

***Palm Beach Currumbin
Rugby Union Club Inc.***
IA14881



CONSTITUTION

of the

Palm Beach Currumbin
Rugby Union Club Inc
Incorporating New Amendments

Approved on: _____

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Constitution of the Palm Beach Currumbin Rugby Union Club Inc

1. NAME

- (a) The name of the incorporated association shall be "Palm Beach Currumbin Rugby Union Club Inc " (in these Rules called "the Club").
- (b) The Club can register a marketing name at its discretion.

2. OBJECTS

- (a) The objects of the Club are:
 - i. Provide and maintain a clubhouse, sporting grounds and equipment for members, and to uphold the rules and guidelines of all Acts and Laws which may apply from time to time.
 - ii. To foster, promote, support and encourage Rugby Union and other sports as the Committee may from time to time adopt, and all matters pertaining thereto, including the acquisition of property by lease or otherwise for such purposes, the raising of money by mortgage, levies or otherwise for such acquisition or the improvement of the Club's property.
 - iii. To establish and maintain training, education and recreational facilities and other amenities for the benefit, social comfort and advancement of its members.
 - iv. To implement the policies of the Gold Coast City Council in respect of sporting and recreational reserves as leased by the Club and supervise the users and use in accordance with the policy of the Council.
 - v. Provide any support and assistance to a community-based organisation that the Committee believes is appropriate.
 - vi. To manage the Club's assets to achieve enhanced, sustainable returns to fund facilitation of the Club's objects.
- (b) For the purpose of carrying out the principal objects the Club may do all such acts and things as may be reasonably necessary for, or incidentally to, carrying out the primary objects.

3. POWERS

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

4. DEFINITIONS AND INTERPRETATIONS

4.1 Definitions

In these Rules, the following words shall have meanings assigned to them as follows:

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

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

By-Laws: Means any advice, direction or instruction declared by the Committee under the provisions of this Constitution or these Rules for the governance of Members or others.

Club: Palm Beach Currumbin Rugby Union Club Inc.

Constitution: Means this Constitution and rules as amended from time to time.

Employee: Any person employed by the Club.

Financial Year: Shall mean the period from and including 1st October to and including the 30th September in the year following.

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

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

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

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

Returning Officer: A Returning Officer is an adult appointed by the Committee to assist in elections of Officers and Committee Members at General Meetings.

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

The Committee: Means the Management Committee from time to time constituted as provided for in the Constitution and Rules. The functions of the Committee conform strictly with the requirements of the Act and with this Constitution.

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

4.2 Interpretation

- (a) In the interpretation of this Constitution, unless the context or subject matter otherwise require:
- i. words importing any gender include the other genders.
 - ii. singular words include the plural and vice versa.
 - iii. references to statutes include statutes amending, consolidating or replacing the statutes referred to and all regulations, orders in council, rules, by-laws and ordinances made under those statutes.
 - iv. where a word or a phrase is given a particular meaning in legislation, then that same meaning is to apply wherever this Constitution relates to that piece of legislation in any way.
 - v. headings and the table of contents are inserted for convenience only and are to be disregarded in the interpretation of this Constitution; and
 - vi. a reference to dollars (\$) shall mean a reference to Australian dollars, unless otherwise expressly intended.
- (b) The Committee has the power to interpret the rules in a way which may be deemed fair and reasonable.

5. EFFECT OF THE CONSTITUTION

This Constitution shall have effect as a contract:

- (a) between the Club and all Members.
- (b) to which each Member agrees to observe and abide by the Rules within the Constitution and By-Laws.

6. PROPERTY AND INCOME

The income and property of the Club however derived shall be applied solely for the benefit and promotion of the Club's objects. No portion thereof shall be:

- a) paid or transferred directly or indirectly by way of dividends, bonus, or otherwise to the Members of the Club; or
- b) paid to Committee Members as fees or other remuneration or other benefit in money or money's worth.
- c) provided that prior approval of the Committee and an agreed form of appropriate notice, nothing in this Rule shall preclude:
- d) payment in good faith of reasonable and proper remuneration to any Committee Member, officer or employee of the Club or to any Member in return for any services rendered to the Club.
- e) reimbursement of reasonable out-of-pocket expenses to any of the Committee Members, Secretary, or employee of the Club for expenses incurred in the conduct of services rendered to the Club; and
- f) remuneration to any Member of the Club in return for services actually rendered to the Club or for goods supplied in the ordinary course of business.

7. CLASSES OF MEMBERS

7.1 Classes of members generally you all

Membership of the Club shall consist of:

- (a) Rugby Union Member
- (b) Rugby Union Supporter Member
- (c) Honorary Members
- (d) Life Members
- (e) Social Members
- (f) Reciprocal Members and Visitors

7.2 Rugby Union Member

- a) Rugby Union members shall be persons over the age of eighteen (18),
- b) Who has participated in the game of Rugby Union with the Palm Beach Currumbin Rugby Union. Club for at least 2 years.
- c) Any other terms or conditions of membership that the club committee may deem reasonable and appropriate from time to time and entered into the club bylaws.
- d) Rugby union members shall have voting rights
- e) Shall be eligible for committee position
- f) Notwithstanding any amendment to this Constitution, any person or Member who, immediately prior to the adoption of this amendments, lawfully held a right, entitlement or privilege under the former Constitution which is no longer provided for under this Constitution, shall be entitled to continue to exercise that right, entitlement or privilege on the same terms and conditions as previously applied.

7.3 Rugby Union Supporter Member

- a) Persons over the age of 18 years and of good character may apply to be Rugby Union Supporter Member (subject to bylaws criteria)
- b) Any terms or conditions of membership that the club committee may deem reasonable and appropriate from time to time, and entered into the club bylaws

- c) Notwithstanding any amendment to this Constitution, any person or Member who, immediately prior to the adoption of this amendments, lawfully held a right, entitlement or privilege under the former Constitution which is no longer provided for under this Constitution, shall be entitled to continue to exercise that right, entitlement or privilege on the same terms and conditions as previously applied.

7.4 Honorary Membership

- (a) The Committee may accept into membership as an Honorary Member any person the Committee so wishes without formal application.
- (b) Honorary Members may include persons such as prominent citizens or sportspeople.
- (c) An Honorary Members shall be entitled only to the privileges of Social Membership of the Club.
- (d) Honorary Members may be elected for life or for such other period as the Committee may deem expedient
- (e) The Committee shall have the power to cancel the Honorary Membership of any person at any time and without assigning any reason.

7.5 Life Members

- a) At an AGM of the Club Members may, on the recommendation of the Committee, bestow life membership on any person who has rendered conspicuous and exceptional services to the Club and/or the Rugby Union game.
- b) Annual life membership will be limited to one member per year
- c) The motion passed by 75% of those Members present and eligible to vote at an AGM or SGM.
- d) Rugby Union membership status shall be automatic for Life Members.
- e) Life Members have voting rights
- f) Shall be eligible for committee election

7.6 Social Member

- (a) Persons over the age of eighteen (18) years and of good character may apply to be a Social Member.
- (b) Social Members are not entitled to vote or serve on the Committee, however, have all the other benefits listed in this Constitution.

7.7 Staff

- a) All persons in paid employment of the Club (Staff) are eligible to apply for Rugby Union Supporter Membership if they meet necessary qualification.
- b) Staff members are not permitted to vote at general meetings or be eligible for the club committee
- c) Staff are not eligible to enter or participate in any gaming or large promotion within the Club. Raffles are permitted

7.8 New classes of membership

The Committee may create classes of Members and determine the rights and privileges attaching to those classes as it deems necessary and appropriate for the Club from time to time.

8. MEMBERSHIP

8.1 Application for membership

- (a) Any person, having attained the age of eighteen (18), who wishes to make an application for membership shall do so provided they meet the criteria for the class of Membership to which they wish to be admitted.
- (b) Method of application for membership and any application document(s) shall be prescribed by the Committee from time to time.
- (c) Applications must be signed by the applicant, a proposer and a seconder.
- (d) An application for membership must be provided with any other information that the Committee reasonably requires in addition to that contained in the application.

8.2 Determination of membership application

- (a) The Committee will determine the outcome of a membership application at the next Committee Meeting held after it receives the application and the appropriate membership fee for the class of membership applied for.
- (b) The Committee is not required to give any reason or explanation for the approval or rejection of any application for membership.
- (c) When an application for membership has been accepted, the Secretary and/or the Secretary's delegate will give the applicant notice of the acceptance and will enter the applicant's name in the Register.
- (d) When an application for membership is rejected, the Secretary will advise the applicant of the rejection and the subscription fee paid, if any, by that applicant will be refunded in full.

8.3 Annual subscriptions

- (a) Membership fees for each class of membership
 - i. Is the amount decided by the Committee from time to time; and
 - ii. shall be payable at such time, and in such manner, as the Committee shall from time to time determine.
- (b) Application or membership fees shall be paid by each Member before they are admitted to membership.
- (c) If a Member fails to pay their membership fees more than thirty (30) days past the due date, they shall be unfinancial and their membership may be terminated. The member shall have the right to request an extension of time for payment for which the Committee will give due consideration.
- (d) Every Member shall receive an identification instrument issued either in card or digital form.
- (e) No refund shall be given for any reason.

8.4 Membership rights

- (a) Voting Members are entitled to receive notices, attend and vote at all AGMs or SGMs of the Club.
- (b) Voting Members have one (1) vote.
- (c) During any period where fees are unpaid, members with voting rights, forfeit these rights until all outstanding fees are paid in full.

8.5 Unlimited members

The number of Members of the Club must be not less than forty (40) and the maximum number of memberships will be determined by the Committee from time to time.

8.6 Register to be kept

- (a) A register of Members shall be kept in accordance with the Law.

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

8.7 Membership not transferable

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

9. OBLIGATIONS OF MEMBERSHIP AND DISCIPLINARY PROVISIONS

9.1 Member's obligation

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

9.2 Resignation of membership

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

9.3 Cessation of membership

A Member shall cease to be a Member of the Club if:

- (a) the Member resigns.
- (b) the Member dies.
- (c) the Member's membership is terminated by the Committee in accordance with Clause 9.4.

9.4 Breach of Member's obligation

- (a) If a member
 - i. fails to comply with the rules, regulations, By-Laws and procedures of the Club; or
 - ii. conducts themselves in a manner considered by the Committee to be injurious or prejudicial to the character or interests of the Club; or
 - iii. conducts themselves in a manner considered by the Committee to be in contravention of these Rules, the By-Laws and any State or National Law.
- (b) The Committee may resolve to take disciplinary proceedings against the member or, in certain circumstances, terminate the membership.
- (c) The Member concerned shall be given notice of the case that they are called upon to meet and given a full and fair opportunity of presenting their case and if the Committee resolves to terminate the membership, it shall instruct the Secretary to advise the Member in writing accordingly.
- (d) Any such member who has been terminated has a right of appeal.

- (e) Any person whose membership has terminated for any reason, may be re-admitted to membership on application which the Committee shall give due consideration, consistent with these Rules and By-Laws.

9.5 Temporary suspension

- (a) The General Manager or an approved officer duly appointed, has the power to temporarily suspend a member effective immediately.
- (b) The Member who is given notice of suspension must leave the premises of the Club immediately and remain away from the Club premises for the duration of the suspension.
 - i. Suspension will be for a period of not more than twenty-one (21) continuous days pending further investigation.
 - ii. Notice of a suspension may be given orally but must be confirmed by way of notice within seven (7) days of the oral notice.
 - iii. If an allegation of misconduct of a member has been brought to the Committee, it may suspend the Member for up to thirty (30) days in addition to any other suspension by way of notice, until it resolves whether or not to take disciplinary action against the Member.
 - iv. The Member has no right of appeal against a temporary suspension; and
 - v. During suspension the suspended member has no right to vote at or attend AGMs or SGMs.

9.6 Suspension or termination of membership

- (a) If in the opinion of the Committee, any Member or guest whose conduct in the Club's premises or precincts is such as to be derogatory or prejudicial to the character or interest of the Club, or the comfort of its members, may be suspended at the discretion of the Committee for such period as determined.
- (b) Notwithstanding clause 9.5, no suspension shall become operative until the Committee has made due enquiry into such conduct and until the Member has been given the opportunity to appear before the Committee in their own defence.
- (c) Notice of such right to appear before the Committee shall be given by the General Manager, giving not less than seven (7) days' notice of the proposed enquiry by the Committee.
- (d) During any such period of enquiry or appeal, the President or the Committee may prohibit entry of the Member to the Club's premises.
- (e) It shall be the Committee's responsibility to terminate the Membership of any Member whose conduct after due investigation shall be found to be such as to render them unfit to continue Membership of the Club.
- (f) If the Committee considers that the conduct of a member warrants expulsion, the Secretary must give written notice to the Member of the expulsion. The notice must:
 - i. set out the full particulars of the conduct in question; and
 - ii. advise the person of their right to appeal their expulsion, provided that they lodge their appeal in writing to the Secretary within twenty-one (21) days of receiving the notice.

9.7 Disciplinary and grievance procedures

Discipline and Grievance Procedure will be managed as Set out in Amendments to the Queensland Associations Incorporations Act effective from 1 July 2024 and supplemented by the Club Bylaws Policies and Procedures.

10. MANAGEMENT COMMITTEE

10.1 Committee Members

- a) The Management of the Club shall be vested in a Management Committee comprising a minimum of five (5) and a maximum of seven (7) Committee Members.
- b) Positions shall be President, Vice President, Secretary, Treasurer, three (3) other Members
- c) At all times the committee will comprise no less than 5 Rugby union members.
- d) All members of the Committee must be eligible for management committee election.
- e) All committee positions will be for a two-year term.
- f) At each AGM, Committee Members up for election shall retire from office. But shall be eligible, upon nomination, for re-election.

10.2 Management Committee Transition terms of appointment

- a) In the 2026 elections, President, Treasurer and 1 ordinary committee member will be elected for 2 years. Vice President, Secretary and 2 ordinary committee members will be elected for one year.
- d) In the 2027 elections, Vice President Secretary and the 2 ordinary members elected for one year will step down, and new elections will be conducted for these positions for a two-year term.
- e) In the 2028 elections, President, Treasurer, and 1 ordinary committee member elected in 2026 shall step down and new elections be conducted for these positions.
- f) Committee elections will continue on a two-year rotating basis

10.3 Qualifications for Committee

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

- (a) a Voting Member for at least two (2) consecutive years prior to nomination.
- (b) ordinarily reside within Australia.
- (c) provide a police check or produce evidence of having requested a Police Check prior to the AGM.
- (d) not be a paid employee of the Club.
- (e) thoroughly read and sign a statement confirming that the following documentation has been read, understood and agreed to a copy of the Club's governance documentation; Constitution; By-laws; Committee Code of Conduct and last two Annual Reports; and
- (f) completed a governance course approved by the Committee prior to the election or within ninety (90) days of taking office.
 - i. Failure to complete such a course or make every reasonable effort to do so as determined by the Committee, will result in the Committee member being suspended from the Committee until the course is completed.

10.4 Qualifications of President

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

10.5 Qualifications of Treasurer

- (a) Only persons with an understanding of accounting procedures and an ability to read and understand the Profit and Loss, Balance Sheet and other financial reports, are eligible to be nominated for the position. Nominees may be required to demonstrate knowledge to the Club's Auditor.
- (b) In the event there are no nominations or nominees do not meet the criteria, a member may be nominated from the floor with the endorsement of 30% of voting members in attendance. If said nominee is voted in, however unable to demonstrate knowledge as per 10.5(a), a third party shall be appointed by the Committee to present and explain monthly financial statements as required, no less than quarterly.

10.6 Election of Committee

The election of Committee Members shall take place in the following manner:

- (a) Any two financial Voting Members of the Club shall be at liberty to nominate any other Voting Member to serve as a Committee Member.
- (b) The nomination, which shall be in writing and signed by the Member and their proposer and seconder, shall be lodged with the Secretary at least fourteen (14) days before the AGM.
- (c) A list of candidates' names and membership category in alphabetical order, with the proposers' and seconders' names, shall be posted in a conspicuous place in the office or usual place of meeting of the Association for at least seven (7) days immediately preceding the AGM.
- (d) Every Member belonging to a class entitled to vote under this Constitution shall be entitled to vote in a first past-the-post election of Members to the Committee via secret ballot.
 - i. The vacancies on the Committee for Rugby Union member shall be filled first irrespective of their position as a result of a ballot.
 - ii. Once the Rugby Union members vacancies have been filled the remaining vacancies shall be filled by the candidates recording the next highest number of votes irrespective of their membership category.
- (e) If there is only one candidate for any office, that candidate shall be deemed to be elected at the AGM.
- (f) Should there be an insufficient number of candidates nominated for positions available, any remaining vacancies will be dealt with under Clause **Error! Reference source not found.**
- (g) All duly nominated candidates for the respective positions shall be listed on the ballot form and read out in alphabetical order. Results shall be counted by the Returning Officer.
 - i. Each candidate shall have the right to appoint one scrutineer if they so desire.
 - ii. A person can only act as a scrutineer if they are eligible to vote at the AGM.
 - iii. A person is ineligible to act as a scrutineer if they have nominated for a position or nominated another person for a position.
- (h) In the event that the voting at the AGM results in a tie, names of the tied candidates shall be placed in a container, and the Returning Officer shall draw a name to determine the successful candidate.

10.7 Resignation or removal from the Committee

- (a) The office of a Committee Member will be automatically vacated if:
 - i. a Committee Member becomes bankrupt, suspends payment or makes any arrangement or compromise with creditors.
 - ii. by notice in writing to the Club a Committee Member resigns from office.
 - iii. by reason of any provision of the Law a Committee Member vacates office or becomes prohibited from being on the Committee.
 - iv. a Committee Member becomes of unsound mind.
 - v. a Committee Member is permanently incapacitated from performing the required duties.
 - vi. a Committee Member's position contravenes any Acts or Laws.

- vii. a Committee Member is absent without permission of the Committee for 3 consecutive Committee meetings or 5 or more Committee meetings out of 8 consecutive meetings.
 - viii. a Committee Member ceases to be a member of the Club in one of the classes required for eligibility to hold office; or
 - ix. a Committee Member whose Membership to the Club has been suspended shall also be suspended from acting as a Committee Member for the corresponding period of the suspension, subject to Clause a).
- a) The Committee may determine to terminate or suspend a Committee Member from the Committee if that Committee Member has lost the confidence of the fellow Committee Members. Such a termination or suspension must be determined by the full Committee and decided by a supporting vote of unanimous minus one.

10.8 Vacancies on the Committee

- b) The Committee shall have the power at any time to appoint any eligible Member of the Club to fill any casual vacancy, provided the person fulfills the qualifications in Clause 10.3.
- c) The casual vacancy may only be filled by a member eligible for election so long as the composition of the Committee shall continue to consist of no less than five (5) Rugby Union Members.
- d) Any appointment by the Committee to fill in a vacancy the appointed committee member will serve for the term of the position they replace.
- e) The Committee may continue to function with less than five (5) as a consequence of a casual vacancy being created in any way. In the event the number is reduced below the necessary quorum of four (4), the continuing Member or Members may only act for the purpose of increasing the number of Committee Members by calling an SGM, but for no other purpose.

11. POWERS AND DUTIES OF THE COMMITTEE

11.1 Powers of the Committee

- (a) The Committee will have sole charge of all affairs of the Club and will govern the business of the Club.
- (b) Subject to the Law and to any other provisions of this Constitution, the Committee will appoint who has control and management of the operating activities, property, and funds of the Club and may exercise all the powers of the Club except any powers that, by the Law or by this Constitution, are required to be exercised by the Club at an AGM or SGM.
- (c) Except as otherwise provided by these Rules and subject to resolutions of the members of the Club carried at any General Meeting, the Committee shall have authority to interpret the meaning of these Rules and By-Laws and any matter relating to the Club on which these Rules and By-Laws are silent and a simple majority of the Committee shall determine such interpretation which will then be binding on all Members.
- (d) In addition to powers given to the Committee elsewhere in this Constitution the Committee will also have power, from time to time, to make and adopt, alter, repeal and enforce rules, By-Laws and procedures not inconsistent with this Constitution as may be necessary for the proper conduct and management of the Club and regulation of its affairs and in particular but without limiting the generality thereof it may regulate:
 - i. the terms and conditions of appointment of the General Manager, or equal position, of the Club and the conduct of such person, subject to relevant legislation.
 - ii. the conduct of Members of the Club in relation to one another and to the club staff; and
 - iii. the procedure or order of business of meetings of the Club and Committee not elsewhere prescribed in this Constitution.
- (e) The Committee, in addition to the other powers conferred by this Constitution and those consistent with responsible management, shall also have the following powers:

- i. To enter into Contracts on behalf of the Club.
- ii. By way of notice, to appoint any delegate or delegates to represent the Club for any purpose and with such responsibilities as it shall deem fit.
- iii. To apply such sums as the Committee shall determine from time to time towards defraying expenses of official visitors, subject to documentary evidence submitted to the Finance Officer or equivalent position and subsequent approved by the Committee.
- iv. To reimburse out-of-pocket expenses incurred by any Committee Member, in the course of their duties. Reimbursement will only be considered upon receipts or relevant documentation of expenditure being provided to the Finance Officer, or equivalent position, followed by subsequent Committee approval.

11.2 Limitation of Committee Members

No Committee Member has authority to act on the Club's behalf unless formal authority has been delegated to that Committee Member, by prior approval of the Committee.

11.3 Power to borrow or raise money

- (a) The Board may exercise all the powers of the Club to borrow or raise or secure the payment of money in such manner as the Members of the Club may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Club in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Club's property, both present and future and to purchase, redeem or pay off any such securities; and
- (b) Where the Board seeks to borrow over \$150,000 for one single project, approval must be sought at an AGM or SGM by a 50% majority of voting members in attendance.
 - i. For the purposes of this Article, the term "one single project" incorporates all reasonable components of a single project and will include all items that are appropriately capitalised for the project, such as building works and expenditure on fit-out, equipment, fixtures and professional designs and approvals. The Board shall not disaggregate a single project to two or more smaller projects in order to avoid complying with the limit shown above.
- (c) Surplus funds of the Club shall be invested or applied for the benefit of the Club and its members, as the Board may determine from time to time. Where funds in excess of \$100,000 are being invested outside an APRA registered, authorised deposit taking financial institution, approval must be sought at an AGM or SGM by a 50% majority of voting members in attendance.
- (d) The Board is entitled to consider capital investments into diversified operational assets outside its primary operations.
- (e) The Board shall undertake due diligence at any time when borrowing or investing any funds.
 - i. If requested by the majority of Board Members, or by the Members at an AGM or SGM called for the approval of funds, the Board shall source independent third party advice to be coordinated by the Finance Director or Chairperson.
- (f) The values nominated above shall increase by a rate of the greater of the annual CPI changes or 2.5% compounding annually from the date of this Constitution. Such escalations shall be applied from the Base Year of this Constitution.

11.4 Minutes

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

12. PROCEEDINGS OF THE COMMITTEE

12.1 Regulation of meeting

- (a) The Committee shall meet at least once a month for the dispatch of the business of the Club and adjourn and otherwise regulate its meetings as it deems fit.
- (b) A Special Meeting of the Committee shall be convened:
 - i. by the President; or
 - ii. by the Secretary on the requisition in writing signed by not less than two Members of the Committee, which requisition shall clearly state the reasons why such Special Meeting is being convened and the nature of the business to be transacted thereat.
- (c) Not less than 24 hours' notice shall be given by the President, Secretary to Committee Members of any Special Meeting of the Committee. Such notice shall clearly state the nature of business to be discussed thereat. In an emergency a Special Meeting may be called on such lesser notice as the circumstances require.
- (d) The President shall preside as Chairperson at every meeting of the Committee, or if there is no President, or if at any meeting they are not present within ten minutes after the time appointed for holding the meeting, the Vice President shall be Chairperson. If the Vice President is not present at the meeting, then the members may choose one of their number to be Chairperson of that meeting.

12.2 Decisions by majority

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

12.3 Quorum for Committee Meetings

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

12.4 Conflict of interest

- (a) All pecuniary interests must be declared.
- (b) No Committee Member shall be involved personally with any negotiations, debate or discussion on any issue in which they have any material and/or personal interest.

12.5 Validity of acts of the Committee

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

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

12.6 Resolution in writing

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

13. SUB-COMMITTEES

13.1 Power to establish sub-committees

- (a) The Committee may create Sub-committees consisting of Members and suitably qualified non-members of the Club.
- (b) Sub-committee must conform to terms of reference and regulations imposed on it by the Committee.
- (c) Except for the delegated powers associated with the disciplinary processes outlined in this Constitution, the Committee cannot delegate its powers to a Sub-committee.
- (d) Sub-committees may be empowered to investigate matters, make findings and make recommendations within a defined brief to the Committee.
- (e) A sub-committee may elect a chairperson of its meeting. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to Chair the meeting.
- (f) The President is an ex-officio member of all sub-committees from time to time created by the Committee and shall be notified of the time and place of all meetings of sub-committees unless the President or the Committee otherwise directs.
- (g) No Sub-Committee shall, without the express approval of the Committee via notice, commit the Club in any way.
- (h) A Sub-Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the Sub-Committee Members present and, in the case of an equality of votes, the Sub-Committee Chairperson has a casting as well as a deliberate vote.
- (i) Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.

13.2 Appeals Committee

- (a) In the event a member appeals against a disciplinary decision of the Committee, the Committee will establish an independent Appeals Committee which will consist of three (3) persons.
- (b) Members of the Appeals Committee shall be independent and shall not have been party to the initial decision of the Committee.
- (c) The Appeals Committee must be provided with such resources as are reasonably necessary to discharge its duties, including independent legal advice and assistance if required.

- (d) The Appeals Committee decision is absolute.
- (e) Members of the Appeals Committee must hold a membership class which has voting rights, is a person of excellent character and is only appointed for the appeal at hand.

13.3 Rugby Sub-Committee

- a) There will be one Rugby Sub Committee to manage the game of rugby for all aspects of rugby players, administration, budgeting and auxiliary matters.

14. AGM AND SGM

14.1 AGM

- (a) The AGM shall be held after the 1st of October and prior to the 31st of March each year; the date to be decided by the Committee.
- (b) Notice of AGM shall be given at least twenty-one (21) days prior to the proposed date of the meeting.
- (c) The only business to be transacted at an AGM shall be:
 - i. To receive and if in order, confirm the minutes of the previous AGM and any SGMs held during the preceding year.
 - ii. To receive the Committee's reports and the statement of the club's financials for the preceding financial year.
 - iii. To receive and consider the Auditor's report upon the books and accounts of the preceding financial year.
 - iv. To deal with Resolutions of which at least fourteen (14) days prior notice in writing has been given to the Secretary.
 - v. No resolution shall be presented to an AGM if the Committee believes the resolution is frivolous in nature or is not appropriate for presentation to the Club's AGM.
 - vi. The election of Committee Members.
 - vii. The appointment of an Auditor for the ensuing year.
 - viii. There will be no General Business at the AGM.

14.2 SGM

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

14.3 Method of calling AGM or SGM

- (a) All Members shall be given twenty-one (21) days' Notice of all AGMs or SGMs.
- (b) All of such Notices shall clearly state the date, time and place, of the Meeting.
- (c) Notice advising of SGM shall contain a concise statement of the business to be dealt with at the Meeting.
- (d) The Committee may postpone an AGM or SGM or change the venue for the meeting by giving notice to all Members who received the original notice of meeting at least forty-eight (48) hours

before the appointed time. The notice must specify a new time and place if postponing the meeting, or the alternative venue if changing the venue.

14.4 Quorum for AGM or SGM

- (a) At any AGM or SGM the number of Members present required to constitute a quorum shall be double the number on the Management Committee plus one (1) of voting members.
- (b) No business shall be transacted at any AGM or SGM unless a quorum of Members is present at the time when the meeting proceeds to business. For the purposes of this rule "member" includes a person attending as a proxy.
- (c) A quorum of Members must be present throughout each AGM or SGM. If a quorum is not present at any time, the meeting is not validly convened, but this will not affect the validity of any business conducted before the absence of a quorum occurs.
- (d) A quorum for SGM called by the members must include at least 75% of the members who signed the instrument requesting a meeting. If less than 75% of the members who requested the meeting are present, then the meeting is deemed to have lapsed.
- (e) The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (f) The Committee will determine the necessary notice for the adjourned meeting.

14.5 Procedure where no quorum

- (a) If within fifteen (15) minutes from the time appointed for the commencement of a meeting, a quorum is not present:
 - i. where the meeting was convened upon the requisition of Members, the meeting will lapse or
 - ii. in any other case, the meeting will be adjourned.
- (b) Any meeting adjourned will be rescheduled to take place on a day and at a time and place that the Committee decides.
- (c) If at the rescheduled meeting a quorum is not present within fifteen (15) minutes after the appointed time, then the meeting will be dissolved unless it is adjourned under Clause 14.7.

14.6 Procedures for meetings

- (a) The President shall chair all AGM and SGMs. If there is no Chairperson, or if they are not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall Chair the meeting, or if not present or are unwilling to act, then the Members present shall elect one of their number to Chair the Meeting.
- (b) Every question, matter, or resolution shall be decided by a majority of votes of eligible Members present.
- (c) The Chairperson shall have a casting vote.
- (d) A Member shall not vote in respect of any contract or proposed contract with the Club in which they hold an interest, or any related matter arising.

14.7 Adjournment of meeting

- (a) The Chairperson of an AGM and SGM may adjourn the Meeting with the consent of the majority of Members present, but no business will be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place.
- (b) The adjourned meeting shall be moved to the same day the next week at the same time and place, or to such other day and at such other time as the Committee may determine.
- (c) When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

14.8 Show of hands or ballot

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

14.9 Rights of third parties to attend meetings

- (a) Even if they are not Members of the Club, the following persons have the right to attend any AGM or SGM, and if requested by the Committee, to speak at such meeting:
 - i. external consultants with expert knowledge in a relevant field; or
 - ii. any other person invited by the Committee.

14.10 Proxy voting

- (a) A member may vote by proxy, appointing one person only to act as their proxy.
- (b) A person attending as a proxy may only represent one Member and have one vote at any AGM or SGM.
- (c) The instrument appointing a proxy shall be:
 - i. in writing, under the hand of the Member appointing the proxy.
 - ii. deemed to confer authority to demand or join in demanding a secret ballot.
 - iii. in the format as prescribed by the Committee from time to time; and
 - iv. deposited with the Secretary at least twenty-four (24) hours prior to the commencement of any meeting, or adjourned meeting, at which the person named in the instrument proposed to vote.
- (d) Where it is desired to afford Members an opportunity of voting for or against a resolution, the instrument appointing a proxy must state the Member's decision.

15. FINANCE

15.1 Proper records to be kept

- (a) The Committee must ensure that proper accounting and other records are kept in accordance with legal and regulatory requirements.
- (b) The financial year shall close on the last day of September in each year, and as soon thereafter as possible a full statement of the assets and liabilities, balance sheet and associated accounts shall be prepared by a duly qualified Accountant as appointed by the Committee.
- (c) The profits, if any, and any form of dividend or distribution shall not be paid nor profits, income or property of the Club, be distributed among Members.

15.2 Funds and accounts

- (a) The funds of the Club shall be banked in the name of the Club in such Bank or Building Society as the Committee may from time to time direct.
- (b) Proper records shall be kept and maintained up to date, either in written or digital form showing the correct financial affairs of the Club, in line with Australian Accounting Standards.
- (c) All money shall be banked as soon as practicable after receipt thereof.
- (d) All payments on such accounts and other negotiable instruments shall be signed or digitally approved in line with the Club's Financial Policy or By-Laws.
- (e) In the event cheques are used for payment, these shall be:
 - i. signed by any two of the President, Secretary, Treasurer or a delegate as authorised from time to time by the Committee; and

- ii. crossed "not negotiable" except those in payment of wages, allowances or petty cash recoupment's which may be open.
- (f) All expenditure shall be approved at a Committee Meeting.
- (g) The financial year of the Club shall run from the 1st of October to the 30th of September.

15.3 Disclosure of Remuneration and Other Benefit

In accordance with Clause 70D amendment to the Queensland Associations Incorporation effective from the 1st of July 2024 the club must disclose to members at the AGM any remuneration or other benefits paid or given to committee members, senior staff, and their relatives during the financial year. including disclosure where no remuneration or benefits were paid or provided.

16. BY-LAWS

The Committee may from time to time make, amend, or repeal By-Laws not inconsistent with this Constitution and these Rules, for the internal management of the Club and its premises.

17. ALTERATION OF CONSTITUTION AND RULES

Subject to the provisions of the Law, this Constitution or any other constitution for the time being in force may be amended, rescinded or added to from time to time by a special resolution carried at an SGM called for this specific purpose. Provided that no such amendment, rescission or addition shall be valid until the same is submitted to and registered by the relevant Government Department(s).

18. NOTICES

- (a) Notice of every AGM or SGM, and any other notices to be given by the Club, shall be given in any manner as determined by the Committee to every Member eligible to vote.
- (b) Where Notices are sent via electronic means, the last known email address on file (Clause 9.1(b)) will be used. Service of the notice shall be deemed to be effected on the date of the transmission.
- (c) Where a notice is sent by post, service of the notice shall be deemed to be effected seven (7) days after the notice has been sent to the last known postal address on file (Clause 9.1(b)).

19. LEGAL REQUIREMENTS

19.1 Executing documents

- (a) No person shall enter into any contract on behalf of the Club, without the approval of the Committee in writing.
- (b) The Committee shall ensure the Association has a Common Seal, which shall be kept securely by the Committee and used only under the authority of the Committee. Each instrument to which the seal is attached must be signed by a member of the Committee and countersigned by the Secretary, another member of the Committee, or someone authorised by the Committee.

19.2 Security – electronic and physical

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

19.3 Inspection of records

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

19.4 Auditor

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

19.5 Insurance

- (a) To the extent permitted by the Law, the Club must at all times maintain with an insurer adequate insurance:
 - i. to protect the Club's assets; and
 - ii. to indemnify a Committee Member and/or officer of the Club against any liability under Clause 19.6.

19.6 Indemnity against liability

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

20. DISSOLUTION AND DISTRIBUTION OF SURPLUS ASSETS

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

21. AMALGAMATION

21.1 Amalgamation generally

In furtherance of the objects of the Club, the Club may consider amalgamating with any one or more organisations having objects similar to those of the Club and which shall prohibit the distribution of its income and property amongst its members and which is a fund, authority, or institution which is endorsed as a deductible gift recipient or is exempt from income tax under appropriate taxation laws.

21.2 Amalgamation if there is a tax-deductible fund

Notwithstanding the general provision set out in Clause 21.1, if the Club conducts any funds which are tax-deductible, procedures must be put in place and notifications given to ensure that the conditions of such tax deductibility are not breached upon amalgamation.