



# **RULES**

## **United Service Club Queensland Inc**

Dated: October 2019

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# United Service Club Queensland Inc

## 1. Interpretation

1.1 In these Rules:

- (1) **Act** means the *Associations Incorporation Act 1981*;
- (2) **Club** means the United Service Club Queensland Inc;
- (3) **month** means a calendar month;
- (4) **present**:
  - (a) at a Management Committee meeting, see Rule 28.3; or
  - (b) at a General Meeting, see Rule 38; and
- (5) **Voting Member** means an Ordinary member.

1.2 A word or expression that is not defined in these Rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

## 2. Name

2.1 The name of the incorporated association is United Service Club Queensland Inc (**Club**).

## 3. Objects

3.1 The objects of the Club are to:

- (1) promote, foster and maintain an active interest in the defence of the Commonwealth of Australia;
- (2) promote good fellowship among members;
- (3) provide to Club members accommodation and premises of a high standard to facilitate social interaction between members and their guests; and
- (4) maintain the Club for the benefit of members, the preservation of military heritage and for future generations

## 4. Powers

4.1 The Club has the powers of an individual.

4.2 The Club may, for example:

- (1) enter into contracts; and
- (2) acquire, hold, deal with and dispose of property; and
- (3) make charges for services and facilities it supplies; and
- (4) do other things necessary or convenient to be done in carrying out its affairs.

4.3 The Club may take over the funds and other assets and liabilities of the present unincorporated Club known as the "United Service Club Queensland" (**Unincorporated Club**).

4.4 The Club may also issue secured and unsecured notes, debentures and debenture stock for the Club.

## **5. Classes of members**

### **5.1 Membership Classes**

#### **(1) Classes of Ordinary member**

The category of Ordinary member will consist of the following classes of member: Life member, Senior member, Serving member, Under 30 member, Town member, Country member, Perpetual member.

#### **(2) Classes of Accredited member**

The category of Accredited member will consist of the following classes of member: Honorary member, Associate member, Visiting member.

### **5.2 Qualifications for membership**

The following will be the qualifications of each Category of member:

#### **(1) Ordinary member**

Any person of the age of 18 years or over who is a respected citizen of the community will be eligible to be proposed for membership as an Ordinary member.

#### **(2) Accredited member**

Any person of the age of 18 years or over who is a respected citizen of the community, and to whom the Management Committee wishes to extend membership on a restricted basis or with limitations on members' rights, will be eligible to become an Accredited member.

### **5.3 Qualifications for Classes of Ordinary members**

The following will be the qualifications for each Class of member:

(1) **Life member**

- (a) Any member or any person eligible for membership who has rendered valuable service to the Club or to the promotion of its objects may, at any Annual General Meeting or Special General Meeting of the Club, be elected to the class of Life member. A proposed Life member must be nominated in writing by two members. The nomination must set out particulars of the valuable service of the proposed Life member and be endorsed by at least 20 members.
- (b) The Management Committee at the next Management Committee meeting following receipt of the nomination, will approve or reject the nomination. If the nomination is approved, the proposal of Life membership will be submitted to the next Annual General Meeting or Special General Meeting. If the Management Committee does not approve the nomination, the reasons for such non-approval may be given verbally to the proposer at a meeting of the Management Committee. The proposer may then withdraw the nomination or, with the consent in writing of the proposed Life member, give notice in writing to the Management Committee that he/she requires the election of the proposed Life member to be submitted to the next Annual General Meeting or Special General Meeting.
- (c) The election of a proposed Life member will be decided by a majority of votes of the members present and eligible to vote at the Annual General Meeting or Special General Meeting.
- (d) A Life member will not pay any entrance fee or subscription.

(2) **Senior member**

- (a) A person who has been a member of the Club for a period or periods totalling not less than 35 years will be classified as a Senior member.
- (b) The annual subscription of a Senior member will be determined by the Management Committee.

(3) **Serving member**

A serving member is an active member of the Australian Defence Force, including a member of the Active Reserve. The Management Committee may determine a subsidised subscription rate for these members in recognition of their service and reduced ability to use Club facilities.

(4) **Perpetual member**

A member who was a Perpetual member prior to the repeal on 20 November 2013 will continue to be so classified for the purposes of these Rules and will not pay further subscription or any other form of membership fee for the remainder of the member's lifetime.

(5) **Town member**

Any member not otherwise specifically classified will be classified as a Town member.

(6) **Country member**

Any member who is permanently resident outside a 50 km radius from the Brisbane GPO may apply to the Management Committee to be classified as a Country member.

(7) **Honorary member**

The Management Committee may invite distinguished or highly respected persons to accept honorary membership for a period set for each person by the Management Committee. The Management Committee may cancel the membership of any honorary member without assigning any reason.

(8) **Visiting member**

The Management Committee may make as a visiting member of the Club:

- (a) a member of the Diplomatic or Consular Corps for a period not exceeding their tenure of office in Queensland;
- (b) the senior full-time representative of each Service of the Australian Defence Force resident in Brisbane;
- (c) a serving member of the armed services of a foreign country attached to the Australian Defence Force for a period not exceeding that attachment;
- (d) an applicant for election to membership of the Club until the ballot for election has taken place;
- (e) any person sponsored by a member for the purpose of using the Club accommodation for a period not exceeding three months continuously;
- (f) any member of a reciprocal club, on production of a letter of introduction, for a continuous period not exceeding three months;
- (g) any member who is unable to utilise the Club or its reciprocal clubs due to ill health or physical incapacity, remote location or other reason satisfactory to the Management Committee; or
- (h) any other person deemed eligible by the Management Committee.

The Management Committee may impose a visiting member subscription fee and the Management Committee may cancel the membership of any visiting member without assigning any reason.

(9) **Associate member**

Any person of the age of 18 years or over who:

- (a) is the spouse or partner of a member of the Club at the time of demise of the member;
- (b) is the spouse or partner of a member of the Club; or
- (c) is the child of a member of the Club under the age of 30 years;

will be eligible to be elected as a member of the Club and classified as an Associate member. A child of a member of the Club so classified must transfer to any other class of membership for which they are eligible, on reaching 30 years of age.

(10) **Ordinary Under 30 member**

- (a) A person under the age of 30 years and eligible to be an Ordinary member may be elected as a member and classified as an Ordinary Under 30 member.
- (b) An Ordinary Under 30 member may only remain in this class until reaching 30 years of age, at which time, they must transfer to any other class of membership for which they are eligible. No fee will be payable on the transfer.

5.4 The number of Ordinary members is unlimited.

## **6. Automatic membership**

6.1 A person who, on the day the Club is incorporated, was a member of the unincorporated Club and who, on or before a day fixed by the Management Committee, agrees to become a member of the incorporated Club, must be admitted by the Management Committee:

- (1) to the equivalent class of membership of the Club as the member held in the unincorporated Club; or
- (2) if there is no equivalent class of membership - as an Ordinary member.

## **7. Patron**

7.1 The members may elect a Patron for a term at the Annual General Meeting or at a Special General Meeting in the event that the office is vacated prior to an Annual General Meeting. If the Patron so elected is not a member of the Club at the time of election, the person will be entitled to the privileges of a member of the Club without payment of any entrance fee or subscription for the period the person elected remains as Patron.

## **8. Proposal for membership**

8.1 Each proposal for membership (other than for the Patron) must:

- (1) be proposed and seconded by 2 members who are Ordinary members, neither of whom is under a disability under these Rules;



- (2) in the case of a spouse, partner or child of a member who is proposed for Associate membership, be proposed by the spouse, partner or parent who is an Ordinary member and
  - (3) in the case of Honorary and Visiting membership, be proposed or seconded by a Management Committee member.
- 8.2 The proposal for membership will be made in writing in such form as is prescribed by the Management Committee and signed by the person being proposed, the proposer and the seconder. The proposal form together with the amount of the entrance fee (if any) and the first subscription will be delivered to the General Manager/Secretary.
- 8.3 In the event of a candidate for membership not being able to meet the requirements of a proposer and seconder, the Management Committee may require the candidate to appear before at least two Management Committee members, who may determine the candidate's suitability and make a recommendation to the Management Committee regarding membership of the Club.
- 8.4 If the Management Committee is satisfied that the candidate is suitable for membership aside from an inability to meet the requirements of a proposer and seconder, it may waive the need for the candidate to meet those requirements and the candidate's proposal for membership thereafter will proceed in accordance with these Rules.
- 8.5 A "Proposed Members Register" will be maintained by the General Manager/Secretary. On receipt of a Proposal for membership, the particulars of the proposal will be entered in the register, such particulars to include the full name and address of the candidate and the time and date of the receipt of the proposal.
- 8.6 The Management Committee will have the right to require any further information, in addition to that contained on the proposal form, which they may desire.
- 8.7 The Management Committee may, at its absolute discretion, undertake due diligence into a proposed member's background. For the purpose of inquiring with respect to the person proposed, the matter of dealing with and determining the proposal may be postponed for not longer than three months, and other such proposals may be dealt with and determined during that period.

## **9. Election of members**

- 9.1 The election for membership (except for Life membership) will be by ballot of the Management Committee and will, as far as practicable, take place at the next meeting of the Management Committee held after the proposal is received.
- 9.2 A candidate will not be elected if the result of the ballot is that one third or more of the votes are against the election of the candidate.
- 9.3 When a candidate has been duly elected, notice to that effect will be sent to the candidate by the General Manager/Secretary.
- 9.4 If a proposal for membership is rejected, the General Manager/Secretary will, as soon as practicable, notify the candidate, the proposer and seconder to that effect and remit to the candidate the entrance fee (if any) and subscription paid. There will be no

obligation to notify the candidate, the proposer or seconder of the reason for such rejection. There will be no right of appeal.

- 9.5 A duly elected candidate will be a member of the Club according to the category and class of member for which the candidate is suitable, and will be entitled to all the rights, benefits and privileges of that category and class and will be bound by the Rules and By-laws of the Club.
- 9.6 The Management Committee must ensure that, before a candidate is elected as a member, the candidate is advised:
- 9.7 (1) whether or not the Club has public liability insurance; and
- 9.8 (2) if the Club has public liability insurance - the amount of the insurance.

## **10. Transfer of membership**

- 10.1 A member of any club with which the Club may at the time have reciprocity may, at the discretion of the Management Committee of the Club, transfer their membership to the Club, provided that a letter is produced from such club certifying that all dues and subscriptions are paid up to date, and provided that the person has the necessary qualifications for membership of the Club.
- 10.2 The Management Committee will have the power to admit the transferee and may impose an entrance fee. Liability to pay subscriptions to the Club will commence from the expiry of the period for which the transferee has paid subscriptions to the Club from which they have transferred, and the subscription to the Club will be assessed *pro rata* as to the 30<sup>th</sup> day of June next ensuing, provided that no transferee will be exempted from more than 12 months subscription to the Club.
- 10.3 The period of continuous membership of a reciprocal club will be deemed to be membership of the Club and will count towards eligibility for the class of Senior membership.

## **11. Re-instatement of membership**

- 11.1 A person who has ceased to be a member of the Club pursuant to Rule 50.6 may be reinstated to membership of the Club by the Management Committee upon such person giving reasons satisfactory to the Management Committee for failure to pay the account in question, and upon payment of all moneys which would have been payable to the Club had their membership continued. The Management Committee may, in the special circumstances of the case, waive any such payment or require the payment of part only thereof. The Management Committee may impose a reinstatement fee.

## **12. Resignation**

- 12.1 A member may, by notice in writing delivered to the General Manager/Secretary, resign their membership of the Club.
- 12.2 Resignation will not relieve a member from liability for any pre-existing debt.

- 12.3 The Management Committee will accept such resignation within a period of 2 months from the date of its receipt, and if not accepted within that time, it will be deemed to have been accepted.
- 12.4 Any person resigning from the Club may subsequently be reinstated at any time to membership by the Management Committee. The Management Committee may impose a reinstatement fee.

### **13. Termination of membership**

- 13.1 A person will cease to be a member of the Club when the person:
- (1) ceases to hold qualification for membership set out in these Rules;
  - (2) becomes ineligible under these Rules to remain a member of the Club;
  - (3) resigns from membership in accordance with these Rules;
  - (4) has been convicted on indictment or summarily and sentenced to imprisonment, other than in default of payment of a fine, and the rehabilitation period in relation to the conviction has not expired;
  - (5) is expelled by the Management Committee; or
  - (6) has his/her name removed from the Roll of members pursuant to Rule 50.6.
- 13.2 In addition, a person is not eligible to remain a member of the Club if:
- (1) under the *Bankruptcy Act 1966* (Commonwealth) or the law of an external territory or another country, the person is an undischarged bankrupt or
  - (2) the person has executed a personal insolvency arrangement under the *Bankruptcy Act 1966* (Commonwealth), Part X or a corresponding law of an external territory or another country and the terms of the deed have not been fully complied with or
  - (3) the person's creditors have accepted a personal insolvency agreement under the *Bankruptcy Act 1966* (Commonwealth), Part X or a corresponding law of an external territory or another country and a final payment has not been made under the agreement.

### **14. Expulsion**

- 14.1 A member may be reprimanded, suspended or expelled from the Club if the member:
- (1) fails to comply with any of the provisions in these Rules or By-laws or
  - (2) conducts him/herself in a manner considered by the Management Committee to be injurious or prejudicial to the character or interests of the Club.
- 14.2 Before a member is dealt with by the Management Committee in accordance with this Rule, the member must be given at least 14 clear days' notice in writing of:
- (1) the nature of the failure to comply with the specified Rule or By-law or

- (2) the nature of the conduct which is considered injurious or prejudicial to the character or interests of the Club.
- 14.3 The member concerned will be given a full and fair opportunity to show why his/her membership should not be terminated.
- 14.4 The Management Committee will then consider all of the evidence in relation to the matter together with all the matters raised by the member and determine what action, if any, it will take. The member will not be reprimanded, suspended or expelled from the Club unless two thirds of the Management Committee then present so determine.
- 14.5 If the Management Committee determines to reprimand, suspend or expel the member, it will instruct the General Manager/Secretary to advise the member in writing accordingly.
- 14.6 No member will be entitled to be represented by counsel, solicitor, agent or advocate on the hearing of any such matter.

## **15. Rights of members**

- 15.1 Ordinary members only may be nominated for election as members of the Management Committee.
- 15.2 Only Ordinary members and visiting members defined under Rule 5.3(8)(g) will be entitled to vote at any meeting or ballot of members of the Club.
- 15.3 Only Ordinary members who have held a commission in the Australian Defence Force may be nominated for election as President and Vice President.

## **16. Membership fees**

- 16.1 The membership fee for each ordinary membership and for each other class of membership (if any), and when that fee is payable, is set by the Management Committee.
- 16.2 A member of the incorporated Club who, before becoming a member, has paid the member's annual subscription for membership of the unincorporated Club on or before a day fixed by the Management Committee, is not liable to pay a further amount of annual subscription for the period before the day fixed by the Management Committee as the day on which the next annual subscription is payable.

## **17. Appointment or election of Secretary**

- 17.1 The Secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is:
  - (1) a member of the Club elected by the Club as Secretary; or
  - (2) any of the following persons appointed by the Management Committee as Secretary:
    - (a) a member of the Club's Management Committee;

- (b) another member of the Club;
- (c) another person.

- 17.2 If the Club has not elected an interim officer as Secretary for the Club before its incorporation, the members of the Management Committee must ensure a Secretary is appointed or elected for the Club within 1 month after incorporation.
- 17.3 If a vacancy happens in the office of Secretary, the members of the Management Committee must ensure a Secretary is appointed or elected for the Club within 1 month after the vacancy happens.
- 17.4 If the Management Committee appoints a person mentioned in Subrule 17.1(2)(b) as Secretary, other than to fill a casual vacancy on the Management Committee, the person does not become a member of the Management Committee.
- 17.5 However, if the Management Committee appoints a person mentioned in Subrule 17.1(2)(b) as Secretary to fill a casual vacancy on the Management Committee, the person becomes a member of the Management Committee.
- 17.6 If the Management Committee appoints a person mentioned in Subrule 17.1(2)(c) as Secretary, the person does not become a member of the Management Committee.
- 17.7 In this Rule, **casual vacancy**, on a Management Committee, means a vacancy that happens when an elected member of the Management Committee resigns, dies or otherwise stops holding office.

## **18. Removal of Secretary**

- 18.1 The Management Committee of the Club may at any time remove a person appointed by the Management Committee as the Secretary.
- 18.2 If the Management Committee removes a Secretary who is a person mentioned in Rule 17.1(2)(a), the person remains a member of the Management Committee.
- 18.3 If the Management Committee removes a Secretary who is a person mentioned in Rule 17.1(2)(b) and who has been appointed to a casual vacancy on the Management Committee under Rule 17.5, the person remains a member of the Management Committee.

## **19. Functions of Secretary**

- 19.1 The Secretary's functions include, but are not limited to:
- (1) 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
  - (2) keeping minutes of each meeting; and
  - (3) keeping copies of all correspondence and other documents relating to the Club;

- (4) maintaining the register of members of the Club; and
- (5) maintaining the register of reciprocal clubs to be kept on the Club premises.

## **20. Membership of Management Committee**

- 20.1 **The Management Committee of the Club will consist of a President, Vice President, Treasurer, and up to eight others.**
- 20.2 A member of the Management Committee, other than a Secretary appointed by the Management Committee under Rule 17.1(2)(c), must be an Ordinary member of the Club.
- 20.3 A member of the Club may be appointed to a casual vacancy on the Management Committee under Rule 27.

## **21. Management Committee**

- 21.1 Without limiting the general powers expressly conferred or implied by these Rules, the Management Committee will exercise power in performance of the following duties:
  - (1) With the consent of the members by way of resolution at a General Meeting of the Club:
    - (a) to borrow, raise or secure the payment of amounts in a way the members of the Club decide; and
    - (b) to secure the amounts mentioned in paragraph 21.1(1) or other engagement incurred or to be entered into by the Club in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the Club's property, both present and future; and
    - (c) to purchase, redeem or pay off any securities issued; and
    - (d) to borrow amounts from members and pay interest on the amounts borrowed; and
    - (e) to mortgage or charge the whole or part of its property; and
    - (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Club; and
    - (g) to provide and pay off any securities issued;
  - (2) to interpret the meaning of these Rules and any matter relating to the Club on which the Rules are silent;
  - (3) to control and exercise governance oversight of the affairs, property and funds of the Club;
  - (4) to enter into such contracts on behalf of the Club as they think advisable, and subject to these Rules, at all times deal with the funds and property of the

Club as it thinks fit for carrying out the Objects of the Club, provided always that it may not sell, transfer or mortgage any land or building of the Club or seek to raise monies by other means without first obtaining the consent of the members by way of a resolution passed at a General Meeting of the Club;

- (5) to invest such funds of the Club as are not required for the immediate and foreseeable needs of the Club;
  - (6) to appoint as General Manager/Secretary any person, and pay the person such salary as it may determine. The Management Committee may at any time terminate this appointment on giving one month's notice in writing and will have the power to suspend the person at any time. The General Manager/Secretary, if a member of the Club, will not while holding that office, be liable to pay any subscriptions not withstanding anything to the contrary herein contained;
  - (7) to apply a portion of the funds of the Club to defraying expenses of entertainment to official or distinguished visitors on behalf of members;
  - (8) to appoint members outside the Management Committee to assist the Management Committee in any special duties, should they deem it advisable to do so;
  - (9) to set apart any room or rooms in the Club premises for any special meeting or purpose by posting a notice within the Club to that effect. No member will have any right of access to such room or rooms so set apart except for the purpose of joining in the meeting or object for which the room or rooms will have been set apart if the member will be entitled so to do;
  - (10) to grant honoraria to any members performing work in an honorary capacity for the Club if the services will be of such a nature, or involving work for which the Management Committee considers an honorarium should be paid, and to pay for any professional services rendered to the Club by an accountant, auditor, architect, engineer, solicitor or other professional person;
  - (11) notwithstanding anything to the contrary contained in these Rules, to limit the credit of, or refuse credit to any member or members; and
  - (12) to arrange a social program each year which provides a range of suitable activities for members to attend and entertain their guests.
- 21.2 Subject to these Rules the Management Committee may make, enforce, vary and repeal such By-laws for the regulation and conduct of the business and affairs of the Club and for the carrying out of these Rules, By-laws and the Objects of the Club, as it may think fit.

## **22. Electing the Management Committee and office bearers**

- 22.1 Any 2 Ordinary members of the Club may nominate another member (**candidate**) for the position of Management Committee member, President, Vice President or Treasurer. The nomination must be in writing in a form approved by the Management Committee and supplied by the General Manager/Secretary upon request.

- 22.2 The nomination must be signed by the candidate and the members nominating the candidate. The nomination must also be accompanied by a Candidate Declaration for Management Committee in a form approved by the Management Committee. The Management Committee may undertake due diligence on a prospective Management Committee member's application.
- 22.3 The nomination must be submitted at least 28 days before the Annual General Meeting. A member may be nominated for the position of Management Committee member as well as for President, Vice President and Treasurer.
- 22.4 Within 3 days after the closing of nominations, a list will be exhibited on the Notice Board. Within 4 days thereafter, ballot papers (showing the full names and ranks or designations of the persons nominated and stating the number of candidates to be voted for) will be sent to voting members. Accompanying the ballot papers will be such information as to allow the members to cast an informed vote. Such ballot papers and supporting information are to be sent by electronic means or by prepaid post to all members eligible to vote. The ballot will close at 6.00pm on the afternoon of the fourth clear day prior to the date on which the Annual General Meeting is to be held. The position of the names of the candidates on the ballot paper will be determined by lot.
- 22.5 The ballot box will be placed in the Club 21 days before the day on which the ballot is due to close. Members may deposit in the ballot box their ballot papers at any time before the ballot closes, provided always that a member may instead of depositing their ballot paper, forward the same by prepaid post in a sealed envelope clearly marked "BALLOT PAPER" and addressed to the General Manager/Secretary, who will deposit such envelope in the ballot box provided it is received before the ballot is due to close.
- 22.6 Each member voting will mark the ballot paper by placing a mark opposite the names of each of the candidates for whom they wish to vote, and will make no other mark or writing thereon. A ballot paper marked for more or less than the number of candidates required may be declared informal and not counted.
- 22.7 At least 2 vote counters will be appointed by the Management Committee and they will take charge of the ballot immediately it is closed and count all votes properly recorded. They will keep the result secret and hand it to the Chairman at the Annual General Meeting, who will declare the result of the ballot. In the case of the election of the Management Committee members, the candidates declared to be elected will be comprised of that number required to fill the vacant positions and who have received the highest number of votes.
- 22.8 In the case of an equal number of votes for 2 or more candidates, the Chairman will have a second or casting vote.
- 22.9 **The members elected or declared will assume their duties of office immediately after their election and will, subject to Rule 23, hold office for two years.**
- 22.10 The Management Committee must ensure that, before a candidate is elected as a member of the Management Committee, the candidate is advised:
- (1) whether or not the Club has public liability insurance; and
  - (2) if the Club has public liability insurance - the amount of the insurance.



## **23. Management Committee Succession**

- 23.1 At the Annual General Meeting in every year the President, Vice President and Treasurer will retire from office but, subject to the Rules, they will be eligible for re-election.
- 23.2 A member of the Management Committee, other than a Secretary appointed by the Management Committee, must be a member of the Club.
- 23.3 **At each Annual General Meeting of the Club, the members of the Management Committee who were not elected at the previous Annual General Meeting must retire from office, but are eligible, on nomination, for re-election.**
- 23.4 A member of the Club may be appointed to a casual vacancy on the Management Committee under Rule 27.
- 23.5 Members of the Management Committee will retire at the next Annual General Meeting after the completion of eight consecutive years of office, including service rendered as a Committee member of the unincorporated Club, and will not be eligible for re-election until the expiration of 12 months thereafter, provided that any period of office as President, Vice President or Treasurer will not be included in the said period of eight consecutive years. This Subrule will not apply to a member of the Management Committee who at the next Annual General Meeting after the completion of eight consecutive years of office, is elected as President, Vice President or Treasurer.

## **24. President**

- 24.1 A member will not hold the office of President for more than two consecutive years.
- 24.2 A casual vacancy occurring in the office of President will be filled by the Vice-President, who will hold office until the next Annual General Meeting.

## **25. Vice President**

- 25.1 In the event of the Office of Vice President becoming vacant at any time, the Management Committee will appoint one of their members to be Vice President and such Vice President will hold office until the next Annual General Meeting.

## **26. Treasurer**

- 26.1 The Treasurer will (subject to the Management Committee direction) exercise a general supervision over the accounts and finances of the Club.
- 26.2 As soon as possible after the close of the Financial Year, the Treasurer will cause to be prepared statements, including (but not limited to) a Statement of Financial Position, a Statement of Financial Performance and a Statement of Cash Flows of the Club for the past year. These accounts after audit and after submission to the Management Committee, will be presented to the members at the Annual General Meeting.

26.3 In the event of the office of the Treasurer becoming vacant at any time, the Management Committee will appoint an Ordinary member of the Club to be Treasurer and such Treasurer will hold office until the next Annual General Meeting.

## **27. Management Committee members**

27.1 If a casual vacancy occurs on the Management Committee the continuing members of the Management Committee may appoint another Ordinary member of the Club to fill the vacancy until the next Annual General Meeting, when the person will retire, but be eligible for re-election.

27.2 The continuing members of the Management Committee may act despite a casual vacancy on the Management Committee.

27.3 However, if the number of Management Committee members is less than the number fixed under Rule 28.1 as a quorum of the Management Committee, the continuing members may act only to:

- (1) increase the number of Management Committee members to the number required for a quorum; or
- (2) call a General Meeting of the Club.

## **28. Proceedings of Committee**

28.1 A quorum for a Management Committee meeting is attendance by 50% of the members elected or appointed to the Management Committee as at the close of the last General Meeting. If a quorum is not present within 15 minutes of the Meeting's starting time, the Meeting lapses.

28.2 The Management Committee may meet and conduct its proceedings as it considers appropriate. The Management Committee usually meets monthly, but must meet at least 10 times a year to exercise its functions.

28.3 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 hear and take part in discussions as they happen.

28.4 A Management Committee member who participates in the meeting as mentioned in Subrule 28.3 is taken to be present at the meeting.

28.5 The Management Committee will decide how a meeting is to be called. Notice of a meeting is to be given in the way decided by the Management Committee.

28.6 The minutes of the proceedings at each meeting will be recorded and entered in a book and, to ensure the accuracy of the minutes recorded, will be read and confirmed by the Management Committee at the next meeting.

28.7 The President, or in his or her absence, the Vice President, will preside at all meetings of the Management Committee. In the absence of these officers, the members of the Management Committee present will elect one of their number to preside.

- 28.8 All questions arising at any meeting of the Management Committee will be decided by a majority of the votes of members (excluding the Chairperson) present at the meeting and in the case of an equality of votes, the Chairperson has the casting vote.
- 28.9 The Management Committee may delegate any of its powers to Sub-Committees consisting of such members of the Management Committee and other members of the Club as it thinks fit, provided that the number of members comprising any Sub-Committee so formed will, in the exercise of the powers so delegated, conform to any regulations that may from time to time be imposed on it by the Management Committee. The meetings and proceedings of any such Sub-Committee will be governed by the provisions contained in these Rules for regulating the meetings and proceedings of any such Sub-Committee, as far as the same are applicable and are not superseded by any regulations made by the Management Committee under this Rule. Two members of any such Sub-Committee will form a quorum at any properly convened meeting of the Sub-Committee.
- 28.10 A meeting of the Management Committee may be convened at any time by the President or Vice President and at least 50% of the Management Committee, provided that at least one of the President or Vice President is in attendance.
- 28.11 A written resolution signed by each member of the Management Committee is as valid and effectual as if it had been passed at a Management Committee meeting that was properly called and held.
- 28.12 A resolution mentioned in Rule 28.11 may consist of several documents in like form, each signed by 1 or more members of the Management Committee.

## **29. General Manager**

- 29.1 The Management Committee is to appoint and set the duties and responsibilities of a person to fulfil the role of General Manager. This person may also be the Club Secretary. Without limiting the general powers conferred upon the Management Committee by these Rules to provide control and governance oversight of the Club, it will be the special duty of the General Manager to:
- (1) manage all aspects of the Club's operations and administration in accordance with directions provided by the Management Committee and in accordance with all relevant workplace and other legislation and regulations;
  - (2) appoint, suspend or dismiss employees of the Club and determine their designation or titles and duties and fix their salaries, wages and other remuneration within the budget set by the Management Committee;
  - (3) ensure all moneys due and payable to the Club are paid into the banking account of the Club;
  - (4) keep full and accurate accounts of all sums of money received or expended on account of the Club;
  - (5) assist the Treasurer in preparing up to the 30th day of June every year, the Statement of Financial Position, Statement of Financial Performance and Statement of Cash Flows for submission to the members at the Annual General Meeting;

- (6) subject to the direction of the Management Committee, to make all disbursements of the funds of the Club to be drawn on the Bank at which the account of the Club is kept and to obtain receipts and discharges for the same;
- (7) bring to the notice of the Management Committee any matter affecting the welfare or governance of the Club.

29.2 A General Manager/Secretary may resign his or her office on giving the Management Committee one month's notice in writing.

### **30. Resignation, removal or vacation of office of Management Committee member**

30.1 A member of the Management Committee may resign by giving written notice of resignation to the Secretary.

30.2 The resignation takes effect at:

- (1) the time the notice is received by the Secretary; or
- (2) if a later time is stated in the notice - the later time.

30.3 A member may be removed from office at a General Meeting of the Club if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.

30.4 Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.

30.5 A member of the Management Committee has no right of appeal against the member's removal from office under this Rule.

30.6 A member of the Management Committee immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

30.7 The continuing members of the Management Committee may act despite a casual vacancy on the Management Committee.

30.8 However, if the number of Management Committee members is less than the number fixed under Rule 28.1 as a quorum of the Management Committee, the continuing members may act only to:

- (1) increase the number of Management Committee members to the number required for a quorum; or
- (2) call a General Meeting of the Club.

### **31. Minutes of Management Committee meetings**

- 31.1 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.
- 31.2 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.

### **32. Acts not affected by defects or disqualifications**

- 32.1 An act performed by the Management Committee, a Sub-Committee or a person acting as a member of the Management Committee is taken to have been validly performed.
- 32.2 Subrule 32.1 applies even if the act was performed when:
- (1) there was a defect in the appointment of a member of the Management Committee, Sub-Committee or person acting as a member of the Management Committee; or
  - (2) a Management Committee member, Sub-Committee member or person acting as a member of the Management Committee was disqualified from being a member.

### **33. First Annual General Meeting**

- 33.1 The first Annual General Meeting must be held within 6 months after the end date of the Club's first reportable financial year.

### **34. Subsequent Annual General Meetings**

- 34.1 Each subsequent Annual General Meeting must be held:
- (1) at least once each year; and
  - (2) within 6 months after the end date of the Club's reportable financial year.

### **35. Business to be conducted at Annual General Meeting**

- 35.1 The following business must be conducted at each Annual General Meeting of the Club:
- (1) receiving the Club's financial statement, and audit report, for the last reportable financial year;
  - (2) presenting the financial statement and audit report to the meeting for adoption;
  - (3) electing members of the Management Committee;

- (4) appointing an auditor or an accountant for the present financial year.

## **36. General Meetings**

- 36.1 An Annual General Meeting of members will be called the "Annual General Meeting" and all other General Meetings will be called "Special General Meetings".

## **37. Notice of Meetings**

- 37.1 All letters and notices to be sent and/or given under these Rules may be sent by email or by ordinary prepaid post addressed to the member at the address registered in the Roll of Members, and will be deemed to have been received by the member in the ordinary course of post.
- 37.2 The members will be given 14 clear days' notice at least, of every General Meeting, by whomsoever convened, specifying the place, day and hour of meeting and the general nature of the business. Such notice will be signed by the General Manager/Secretary or any other Officer appointed by the Management Committee for that purpose.
- 37.3 Only Voting members will be entitled to receive notices of general meetings of the Club and attend and vote thereat.
- 37.4 The non-receipt of any notice by a member will not invalidate the proceedings at any meeting.
- 37.5 A copy of the Management Committee's Report and the Treasurer's Statement of Financial Position, Statement of Financial Performance and Statement of Cash Flows will accompany the Notice convening the Annual General Meeting.

## **38. Procedure for General Meetings**

- 38.1 The President, or in his/her absence the Vice President, will preside as Chairperson at every General Meeting of members, provided that if either of these officers should decline to preside or be absent, the members present will elect, by show of hands, an Ordinary member as Chairperson.
- 38.2 The Annual General Meeting will (where possible) be held in the month of September each year or not later than the 31st day of December of the same year, as may be determined by the Management Committee for the purpose of:
  - (1) receiving a Report of the outgoing Management Committee and the Treasurer's Statement of Financial Position, Statement of Financial Performance and Statement of Cash Flows;
  - (2) declaring the election of the President, Vice President, Treasurer and members of the Management Committee;
  - (3) electing a Patron when necessary;
  - (4) appointing an Auditor;

- (5) transacting such ordinary business as may be lawfully dealt with thereat; and
- (6) transacting any special business of which notice will have been given in accordance with these Rules.

38.3 No business of special description will be transacted or entertained at any General Meeting unless notice of such business has been given in the manner provided for under Rule 37, and no notice will be given for business of a special description to be transacted at the Annual General Meeting unless with the prior approval of the Management Committee.

38.4 A member may take part and vote in a General Meeting in person, by proxy (subject to rule 40.1(5)), by postal vote, or by using any technology that reasonably allows the member to hear and take part in discussions as they happen. As well, a member may vote on an ordinary resolution at a general meeting by postal vote even though the member is not present at the meeting.

38.5 A member who participates in a meeting as mentioned in Subrule 38.4 is taken to be present at the meeting.

## **39. Special General Meetings**

39.1 The Management Committee may convene a Special General Meeting at any time.

39.2 A Special General Meeting will also be convened by the Management Committee upon a requisition made in writing by 20 members then entitled to attend and vote at a Special General Meeting. Any such requisition will specify the object of the meeting and will be signed by the members making the same and will be delivered to the President, Vice President or General Manager/Secretary. It may consist of several documents in like form, each signed by one or more requisitionists. The meeting will be convened for the purposes specified in the requisition and for those purposes only.

39.3 If within 14 days after delivery of a requisition pursuant to the proceeding Subrule, the Management Committee fails to convene a Special General Meeting to be held within 28 days after such delivery, the requisitionists, having regard to the Rules herein as to notice, may themselves convene a Special General Meeting to be held at the rooms of the Club at any time within eight weeks of the delivery of the requisition as aforesaid.

## **40. Voting**

40.1 Unless otherwise provided by these Rules or the Act:

- (1) every question arising at a General Meeting will be decided by a majority of votes of the members present at the meeting and eligible to vote by a show of hands, or upon the indication of support for the motion by oral or other means by a person attending the meeting pursuant to Subrule 38.4, unless a poll is requested;
- (2) every member entitled to vote (including the Chairman) will have one vote and in the case of an equality of votes, the Chairman will have a second or casting vote;

- (3) a member may vote only in accordance with Subrules 38.4 and 38.5;
- (4) members must be given an opportunity to vote by post in accordance with rule 42;
- (5) voting by Proxy will be used by the Club for special resolutions only;
- (6) at any General Meeting a declaration by the Chairman that a resolution has been carried or carried by a particular majority, or lost, will be conclusive;
- (7) a resolution duly passed at a General Meeting of the Club held in conformity with these Rules will immediately thereupon be binding on the members of the Club whether or not they have been present at such meeting; and
- (8) the minutes of any General Meeting if signed by the Chairman of such meeting, or by the Chairman of the next succeeding General Meeting as the case may be, will be conclusive evidence of the matters stated in the minutes.

## 41. Proxies

41.1 An instrument appointing a proxy must be in writing and be in the following or similar form:

*[Name of club]*

I, \_\_\_\_\_ of \_\_\_\_\_, being

a member of the club, appoint

of

as my proxy to vote for me on my behalf at the (annual) general meeting of

the club, to be held on the \_\_\_\_\_ day \_\_\_\_\_ of 20

and at any adjournment of the meeting.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20 \_\_\_\_\_.

Signature

This form is to be used \*in favour of/\*against [*strike out whichever is not wanted*] the following resolutions:

*[List relevant resolutions]*

- 41.2 The instrument appointing a proxy must be signed by the appointor or the appointor's attorney properly authorised in writing.
- 41.3 The form may provide that if a member leaves it blank as to the person primarily appointed as proxy or if the person or persons named as proxy fails or fail to attend, the chair of the meeting is appointed proxy.
- 41.4 A proxy may be a member of the club or another person.



- 41.5 The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- 41.6 Each instrument appointing a proxy must be given to the secretary 48 hours before the start to the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- 41.7 The instrument appointing a proxy must instruct the proxy as to whether to vote for or against each resolution.

## **42. Postal voting**

- 42.1 Members must be given an opportunity to vote by post on ordinary resolutions put to a General Meeting.
- 42.2 A circular letter stating such proposal will be sent by the Management Committee to every member at least 21 days before the date appointed for such meeting.
- 42.3 Each member may then give, in writing, their vote for or against such question or proposal provided that the letter containing such vote will be duly signed and sent to the General Manager/Secretary.
- 42.4 The General Manager/Secretary will open all letters received up to the time fixed for the meeting, and any vote so given will have the same effect as though the member was personally present at the meeting.

## **43. Quorum for Meetings**

- 43.1 Twenty members entitled to vote will constitute a quorum at any General Meeting. If there be no quorum present at the expiration of half an hour from the time appointed for the meeting, the meeting will stand adjourned to the same day in the next week at the same time and place unless the meeting was called upon a requisition of members in which case it will lapse. If at such adjourned meeting a quorum is not present, the meeting will lapse. No business will be transacted at any meeting at which a quorum is not present.

## **44. Alteration of Rules**

- 44.1 Subject to the Act, these Rules may be amended, repealed or added to by a special resolution carried at a General Meeting.
- 44.2 However an amendment, repeal or addition is valid only if it is registered by the chief executive.

## **45. Voting Electronically**

- 45.1 Members may vote by electronic means using a format approved by the Management Committee. Electronic voting will adhere to the same principles expressed in Rule 40 above.

## **46. Minutes of General Meetings**

- 46.1 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.
- 46.2 To ensure the accuracy of the minutes:
- (1) 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; and
  - (2) 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.
- 46.3 If asked by a member of the Club, the Secretary must, within 28 days after the request is made:
- (1) make the minute book for a particular General Meeting available for inspection by the member at a mutually agreed time and place; and
  - (2) give the member copies of the minutes of the meeting.
- 46.4 The Club may require the member to pay the reasonable costs of providing copies of the minutes.

## **47. By-laws**

- 47.1 The Management Committee may make, amend or repeal By-laws, not inconsistent with these Rules, for the internal management of the Club.
- 47.2 A By-law may be set aside by a vote of members at a General Meeting of the Club.

## **48. Common seal**

- 48.1 The Management Committee must ensure the Club has a common seal.
- 48.2 The common seal must be:
- (1) kept securely by the Management Committee; and
  - (2) used only under the authority of the Management Committee.
- 48.3 Each instrument to which the seal is attached must be signed by a member of the Management Committee and countersigned by:
- (1) the Secretary; or
  - (2) another member of the Management Committee; or
  - (3) someone authorised by the Management Committee.

## **49. Funds and accounts**

- 49.1 The funds of the Club must be kept in an account in the name of the Club in a financial institution decided by the Management Committee.
- 49.2 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Club.
- 49.3 All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- 49.4 A payment by the Club of \$100 or more must be made by cheque or electronic funds transfer.
- 49.5 If a payment of \$100 or more is made by cheque, the cheque must be signed by any 2 of the following:
- (1) the President;
  - (2) the Vice President;
  - (3) the Secretary or the General Manager;
  - (4) the Treasurer;
  - (5) any 1 of 3 other members of the Club who have been authorised by the Management Committee to sign cheques issued by the Club.
- 49.6 However, 1 of the persons who signs the cheque must be the President, Vice President, the Secretary, the General Manager or the Treasurer.
- 49.7 Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed "not negotiable".
- 49.8 A petty cash account must be kept on the imprest system, and the Management Committee must decide the amount of petty cash to be kept in the account.
- 49.9 All expenditure must be approved or ratified at a Management Committee meeting.

## **50. General financial matters**

- 50.1 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.
- 50.2 The income and property of the Club must be used solely in promoting the Club's objects and exercising the Club's powers.
- 50.3 Notwithstanding any other Rule, the Club may only transfer or mortgage real property with the prior approval of a majority resolution of the members passed at a General Meeting.
- 50.4 **Entrance Fees**

The Management Committee may set entrance fees as it sees fit.

## 50.5 Levies

The imposition of and value of levies (including charges on accounts of members) will be determined by the Management Committee.

## 50.6 Member Accounts

- (1) Subject to provision in these Rules, members may be extended limited credit by the Club for expenditure in the Club. The provision of such credit is a privilege, not a right.
- (2) Each Member will be notified of the debits, subscription or levy due standing against their name at the beginning of every month by the sending of an account, which will be paid before the end of the month. If a member fails to pay the account within one month of the due date, the General Manager/Secretary may issue a written demand for payment of the account.
- (3) If a member fails to pay an account within fourteen days after the making of a written demand for payment, the member will be refused credit and suspended from membership until payment is made in full, or an arrangement suitable to the Club is agreed. The General Manager/Secretary will notify the member of such suspension in writing.
- (4) Unless the Management Committee otherwise determines, if such suspension continues for a period of one calendar month, the member will, forthwith cease to be a Member of the Club and his/her name will be removed from the Roll of Members.
- (5) Any such suspension will not relieve the member from liability for payment of the account or for their subscription during the period of suspension. If a member is removed from the Roll of Members and still has not paid the due amount, the Club will instigate debt recovery action.

## 50.7 Club Accounts

The funds of the Club must be kept in accounts in the name of the Club in a financial institution approved by the Management Committee. All accounts owing by the Club will be paid after approval by any 2 of:

- (1) President;
- (2) Vice President;
- (3) Treasurer;
- (4) A Member of the Management Committee approved by the Management Committee;
- (5) The Club's Finance Manager; and
- (6) General Manager/Secretary.

## 50.8 Audit

- (1) The accounts of the Club will be examined annually by the Auditor or Auditors of the Club. The Auditor or Auditors will be a registered company auditor.

- (2) The correctness of the Statement of Financial Position, Statement of Financial Performance and Statement of Cash Flows of the Club will be certified by the Auditor or Auditors, and after being submitted to the Management Committee, will be presented by the Treasurer to the members at the Annual General Meeting.
- (3) In addition to the annual audit, the accounts of the Club may be subject to internal audit from time to time as the Management Committee may require.
- (4) The appointment of the Auditor or Auditors will be determined by the members at the Annual General Meeting at which they are appointed.
- (5) A casual vacancy in the office of Auditor may be filled by the Management Committee who may fix the remuneration of the person so appointed to fill the vacant office for work to be performed up to the next Annual General Meeting.
- (6) The Auditor or Auditors will at all reasonable times have access to the books and accounts of the Club and may require members of the Management Committee and the Officers of the Club, to supply books, accounts or information required by the Auditor or Auditors if in their possession or control.

#### **50.9 Staff Gratuity**

A member will not give any gratuity to any member of the Club's staff or contractors or their employees or allow their guests to do so. Any member desiring to make any such payment may place the same in the Staff Gratuity Box, or add an amount to their account payment.

### **51. Documents**

- 51.1 The Management Committee must ensure the safe custody of books, documents, instruments of title and securities of the Club.

### **52. Financial year**

- 52.1 The end date of the Club's financial year is 30 June in each year.

### **53. Distribution of surplus assets to another entity**

- 53.1 This Rule applies if the Club:

- (1) is wound - up under Part 10 of the Act; and
- (2) has surplus assets.

- 53.2 The surplus assets must not be distributed among the members of the Club.

- 53.3 The surplus assets must be given to another entity as determined by the members of the Club by Special Resolution at or before the time of dissolution:

- (1) having objects similar to the Club's objects;

(2) the Rules of which prohibit the distribution of the entity's income and assets to its members; and

53.4 if and so far as effect cannot be given to the aforesaid provisions then to some charitable object.

53.5 In this Rule, **surplus assets** see section 92(3) of the Act.