1770 Dragons Inc

IA37276

CONSTITUTION

ADOPTED | SEPTEMBER 2023

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. REGISTER OF MEMBERS 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 10
4.3. APPEAL AGAINST REJECTION, SUSPENSION OR TERMINATION OF MEMBERSHIP 12
4.4. APPEALS PANEL TO DECIDE APPEAL 12
4.5. GRIEVANCE PROCEDURE 12
5. THE MANAGEMENT COMMITTEE, SUBCOMMITTEES AND DELEGATION 14
5.1. MEMBERSHIP OF MANAGEMENT COMMITTEE 14
5.2. TERMS OF OFFICE 14
5.3. FUNCTIONS AND DUTIES OF MANAGEMENT COMMITTEE 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 MANAGEMENT COMMITTEE 16
6.1. ELECTING THE MANAGEMENT COMMITTEE 16
6.2. RESIGNATION, REMOVAL OR VACATION OF OFFICE OF MANAGEMENT COMMITTEE MEMBER 18
6.3. VACANCIES ON MANAGEMENT COMMITTEE 19
7. MEETINGS OF THE MANAGEMENT COMMITTEE 20
7.1. MANAGEMENT COMMITTEE MEETINGS 20
7.2. SPECIAL MEETING OF MANAGEMENT COMMITTEE 20
7.3. MINUTES OF MANAGEMENT COMMITTEE MEETINGS 21
7.4. QUORUM FOR, AND ADJOURNMENT OF, MANAGEMENT COMMITTEE MEETING 21
7.5. RESOLUTIONS OF MANAGEMENT COMMITTEE WITHOUT MEETING 22
7.6. MATERIAL PERSONAL INTERESTS 22
8. MEETINGS OF MEMBERS 23
8.1. ANNUAL GENERAL MEETINGS 23
8.2. GENERAL MEETINGS 24
8.3. QUORUM FOR, AND ADJOURNMENT OF, GENERAL MEETING 25
8.4. PROCEDURE AT GENERAL MEETING 25
8.5. VOTING AT GENERAL MEETING 26
8.6. MINUTES OF GENERAL MEETINGS 27
9. SECRETARY 27
9.1. APPOINTMENT OR ELECTION OF SECRETARY 27

9.2. REMOVAL OF SECRETARY 28
9.3. FUNCTIONS OF SECRETARY 28
10. FINANCE 28
10.1. FUNDS AND ACCOUNTS 28
10.2. ANNUAL FINANCIAL STATEMENT 29
10.3. GENERAL FINANCIAL MATTERS 29
10.4. FINANCIAL YEAR 30
11. DOCUMENTS AND LEGAL 30
11.1. DOCUMENTS 30
11.2. NOTICES 30
11.3. COMMON SEAL AND EXECUTION OF DOCUMENTS 30
11.4. ALTERATION OF CONSTITUTION 31
11.5. BYLAWS 31
11.6. INDEMNITY 31
11.7. INSURANCE 31
12. WINDING UP 32
12.1. DISTRIBUTION OF SURPLUS ASSETS 32
12.2. LIABILITY 32

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1. Introductory provisions

1.1. Definitions

1.1.1. In this constitution:

a. **act** means the A*ssociations Incorporation Act 1981* as modified and amended from time to time and includes any regulations made under that Act and any exemption or modification to that Act applying to the club;

b. **active life member** means a life member of the club, who is a current financial member of Dragon Boat Queensland, as a member of the club;

c. **by lot** means making a determination or choice by lottery. For example, conducting a draw at random;

d. **casual vacancy**, on the management committee, means a vacancy that occurs when a management committee member resigns, dies or otherwise stops holding office, or a vacancy that occurs if no candidate is elected to any vacant management committee position at a general meeting;

e. **club** means 1770 Dragons Inc, the incorporated association to which this constitution applies;

f. **constitution** means rules as defined in the Act;

g. **general meeting** means a meeting of the club's eligible voting members and includes all general meetings (annual general meetings, general meetings and special general meetings);

h. **imprest system** means the management of funds in an account whereby a fixed balance is maintained by regular replenishments;

i. **majority** means more than half of all members who are present, eligible to vote and voting at a management committee meeting or a general meeting;

j. **member** means a person who has been duly accepted as such by the management committee in accordance with this constitution;

k. **membership fee** means a fee payable to the club for the receipt of membership rights and privileges;

l. **present** means:

i at a management committee meeting, see clause 7.1.5; or

ii at a general meeting, see clause 8.4.2;

m. **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;

n. **relative**, of a person, means a spouse, parent, sibling, child, grandparent or grandchild of the person;

o. **remuneration**:

i includes salary, allowance and other entitlements; and

ii does not include reimbursement of out-of-pocket expenses;

p. **senior employee** means a person who:

i makes, or participates in making, decisions that affect the whole, or a substantial part of the activities of the club; or

ii has the capacity to affect significantly the club's financial standing.

q. **signed** means agreed in writing;

r. **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;

s. **surplus assets** mean the assets after payment of the debts and liabilities remaining on a winding-up of the club and the costs, charges and expenses of the winding-up;

t. **written / in writing** means, unless the contrary intention appears, all forms of visible words, including printed, hard copy or electronic formats.

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

1.2. Name

1.2.1. The name of the club is 1770 Dragons 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 management committee has authority to interpret the meaning of this constitution and any matter relating to the club on which the constitution is silent, but any interpretation must have regard to the Act.

2. Objects and powers

2.1. Objects

2.1.1. The objects of the club are to:

a. foster, encourage and promote dragon boating.

b. abide by the rules regulating the conduct of dragon boating, as determined by the respective governing bodies detailed in clause 2.1.1.c;

c. affiliate with Dragon Boat Queensland (DBQ), Australian Dragon Boat Federation (AusDBF), International Dragon Boat Federation (IDBF),and such other bodies as the club deems fit;

d. foster a safe, fair and inclusive environment and encourage a sense of community spirit and positive social interaction amongst members and visitors;

e. do such things as are incidental or conducive to the attainment of any or all of these objects.

2.2. Powers

2.2.1. The club has the powers of an individual.

2.2.2. The club may, for example:

a. enter into contracts; and

b. acquire, hold, deal with and dispose of property; and

c. make charges for services and facilities it supplies; and

d. do other things necessary or convenient to be done in carrying out its affairs.

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

3. Membership

3.1. Classes of membership

3.1.1. Membership of the club consists of the following classes:

a. full:

i full members must be at least 18 years of age, support the objects of the club and abide by the club's constitution, bylaws and policies;

ii full members are entitled to vote at general meetings of the club;

iii full members are eligible for election to the management committee;

iv sub-classes of full membership, with definitions, may be outlined in the club's bylaws.

b. restricted:

i restricted members must be at least 18 years of age, support the objects of the club and abide by the club's constitution, bylaws and policies;

ii restricted members are not entitled to vote at general meetings of the club;

iii restricted members are not eligible for election to the management committee;

iv sub-classes of restricted membership, with definitions, may be outlined in the club's bylaws.

c. junior:

i junior members must be below the age of 18 years, support the objects of the club and abide by the club's constitution, bylaws and policies;

ii junior members are not entitled to vote at general meetings of the club;

iii junior members are not eligible for election to the management committee;

iv sub-classes of junior membership, with definitions, may be outlined in the club's bylaws.

d. life:

i life members must be at least 18 years of age, support the objects of the club and abide by the club's constitution, bylaws and policies;

ii life membership is open to any person who has rendered extraordinary and meritorious service to the club for an extended period and who meets any additional criteria for life membership, which may be outlined in the club's bylaws;

iii any two members, who are full or life members, may nominate an eligible member for life membership;

iv nominations for life membership must be in writing, signed by the members making the recommendation and received by the secretary no less than 14 days prior to an annual general meeting;

v on the management committee's approval of the recommendation, the nominee will be proposed for election as a life member at an annual general meeting;

vi life members must be elected by the passing of a resolution at a general meeting by the votes of at least 75% of the members who are present, eligible to vote and voting;

vii no more than one person will be nominated for life membership at each annual general meeting;

viii active life members are entitled to vote at general meetings of the club;

ix active life members are eligible for election to the management committee;

3.1.2. The number of members in all classes of membership is unlimited.

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

3.2. Fees and levies

3.2.1. Life members are not required to pay membership fees to the club.

3.2.2. The membership fee for each class of membership, other than life membership, is:

a. the amount decided by the management committee; and

b. payable when, and in the way, the management committee decides.

3.2.3. The management committee may waive or discount the membership fee payable by any member.

3.2.4. 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.

3.2.5. A member who has their membership terminated or suspended under clause 3.2.4 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 management committee; and

c. accompanied by any other documents or evidence of qualification for membership, as determined by the management committee from time to time.

3.4. Admission and rejection of new members

3.4.1. The management committee must consider an application for membership at the next management committee meeting held after it receives:

a. the application for membership; and

b. the appropriate membership fee for the application.

3.4.2. The management committee must ensure that, as soon as practicable after the person applies to become a member of the club, and before the management committee considers the person's application, the person is advised:

a. whether or not the club has public liability insurance; and

b. if the club has public liability insurance, the amount of the insurance.

3.4.3. The management committee must decide at the meeting whether to accept or reject the application.

3.4.4. If a majority of the management committee members present 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 management committee 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 management committee, provide clear reasoning for the rejection and refund any membership fee 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 management committee from time to time.

3.5.2. A member who has resigned from the club or otherwise forfeited their membership and later desires to re-join may be subject to the same process of admission to membership as any new member who has not previously been a member of the club.

3.5.3. If the management committee 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 management committee.

3.5.4. An existing member whose application for membership renewal has been rejected has the right of appeal against their rejection in accordance with clause 4.3.

3.6. Register of members

3.6.1. The management committee must keep a register of members of the club.

3.6.2. The register must include the following particulars for each member:

a. the full name of the member;

b. contact details of the member;

c. any other particulars the management committee or the members at a general meeting decide.

3.6.3. The register of members is open for inspection only by the secretary, the management committee and any other person approved by the management committee, as required by current legislation.

3.7. Prohibition on use of information on register of members

3.7.1. A member of the club must not:

a. use information obtained from the register of members of the club to contact, or send material to, another member of the club for the purpose of advertising for political, religious, charitable or commercial purposes; or

b. disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the club for the purpose of advertising for political, religious, charitable or commercial purposes.

4. Resignation, discipline, appeals and grievances

4.1. Resignation of a member

4.1.1. A member may resign from the club by giving a written notice of resignation to the secretary.

4.1.2. The resignation takes effect at:

a. the time the notice is received by the secretary; or

b. if a later time is stated in the notice, the later time.

4.2. Discipline

4.2.1. The management committee may take action to suspend or terminate a member's membership if it is determined that the member has:

a. been convicted of an indictable offence; or

b. breached, failed, refused or neglected to comply with a provision of this constitution, the club's bylaws or any resolution or determination of the management committee or any duly authorised subcommittee; or

c. acted in a manner injurious or prejudicial to the character and interests of the club; or

d. brought themselves, the club, any other member or the sport into disrepute.

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

a. setting out the proposed suspension or termination of membership by the management committee and the grounds on which it is based;

b. stating that the member may address the management committee at a meeting to be held not earlier than seven days and not later than 28 days after the service of the notice;

c. stating that the member may bring a support person to that meeting;

d. stating the date, place, and time 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 management committee 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 management committee terminates or suspends a member's membership, the management committee must:

a. give the member a full and fair opportunity to make oral representations at a meeting as mentioned in clause 4.2.2.b;

b. give due consideration to any written representations submitted to the management committee 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 management committee decides by resolution to suspend or terminate the membership, the secretary must, within seven days of the meeting mentioned in clause 4.2.2.b, give the member a written notice of the decision.

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

4.3. Appeal against rejection, suspension or termination 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 member receives written notice of the decision.

4.3.3. Within seven days of the secretary receiving a notice of intention to appeal, the management committee shall appoint an appeals panel comprising up to three people, other than management committee members, which may include a barrister or solicitor who would act as chairperson of the appeals panel.

4.4. Appeals panel to decide appeal

4.4.1. The appeals panel must hold an appeal meeting within 28 days after the secretary receives the notice of intention to appeal.

4.4.2. At the appeal 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 of the appeals panel.

4.4.5. Where a decision of the management committee to suspend or terminate a member’s membership is set aside by the appeals panel, the membership shall be reinstated to the member's former level of membership without payment of any further fee.

4.4.6. Where a decision of the management committee to reject a member’s application to renew their membership is set aside by the appeals panel, the membership renewal shall be granted subject to the payment of any fees due.

4.5. Grievance procedure

4.5.1. This grievance procedure applies to disputes between:

a. a member and another member;

b. a member and the management committee;

c. a member and the club.

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 management committee 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 management committee; or

ii. if the dispute is between a member and the management committee or the club, a suitable external agency.

4.5.5. A mediator may be a member or former member of the club or another person but in any case, must not be a person who:

a. has a personal interest in the dispute; or

b. is biased against, or in favour of, any party.

4.5.6. 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 management committee may take whatever steps it considers appropriate in the best interests of the club and the members concerned.

4.5.8. A member may appoint another person to act on their behalf during a grievance procedure, provided that no party is entitled to be represented by a legal practitioner at mediation.

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 management committee or the club, the club must not take disciplinary action against any of the following people in relation to the matter which is the subject of the grievance procedure until the grievance procedure has been completed:

a. the member who initiated the grievance procedure; or

b. a person appointed to act on behalf of the member who initiated the grievance procedure under clause 4.5.8.

4.5.12. The management committee may prescribe additional grievance procedures, which are consistent with this constitution, in the club's bylaws.

5. The management committee, subcommittees and delegation

5.1. Membership of management committee

5.1.1. The management committee must have at least three members, including:

a. president;

b. treasurer;

c. other members elected to the management committee.

5.1.2. A management committee member must be a member of the club.

5.2. Terms of office

5.2.1. Subject to clause 5.2.2, the term of office for management committee members is one year.

5.2.2. At each annual general meeting of the club, management committee 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 management committee member may hold office.

5.3. Functions and duties of management committee

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

5.3.2. Subject to this constitution, the management committee has the general control and management of the administration of the affairs, property and funds of the club.

5.3.3. The management committee may exercise all the powers of the club except any powers that the Act or this constitution requires the club to exercise at a general meeting.

5.3.4. The management committee has the power to enforce the observance of all clauses in this constitution and any bylaws made by the management committee.

5.3.5. A management committee member must exercise their powers and discharge their duties in good faith, in the best interests of the club for proper purpose and with a degree of care and diligence that a reasonable person would exercise in the circumstances.

5.3.6. A management committee member must not improperly use their position, or information obtained as a management committee member, to:

a. gain a benefit or material advantage; or

b. cause detriment to the club.

5.3.7. Management committee members have a duty to prevent insolvent trading.

5.4. Delegation

5.4.1. The management committee 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 management committee by the Act or by any other law.

5.4.2. Despite any delegation under this clause, the management committee 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 management committee may create and dissolve any subcommittees considered appropriate by the management committee to help with the conduct of the club's operations.

5.5.2. Subcommittees shall have such membership, powers and duties as the management committee shall confer on them, or which the management committee shall delegate to them.

5.5.3. A subcommittee may meet and adjourn as it considers appropriate, or as requested by the management committee.

5.5.4. A member of a subcommittee who is not a management committee member is not entitled to vote at a management committee meeting.

5.5.5. Subject to the management committee's absolute control and supervision, each subcommittee of the club may manage its own affairs but must make regular reports to the management committee (or otherwise as the management committee may require from time to time). Each subcommittee must promptly and regularly produce its minutes and records for inspection by or on behalf of the management committee.

5.5.6. A subcommittee of the club must in the exercise of those powers delegated to it, conform to any regulation or restriction that the management committee may impose upon it from time to time.

5.5.7. The president may by virtue of their office be an ex-officio member of any subcommittee.

5.6. Acts not affected by defects or disqualifications

5.6.1. An act performed by the management committee, a subcommittee or a person acting under the direction of the management committee 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 management committee member, subcommittee member or person acting under the direction of the management committee; or

b. there was an irregularity in the convening or conduct of any management committee meeting, subcommittee meeting or general meeting that was not discovered until after the conclusion of that meeting; or

c. a management committee member, subcommittee member or person acting under the direction of the management committee was disqualified from being a member.

6. Election, appointment and vacancies on management committee

6.1. Electing the management committee

6.1.1. A management committee member may only be elected as follows:

a. the secretary calls for nominations for management committee positions with sufficient notice before the general meeting at which the election is to be held;

b. any two members of the club, who are eligible to vote at general meetings, may nominate another eligible member (the ***candidate***) to serve as a management committee 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 club for at least seven days immediately preceding the general meeting;

e. if required by the management committee, 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 management committee. Any equality in voting is decided as follows:

   i if there are two candidates for a vacant management committee 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 management committee 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 management committee position, the candidate is declared elected if approved by a majority of members present, entitled 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 management committee 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 management committee 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 an adult; and

b. is eligible to be elected as a management committee 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 management committee.

6.1.3. The management committee must ensure that, before a candidate is elected as a management committee member, the candidate is advised:

a. whether or not the club has public liability insurance; and

b. if the club has public liability insurance, the amount of the insurance.

6.2. Resignation, removal or vacation of office of management committee member

6.2.1. A management committee member may resign from the management committee 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 management committee member may be removed from office at a general meeting of the club if a majority of the members present, entitled 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 management committee member should be removed from office.

6.2.6. A management committee member shall vacate office if that person:

a. dies; or

b. becomes disqualified from being a management committee member under the Act; or

c. is determined by the Queensland Civil and Administrative Tribunal or the Supreme Court of Queensland to have impaired capacity, as defined by the *Powers of Attorney Act 1998* or the *Guardian and Administration Act 2000*; or

d. is convicted of an indictable offence or is made bankrupt, as prescribed by the Act; or

e. fails to disclose the nature of any material personal interest in a matter that relates to the affairs of the club; or

f. is absent from three consecutive management committee meetings without approval of the management committee; or

g. becomes an employee of the club; or

h. does not agree to undergo a criminal history check or is disqualified as a result of such a check, if the management committee requests the member to undergo a criminal history check.

i. if the person is required to undergo a *Working with Children (Risk Management and Screening) Act 2000* check and:

i is not eligible to undergo the check; or

ii does not agree to undergo the check; or

iii is disqualified as a result of the check; or

j. does not otherwise comply with the requirements of this constitution.

6.2.7. A management committee member has no right of appeal against their removal from office under this clause.

6.2.8. Any management committee member who has their membership of the club 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 management committee to suspend or terminate a member's membership, which is subsequently set aside by an appeals panel.

6.3. Vacancies on management committee

6.3.1. If a casual vacancy occurs on the management committee, the continuing members of the management committee may appoint another member of the club to fill the vacancy until the next annual general meeting.

6.3.2. With the exception of the positions of president and treasurer, the continuing members of the management committee may act despite a casual vacancy on the management committee.

6.3.3. If the number of management committee members is less than the number fixed under clause 7.4.1 as a quorum of the management committee, the continuing members of the management committee may act only to:

a. increase the number of management committee members to the number required for a quorum; or

b. call a general meeting of the club.

6.3.4. If a casual vacancy occurs in the position of president or treasurer, the continuing members of the management committee may act only to:

a. appoint another member of the club to fill the casual vacancy; or

b. call a general meeting of the club.

7. Meetings of the management committee

7.1. Management committee meetings

7.1.1. Subject to this clause, the management committee may meet and conduct its proceedings, as it considers appropriate, provided that the management committee must meet at least once every four months to exercise its functions.

7.1.2. The management committee 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 management committee.

7.1.4. The management committee may hold meetings, or permit a management committee member to take part in its meetings, by using any technology that reasonably allows the member to take part in discussions as they happen.

7.1.5. A management committee 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 management committee member present is entitled to one vote only.

7.1.7. A question arising at a management committee meeting is to be decided by a majority vote of management committee members present 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 management committee 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 management committee meeting, the members may choose one of their number to preside as chairperson at the meeting.

7.2. Special meeting of management committee

7.2.1. If the secretary receives a written request signed by at least 33% of the members of the management committee, the secretary must call a special meeting of the management committee by giving each management committee 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 management committee may be conducted at a special meeting of the management committee.

7.2.6. A special meeting of the management committee must be held within 14 days after notice of the meeting is given to the members of the management committee.

7.3. Minutes of management committee meetings

7.3.1. The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each management committee 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 management committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next management committee meeting, verifying their accuracy.

7.3.3. Minutes of management committee meetings are available for inspection only by the secretary, the management committee and any other person approved by the management committee.

7.4. Quorum for, and adjournment of, management committee meeting

7.4.1. At a management committee meeting, more than 50% of the members elected to the management committee 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 management committee 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 management committee 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 management committee 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 management committee without meeting

7.5.1. A written resolution agreed in writing by a majority of the management committee members entitled to vote on the resolution is as valid and effectual as if it had been passed at a management committee meeting that was properly called and held, provided that every management committee member has been given an opportunity to read and vote on the resolution.

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 management committee.

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 management committee members.

7.6.2. A management committee member who has a material personal interest in a matter being considered at a management committee meeting must:

a. as soon as the member becomes aware of the interest, disclose the nature and extent of the interest to the management committee;

b. not be present while the matter is being considered at the management committee meeting;

c. not vote on the matter; and

d. disclose the nature and extent of the interest at the next general meeting of the club.

7.6.3. The interest must be recorded in the minutes of the management committee meeting at which the disclosure is made and also in the register of declared interests of management committee members.

7.6.4. Clause 7.6.2 does not apply to a material personal interest:

a. that exists only because the member belongs to a class of person for whose benefit the club is established; or

b. that the member has in common with all, or a substantial proportion of, the members of the club.

7.6.5. Clause 7.6.2 does not apply if the management committee, 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 management committee decides under clause 7.6.5 that a management committee 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 management committee must ensure that:

a. the decision is recorded in the minutes of the management committee meeting and disclosed at the next general meeting of the club; and

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

8. Meetings of members

8.1. Annual general meetings

8.1.1. The club's annual general meeting must be held within six months after the end date of the club's reportable financial year.

8.1.2. Subject to the Act, the following business must be conducted at each annual general meeting of the club:

a. electing members of the management committee;

b. presentation of the details of any remuneration paid or other benefits given for the financial year to management committee members and any of their relatives; and to senior employees of the club and any of their relatives, as prescribed by the Act;

c. in accordance with clause 7.6, disclosure of the nature and extent of material personal interests of management committee members, if applicable;

d. receiving and adopting the club's financial statement for the last reportable financial year;

e. if, in accordance with the Act, an auditor, accountant or approved person is required to audit the club's financial statement:

i receiving and adopting the audit report for the last reportable financial year; and

ii appointing an auditor, accountant or approved person for the present financial year.

f. if, in accordance with the Act, an auditor, accountant or approved person is required to prepare a signed statement relating to the club's financial statement:

i receiving and adopting the signed statement for the last reportable financial year; and

ii appointing an auditor, accountant or approved person for the present financial year.

g. if, in accordance with the Act, the president or treasurer is required to prepare a signed statement relating to the club's financial statement:

i receiving and adopting the signed statement for the last reportable financial year.

8.2. General meetings

8.2.1. The secretary must call a general meeting by giving each member of the club written notice of the meeting within 14 days after:

a. being directed to call the meeting by the management committee; or

b. being given a written request signed by at least the number of eligible voting members equal to double the number of management committee members when the request is signed plus one.

8.2.2. A request mentioned in clause 8.2.1.b must state any proposed resolution to be considered at the general meeting.

8.2.3. A general meeting must be held within 28 days after the secretary is directed or requested to call the meeting as mentioned in clause 8.2.1.

8.2.4. Written notice of a general meeting must be provided to each member of the club at least 14 days before the date of the general meeting.

8.2.5. A notice of a general meeting must state the business to be conducted at the meeting and must specify the date, time and place for the meeting.

8.2.6. If the secretary is unable or unwilling to call a general meeting, the president must call the meeting.

8.2.7. If the secretary or president do not within 28 days from the date of receipt of the request mentioned in clause 8.2.1.b duly proceed to call the meeting, the members who made the initial request (or any of them) may themselves call and arrange to hold the meeting.

8.2.8. Any meeting called by the members under clause 8.2.7 must be called in the same manner as that in which meetings are called by the management committee, and must be held not later than three months from the date of receipt of the request mentioned in clause 8.2.1.b.

8.2.9. All reasonable expenses of convening and conducting such a meeting shall be borne by the club.

8.3. Quorum for, and adjournment of, general meeting

8.3.1. The quorum for any general meeting is at least the number of members equal to the number of members on the management committee 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 club 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 club under clause 8.2.1.b:

a. the meeting is to be adjourned for at least seven days; and

b. the management committee is to decide the day, time and place of the adjourned meeting.

8.3.5. If at the adjourned meeting under clause 8.3.4 a quorum is not present within 30 minutes from the appointed time for the 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 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 management committee member to be chairperson of the meeting; and

c. if there is no management committee 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 members who are present, eligible to vote and voting.

8.5.2. Each member present and eligible 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 management committee.

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. Minutes of general meetings

8.6.1. 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.

8.6.2. To ensure the accuracy of the minutes:

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

b. the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy.

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

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

b. give the member a copy of the minutes of the meeting.

8.6.4. The club may require the member to pay the reasonable costs of providing copies of the minutes.

9. Secretary

9.1. Appointment or election of secretary

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

a. an eligible member of the club elected as secretary by the members at a general meeting; or

b. any of the following people appointed by the management committee as secretary:

i a member of the club's management committee;

ii another member of the club;

iii another person.

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

9.1.3. If the management committee appoints a person mentioned in clause 9.1.1.b.ii as secretary, other than to fill a casual vacancy on the management committee, the person does not become a management committee member and is ineligible to vote at management committee meetings.

9.1.4. However, if the management committee appoints a person mentioned in clause 9.1.1.b.ii as secretary to fill a casual vacancy on the management committee, the person becomes a management committee member and is eligible to vote at management committee meetings.

9.1.5. If the management committee appoints a person mentioned in clause 9.1.1.b.iii as secretary, the person does not become a management committee member and is ineligible to vote at management committee meetings.

9.2. Removal of secretary

9.2.1. A secretary who has been appointed by the management committee may at any time be removed by the management committee.

9.2.2. If the management committee removes a secretary who is a person mentioned in clause 9.1.1.b.i, the person remains a management committee member.

9.2.3. If the management committee 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 management committee under clause 9.1.4, the person does not remain a management committee member.

9.3. Functions of secretary

9.3.1. The secretary's functions include, without limitation:

a. calling meetings of the club, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the club; and

b. keeping minutes of each meeting; and

c. keeping copies of all correspondence and other documents relating to the club; and

d. maintaining the register of members of the club.

10. Finance

10.1. Funds and accounts

10.1.1. The funds of the club must be kept in one or more accounts in the name of the club in a financial institution decided by the management committee.

10.1.2. Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the club.

10.1.3. All amounts must be deposited in a financial institution account as soon as practicable after receipt.

10.1.4. A payment by the club of $100 or more must be made by cheque or electronic funds transfer.

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 management committee to sign cheques issued or approve electronic funds transfers by the club.

10.1.6. Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.

10.1.7. A petty cash account and credit or debit card accounts may be kept on the imprest system, and the management committee must decide the amount of funds to be kept in any such accounts.

10.1.8. All expenditure must be approved or ratified at a management committee meeting.

10.2. Annual financial statement

10.2.1. On behalf of the management committee, the treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.

10.3. General financial matters

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

a. remuneration of any person in return for services actually rendered to the club; or

b. repayment for out-of-pocket expenses incurred on behalf of the club; or

c. payment for sale or hire of goods or payment of rent for premises let to the club; or

d. interest to any member in respect of money advanced by that member to the club or otherwise owing by the club to the member, provided that the rate of interest is not more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by:

   i the financial institution of the club; or

   ii if there is more than one financial institution of the club, the financial institution nominated by the management committee.

10.4. Financial year

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

11. Documents and legal

11.1. Documents

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

11.2. Notices

11.2.1. A written notice may be given by the club to any member either personally, electronically or by sending it by post to the member's last address notified in writing to the club.

11.2.2. Any notice period referred to in this constitution shall include the day on which a notice is given.

11.2.3. Where a notice is sent by post:

a. service of the notice is effected by properly addressing, pre-paying and posting a letter or packet containing the notice; and

b. unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

11.3. Common seal and execution of documents

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

11.3.2. If the club has a common seal, the seal must be:

a. kept securely by the management committee; and

b. used only under the authority of the management committee.

11.3.3. Each instrument to which the seal is attached must be signed by a management committee member and countersigned by:

a. the secretary;

b. another management committee member; or

c. someone authorised by the management committee.

11.3.4. If the club executes a document without using a common seal, the document must be signed by a management committee member and countersigned by:

a. the secretary;

b. another management committee member; or

c. someone authorised by the management committee.

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 management committee may make, amend or repeal bylaws, consistent with this constitution, for the internal management of the club.

11.5.2. A bylaw may be set aside by a majority vote of members at a general meeting of the club.

11.6. Indemnity

11.6.1. The club shall indemnify its secretary, management committee members, employees and members against all damages and losses (including legal costs) for which any such person may become liable to any third party in consequence of any act or omission done in good faith for the purpose of exercising the club's functions under the Act.

11.6.2. Indemnity under clause 11.6.1 shall not apply to any loss or damage resulting from the wilful misconduct of the person.

11.7. Insurance

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

12. Winding up

12.1. Distribution of surplus assets

12.1.1. This clause applies if the club:

a. is wound-up under part 10 of the Act; and

b. has surplus assets.

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

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

a. having objects similar to the club's objects; and

b. the rules of which prohibit the distribution of the entity's income and assets to its members.

12.2. Liability

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

a. the property of the club in the person’s possession; and

b. the amount, if any, unpaid by the person in respect of membership of the club.