations Act (Qld) 1981 and the approval of the Office of Fair Trading, this Constitution may be amended, rescinded or added to from time to time by a special resolution carried at any General Meeting by a majority of no less than 75% of the members present at that meeting.

## **9 Common Seal**

- a. The Board shall provide for a Common Seal and for its safe custody.
- b. The Common Seal shall only be used by the authority of the Board and every instrument to which the seal is affixed shall be signed by a Director and shall be counter-signed by the Secretary or by a second Director.

## **10 Inspection of Records**

Other than expressly provided under this Constitution, a member other than a Director does not have the right to inspect any document of the Club except as provided by the Law or authorised otherwise by the Board.

## **11 Distribution of Surplus Assets**

- a. If the Club is wound up in accordance with the Law, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the remaining assets and property shall not be paid to or distributed among the members of the Club, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Club, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Club.
- b. The members must by special resolution approve the distribution of any surplus assets upon winding up.



## **12 Indemnification of Directors**

- a. Every Director of the Club may at the discretion of the Board, be indemnified out of the property of the Club against any liability by him or her incurred in his or her capacity as a Director.
- b. Directors may only be indemnified out of the assets of the Club where they in the opinion of the Board have acted reasonably and in the best interests of the Club and its members.
- c. The indemnity afforded to Directors may also be provided to persons performing official functions for the Club, including Sub-committee members, Disciplinary Committee members and Appeals Committee members.
- d. An indemnity shall not be extended to employees or contractors in matters relating to their roles as employees or contractors.