

Constitution of
SPRINGFIELD LAKES JUNIOR RUGBY UNION INC
IA35564

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1. INTERPRETATION

1. Definitions in this Constitution:

- a) **Act** means the *Associations Incorporation Act 1981* as modified and amended from time to time and includes any regulations made under that Act and any exemption or modification to that Act applying to the club;
- b) **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;
- c) **club** means Springfield Lakes Junior Rugby Union Inc., the incorporated association to which this constitution applies;
- d) **constitution** means rules as defined in the Act;
- e) **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);
- f) **imprest system** means the management of funds in an account whereby a fixed balance is maintained by regular replenishments;
- g) **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;
- h) **member** means a person who has been duly accepted as such by the management committee in accordance with this constitution;
- i) **membership fee** means a fee payable to the club for the receipt of membership rights and privileges;
- j) **present** means:
 - i) at a management committee meeting, or;
 - ii) at a general meeting.
- k) **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;
- l) **relative**, of a person, means a spouse, parent, sibling, child, grandparent or grandchild of the person;
- m) **remuneration**:
 - i) includes salary, allowance and other entitlements; and
 - ii) does not include reimbursement of out-of-pocket expenses;
- n) **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.
- o) **signed** means agreed in writing;
- p) **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;
- q) **surplus assets** mean the assets after payment of the debts and liabilities remaining on a winding-up of the incorporated association and the costs, charges and expenses of the winding-up;
- r) **written / in writing** means, unless the contrary intention appears, all forms of visible words, including printed, hard copy or electronic formats.

2. NAME

The name of the incorporated association is **SPRINGFIELD LAKES JUNIOR RUGBY UNION INC** (*the club*).

3. OBJECTS

The objects of the club are to:

1. To foster rugby union in the Springfield area.
2. To promote and encourage the playing of rugby union and to promote and develop the necessary skills of the game and a sense of sportsmanship and fair play.
3. To provide all of the necessary capital and other facilities to permit the playing of rugby union in the Springfield area.
4. To consider and transact all matters which are incidental and necessary to the advancement of the above objects.

4. POWERS

1. The club has the powers of an individual.
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 carry out its affairs.
3. The club may also issue secured and unsecured notes, debentures and debenture stock for the club.

5. CLASSES OF MEMBERS

The membership of the club consists of the following classes:

1. Ordinary Member
 - a) Ordinary members must be at least 18 years of age, support the objects of the club and abide by club constitution, bylaws and policies;
 - b) Ordinary members may include players, parents, and legal guardians of junior members, coaches, volunteers and other people;
 - c) Ordinary members may vote on any matter at any general meetings of the club.
 - d) Ordinary members are eligible for election to the management committee;
 - e) Ordinary members have paid an annual membership fee as determined by the management committee;
 - f) An Ordinary members membership will remain in force from the date the membership is paid, until 31 December of that year.
2. Junior Member
 - a) Junior members must be under 18 years of age, support the objects of the club and abide by club constitution, bylaws and policies;
 - b) Junior members are not entitled to vote at general meetings of the club;
 - c) Junior members are not eligible for election to the management committee;
 - d) A Junior member's membership will remain in force from the date the membership is paid, until 31 December of that year.

3. Life Member
 - a) The management committee of the club, by majority vote of members attending a properly constituted meeting of the management committee, may nominate to the Annual General Meeting the name of any member of the club for recognition of services to the club by appointment as a Life member of the club.
 - b) Appointment will be by majority vote of Members on the motion received from the management committee at the Annual General Meeting of the club.
 - c) The names of Life members appointed by the Members of the club shall be recorded in a register kept for this purpose by the Secretary of the club.
 - d) Life members of the club shall not be required to pay annual subscriptions to remain a Member of the club.
4. The number of ordinary & junior members is unlimited.
5. 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.

6. MEMBERSHIP FEES

1. Life members are not required to pay membership fees to the club.
2. The membership fee for each ordinary membership shall be;
 - a) the amount decided by the members from time to time at a general meeting;
 - b) and is payable when, and in the way, the management committee decides.

7. APPLICATION FOR MEMBERSHIP

1. An applicant for membership of the club must be;
 - a) in writing; and
 - b) in the form determined by the management committee.

8. ADMISSION AND REJECTION OF NEW MEMBERS

1. The management committee must consider an application for membership at the next committee meeting held after it receives:
 - a) the application for membership; and
 - b) the appropriate membership fee for the application.
2. The management committee must ensure that, as soon as possible 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. The management committee must decide at the meeting whether to accept or reject the application.
4. If a majority of the members of the management committee present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.
5. The secretary of the club must, as soon as practicable after the management committee decides to accept or reject an application, give the applicant a written notice of the decision.

9. WHEN MEMBERSHIP ENDS

1. A member may resign from the club by giving a written notice of resignation to the secretary.
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.
3. The management committee may terminate a member's membership if the member:
 - a) is convicted of an indictable offence; or
 - b) does not comply with any of the provisions of these rules; or
 - c) has membership fees in arrears for at least 2 months; or
 - d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the club.
4. Before the management committee terminates a member's membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.
5. If, after considering all representations made by the member, the management committee decides to terminate the membership, the secretary of the committee must give the member a written notice of the decision.

10. APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

1. A person whose application for membership has been rejected, or whose membership has been terminated, may give the secretary written notice of the person's intention to appeal against the decision.
2. A notice of intention to appeal must be given to the secretary within 1 month after the person receives written notice of the decision.
3. If the secretary receives a notice of intention to appeal, the secretary must, within 1 month after receiving the notice, call a general meeting to decide the appeal.

11. GENERAL MEETING TO DECIDE APPEAL

1. The general meeting to decide an appeal must be held within 3 months after the secretary receives the notice of intention to appeal.
2. At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
3. Also, the management committee and the members of the committee who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.
4. An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.
5. If a person whose application for membership has been rejected does not appeal against the decision within 1 month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund the membership fee paid by the person.

12. GRIEVANCE PROCEDURE

1. The incorporated association may set out a grievance procedure for dealing with any dispute under the rules between:
 - a) a member and another member; or
 - b) a member and the management committee; or
 - c) a member and the club.
2. The grievance procedure must include mediation and may provide for a person to decide the outcome of the dispute.
3. A member may appoint any person to act on behalf of the member in the grievance procedure.
4. In applying the grievance procedure, the club must ensure that:
 - a) each party to the dispute has been given an opportunity to be heard on the matter the subject of the dispute; and
 - b) the mediator, and any person engaged under the rules to decide the outcome of the dispute, is unbiased.
5. If a member has initiated a grievance procedure in relation to a dispute between the member and the club, the club must not take disciplinary action against any of the following persons in relation to the matter the subject of the grievance procedure until the grievance procedure has been completed:
 - a) the member who initiated the grievance procedure (the complainant member);
 - b) a member of the club appointed by the complainant member to act on behalf of the complainant member in the grievance procedure.

13. REGISTER OF MEMBERS

1. The management committee must keep a register of members of the club.
2. The register must include the following particulars for each member:
 - a) the full name of the member;
 - b) the postal or residential address of the member;
 - c) the date of admission as a member;
 - d) the date of death or time of resignation of the member;
 - e) details about the termination or reinstatement of membership;
 - f) any other particulars the management committee or the members at a general meeting decide.
3. The register must be open for inspection by members of the club at all reasonable times.
4. A member must contact the secretary to arrange an inspection of the register.
5. However, the management committee may, on the application of a member of the club, withhold information about the member (other than the member's full name) from the register available for inspection if the management committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

14. PROHIBITION ON USE OF INFORMATION ON REGISTER OF MEMBERS

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.

15. MEMBERSHIP OF MANAGEMENT COMMITTEE

1. The management committee of the club consists of;
 - a) President,
 - b) Vice President
 - c) Treasurer,
 - d) and a minimum for four (4) general committee members.
2. A member of the management committee, other than a secretary appointed by the management committee, must be a member of the club.
3. At each annual general meeting of the club, the members of the management committee must retire from office, but are eligible, on nomination, for re-election.
4. A member of the club may be appointed to a casual vacancy on the management committee under rule 19.

16. FUNCTIONS OF MANAGEMENT COMMITTEE

1. The management committee must take all reasonable steps to ensure that the club complies with its obligations under the Act and this constitution.
2. The management committee has the general control and management of the administration of the affairs, property and funds of the club.
3. The management committee has authority to interpret the meaning of these rules and any matter relating to the club on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.
4. The management committee may exercise the powers 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 (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the club in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the clubs 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; and
 - h) to invest in a way the members of the club may from time to time decide.

5. For subrule (4)(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by:
 - a) the financial institution for the club; or
 - b) if there is more than 1 financial institution for the club—the financial institution nominated by the management committee.

17. ELECTING THE MANAGEMENT COMMITTEE

1. A member of the management committee may only be elected as follows:
 - a) any 2 members of the club may nominate (the **nominator**) and second (the **second**) another member (the **candidate**) to serve as a member of the management committee;
 - b) the nomination must be:
 - i) in writing; and
 - ii) signed by the candidate and the members who nominated him or her; and
 - c) given to the secretary at least 7 days before the annual general meeting at which the election is to be held;
 - d) each member of the club present and eligible to vote at the annual general meeting may vote for 1 candidate for each vacant position on the management committee;
 - e) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
2. A person may be a candidate only if the person:
 - a) is an adult; and
 - b) is not ineligible to be elected as a member under section 61A of the Act.
3. A list of the candidates' names in alphabetical order, with the names of the members who nominated each candidate, must be posted in a conspicuous place in the office or usual place of meeting of the club for at least 7 days immediately preceding the annual general meeting.
4. If required by the management committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.
5. The management committee must ensure that, before a candidate is elected as a member of the management committee, 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.

18. RESIGNATION, REMOVAL OR VACATION OF OFFICE OF MANAGEMENT COMMITTEE MEMBER

1. A member of the management committee may resign from the committee by giving written notice of resignation to the secretary.
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.
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.

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.
5. A member has no right of appeal against the member's removal from office under this rule.
6. A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

19. VACANCIES ON MANAGEMENT COMMITTEE

1. If a casual vacancy happens on the management committee, the continuing members of the committee may appoint another member of the club to fill the vacancy until the next annual general meeting.
2. The continuing members of the management committee may act despite a casual vacancy on the management committee.
3. However, if the number of committee members is less than the number fixed under rule 15(1) as a quorum of the management committee, the continuing members 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.

20. APPOINTMENT OR ELECTION OF SECRETARY

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) a member of the club elected by the club as secretary; or
 - b) any of the following persons 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.
2. 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.
3. If the management committee appoints a person mentioned in subrule (1)(b)(ii) as secretary, other than to fill a casual vacancy on the management committee, the person does not become a member of the management committee.
4. However, if the management committee appoints a person mentioned in subrule (1)(b)(ii) as secretary to fill a casual vacancy on the management committee, the person becomes a member of the management committee.
5. If the management committee appoints a person mentioned in subrule (1)(b)(iii) as secretary, the person does not become a member of the management committee.
6. 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.

21. REMOVAL OF SECRETARY

1. The management committee of the club may at any time remove a person appointed by the committee as the secretary.
2. If the management committee removes a secretary who is a person mentioned in rule 20 (1)(b)(i), the person remains a member of the management committee.
3. If the management committee removes a secretary who is a person mentioned in rule 20 (1)(b)(ii) and who has been appointed to a casual vacancy on the management committee under rule 20 (5), the person remains a member of the management committee.

22. FUNCTIONS OF SECRETARY

1. The secretary's functions include, but are not limited to:
 - 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.

23. DUTIES OF OFFICERS

1. Duty Of Care And Diligence
 - a) An officer of an incorporated association must exercise the officer's powers and discharge the officer's duties with the degree of care and diligence that a reasonable person would exercise if that person:
 - i) were an officer of the club in the club's circumstances;
 - ii) and occupied the office held by, and had the same responsibilities within the club as, the officer.
 - b) An officer of an incorporated association who makes a business judgment is taken to meet the requirements of 24 (1), and the officer's equivalent duties at common law and in equity, in relation to the judgment if the officer
 - i) makes the judgment in good faith for a proper purpose; and
 - ii) does not have a material personal interest in the subject matter of the judgment; and
 - iii) is informed about the subject matter of the judgment to the extent the officer reasonably believes to be appropriate; and
 - iv) reasonably believes the judgment is in the best interests of the club.
2. Duty of Good Faith
 - a) An officer of an incorporated association must exercise the officer's powers and discharge the officer's duties:
 - i) in good faith in the best interests of the club; and
 - ii) for a proper purpose.
3. Use of Position
 - a) An officer of an incorporated association must not improperly use the officer's position to:
 - i) gain, directly or indirectly, a pecuniary benefit or material advantage for the officer or another person; or

- ii) cause detriment to the club.
- 4. Use of Information
 - a) A person who obtains information because the person is, or has been, an officer of an incorporated association must not improperly use the information to:
 - i) gain, directly or indirectly, a pecuniary benefit or material advantage for the person or another person; or
 - ii) cause detriment to the club.
- 5. Duty to Prevent Insolvent Trading
 - a) A person who was a member of the management committee of an incorporated association, or took part in the management of an incorporated association, at the time the club incurred a debt commits an offence if:
 - i) the club was insolvent at the time the debt was incurred or becomes insolvent by incurring that debt, or by incurring at that time debts including that debt; and
 - ii) immediately before the debt was incurred:
 - (1) there were reasonable grounds to expect that the club was insolvent; or
 - (2) there were reasonable grounds to expect that, if the club incurred the debt, the club would become insolvent.
 - b) In any proceedings against a person under subsection (1) it is a defence if the accused proves that:
 - i) the debt was incurred without the accused's express or implied authority or consent; or
 - ii) at the time the debt was incurred, because of illness or for some other good reason, the accused did not take part in the management of the club; or
 - iii) at the time the debt was incurred, the accused had reasonable grounds to expect, and did expect, that the club was solvent at that time and would remain solvent even if it incurred that debt and any other debts that it incurred at that time.

24. MATTERS OF MATERIAL PERSONAL INTEREST

- 1. Disclosure of Material Personal Interest
 - a) A member of the management committee of an incorporated association who has a material personal interest in a matter being considered at a management committee meeting must, as soon as the member becomes aware of the interest, disclose the nature and extent of the interest to the management committee.
 - b) A member of the management committee of an incorporated association who has a material personal interest in a matter being considered at a management committee meeting must disclose the nature and extent of the interest at the next general meeting of the club.
 - c) Subsections (a) and (b) do not apply in relation to a material personal interest:
 - i) that exists only because the member:
 - ii) is an employee of the club; or
 - iii) is a member of a class of persons for whose benefit the club is established; or
 - iv) that the member has in common with all, or a substantial proportion of, the members of the club.

- d) If a member of the management committee of an incorporated association discloses a material personal interest in a contract or proposed contract under this section, and the member has complied with section 70C(1) or the member's interest is not required to be disclosed because of subsection (c):
 - i) the contract is not liable to be avoided by the club on any ground arising from the fiduciary relationship between the member and the club; and
 - ii) the member is not liable to account for profits derived from the contract.
 - e) A disclosure of a material personal interest required under subsection (a) or (b) must give details of:
 - i) the nature and extent of the interest; and
 - ii) how the interest is related to the activities of the club.
 - f) The members of the management committee of an incorporated association must ensure the details mentioned in subsection (e) are:
 - i) recorded in the minutes of the meeting of the management committee at which the disclosure is made; and
 - ii) if a member of the club asks for the details, given to the member.
2. Voting on matter in which member has material personal interest
- a) A member of the management committee of an incorporated association who has a material personal interest in a matter being considered at a meeting of the management committee must not:
 - i) be present while the matter is being considered at the meeting; or
 - ii) vote on the matter.
 - b) Subsection (a) does not apply in relation to a material personal interest:
 - i) that exists only because the member belongs to a class of person for whose benefit the club is established; or
 - ii) that the member has in common with all, or a substantial proportion of, the members of the club.
 - c) Subsection (a) 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:
 - i) be present while the matter is being considered at the meeting; or
 - ii) vote on the matter.
 - d) If the management committee decides under subsection (3) that a member of the committee 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 committee must ensure that:
 - i) the committee's decision is recorded in the minutes of the meeting and disclosed at the next general meeting of the club; and
 - ii) details of the committee's decision are given to a member of the club, if requested by the member.
 - e) If there are not enough management committee members to form a quorum to consider a matter because of subsection (1):
 - i) 1 or more committee members, including the members who have a material personal interest in the matter, may call a general meeting; and
 - ii) the general meeting may pass a resolution to deal with the matter.

25. DISCLOSURE OF REMUNERATION AND OTHER BENEFITS

1. The members of the management committee of an incorporated association must ensure the prescribed details of the remuneration paid or other benefits given for the financial year to the following persons, if any, is presented to the club's annual general meeting in the way prescribed by regulation:
 - a) each member of the management committee of the club;
 - b) each senior staff member of the club;
 - c) each relative of a person mentioned in paragraph (a) or (b).

26. APPOINTMENT OF SUBCOMMITTEES

1. The management committee may appoint a subcommittee consisting of members of the club considered appropriate by the committee to help with the conduct of the club's operations.
2. A member of the subcommittee who is not a member of the management committee is not entitled to vote at a management committee meeting.
3. A subcommittee may elect a chairperson of its meetings.
4. If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be chairperson of the meeting.
5. A subcommittee may meet and adjourn as it considers appropriate.
6. A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

27. ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS

1. An act performed by the management committee, a subcommittee or a person acting as a member of the management committee is taken to have been validly performed.
2. Subsection (1) applies even if the act was performed when:
 - a) there was a defect in the appointment of a member of the management committee, subcommittee or person acting as a member of the management committee; or
 - b) a management committee member, subcommittee member or person acting as a member of the management committee was disqualified from being a member.

28. ANNUAL GENERAL MEETINGS

1. The clubs annual general meeting must be held:
 - a) at least once each year; and
 - b) within 6 months after the end date of the club's reportable financial year.
2. Subject to the Act, the following business must be conducted at each annual general meeting of the club;
 - a) presentation of a written report of the club's operations throughout the year;
 - b) receiving and adopting the club's financial statement, and audit report, for the last reportable financial year;
 - c) appointing an auditor or an accountant for the present financial year;
 - d) electing management committee members;

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

29. NOTICE OF GENERAL MEETING

1. The secretary may call a general meeting of the club.
2. The secretary must give at least 21 days notice of the meeting to each member of the club.
3. If the secretary is unable or unwilling to call the meeting, the president must call the meeting.
4. The management committee may decide the way in which the notice must be given.
5. A notice of a general meeting must state the business to be conducted at the meeting.

30. QUORUM FOR, AND ADJOURNMENT OF, GENERAL MEETING

1. The quorum for a general meeting is at least the number of members elected or appointed to the management committee at the close of the club's last general meeting plus 1.
2. No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
3. If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the management committee or the club, the meeting lapses.
4. If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the management committee or the club:
 - a) the meeting is to be adjourned for at least 7 days; and
 - b) the management committee is to decide the day, time and place of the adjourned meeting.
5. 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.
6. 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.
7. The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
8. If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

31. MEETINGS OF MANAGEMENT COMMITTEE

1. The management committee may meet and conduct its proceedings as it considers appropriate.

2. The management committee must meet at least once every 4 months to exercise its functions.
3. The management committee must decide how a meeting is to be called.
4. Notice of a meeting is to be given in the way decided by the management committee.
5. The management committee may hold meetings, or permit a 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.
6. A committee member who participates in the meeting as mentioned in point 5. is taken to be present at the meeting.
7. A question arising at a committee meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the question is decided in the negative.
8. The president is to preside as chairperson at a management committee meeting.
9. If there is no president or if the president is not present within 10 minutes after the time fixed for a management committee meeting, the members may choose 1 of their number to preside as chairperson at the meeting.

32. SPECIAL MEETING OF MANAGEMENT COMMITTEE

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 committee by giving each member of the committee notice of the meeting within 14 days after the secretary receives the request.
2. If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.
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.
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.
5. 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.

33. MINUTES OF MANAGEMENT COMMITTEE MEETINGS

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.
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.

34. RESOLUTIONS OF MANAGEMENT COMMITTEE WITHOUT MEETING

1. A written resolution signed by each member of the management committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.

2. A resolution mentioned in subsection (1) may consist of several documents in like form, each signed by 1 or more members of the committee.

35. VOTING AT GENERAL MEETING

1. At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present.
2. Each member present and eligible to vote is entitled to 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
3. A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.
4. The method of voting is to be decided by the management committee.
5. However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
6. If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.
7. The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

36. PROXIES

1. The club does not accept proxy voting.

37. FUNDS AND ACCOUNTS

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.
2. Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the club.
3. All amounts must be deposited in the financial institution account as soon as practicable after receipt.
4. A payment by the club of \$100 or more must be made by cheque or electronic funds transfer.
5. If a payment of \$100 or more is made by cheque or electronic transfer must be signed by any 2 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.
6. Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
7. 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.
8. All expenditure must be approved or ratified at a management committee meeting.

38. GENERAL FINANCIAL MATTERS

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.

2. The income and property of the club must be used solely in promoting the club's objects and exercising the club's powers.

39. FINANCIAL YEAR

1. The end date of the club's financial year is 30 September in each year.

40. DOCUMENTS

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

41. BY-LAWS

1. The management committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the club.
2. A by-law may be set aside by a vote of members at a general meeting of the club.

42. COMMON SEAL AND EXECUTION OF DOCUMENTS

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

43. ALTERATION OF CONSTITUTION

1. Subject to the Act, this constitution may be amended, repealed or added to by a special resolution carried at a general meeting.
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.

44. INDEMNITY

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.

45. INSURANCE

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.

46. DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY

1. This rule applies if the club:
 - a) is wound-up under part 10 of the Act; and
 - b) has surplus assets.
2. The surplus assets must not be distributed among the members of the club.
3. The surplus assets must be given to another entity:
 - 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.