

PROSERPINE GOLF CLUB INC.

IA05464

Incorporated under the
Associations Incorporation Act 1981 (Qld)



CONSTITUTION

ADOPTED DECEMBER 2022

1. INTRODUCTORY PROVISIONS	4
1.1. DEFINITIONS	4
1.2. NAME	5
1.3. ASSOCIATIONS INCORPORATION ACT 1981	5
1.4. INTERPRETATION	5
2. OBJECTS AND POWERS	6
2.1. OBJECTS	6
2.2. POWERS.....	6
3. MEMBERSHIP	6
3.1. CLASSES OF MEMBERSHIP.....	6
3.2. FEES AND LEVIES	8
3.3. APPLICATION FOR MEMBERSHIP.....	8
3.4. ADMISSION AND REJECTION OF NEW MEMBERS	9
3.5. MEMBERSHIP RENEWAL AND RE-JOINING	9
3.6. ASSOCIATION REGISTERS.....	10
3.7. PROHIBITION ON USE OF INFORMATION ON REGISTER OF MEMBERS	10
4. RESIGNATION, DISCIPLINE, APPEALS AND GRIEVANCES	10
4.1. RESIGNATION OF A MEMBER	10
4.2. DISCIPLINE	11
4.3. APPEAL AGAINST REJECTION, TERMINATION OR SUSPENSION OF MEMBERSHIP	12
4.4. GENERAL MEETING TO DECIDE APPEAL	12
4.5. GRIEVANCE PROCEDURE.....	13
5. THE BOARD, SUBCOMMITTEES AND DELEGATION	14
5.1. MEMBERSHIP OF BOARD.....	14
5.2. TERMS OF OFFICE	14
5.3. FUNCTIONS AND DUTIES OF BOARD.....	14
5.4. DELEGATION.....	15
5.5. APPOINTMENT OF SUBCOMMITTEES	15
5.6. ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS.....	16
6. ELECTION, APPOINTMENT AND VACANCIES ON BOARD	16
6.1. ELECTING THE BOARD	16
6.2. RESIGNATION, REMOVAL OR VACATION OF OFFICE OF BOARD MEMBER	17
6.3. VACANCIES ON BOARD	18
7. MEETINGS OF THE BOARD.....	19
7.1. BOARD MEETINGS	19
7.2. SPECIAL MEETING OF BOARD	19
7.3. MINUTES OF BOARD MEETINGS	20
7.4. QUORUM FOR, AND ADJOURNMENT OF, BOARD MEETING	20
7.5. RESOLUTIONS OF BOARD WITHOUT MEETING.....	21
7.6. MATERIAL PERSONAL INTERESTS.....	21
8. MEETINGS OF MEMBERS.....	22
8.1. ANNUAL GENERAL MEETINGS.....	22
8.2. GENERAL MEETINGS	22
8.3. QUORUM FOR, AND ADJOURNMENT OF, GENERAL MEETING.....	23
8.4. PROCEDURE AT GENERAL MEETING	24
8.5. VOTING AT GENERAL MEETING.....	24
8.6. PROXIES.....	25
8.7. MINUTES OF GENERAL MEETINGS	25
9. SECRETARY.....	25
9.1. APPOINTMENT OR ELECTION OF SECRETARY	25

9.2.	REMOVAL OF SECRETARY.....	26
9.3.	FUNCTIONS OF SECRETARY.....	26
10.	FINANCE.....	26
10.1.	FUNDS AND ACCOUNTS.....	26
10.2.	ANNUAL FINANCIAL STATEMENT.....	27
10.3.	GENERAL FINANCIAL MATTERS.....	27
10.4.	FINANCIAL YEAR.....	28
11.	DOCUMENTS AND LEGAL.....	28
11.1.	DOCUMENTS.....	28
11.2.	NOTICES.....	28
11.3.	COMMON SEAL AND EXECUTION OF DOCUMENTS.....	29
11.4.	ALTERATION OF CONSTITUTION.....	29
11.5.	BYLAWS.....	29
11.6.	INDEMNITY.....	29
11.7.	INSURANCE.....	30
12.	WINDING UP.....	30
12.1.	DISTRIBUTION OF SURPLUS ASSETS.....	30
12.2.	LIABILITY.....	30

Date of adoption	3 December 2022
Date of registration with OFT	27 February 2023
Scheduled for review	27 February 2026

Compiled by CPR Group
 PO Box 2092
 Sunshine Plaza Q 4558
 P: 07 5443 6247
 E: admin@cprgroup.com.au
 W: www.cprgroup.com.au

1. Introductory provisions

1.1. Definitions

1.1.1. In this constitution:

- a. **Act** means the *Associations Incorporation Act 1981* as modified and amended from time to time and includes any regulations made under that Act and any exemption or modification to that Act applying to the association;
- b. **association** means Proserpine Golf Club Inc.;
- c. **board** means management committee, as defined in the Act;
- d. **by lot** means making a determination or choice by lottery. For example, conducting a draw at random;
- e. **bylaws** means the bylaws of the association;
- f. **capital expenditure** means expenditure associated with non-operational capital works. Such capital works include major course and/or infrastructure upgrades but do not include routine maintenance;
- g. **casual vacancy**, on the board, means a vacancy that occurs when a board member resigns, dies or otherwise stops holding office, or a vacancy that occurs if no candidate is elected to any vacant board position at a general meeting;
- h. **constitution** means rules as defined in the Act;
- i. **general meeting** means a meeting of the association's eligible voting members and includes all general meetings (annual general meetings, general meetings and special general meetings);
- j. **imprest system** means the management of funds in an account whereby a fixed balance is maintained by regular replenishments;
- k. **majority** means more than half of all eligible voting members present, eligible to vote and voting at a board meeting or a general meeting;
- l. **member** means a person who has been duly accepted as such by the board in accordance with this constitution;
- m. **present** means:
 - i at a board meeting, see clause 7.1.5; or
 - ii at a general meeting, see clause 8.4.2.
- n. **quorum** means the minimum number of eligible voting members who must be present at a management committee meeting or general meeting in order to constitute a valid meeting;
- o. **relative**, of a person, means a spouse, parent, sibling, child, grandparent or grandchild of the person;

- p. **remuneration:**
 - i includes salary, allowance and other entitlements; and
 - ii does not include reimbursement of out-of-pocket expenses.
 - q. **senior employee** means a person who:
 - i makes, or participates in making, decisions that affect the whole, or a substantial part of the activities of the association; or
 - ii has the capacity to affect significantly the association's financial standing.
 - r. **signed** means agreed in writing;
 - s. **special resolution** means a resolution that is passed at a general meeting by the votes of at least 75% of the members who are present, eligible to vote and voting;
 - t. **membership fee** means a fee payable to the association for the receipt of membership rights and privileges;
 - u. **surplus assets** means the assets after payment of the debts and liabilities remaining on a winding-up of the association and the costs, charges and expenses of the winding-up;
 - v. **written / in writing** means, unless the contrary intention appears, all forms of visible words, including printed, hard copy or electronic formats.
- 1.1.2. Words importing the singular include the plural where context requires or permits.

1.2. Name

- 1.2.1. The name of the association is Proserpine Golf Club Inc.

1.3. Associations Incorporation Act 1981

- 1.3.1. In this constitution, unless the context requires otherwise, an expression has, in a provision of this constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.
- 1.3.2. The provision at section 47(1) of the *Associations Incorporation Act 1981* does not apply, meaning that the model rules created under the Act are expressly displaced by this constitution.

1.4. Interpretation

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

2. Objects and powers

2.1. Objects

- 2.1.1. The objects of the association are to:
- a. foster, encourage and promote active participation in the game of golf by people of all ages and abilities, both competitively and socially;
 - b. abide by the rules regulating the conduct of the sport of golf and comply with course rating and handicapping systems as determined by Golf Australia;
 - c. foster a healthy environment and encourage sportsmanship, good fellowship and a sense of community spirit amongst members and visitors;
 - d. establish and maintain quality facilities and amenities for the benefit, social comfort and advancement of golf, the association, its members and visitors;
 - e. affiliate with Golf North Queensland, Golf Queensland, Golf Australia and such other bodies as the association deems fit;
 - f. do all such other acts and things as are conducive or incidental to any or all of the above-mentioned objects.

2.2. Powers

- 2.2.1. The association has the powers of an individual.
- 2.2.2. The association may, for example:
- a. enter into contracts; and
 - b. acquire, hold, deal with and dispose of property; and
 - c. make charges for services and facilities it supplies; and
 - d. do other things necessary or convenient to be done in carrying out its affairs.
- 2.2.3. The association may issue secured and unsecured notes, debentures and debenture stock for the association.

3. Membership

3.1. Classes of membership

- 3.1.1. The membership of the association consists of the following classes:
- a. full:
 - i full members must be at least 18 years of age, support the objects of the association and abide by the association's constitution, bylaws and codes of conduct;
 - ii full members are entitled to vote at general meetings of the association;

- iii full members are eligible for election to the board;
 - iv fees payable by a full member can be waived or discounted by the board.
- b. restricted:
- i restricted members must be at least 18 years of age, support the objects of the association and abide by the association's constitution, bylaws and codes of conduct;
 - ii restricted members are not entitled to vote at general meetings of the association;
 - iii restricted members are not eligible for election to the board;
 - iv fees payable by a restricted member can be waived or discounted by the board.
- c. junior:
- i junior members must be below the age of 18 years, support the objects of the association and abide by the association's constitution, bylaws and policies;
 - ii junior members are not entitled to vote at general meetings of the association;
 - iii junior members are not eligible for election to the board;
 - iv sub-classes of junior membership, with definitions, may be outlined in the association's bylaws.
- d. life:
- i life members must be at least 18 years of age, support the objects of the association and abide by the association's constitution, bylaws and codes of conduct;
 - ii life membership is open to persons who have rendered extraordinary and meritorious service to the association for an extended period;
 - iii any ordinary member or life member may recommend to the board a nominee for election as a life member;
 - iv recommendations for life membership must be in writing, signed by the member(s) making the recommendation and received by the secretary of the association no less than 14 days prior to an annual general meeting;
 - v on the board's approval of the recommendation, the board will propose the nominee for election as a life member at the annual general meeting;
 - vi the board may propose any other member for election as a life member at the annual general meeting;
 - vii life members must be elected by the passing of a special resolution;

- viii life members are entitled to vote at general meetings of the association;
 - ix life members are eligible for election to the board;
 - x life members are not required to pay membership fees to the association.
- 3.1.2. The number of members in all classes of membership is unlimited.
- 3.1.3. The board may, in accordance with bylaws determined from time to time, on the written application of a member who has the qualifications for and wishes to become a member of a different class of membership, transfer that member from any class of membership to another class of membership.
- 3.1.4. The board may, at its absolute discretion, make an adjustment in the membership fees paid or payable by any member whose membership has been transferred under clause 3.1.3, for the membership year in which the transfer takes place.
- 3.1.5. A right, privilege or obligation which a person has by reason of being a member of the association is not capable of being transferred or transmitted from one person to another person.
- 3.1.6. Notwithstanding the membership rights and privileges listed in clause 3.1.1, any person who is the association professional, an employee of the association professional or a current employee of the association, shall not be eligible to hold office as a board member.

3.2. Fees and levies

- 3.2.1. The membership fees for each class of membership, other than life membership, are:
- a. the amounts decided by the board; and
 - b. payable when, and in the way, the board decides.
- 3.2.2. A member who has any membership fee, other fee or levy in arrears for a period of two months may have their membership immediately terminated or suspended.
- 3.2.3. A member who has their membership terminated or suspended under clause 3.2.2 continues to be liable to pay any unpaid membership fee, other fee or levy.

3.3. Application for membership

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

3.4. Admission and rejection of new members

- 3.4.1. The board must consider an application for membership at the next board meeting held after it receives:
 - a. the application for membership; and
 - b. the appropriate membership fees for the application.
- 3.4.2. The board must ensure that, as soon as practicable after the person applies to become a member of the association, and before the board considers the person's application, the person is advised:
 - a. whether or not the association has public liability insurance; and
 - b. if the association has public liability insurance, the amount of the insurance.
- 3.4.3. The board must decide at the meeting whether to accept or reject the application.
- 3.4.4. If a majority of the board members present, eligible to vote and voting at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member in the class of membership applied for.
- 3.4.5. If the board decides to reject an application, the secretary must, as soon as practicable, give the applicant notice of the decision in a manner determined by the board, provide clear reasoning for the rejection and refund any membership fees paid by the person.
- 3.4.6. An applicant whose application for membership has been rejected has no right of appeal against their rejection under this clause.

3.5. Membership renewal and re-joining

- 3.5.1. Existing members, other than life members, will be invited to renew their annual membership each year, in accordance with the timeframes and procedures set down by the board from time to time.
- 3.5.2. A member who has resigned from the association or otherwise forfeited their membership and later desires to re-join may be subject to the same process of admission to membership as any new member who has not previously been a member of the association.
- 3.5.3. If the board decides to reject a member's application to renew their membership, the secretary must, as soon as practicable, give the applicant notice of the decision in a manner determined by the board.
- 3.5.4. An existing member whose application for membership renewal has been rejected has the right of appeal against the rejection in accordance with clause 4.3.

3.6. Association registers

- 3.6.1. The board must keep a register of members of the association.
- 3.6.2. The register must include the following particulars for each member:
 - a. the full name of the member;
 - b. the postal or residential address of the member;
 - c. contact details of the member;
 - d. the date of admission as a member;
 - e. the date of death or time of resignation of the member;
 - f. details about the termination or reinstatement of membership;
 - g. any other particulars the board or the members at a general meeting decide.
- 3.6.3. The register of members is open for inspection only by the secretary, the board and any other person approved by the board.
- 3.6.4. If the association holds a liquor licence, the secretary must:
 - a. keep a register of persons who are unaccompanied visitors and a register of persons of or above the age of 18 years who enter the association's premises as guests of members; and
 - b. maintain a list of any clubs or associations with formal reciprocal rights.

3.7. Prohibition on use of information on register of members

- 3.7.1. A member of the association must not:
 - a. use information obtained from the register of members of the association to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes; or
 - b. disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes.

4. Resignation, discipline, appeals and grievances

4.1. Resignation of a member

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

4.2. Discipline

- 4.2.1. The board may take action to terminate or suspend a member's membership if it is determined that the member has:
 - a. been convicted of an indictable offence; or
 - b. breached, failed, refused or neglected to comply with a provision of this constitution, the association's bylaws or any resolution or determination of the board or any duly authorised subcommittee; or
 - c. acted in a manner injurious or prejudicial to the character and interests of the association; or
 - d. brought themselves, the association, any other member or the sport into disrepute.
- 4.2.2. If the board proposes to terminate or suspend a member's membership, the secretary must, within seven days after the decision, give the member written notice:
 - a. setting out the proposed termination or suspension of membership by the board and the grounds on which it is based;
 - b. stating that the member may address the board at a meeting to be held not earlier than seven days and not later than 28 days after the service of the notice;
 - c. stating that the member may bring a support person to that meeting, provided that any such support person must not be a legal practitioner;
 - d. stating the date, time and place of that meeting;
 - e. informing the member that the member may do either or both of the following:
 - i attend and speak at that meeting;
 - ii submit to the board at or before the date of that meeting written representations relating to the decision.
 - f. setting out the member's appeal rights.
- 4.2.3. Before the board terminates or suspends a member's membership, the board must:
 - a. give the member a full and fair opportunity to make verbal representations at a meeting as mentioned in clause 4.2.2.b;
 - b. give due consideration to any written representations submitted to the board by the member at or before the meeting mentioned in clause 4.2.2.b.
- 4.2.4. If, after considering all representations made by the member, the board decides by resolution to terminate or suspend the membership, the secretary must, within seven days of the meeting mentioned in clause 4.2.2.b, give the member a written notice of the decision and the reasons for that decision.

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

4.3. Appeal against rejection, termination or suspension of membership

- 4.3.1. A person whose membership has been terminated or suspended, or whose application to renew their membership has been rejected, may give the secretary written notice of their intention to appeal against the decision.
- 4.3.2. A notice of intention to appeal must be received by the secretary within seven days after the person receives written notice of the decision.
- 4.3.3. If the secretary receives a notice of intention to appeal, the secretary must, within 14 days after receiving the notice, call a general meeting to decide the appeal.

4.4. General meeting to decide appeal

- 4.4.1. The general meeting to decide an appeal must be held within 28 days after the secretary receives the notice of intention to appeal.
- 4.4.2. At the general meeting, the appellant must be given a full and fair opportunity to show why the membership should not be terminated or suspended, or why their application to renew their membership should not be rejected.
- 4.4.3. Also, the management committee must be given a full and fair opportunity to show why the membership should be terminated or suspended, or why the application to renew membership should be rejected.
- 4.4.4. An appeal must be decided by a majority vote of the members present, eligible to vote and voting at the meeting.
- 4.4.5. Where a decision of the management committee to terminate or suspend a member's membership is set aside at a general meeting, the membership shall be reinstated to the member's former level of membership without payment of any further fee.
- 4.4.6. Where a decision of the management committee to reject a person's application to renew their membership is set aside at a general meeting, the membership renewal shall be granted subject to the payment of any fees due.

4.5. Grievance procedure

- 4.5.1. This grievance procedure applies to disputes between:
 - a. a member and another member;
 - b. a member and the board;
 - c. a member and the association.
- 4.5.2. The parties to a dispute shall attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.
- 4.5.3. If the parties to a dispute are unable to resolve the dispute between themselves within 14 days, the parties shall within a further ten days:
 - a. notify the board of the dispute; and
 - b. agree to or request the appointment of a mediator; and
 - c. attempt in good faith to settle the dispute by mediation.
- 4.5.4. The mediator may be:
 - a. a person or external agency chosen by agreement between the parties; or
 - b. in the absence of agreement:
 - i. if the dispute is between a member and another member, a person appointed by the board; or
 - ii. if the dispute is between a member and the board or the association, a suitable external agency.
- 4.5.5. A mediator may be a member or former member of the association but in any case, must not be a person who:
 - a. has a personal interest in the dispute; or
 - b. is biased against, or in favour of, any party.
- 4.5.6. The mediator to the dispute, in conducting the mediation, must ensure that natural justice is afforded to the parties throughout the mediation process.
- 4.5.7. If the mediation process does not resolve the dispute, the board may take whatever steps it considers appropriate in the best interests of the association and the members concerned, provided that the principles of procedural fairness and natural justice are applied. Any decisions made by the board regarding a dispute, and the reasons for those decisions, must be communicated to all involved parties.
- 4.5.8. A member may appoint another person to act on their behalf during a grievance procedure and at mediation, provided that any such appointed person must not be a legal practitioner.
- 4.5.9. This procedure does not apply to any appeal by a member against a decision made in accordance with the disciplinary procedure outlined in clause 4.2.

- 4.5.10. A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.
- 4.5.11. If a member has initiated a grievance procedure in relation to a dispute between the member and the board or the association, the association must not take disciplinary action against any of the following people in relation to the matter which is the subject of the grievance procedure until the grievance procedure has been completed:
- a. the member who initiated the grievance procedure; or
 - b. a member of the association appointed to act on behalf of the member who initiated the grievance procedure under clause 4.5.8.
- 4.5.12. The board may prescribe additional grievance procedures, which are consistent with this constitution, in the association's bylaws.

5. The board, subcommittees and delegation

5.1. Membership of board

- 5.1.1. Subject to clause 5.2.2, section 9 of this constitution and section 61 of the Act, the board of the association must have at least five individual members and no more than seven members, including:
- a. president;
 - b. treasurer; and
 - c. any other members elected at a general meeting.
- 5.1.2. A board member must be a member of the association.

5.2. Terms of office

- 5.2.1. Subject to clause 5.2.2, the term of office for board members is one year.
- 5.2.2. At each annual general meeting of the association, board members must retire from office, but are eligible, on nomination, for re-election.
- 5.2.3. There is no maximum number of consecutive terms for which a board member may hold office.

5.3. Functions and duties of board

- 5.3.1. The board must take all reasonable steps to ensure that the association complies with its obligations under the Act and this constitution.
- 5.3.2. Subject to this constitution, the board has the general control and management of the administration of the affairs, property and funds of the association.
- 5.3.3. The board may exercise all the powers of the association except any powers that the Act or this constitution requires the association to exercise at a general meeting.

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

5.4. Delegation

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

5.5. Appointment of subcommittees

- 5.5.1. The board may create and dissolve any subcommittees considered appropriate by the board to help with the conduct of the association's operations.
- 5.5.2. Subcommittees shall have such membership, powers and duties as the board shall confer on them, or which the board shall delegate to them.
- 5.5.3. A subcommittee may meet and adjourn as it considers appropriate, or as requested by the board.
- 5.5.4. A member of a subcommittee who is not a board member is not entitled to vote at a board meeting.
- 5.5.5. Subject to the board absolute control and supervision, each subcommittee of the association may manage its own affairs but must make regular reports to the board, or otherwise as the board may require from time to time.
- 5.5.6. Each subcommittee must promptly and regularly produce its meeting minutes and records for inspection by or on behalf of the board.
- 5.5.7. A subcommittee of the association must in the exercise of those powers delegated to it, conform to any regulation or restriction that the board may impose upon it from time to time.

5.6. Acts not affected by defects or disqualifications

- 5.6.1. An act performed by the board, a subcommittee or a person acting under the direction of the board is taken to have been validly performed.
- 5.6.2. Clause 5.6.1 applies even if the act was performed when:
 - a. there was a defect, informality or irregularity in the appointment of a board member, subcommittee member or person acting under the direction of the board; or
 - b. there was an irregularity in the convening or conduct of any board meeting, subcommittee meeting or general meeting that was not discovered until after the conclusion of that meeting; or
 - c. a board member, subcommittee member or person acting under the direction of the board was disqualified from being a member.

6. Election, appointment and vacancies on board

6.1. Electing the board

- 6.1.1. A board member may only be elected as follows:
 - a. the secretary calls for nominations for board positions with sufficient notice before the general meeting at which the election is to be held;
 - b. any two members of the association, who are eligible to vote at general meetings, may nominate another eligible member (the ***candidate***) to serve as a board member;
 - c. nominations must be:
 - i in writing; and
 - ii signed by the candidate and the members who nominated them; and
 - iii received by the secretary at least 14 days before the general meeting at which the election is to be held.
 - d. a list of the candidates' names in alphabetical order, with the names of the members who nominated each candidate, must be open for inspection by members of the association for at least seven days immediately preceding the general meeting;
 - e. if required by the board, balloting lists must be prepared containing the names of the candidates in order determined by lot;
 - f. each member present and entitled to vote at the general meeting may vote for one candidate for each vacant position on the board. Any equality in voting is decided as follows:
 - i if there are two candidates for a vacant board position and both candidates receive an equal number of votes, voting is determined by lot;
 - ii if there are three or more candidates for a vacant board position and two or more candidates receive an equal highest number of

votes, a second vote is conducted between only those candidates who received the equal highest number of votes. In the event that following the second vote, two or more candidates receive an equal highest number of votes, voting is determined by lot.

- g. if there is only one candidate for a vacant board position, the candidate is declared elected if approved by a majority of members present, eligible to vote and voting. If the candidate is not approved, nominations for the position may be taken from the floor of the meeting and an election may be held in accordance with clause 6.1.1.f;
 - h. if, at the start of the general meeting, there are no candidates nominated for any vacant board position, nominations for that position may be taken from the floor of the meeting and an election may be held in accordance with clause 6.1.1.f;
 - i. if no candidate is elected to any vacant board position, a casual vacancy is deemed to have occurred in that position.
- 6.1.2. A person may be a candidate only if the person:
- a. is at least 18 years of age; and
 - b. is eligible to be elected as a board member under the Act; and
 - c. holds a current blue card or exemption card obtained under the *Working with Children (Risk Management and Screening) Act 2000* or agrees to obtain one immediately upon being elected to the board.
- 6.1.3. The board must ensure that, before a candidate is elected as a board member, the candidate is advised:
- a. whether or not the association has public liability insurance; and
 - b. if the association has public liability insurance, the amount of the insurance.

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

- 6.2.1. A board member may resign from the board by giving written notice of resignation to the secretary.
- 6.2.2. The resignation takes effect at:
 - a. the time the notice is received by the secretary; or
 - b. if a later time is stated in the notice, the later time.
- 6.2.3. A board member may be removed from office at a general meeting of the association if a majority of the members present, eligible to vote and voting at the meeting vote in favour of removing the member.
- 6.2.4. Before a vote is taken about removing the member from office, the member must be given a full and fair opportunity to show why they should not be removed from office.

- 6.2.5. Also, members present must be given a full and fair opportunity to show why the board member should be removed from office.
- 6.2.6. A board member shall vacate office if that person:
- a. dies; or
 - b. becomes disqualified from being a board member under the Act; or
 - c. becomes of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
 - d. is convicted of an indictable offence or is made bankrupt; or
 - e. is absent from three consecutive board meetings without approval of the board; or
 - f. becomes the association professional, an employee of the association professional or an employee of the association; or
 - g. does not agree to undergo a criminal history check or is disqualified as a result of such a check, if the board requests the member to undergo a criminal history check; or
 - h. if the person is required to undergo a *Working with Children (Risk Management and Screening) Act 2000* check and:
 - i is not eligible to undergo the check; or
 - ii does not agree to undergo the check; or
 - iii is disqualified as a result of the check.
- 6.2.7. A board member has no right of appeal against their removal from office under this clause.
- 6.2.8. Any board member who has their membership of the association terminated or suspended may not return to the office vacated by them for the remainder of the term for that position.
- 6.2.9. Clause 6.2.8 does not apply in the case of any decision of the board to terminate or suspend a member's membership, which is subsequently set aside by a general meeting.

6.3. Vacancies on board

- 6.3.1. If a casual vacancy occurs on the board, the continuing members of the board may appoint another member of the association to fill the vacancy for the remainder of the term for that position.
- 6.3.2. With the exception of the positions of president and treasurer, the continuing members of the board may act despite a casual vacancy on the board.
- 6.3.3. If the number of board members is less than the number fixed under clause 7.4.1 as a quorum of the board, the continuing members of the board may act only to:

- a. increase the number of board members to the number required for a quorum; or
 - b. call a general meeting of the association.
- 6.3.4. If a casual vacancy occurs in the position of president or treasurer, the continuing members of the board may act only to:
- a. appoint another member of the association to fill the casual vacancy; or
 - b. call a general meeting of the association.

7. Meetings of the board

7.1. Board meetings

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

7.2. Special meeting of board

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

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

7.3. Minutes of board meetings

- 7.3.1. The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each board meeting are entered in a minute book, which may be in electronic format.
- 7.3.2. To ensure the accuracy of the minutes, the minutes of each board meeting must be signed by the chairperson of the meeting, or the chairperson of the next board meeting, verifying their accuracy.
- 7.3.3. If requested by a member of the association, the secretary must, within 7 days of the request:
 - a. make the minutes of any board meeting, except for any privileged or confidential content which may be redacted, available for inspection by the member at a mutually agree time and place; and
 - b. provide the member with a copy of the board meeting minutes, except for any privileged or confidential content which may be redacted.

7.4. Quorum for, and adjournment of, board meeting

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

7.5. Resolutions of board without meeting

- 7.5.1. A written resolution agreed in writing by all members of the board is as valid and effectual as if it had been passed at a board meeting that was properly called and held.
- 7.5.2. Such a resolution may be validly transmitted and agreed in writing electronically.
- 7.5.3. A resolution mentioned in clause 7.5.1 may consist of several documents in like form, each agreed in writing by one or more members of the board.

7.6. Material personal interests

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

- b. details of the decision are given to a member of the association, if requested by the member.

8. Meetings of members

8.1. Annual general meetings

- 8.1.1. The association's annual general meeting must be held within six months after the end date of the association's reportable financial year.
- 8.1.2. Subject to the Act, the following business must be conducted at each annual general meeting of the association:
 - a. presentation of a written report of the association's operations throughout the year;
 - b. receiving and adopting the association's financial statement, and audit report, for the last reportable financial year;
 - c. electing board members;
 - d. appointing an auditor or an accountant for the present financial year;
 - e. hearing an appeal against the board's decision to reject a member's application to renew membership or to suspend or terminate a member's membership;
 - f. in accordance with clause 7.6, disclosure of the nature and extent of material personal interests of board members, if applicable;
 - g. presentation of the details of any remuneration paid or other benefits given for the financial year to board members and any of their relatives; and to senior employees of the association and any of their relatives, as prescribed by the Act.

8.2. General meetings

- 8.2.1. The secretary must call a general meeting by giving each member of the association written notice of the meeting within 14 days after:
 - a. being directed to call the meeting by the board; or
 - b. being given a written request signed by at least the number of eligible voting members equal to double the number of members on the board when the request is signed plus one; or
 - c. being given a written notice of intention to appeal against a decision of the board to terminate or suspend membership, or to reject an application for membership renewal.
- 8.2.2. A request mentioned in clause 8.2.1.b must state any proposed resolution to be considered at the general meeting.
- 8.2.3. A general meeting must be held within 28 days after the secretary is directed or requested to call the meeting as mentioned in clause 8.2.1.
- 8.2.4. Written notice of a general meeting must be provided to each member of the association at least 14 days before the date of the general meeting.

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

8.3. Quorum for, and adjournment of, general meeting

- 8.3.1. The quorum for any general meeting is at least the number of members equal to the number of members on the board plus one.
- 8.3.2. No business may be conducted at a general meeting unless there is a quorum of members.
- 8.3.3. If there is no quorum within 30 minutes after the time fixed for a general meeting called upon the request of members of the association under clause 8.2.1.b, the meeting lapses.
- 8.3.4. If there is no quorum within 30 minutes after the time fixed for a general meeting called other than upon the request of members of the association under clause 8.2.1.b:
 - a. the meeting is to be adjourned for at least seven days; and
 - b. the board is to decide the day, time and place of the adjourned meeting.
- 8.3.5. If the required quorum is not present at the adjourned meeting, the members who are present and entitled to vote will be deemed to be the quorum and may transact the business for which the meeting was called.
- 8.3.6. The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- 8.3.7. No business will be transacted at any adjourned general meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 8.3.8. A resolution passed at any adjourned meeting will for all purposes be treated as having been passed on the date when it was in fact passed and will not be deemed to have been passed on any earlier date.

- 8.3.9. When a meeting is adjourned, a new notice of the adjourned meeting is required only if the meeting is adjourned for 14 days or more.

8.4. Procedure at general meeting

- 8.4.1. An eligible voting member may take part and vote in a general meeting in person or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 8.4.2. A member who participates in a meeting as mentioned in clause 8.4.1 is taken to be present at the meeting.
- 8.4.3. At each general meeting:
- a. the president is to preside as chairperson; and
 - b. if there is no president or if the president is not present within 30 minutes after the time fixed for the meeting or is unwilling to act, the members present may choose another board member to be chairperson of the meeting; and
 - c. if there is no board member present the members may choose one of their number to preside as chairperson at the meeting; and
 - d. the chairperson must conduct the meeting in a proper and orderly way.

8.5. Voting at general meeting

- 8.5.1. At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority vote of the eligible voting members present, eligible to vote and voting.
- 8.5.2. Each member present and entitled to vote is entitled to one vote only and, if the votes are equal, the question is decided so as to maintain the status quo.
- 8.5.3. A member is not entitled to vote at a general meeting if the member has any membership fee, other fee or levy in arrears at the date of the meeting.
- 8.5.4. A challenge to a member's right to vote at a general meeting:
- a. may only be made at the meeting; and
 - b. must be determined by the chairperson, whose decision is final.
- 8.5.5. The method of voting is to be decided by the board.
- 8.5.6. However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- 8.5.7. If a secret ballot is held, the chairperson must appoint two members to conduct the secret ballot in the way the chairperson decides.
- 8.5.8. The result of a vote as declared by the chairperson is taken to be a resolution of the meeting at which the vote was held. Neither the

chairperson nor the minutes need to state the number or proportion of the votes recorded in favour or against.

8.6. Proxies

8.6.1. The association does not allow proxy voting.

8.7. Minutes of general meetings

8.7.1. The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book, which may be in electronic format.

8.7.2. To ensure the accuracy of the minutes:

- a. the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the association that is a general meeting or annual general meeting, verifying their accuracy; and
- b. the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy.

8.7.3. If asked by a member of the association, the secretary must, within 28 days after the request is made:

- a. make the minutes for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
- b. give the member a copy of the minutes of the meeting.

8.7.4. The association may require the member to pay the reasonable costs of providing copies of the minutes.

9. Secretary

9.1. Appointment or election of secretary

9.1.1. The secretary must be an adult residing in Queensland, or in another state but not more than 65km from the Queensland border, who is:

- a. an eligible member of the association elected as secretary by the members at a general meeting; or
- b. any of the following people appointed by the board as secretary:
 - i a member of the association's board;
 - ii another member of the association;
 - iii another person.

9.1.2. If a vacancy occurs in the office of secretary, the members of the board must ensure a secretary is appointed or elected within one month after the vacancy occurs.

- 9.1.3. If the board appoints a person mentioned in clause 9.1.1.b.ii as secretary, other than to fill a casual vacancy on the board, the person does not become a board member and is ineligible to vote at board meetings.
- 9.1.4. However, if the board appoints a person mentioned in clause 9.1.1.b.ii as secretary to fill a casual vacancy on the board, the person becomes a board member and is eligible to vote at board meetings.
- 9.1.5. If the board appoints a person mentioned in clause 9.1.1.b.iii as secretary, the person does not become a board member and is ineligible to vote at board meetings.
- 9.1.6. In accordance with clause 3.1.5, a person who has been elected or appointed as secretary and is also a current employee of the association does not become a board member and is not eligible to vote at board meetings.

9.2. Removal of secretary

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

9.3. Functions of secretary

- 9.3.1. The secretary's functions include, but are not limited to:
 - a. calling meetings of the association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the association; and
 - b. keeping minutes of each meeting; and
 - c. keeping copies of all correspondence and other documents relating to the association; and
 - d. maintaining the register of members of the association.

10. Finance

10.1. Funds and accounts

- 10.1.1. The funds of the association must be kept in one or more accounts in the name of the association, or in the name of the association and any subcommittee, in a financial institution decided by the board.
- 10.1.2. Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.

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

10.2. Annual financial statement

- 10.2.1. On behalf of the board, the treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- 10.2.2. The board must ensure that the association's financial statement is audited by an auditor or an accountant and presented to the annual general meeting for adoption.

10.3. General financial matters

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

- c. payment for sale or hire of goods or payment of rent for premises let to the association; or
 - d. interest to any member in respect of money advanced by that member to the association or otherwise owing by the association to the member, provided that the rate of interest is not more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by:
 - i the financial institution of the association; or
 - ii if there is more than one financial institution of the association, the financial institution nominated by the board.
- 10.3.2. The board shall not, unless so authorised by the members at a general meeting, spend an amount in aggregate greater than \$150,000 (indexed annually from 2022 according to the Australian Consumer Price Index) on capital expenditure towards any given project.
- 10.3.3. The association precludes the payment to an officer or employee of the association of an amount by way of commission or allowance calculated by reference to the quantity of liquor sold or supplied by the association or the receipts of the association for such liquor.

10.4. Financial year

- 10.4.1. The association's financial year will commence on 1 July each year and end on 30 June the following year.

11. Documents and legal

11.1. Documents

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

11.2. Notices

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

11.3. Common seal and execution of documents

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

11.4. Alteration of constitution

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

11.5. Bylaws

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

11.6. Indemnity

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

11.7. Insurance

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

12. Winding up

12.1. Distribution of surplus assets

- 12.1.1. This clause applies if the association:
- a. is wound-up under part 10 of the Act; and
 - b. has surplus assets.
- 12.1.2. The surplus assets must not be distributed among the members of the association.
- 12.1.3. The surplus assets must be given to one or more other entities:
- a. having objects similar to the association's objects; and
 - b. the rules of which prohibit the distribution of the entity's income and assets to its members.

12.2. Liability

- 12.2.1. A secretary, board member, employee or member of the association is not personally liable to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association, beyond:
- a. the property of the association in the person's possession; and
 - b. the amount, if any, unpaid by the person in respect of membership of the association.