



CONSTITUTION

Murgon & District Services & Citizens'
Memorial Club Inc

Approved on: 9th May 2023

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Constitution of the Murgon & District Services & Citizens' Memorial Club Inc

1. INTRODUCTION

1.1 Name

- (a) The name of the incorporated association shall be "Murgon & District Services & Citizens' Memorial Club Inc" (in these rules called "the Club").
- (b) The Management Committee can register a marketing name at its discretion.

1.2 Objects

- (a) The objects of the Club are:
 - i. To provide a Clubhouse and maintain facilities and amenities for the enjoyment and comfort of its members, guests and eligible visitors.
 - ii. To support the objects and ideals of the Returned and Services League of Australia consistent with this Constitution.
 - iii. Provide any support and assistance to a community-based organisation that the Committee believes is appropriate.
 - iv. To manage the Club's assets to achieve enhanced, sustainable returns to fund facilitation of the Club's objects.
 - v. To preserve the memory of those who have served, or are currently serving, in the armed forces of Australia and/or its Allies.
- (b) For the purposes of carrying out the principal objects the Club may do all such acts and things as may be reasonably necessary for, or incidental to, carrying out the primary objects.

1.3 Powers

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

1.4 Property and income

- (a) The Club's property and income however derived shall be applied solely for the benefit and promotion of the Club's objects. No portion thereof shall be paid or transferred directly or indirectly by way of dividends, bonus, or otherwise to the Members.
- (b) Provided that with prior approval of the Committee and an agreed form of appropriate notice, nothing in this rule shall preclude payment to any Committee Member, employee or member of the Club for:
 - i. reasonable and proper remuneration;
 - ii. reasonable out-of-pocket expenses; and
 - iii. services or goods supplied in the ordinary course of business.

2. DEFINITIONS AND INTERPRETATIONS

2.1 Definitions

In this Constitution, the following words shall have meanings assigned to them as follows:

Act: means the Associations Incorporation Act 1981 or any amendment or re-enactment thereof.

AGM: means the Annual General Meeting held each year to elect the Committee and Auditor, as well as deal with matters to which due notice has been given.

By-laws: means any advice, direction or instruction declared by the Committee under the provisions of this Constitution for the governance of members or others.

Committee: means the Management Committee as defined in the Act. The functions of the Committee conform strictly with the requirements of the Act and with this Constitution.

Constitution: means this Constitution.

Employee: any person employed by the Club.

Financial Year: shall mean the period from and including 1st January to and including the 31st December in the year following.

General Manager is the person employed by the Committee to manage the day-to-day business of the Club within these Rules.

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

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

Member: means a person who has been accepted as such by the Committee, in accordance with this Constitution, and who has paid to the Club all nomination fees, subscriptions, and other fees.

Notice: includes all notices, consents, approvals, waivers and other communications given by way of electronic, written, typed and signed correspondence. All notices are deemed to have been delivered when forwarded to the last known address provided to the Club.

Officer: means any Committee Member, the General Manager, Secretary or other manager as appropriately appointed to manage the operations of the Club during a specified trading period.

Returning Officer: a Returning Officer is an adult appointed by the Committee to assist in elections at any AGM or SGM.

Rules: are the individual clauses included in this Constitution.

SGM: Means a Special General Meeting which may be called in accordance with the Constitution and By-laws.

Secretary: may be a Secretary Manager appointed by the Committee, or a member of the Management Committee as agree by the Committee Members.

Service Member: Must be a Financial Service Member of the Murgon RSL Sub-Branch Inc.

Voting Member: Category of membership entitled to vote as provided by this Constitution.

2.2 Interpretation

(a) In the interpretation of these rules, unless the context or subject matter otherwise require:

- i. words importing any gender include the other genders;
- ii. singular words include the plural and vice versa;
- iii. references to any Laws or Acts include amendments, consolidation or replacements to these Laws or Acts and all regulations, orders in council, rules, By-Laws and ordinances made under these;
- iv. a word or expression that is not defined in this Constitution, but is defined in the Act has, if the context permits, the meaning given by the Act;
- v. headings and the table of contents are inserted for convenience only and are to be disregarded in the interpretation of this Constitution; and
- vi. a reference to dollars (\$) shall mean a reference to Australian dollars, unless otherwise expressly intended.

(b) The Committee has the power to interpret this Constitution, the By-laws and any Club policies in a way which may be deemed fair and reasonable.

- (c) Where there is any inconsistency between a Rule in this Constitution and the law, the Law prevails to the extent of the inconsistency.

3. CLASSES OF MEMBERS

3.1 Classes of Members generally

- (a) Membership of the Club shall consist of:
 - i. Ordinary
 - ii. Life
 - iii. Honorary
 - iv. Reciprocal members and visitors
- (b) The number of members of the Club must be not less than forty (40) and the maximum number of memberships will be unlimited or as determined by the Committee.
- (c) At the approval of these Rules, existing Members will retain their current Membership until such time as a renewal of Membership is required under this Constitution.
- (d) The Committee may create classes of Members and determine the rights and privileges attaching to those classes as it believes appropriate for the Club.
- (e) Applications for Membership of some or all of the classes may be opened or closed by the Committee as it believes appropriate in the interests of the Club.
- (f) Persons over the age of 18 years and of good character may apply for any class of membership for which they fulfil the criteria.

3.2 Ordinary Membership

- (a) The following persons are eligible to apply for Ordinary Membership:
 - i. Financial members of the Murgon RSL Sub-Branch.
 - ii. Members of the Australian Defence Force.
 - iii. Ex-servicemen and women who are honourably discharged members of the Australian Defence Force, or any defence forces of Australia's Allies.
 - iv. Any person whose aims and interests are compatible with those members referred to above.
- (b) Ordinary members are entitled to vote.

3.3 Life Membership

- (a) Life Membership may be granted to Ordinary Members, who in the opinion of the Committee, have done outstanding and meritorious work for the Club.
- (b) Any candidate for Life Membership will be submitted by the Committee to the AGM for approval.
- (c) Life Members are entitled to vote.

3.4 Honorary Membership

- (a) The Committee may accept into membership as an Honorary Member any person the Committee so wishes without formal application.
- (b) Honorary Members may include persons such as prominent citizens or sportspeople.
- (c) Honorary Members are not entitled to vote or nominate new members.
- (d) The Committee shall have the power to cancel the honorary membership of any person at any time and without assigning any reason.

3.5 Reciprocal members and visitors

- (a) Reciprocal clubs are determined by the Committee. The Club's Secretary must ensure a register of the reciprocal clubs is kept.

- (b) Financial members of other RSL Clubs or Sub-Bran­ches and current serving members of the Defence Force may be Reciprocal Members for a period not exceeding twenty-one (21) days in any one financial year.
- (c) Reciprocal members and visitors do not pay membership fees and have no other rights of membership.
- (d) Members shall have the privilege to be able to introduce visitors into the Club and the member introducing such visitors shall at the time of such introduction ensure all required details of the visitors are entered in any register as required by Law.
- (e) The member introducing any visitors is responsible personally to the Club for the acts and debts of the visitors if the Committee or the Appeal Committee so determines.
- (f) The Committee and its delegates shall have the power to exclude visitors individually or collectively at any time.

4. MEMBERSHIP

4.1 Application for Membership

- (a) Any person who wishes to make an application for membership shall do so provided they meet the criteria for the class of membership to which they wish to be admitted.
- (b) Method of application for membership and any application document(s) shall be prescribed by the Committee.
- (c) An application for membership must be provided with any other information that the Committee reasonably requires in addition to that contained in the application.

4.2 Determination of Membership application

- (a) The Committee will determine the outcome of a membership application.
- (b) When an application for membership has been accepted, the Secretary and/or the Secretary's delegate will advise the applicant and enter the applicant's details in the Register.
- (c) Any application for Membership may be refused, after appropriate and reasonable consideration. The Secretary will advise the applicant of the refusal and refund any subscription or membership fees paid.

4.3 Annual subscriptions

- (a) Prior to the close of the current financial year the Committee shall decide the annual subscription for each class of member.
- (b) Application fees, if required, shall be paid by each member before they are admitted to membership.
- (c) Annual subscriptions shall be due and payable on the last day of December every year.
- (d) Members have the right to request an extension of time for payment for which the Committee will give due consideration.
- (e) With the exception of rule 4.2(c), no refund shall be given for any reason.

4.4 Membership rights

- (a) Every member will receive an identification instrument issued either in card or digital form.
- (b) Voting members are entitled to receive notices, attend and vote at all AGMs and SGMs.
- (c) Voting members have one (1) vote.
- (d) During any period where fees are unpaid, members with voting rights, forfeit these rights until all outstanding fees are paid in full, including any member who has been granted an extension of time to pay.

4.5 Register to be kept

- (a) A register of members shall be kept in accordance with the Law.
- (b) The Register shall include the names and residential addresses, email address and phone number of all persons admitted to Membership and the date and type of membership.
- (c) It shall record particulars of deaths, resignations, suspensions, terminations and reinstatements of membership and any further details as the Committee may require.
- (d) All membership information shall be retained in a confidential manner and be managed strictly in accordance with the Privacy Act.

4.6 Membership not transferable

- (a) Membership is not transferable.
- (b) All rights and privileges of membership will cease immediately upon a person ceasing to be a member for any reason.

5. OBLIGATIONS OF MEMBERSHIP AND DISCIPLINARY PROVISIONS

5.1 Member's obligation

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

5.2 Resignation of Membership

- (a) A member of any class may resign from the Club at any time by giving notice in writing to the Secretary.
- (b) Such resignation shall take effect at the time the notice is received by the Secretary or the date specified in the notice, whichever is the latter.
- (c) If any fees payable by a member shall remain unpaid for a period of two (2) calendar months after the renewal date, the member is deemed to have resigned from the Club.

5.3 Cessation of Membership

A member shall cease to be a member if:

- (a) the member resigns;
- (b) the member is deceased;
- (c) the member's membership is terminated by the Committee in accordance with Clause 5.4.

5.4 Breach of Member's obligation

- (a) If a member
 - i. fails to comply with the Constitution, By-laws and policies; or
 - ii. conducts themselves in a manner considered by the Committee to be injurious or prejudicial to the character or interests of the Club; or
 - iii. conducts themselves in a manner considered by the Committee to be in contravention of this Constitution and the By-laws;the Committee may resolve to take disciplinary proceedings against the member or, in certain circumstances, terminate the membership.
- (b) The member concerned shall be given notice of the case and given a full and fair opportunity of presenting their case and if the Committee resolves to terminate the Membership, it shall instruct the Secretary to advise the member in writing.
- (c) Any such member who has been terminated has a right of appeal.

- (d) Any person whose membership has terminated for any reason may be re-admitted to membership on application which the Committee shall give due consideration consistent with this Constitution and the By-laws.

5.5 Temporary suspension

- (a) The General Manager or an approved officer duly appointed, has the power to temporarily suspend a member effective immediately.
- (b) The member who is given notice of suspension must leave the Club premises immediately and remain away from the Club premises for the duration of the suspension.
 - i. Suspension will be for a period of not more than forty (40) continuous days pending further investigation;
 - ii. Notice of a suspension may be given orally but must be confirmed by way of notice within seven (7) days of the oral notice;
 - iii. If an allegation of misconduct of a member has been brought to the Committee, it may suspend the member for up to thirty (30) days in addition to any other suspension by way of notice, until it resolves whether or not to take disciplinary action against the Member;
 - iv. The member has no right of appeal against a temporary suspension; and
 - v. During suspension the suspended member has no right to vote at or attend AGMs or SGMs.

5.6 Suspension or termination of Membership

- (a) If in the opinion of the Committee any member or guest whose conduct in the Club's premises or precincts is such as to be derogatory or prejudicial to the character or interest of the Club, or the comfort of its members, may be suspended at the discretion of the Committee for such period as is considered reasonable in each particular circumstance.
- (b) Notwithstanding clause 5.5, no suspension shall become operative until the Committee has made due enquiry into such conduct and until the member has been given the opportunity to appear before the Committee in their own defence.
- (c) Notice of such right to appear before the Committee shall be given by the Secretary, giving not less than seven (7) days' notice of the proposed enquiry by the Committee.
- (d) During any such period of enquiry or appeal, the Committee may prohibit entry of the member to the Club's premises.
- (e) It shall be the Committee's responsibility to terminate the membership of any member whose conduct after due investigation is found to be such as to render them unfit to continue membership.
- (f) If the Committee considers that the conduct of a member warrants termination of their membership, the Secretary must give written notice to the member of the termination. The notice must:
 - i. set out the full particulars of the conduct in question; and
 - ii. advise the person of their right to appeal their termination, provided that they lodge their appeal in writing to the Secretary within twenty-eight (28) days of receiving the notice.

5.7 Appeal against rejection, suspension, or termination of Membership

- (a) A person whose application for membership has been rejected or whose membership has been suspended or terminated may within one (1) month of receiving written notification thereof, lodge with the Secretary notice of an intention to appeal.
- (b) Upon receipt of notification of intention to appeal against a rejection, suspension or termination of membership, the Committee shall appoint an Appeal Committee. Refer to rule 8.2 for the establishment and powers of the Appeal Committee.
- (c) A meeting shall be convened within forty-five (45) days of the date of receiving such notice from the member. The Secretary must give notice to the member of the date, time and venue for the meeting before the Appeal Committee at least twenty-one (21) days before the meeting.

- (d) At the meeting at which the appeal is considered, the Appeal Committee must afford the member appealing a reasonable opportunity to be heard and must consider any representations in writing in relation to the appeal.
- (e) The Member who is subject to disciplinary action may have one representative.
- (f) The Appeal Committee may, after having afforded the member concerned a reasonable opportunity to be heard, agree or decline to terminate their membership and shall communicate that decision to the Committee who shall advise the member in writing.
 - i. The Appeal Committee may impose a penalty other than termination (such as a fine or some form of service order) only if the member agrees to accept that other penalty.
- (g) A member whose membership is terminated ceases to be a member upon receipt of written notice of their termination and shall forfeit the remainder of their membership and shall not be entitled to financial reimbursement.

6. COMMITTEE MEMBERS

6.1 Transition terms of appointment to rotational Committee positions

- (a) From the adoption of this Constitution, it is intended to proceed towards a regime under which Committee Members will be elected for 2-year terms with half the Committee Members elected at each AGM.
- (b) All Committee Members must retire from office at the AGM next following the adoption of this Constitution.
- (c) After elections are held, the ordinary members shall draw lots to determine when their position will come up for election.
 - i. President, a Sub-Branch representative and ordinary Committee Members 1-2 will continue for two (2) years from the Base Year without election.
 - ii. Vice President, Treasurer, a Sub-Branch representative and remaining ordinary Committee Members will continue for one (1) year from the Base Year.

6.2 Committee

- (a) The Management of the Club shall be vested in a Committee comprising a maximum of nine (9) Committee Members and minimum of six (6).
- (b) Positions shall come up for re-election every two years, in the following format:
 - i. President, Sub-Branch Service Member and two (2) Committee Members
 - ii. Vice-President, Treasurer, Sub-Branch Service Member and remaining Committee Members
- (c) Up to two (2) Committee Members may be elected from the Service membership of the Murgon RSL Sub-Branch, provided they also fulfil the criteria at 6.3.
- (d) The President to Chair all meetings at which they are present.

6.3 Qualifications for Committee Members

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

- (a) a voting member for at least two (2) consecutive years prior to nomination;
- (b) ordinarily reside within Australia;
- (c) not be a paid employee of the Club;
- (d) thoroughly read and sign a statement confirming that the Constitution, By-Laws, last two Annual Reports and any other documentation as determined by the Committee, have been read, understood and agreed to; and
- (e) completed a governance course approved by the Committee prior to the election or within 90 days of taking office.

- i. Failure to complete such a course, or make every reasonable effort to do so as determined by the Committee, will result in the Committee Member being suspended from the Committee until the course is completed.

6.4 Qualifications of President

- (a) Only persons who have served a minimum of two (2) consecutive years on the Committee within the previous five (5) years are eligible to be nominated as President.
- (b) In the event there are no nominations of qualified persons fourteen (14) days prior to the AGM, a notice will be given for nominations to be accepted from any member who is currently or has previously served on the Committee for at least one (1) year. These nominations must be received by the Secretary no later than seven (7) days prior to the AGM.
- (c) In the instance whereby criteria of 6.4(a) and 6.4(b) cannot be satisfied, a member may be nominated from the floor with the endorsement of 30% of voting members in attendance.

6.5 Qualifications of Treasurer

- (a) Only persons with an understanding of accounting procedures and an ability to read and understand the Profit and Loss, Balance Sheet and other financial reports, are eligible to be nominated for the position. Nominees may be required to demonstrate knowledge to the Club's Auditor.
- (b) In the event there are no nominations or nominees do not meet the criteria, a member may be nominated with the endorsement of 30% of voting members in attendance. If said nominee is voted in, however unable to demonstrate knowledge as per 6.5(a), a third party shall be appointed by the Committee to present and explain monthly financial statements as required, no less than quarterly.

6.6 Appointment of Secretary

- (a) The Committee shall appoint a Secretary.
- (b) The Committee may appoint the Club Manager as Secretary.
- (c) If the Secretary is a salaried person:
 - i. they shall not be required to retire from office at the AGM;
 - ii. their tenure shall be a contractual matter to be determined by the Committee; and
 - iii. they are not entitled to vote at a meeting of the Committee.
- (d) If there is no salaried Secretary, the Committee shall appoint one of their own to be the Secretary. Such person shall be entitled to vote at meetings of the Committee, and may be entitled to be paid an Honorarium, the amount of which shall be determined by the Committee.
- (e) Any other duties of the Secretary shall be set by the Committee.

6.7 Election of Committee

- (a) Nominations for election to the Committee shall be in writing and must:
 - i. indicate the position for which the Nominee is being nominated;
 - ii. be signed by any two Voting Members; and
 - iii. be endorsed with the Nominee's statement that they are prepared to accept the position for which they have been nominated if elected.
- (b) The nomination shall be lodged with the Secretary at least fourteen (14) days before the AGM.
- (c) An existing Committee Member may nominate for a different position on the Committee during their term, however if voted into this position (e.g. Committee Member becomes the President), their current office becomes vacated and dealt with under rule 6.9.
- (d) The President, Vice-President, Treasurer and Secretary (if a voted position), in that order dependent of which positions are up for nomination, must be the first positions elected followed by the election of the remaining Committee.
 - i. If there is only one candidate for any office that candidate shall be deemed to be elected at the AGM.

- ii. Should there be an insufficient number of candidates nominated for positions available, any remaining vacancies will be dealt with under rule 6.9.
- (e) Every member belonging to a class entitled to vote under this Constitution shall be entitled to vote in a first-past-the-post election of Committee Members via secret ballot.
- (f) All duly nominated candidates for the respective positions shall be in alphabetical order, with results counted by the Returning Officer.
 - i. Each candidate shall have the right to appoint one scrutineer if they so desire.
 - ii. A person can only act as a scrutineer if they are eligible to vote at the AGM.
 - iii. A person is ineligible to act as a scrutineer if their position is up for election, has nominated for a position, or nominated another person for a position.
- (g) In the event that the voting results in a tie, names of the tied candidates shall be placed in a container and the Returning Officer shall draw a name to determine the successful candidate.

6.8 Resignation or removal from the Committee

- (a) The office of a Committee Member will be automatically vacated if:
 - i. a Committee Member becomes bankrupt, suspends payment or makes any arrangement or compromise with creditors;
 - ii. by notice in writing to the Club a Committee Member resigns from office;
 - iii. by reason of any provision of the Law a Committee Member vacates office or becomes prohibited from being on the Committee;
 - iv. a Committee Member becomes of unsound mind;
 - v. a Committee Member is permanently incapacitated from performing the required duties;
 - vi. a Committee Member's position contravenes any Acts or Laws;
 - vii. a Committee Member is absent without permission of the Committee for 3 consecutive Committee meetings or 5 or more Committee meetings out of 8 consecutive meetings;
 - viii. a Committee Member ceases to be a member in one of the classes required for eligibility to hold office; or
 - ix. a Committee Member whose membership to the Club has been suspended shall also be suspended from acting as a Committee Member for the corresponding period of the suspension, subject to Clause 6.8(b).
- (b) The Committee may terminate or suspend a Committee Member from the Committee if that Committee Member has lost the confidence of the fellow Committee Members. Such a termination or suspension must be determined by the remainder of the Committee unanimously.
- (c) A Committee Member who is terminated or suspended from the Committee, has the same right of appeal as detailed in rule 5.7.

6.9 Vacancies on the Committee

- (a) The Committee may appoint a current sitting Committee Member to fulfil any casual vacancy, however, a Committee Member can only occupy one position on the Committee at any one time.
- (b) The Committee shall have the power to appoint a member to fill a casual vacancy as the case requires, provided the person fulfills the qualifications in Clause 6.3.
- (c) If the number of remaining Committee Members falls below the minimum per rule 6.2(a), the Committee may only act for the purpose of:
 - i. increasing the number of Committee Members to the minimum; or
 - ii. to convene an AGM; or
 - iii. to convene an SGM.
- (d) Appointments made under this rule will only be effective until the next AGM, at which time the position shall be up for election.

7. POWERS AND DUTIES OF THE COMMITTEE

7.1 Powers of the Committee

- (a) The Committee will have sole charge of all affairs and will govern the business of the Club.
- (b) Subject to the Law and to any other provisions of this Constitution, the Committee will appoint who has control and management of the operating activities, property, and funds of the Club except any powers that, by the Law or by this Constitution, are required to be exercised by the Club at an AGM or SGM.
- (c) In addition to powers given to the Committee elsewhere in this Constitution the Committee will also have power to make and adopt, alter, repeal and enforce any policies and By-laws not inconsistent with this Constitution.
- (d) The Committee, in addition to the other powers conferred by this Constitution and those consistent with responsible management, shall also have the following powers:
 - i. To enter into contracts on behalf of the Club.
 - ii. By way of notice, to appoint any delegate or delegates to represent the Club for any purpose and with such responsibilities as it shall deem fit.
- (e) No Committee Member has authority to act on the Club's behalf unless formal authority has been delegated to that Committee Member, by prior approval of the Committee.

7.2 Power to borrow or raise money

- (a) The Committee may exercise all the powers to borrow or raise or secure the payment of money in such manner as the Members may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Club in any way.
- (b) Where the Committee seeks to borrow over \$150,000 for one single project, approval must be sought at an AGM or SGM by a 75% majority of Voting Members in attendance.
 - i. For the purposes of this Article, the term "one single project" incorporates all reasonable components of a single project and will include all items that are appropriately capitalised for the project, such as building works and expenditure on fit-out, equipment, fixtures and professional designs and approvals. The Committee shall not disaggregate a single project to two or more smaller projects in order to avoid complying with the limit shown above.
- (c) Surplus funds shall be invested or applied for the benefit of the Club and its Members, as the Committee may determine. Where funds in excess of \$1,000,000 are being invested outside an APRA registered, authorised deposit taking financial institution, approval must be sought at an AGM or SGM by a 75% majority of Voting Members in attendance.
- (d) The Committee is entitled to consider capital investments into diversified operational assets outside its primary operations.
- (e) The Committee shall undertake due diligence at any time when borrowing or investing any funds.
 - i. If requested by the majority of Committee Members, or by the Members at an AGM or SGM called for the approval of funds, the Committee shall source independent third-party advice to be coordinated by the Treasurer or President.
- (f) The values nominated above shall increase by a rate of the greater of the annual CPI changes or 2.5% compounding annually from the date of this Constitution. Such escalations shall be applied from the Base Year of this Constitution.

7.3 Minutes

- (a) The Committee must ensure that proper minutes are recorded of the attendance and business transacted at Committee meetings, AGMs and SGMs.
- (b) The minutes of any meeting will be ratified at the following meeting and signed by the Chairperson of the meeting or by the Chairperson of the next succeeding meeting, and will be conclusive evidence of the matters recorded in them without any further proof.

8. SUB-COMMITTEES

8.1 Power to establish sub-committees

- (a) The Committee may create sub-committees consisting of members and suitably qualified non-members.
- (b) Sub-committees must conform to terms of reference and regulations imposed on it by the Committee.
- (c) Except for the delegated powers associated with the disciplinary processes outlined in this Constitution, the Committee cannot delegate its powers to a sub-committee.
- (d) Sub-committees may be empowered to carry out tasks, investigate matters, make findings and recommendations within a defined brief to the Committee.
- (e) The Committee has the right to select a Chairperson for the sub-committee.
- (f) With the exception of Appeal Committees, the President is an ex-officio member of all sub-committees created by the Committee and shall be notified of the time and place of all meetings of Sub-committees unless the President or the Committee otherwise directs.
- (g) No Sub-committee shall, without the express approval of the Committee via notice, commit the Club in any way.
- (h) A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the sub-committee members present and, in the case of an equality of votes, the sub-committee Chairperson has a casting as well as a deliberate vote.

8.2 Appeal Committee

- (a) In the event a member appeals against a disciplinary decision of the Committee, the Committee will establish an independent Appeal Committee which will consist of three (3) persons.
- (b) Members of the Appeal Committee shall be independent and shall not have been party to the initial decision of the Committee.
- (c) The Appeal Committee must be provided with such resources as are reasonably necessary to discharge its duties, including independent legal advice and assistance if required.
- (d) The Appeal Committee decision is absolute.
- (e) Members of the Appeal Committee must hold a membership class which has voting rights, be a reasonable person of excellent character and are only appointed for the appeal at hand.
- (f) Members of the Appeal Committee fall under the rules detailed in 8.1 with the exception of rule 8.1(f).

9. PROCEEDINGS OF THE COMMITTEE

9.1 Regulation of meeting

- (a) The Committee shall meet at least once a month for the dispatch of the business of the Club and adjourn and otherwise regulate its meetings as it deems fit.
- (b) A Special Meeting of the Committee shall be convened:
 - i. by the President; or
 - ii. by the Secretary on the requisition in writing signed by not less than four members of the Committee, which requisition shall clearly state the reasons why such Special Meeting is being convened and the nature of the business to be transacted thereat.
- (c) Not less than 24 hours' notice shall be given by the President, Secretary or designate to Committee Members, of any Special Meeting of the Committee. Such notice shall clearly state the nature of business to be discussed thereat. In an emergency a Special Meeting may be called on such lesser notice as the circumstances require.

9.2 Technology: Meeting of Directors

- (a) A Committee Member may take part and vote in a Committee meeting in person or by using any instantaneous communication device that reasonably allows the Committee Member to hear and take part in discussions as they happen.
- (b) Committee Members must provide consent to hold a meeting via technology, whether as a one off or a standing order. The consent for each meeting may only be withdrawn within a reasonable period before the meeting. All Committee Members who take part in the meeting are treated as having consented to the use of the technology for that meeting.
- (c) A Committee Member may not leave a technology meeting by disconnecting their link to the meeting unless that Committee Member has previously notified the chair of the meeting.
- (d) If the Secretary is not present at a technology meeting one of the Committee Members present must take minutes of the meeting.

9.3 Decisions by majority

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

9.4 Quorum for Committee Meetings

- (a) The quorum necessary for the transaction of the business of the Committee must be a majority of the total number of Committee Members.
 - i. A Committee Member may take part and vote in a Committee meeting in person or by using any technology that reasonably allows the Committee Member to hear and take part in discussions as they happen.
 - ii. A Committee Member who participates in a Committee meeting as mentioned above, is taken to be present at the Committee meeting.
- (b) A quorum must be present throughout each meeting of the Committee. If a quorum is not present at any time, the meeting is not validly convened, but this does not affect the validity of any business conducted before the absence of a quorum occurs.
- (c) If within half an hour from the time appointed for the commencement of the Committee Meeting a quorum is not present, the meeting, if convened upon the requisition of Committee Members, shall lapse.
- (d) In any other case, the meeting 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 Chairperson may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.

9.5 Conflict of interest

- (a) All material personal interests must be declared as detailed in the Act.
- (b) A Committee Member who has any material personal interest that might reasonably conflict with their role as a Committee Member, they must:
 - i. disclose the conflict to the Committee at the first reasonable opportunity;
 - ii. not be present while the matter is being considered or vote on the matter, unless approved to do so by the Committee; and
 - iii. disclose the nature and extent of the interest at the next AGM or SGM.

9.6 Validity of acts of Committee

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

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

- (b) that a person elected was disqualified.

9.7 Resolutions of the Committee without meeting (Flying Minute)

- (a) The Committee Members may pass a resolution without a Committee Meeting being held, provided all Committee Members who are entitled to vote on the resolution sign a statement that they are in favour of the resolution.
- (b) Separate copies of a document may be used for signing by the Committee Members if the wording of the resolution and the statement is identical in each copy.
- (c) Agreement in writing may be by digital method or by signing a physical statement, however must be within the resolution's prescribed time. If digital signatures are used, written agreement must be received from the Committee Member.
- (d) At the next Committee Meeting, the resolution is subject to ratification.

10. AGM AND SGM

10.1 AGM

- (a) The AGM shall be held following the Sub-Branch AGM and within 6 months of the end of financial year, the date to be decided by the Committee.
- (b) Notice to hold an AGM shall be given at least 28 days prior to the proposed date of the meeting. A Notice advising of all resolutions and other matters shall be sent to all eligible members 14 days prior.
- (c) The only business to be transacted at an AGM shall be:
 - i. To receive, and if in order, confirm the minutes of the previous AGM and any SGMs held during the preceding year.
 - ii. To receive the Committee's reports and the statement of the club's financials for the preceding financial year.
 - iii. To receive and consider the Auditor's report upon the books and accounts of the preceding financial year.
 - iv. To deal with Resolutions of which a notice in writing has been given to the Secretary, at least 21 days prior to the AGM.
 - v. No resolution shall be presented to an AGM if the Committee believes the resolution is frivolous in nature or is inappropriate for presentation to the Club's AGM.
 - vi. The election of President, Vice-President, Treasurer and other Committee Members of the Committee for the respective balance of their terms.
 - vii. The appointment of an Auditor for the ensuing year.
 - viii. There will be no General Business at the AGM.

10.2 SGM

- (a) Any Committee Member may, with the written concurrence of the majority of other Committee Members, convene an SGM.
- (b) The notice convening an SGM shall state the matter(s) to be discussed at the meeting, and no business other than that specified in the notice shall be transacted.
- (c) The Committee must call and arrange to hold an SGM at the request of members provided that the request from the members:
 - i. states the resolution(s) to be proposed at the meeting;
 - ii. is signed by at least forty (40) members entitled to vote at an SGM;
 - iii. is provided to the Secretary; and
 - iv. is not, in the Committee's opinion, of a frivolous or insignificant nature.
- (d) Such SGM must be held no later than two (2) months after the receipt of a duly signed request.

10.3 Method of calling AGM or SGM

- (a) All members shall be given twenty-eight (28) days' Notice of all AGMs or SGMs, with an additional fourteen (14) days' notice for any meeting where nominations for Committee positions are required.
- (b) All of such Notices shall clearly state the date, time and place, of the Meeting.
- (c) Notice advising of SGM shall contain a concise statement of the business to be dealt with at the Meeting.
- (d) The Committee may postpone an AGM or SGM or change the venue for the meeting by giving notice to all members who received the original notice of meeting at least forty-eight (48) hours before the appointed time. The notice must specify a new time and place if postponing the meeting, or the alternative venue if changing the venue.

10.4 Quorum

- (a) At any AGM or SGM the number of members present required to constitute a quorum, is at least the number of members elected or appointed to the Committee at the close of the last AGM (or SGM) plus 1.
- (b) No business shall be transacted at any AGM or SGM unless a quorum of members is present at the time when the meeting proceeds to business.
- (c) A quorum of members must be present throughout each AGM or SGM. If a quorum is not present at any time, the meeting is not validly convened, but this will not affect the validity of any business conducted before the absence of a quorum occurs.
- (d) A quorum for SGM called by the members must include at least 75% of the members who signed the instrument requesting a meeting. If less than 75% of the members who requested meeting are present then the meeting is deemed to have lapsed.
- (e) The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting, 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.
- (f) The Committee will determine the necessary notice for the adjourned meeting.

10.5 Procedure where no quorum

- (a) If within fifteen (15) minutes from the time appointed for the commencement of a meeting, a quorum is not present:
 - i. where the meeting was convened upon the requisition of members, the meeting will lapse or
 - ii. in any other case, the meeting will be adjourned.
- (b) Any meeting adjourned will be rescheduled to take place on a day and at a time and place that the Committee decides.
- (c) If at the rescheduled meeting a quorum is not present within fifteen (15) minutes after the appointed time, then the meeting will be dissolved unless it is adjourned under Clause 10.7.

10.6 Procedures for meetings

- (a) The President shall preside as Chair of General Meetings.
- (b) If there is no President, or if they are not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall Chair the meeting, or if not present or are unwilling to act, then the Members present shall elect one of their number to Chair the Meeting.
- (c) Every question, matter, or Ordinary Resolution shall be decided by a majority of votes of eligible Members present.
- (d) Any Special Resolution will only be passed provided at least 75% of eligible Members present, vote in agreement.
- (e) Proxy voting or voting by the appointment of an attorney shall not be permitted.

- (f) The Chairperson shall have a casting vote.
- (g) A member shall not vote in respect of any contract or proposed contract with the Club in which they hold an interest, or any related matter arising.
- (h) The Committee may, at its absolute discretion, permit voting by electronic means, such as teleconference or video conferencing. If the Committee determines to permit voting by electronic means, it must provide full details of the means by which voting may be cast on each notice of the General Meeting.
- (i) Even if they are not Members, the following persons have the right to attend any General Meeting, and if requested by the Committee, to speak at such meeting:
 - i. external consultants with expert knowledge in a relevant field; or
 - ii. any other person invited by the Committee.

10.7 Adjournment of meeting

- (a) The Chairperson of an AGM and SGM may adjourn the meeting with the consent of the majority of members present, but no business will be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (b) The Committee will determine the necessary notice for the adjourned meeting, which is to be held no later than twenty-eight (28) days after the adjourned meeting.

10.8 Show of hands or ballot

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

11. FINANCE

11.1 Proper records to be kept

- (a) The Committee must ensure that proper accounting and other records are kept in accordance with legal and regulatory requirements. This includes but is not limited to the safe custody of books, documents, instruments of title and securities of the Club.
- (b) The financial year shall close on the last day of December in each year, and as soon thereafter as possible a full statement of the assets and liabilities, balance sheet and associated accounts shall be prepared by a duly qualified Accountant as appointed by the Committee.

11.2 Funds and accounts

- (a) The financial year of the Club shall run from the 1st day of January to the 31st day of December.
- (b) The funds shall be banked in the name of the Club in a Financial Institution as the Committee may direct.
- (c) Proper records shall be kept and maintained up-to-date, either in written or digital form showing the correct financial affairs, in line with Australian Accounting Standards.
- (d) All money shall be banked as soon as practicable after receipt thereof.
- (e) All payments on such accounts and other negotiable instruments shall be signed or digitally approved in line with the Law.
- (f) All expenditure shall be approved at a Committee Meeting.
- (g) A Committee Member has the duty to avoid incurring a debt if there are reasonable grounds to believe that the Club was insolvent or could become insolvent by incurring the debt or debts.

12. LEGAL REQUIREMENTS

12.1 Alteration of Constitution

- (a) Subject to the provisions of the Law, this Constitution or any other constitution for the time being in force may be amended, rescinded or added to by a special resolution carried at an AGM or an SGM called for this specific purpose.
- (b) Any amendment, rescission or addition shall be valid once the same is registered by the relevant Government Department(s).

12.2 Notices

- (a) Notice of every AGM or SGM, and any other notices to be given by the Club, shall be given in any manner as determined by the Committee to every member eligible to vote.
- (b) Where Notices are sent via electronic means, the last known email address on file (Clause 5.1(b)) will be used. Service of the notice shall be recorded as the date of the transmission.
- (c) Where a notice is sent by post, service of the notice shall be taken as the date seven (7) days after the notice has been sent to the last known postal address on file (Clause 5.1(b)).

12.3 Executing documents

- (a) To execute a document it must be signed by a member of the Committee and countersigned by the Secretary, another member of the Committee, or someone authorised by the Committee.
- (b) A document may be executed without a Common Seal.
- (c) If the Committee choose to hold a Common Seal, it shall be kept securely and used only under the authority of the Committee.
- (d) No person shall enter into any contract on behalf of the Club over \$5,000 and/or longer than a 2 year term, without the approval of the Committee in writing.
- (e) Contracts less than the amount in 12.3(d), may be entered into by the General Manager with the approval of the President and one other Committee Member, as approved by the Committee.
 - i. In the event the contract includes an incentive of any kind for any person involved in the approval process, the contract will require approval by the Committee in writing.

12.4 Security – electronic and physical

- (a) The Committee, in conjunction with the General Manager, are responsible for ensuring the safe keeping of the Club's security information, including but not limited to electronic logins, physical keys and any form of password or security code.
- (b) When a person with any form of security access leaves their position, all passwords and passcodes must be changed and any other secure information they had access to, should be reviewed to ensure no breaches could occur.

12.5 Inspection of records

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

12.6 Auditor

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

12.7 Insurance

- (a) To the extent permitted by the Law, the Club must at all times maintain with an insurer adequate insurance:
 - i. to protect the Club's assets;

- ii. to cover all person's on the premises including staff, members, guests and suppliers; and
- iii. to indemnify a Committee Member and/or officer of the Club against any liability under Clause 12.8.

12.8 Indemnity against liability

- (a) Every Officer, Committee Member and members of Sub-committees constituted under this Constitution and any person employed by the Club acting in accordance with this Constitution and By-laws shall be indemnified out of the property of the Club against all losses and expenses incurred in the discharge of their duties, except such as shall happen through their own wilful act or default, and each one shall be responsible only for so much money or property as they themselves actually receives for in the discharge of the business of the Club.

13. DISSOLUTION AND DISTRIBUTION OF SURPLUS ASSETS

- (a) The Club shall be dissolved and wound up following:
 - i. the unanimous resolution of the Committee; and
 - ii. the vote of at least 75% of those members present and eligible to vote at a SGM convened to consider the dissolution of the Club.
- (b) If after winding up or dissolution, any property remains after payment of all its debts and liabilities, that property must be given or transferred to one or more funds, authorities or institutions selected by the members at an AGM or SGM, at or before the dissolution of the Club, having objects similar to the Club and prohibiting the distribution of its or their income and property among its members.

14. AMALGAMATION

- (a) In furtherance of the objects of the Club, the Club may consider amalgamating with any one or more organisations having objects similar to those of the Club and which shall prohibit the distribution of its income and property amongst its members and which is a fund, authority, or institution which is endorsed as a deductible gift recipient or is exempt from income tax under appropriate taxation laws.
- (b) Notwithstanding the general provision set out in Clause 14(a), if the Club conducts any funds which are tax-deductible, procedures must be put in place and notifications given to ensure that the conditions of such tax deductibility are not breached upon amalgamation.