COOMERA CUTTERS JUNIOR RUGBY LEAGUE CLUB INC.
IA40786

CONSTITUTION

NOVEMBER 2026
FOR ADOPTION

Incorporated under the
Associations Incorporation Act 1981 (Qld)

CPRG

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Date of adoption	<<DATE>>
Date of registration with OFT	<<DATE>>
Scheduled for review	<<DATE>>

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1. Introductory provisions

1.1. Definitions

1.1.1. In this constitution:

a. **Act** means the *Associations Incorporation Act 1981 (Qld)*, including any regulations made under that Act, as amended from time to time;

b. **by lot** means determining a result by random draw;

c. **casual vacancy** means a vacancy in a management committee position that arises before the expiry of a management committee member's term, or where a management committee position remains vacant because no person is elected or appointed to fill it;

d. **club** means Coomera Cutters Junior Rugby League Club Inc.;

e. **constitution** means rules for the purposes of the Act;

f. **day** means a calendar day, including weekends and public holidays. A period of days beginning on a particular day, act or event is calculated by excluding the day on which the period begins;

g. **employee** means a person employed by the club under a contract of employment, whether on a full-time, part-time, fixed-term or casual basis;

h. **general meeting** means a meeting of members of the club and includes an annual general meeting;

i. **member** means a person admitted as a member of the club under this constitution;

j. **membership fee** means a fee payable to the club for membership rights and privileges;

k. **present** means:

i for a management committee member at a management committee meeting, participating in person or using technology under clause 8.4; and

ii for a member at a general meeting, participating in person, using technology under clause 9.4.

l. **quorum** means the minimum number of people who must be present for a meeting to proceed validly;

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

n. **remuneration** includes salary, allowances and other entitlements, but does not include reimbursement of reasonable out-of-pocket expenses;

o. **senior staff member** 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 significantly affect the club's financial standing.

p. **special resolution** means a resolution passed by at least 75% of the members who are present and entitled to vote on the resolution at a general meeting;

q. **surplus assets** means assets remaining after the club has paid or discharged its debts, liabilities, costs and expenses associated with winding up or cancellation, as applicable;

r. **written / in writing** includes printed and electronic forms of visible communication, unless this constitution states otherwise.

1.1.2. In this constitution, words in the singular include the plural and words in the plural include the singular, unless the context requires otherwise.

1.2. Name

1.2.1. The name of the club is Coomera Cutters Junior Rugby League Club Inc.

1.3. Associations Incorporation Act 1981 (Qld)

1.3.1. Unless the context requires otherwise, words and expressions used in this constitution have the same meaning as they have in the Act.

1.3.2. Section 47(1) of the Act does not apply to the club. This constitution is intended to replace the model rules, subject to the Act.

1.4. Interpretation

1.4.1. The management committee may interpret this constitution and decide any matter not dealt with by this constitution, provided its interpretation or decision is consistent with the Act and this constitution.

2. Objects and powers

2.1. Objects

2.1.1. The objects of the club are to:

a. promote, support and develop the sport of Rugby League;

b. abide by the rules regulating the conduct of Rugby League;

c. foster a safe, fair and inclusive environment and encourage a sense of community spirit and social interaction among members and visitors;

d. establish, maintain and improve facilities, amenities, services and programs for the benefit of the club, its members, participants and visitors;

e. affiliate with Queensland Rugby League and such other bodies as the club considers appropriate;

f. consider environmental, community and public interest impacts in the club's activities; and

g. do anything reasonably necessary or incidental to achieving these objects.

2.2. Powers

2.2.1. The club has the powers of an individual.

2.2.2. Without limiting clause 2.2.1, the club may, for example:

a. enter into contracts and other agreements;

b. acquire, own, lease, manage, sell or otherwise deal with property;

c. charge fees for services, facilities, programs and activities it provides; and

d. do anything else necessary or convenient to manage its affairs and achieve its objects.

3. Membership

3.1. Classes of membership

3.1.1. The club must have at least seven members.

3.1.2. The club may have the following classes of membership:

a. ordinary:

i ordinary members must be at least 18 years of age, support the objects of the club and comply with this constitution, the bylaws and the policies of the club;

ii ordinary members may include players, coaches, managers, referees, volunteers and other adults who are recorded in the club's registration system;

iii ordinary members will include parents and guardians of junior members whose names are submitted as contacts with a junior member's application for membership;

iv ordinary members are entitled to vote at general meetings;

v ordinary members are eligible to hold management committee positions.

b. junior:

i junior members must be under 18 years of age, support the objects of the club and comply with this constitution, the bylaws and the policies of the club;

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

iii junior members are not eligible to hold management committee positions.

c. life:

i life members must be at least 18 years of age, support the objects of the club and comply with this constitution, the bylaws and the policies of the club;

ii a person is eligible for election as a life member if they have provided outstanding service to the club over an extended period;

iii any two ordinary or life members may nominate an eligible person for life membership;

iv nominations for life membership must be in writing, signed by the members making the nomination and received by the secretary at least 14 days before the general meeting at which the nomination is to be considered;

v if the management committee approves the nomination, the nominee must be proposed for election as a life member at the next general meeting;

vi a nominee is elected as a life member if at least 75% of the members present, entitled to vote and voting at the general meeting vote in favour;

vii life members are entitled to vote at general meetings;

viii life members are eligible to hold management committee positions.

3.1.3. A person may qualify for membership in more than one way but is entitled to only one voting membership and one vote at a general meeting.

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

3.1.5. A junior member automatically transfers to ordinary membership on turning 18 for the remainder of their current membership period, without a new application or additional membership fee.

3.1.6. A person's membership rights, privileges and obligations are personal to that member and cannot be transferred to another person.

3.1.7. Despite any other provision of this constitution, an employee is not eligible to hold management committee positions.

3.2. Fees and levies

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

3.2.2. The membership fees for each class of membership, other than life membership, are:

a. the amounts decided by the management committee; and

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

3.2.3. The management committee may permit a member to pay a membership fee by instalments on the terms it decides. A payment is not

overdue while the member is complying with an approved instalment arrangement.

3.2.4. The management committee may waive, reduce or refund any membership fee payable by any member.

3.2.5. The management committee may impose a levy on all members or any class of members.

3.2.6. If a membership fee, other fee or levy payable by a member is at least two months overdue, the secretary must give the member written notice stating the amount overdue, and that the member's membership rights will be withheld if the amount is not paid within 14 days after the notice is given.

3.2.7. If the amount remains unpaid at the end of that period, the member's membership rights are withheld until the amount is paid or the management committee waives, reduces or refunds the amount under clause 3.2.4.

3.2.8. While a member's membership rights are withheld under clause 3.2.7, the member remains a member but is not entitled to vote at a general meeting or participate in club activities. The member may attend and speak at a general meeting.

3.2.9. If the member is a management committee member, the member is also suspended from office for the period their membership rights are withheld, and clause 7.3.9 applies to that suspension as if it were a suspension of the member's membership.

3.2.10. The withholding of membership rights under clause 3.2.7 is an administrative consequence of non-payment and is not disciplinary action. Clause 4.2 does not apply to it and there is no right of appeal under clause 4.3.

3.2.11. Ceasing to be a member, or having membership rights withheld or suspended, does not affect a person's liability to pay any unpaid membership fee, other fee or levy.

3.3. Application for membership

3.3.1. An application for membership must:

a. be in writing;

b. be in the form decided by the management committee; and

c. include any information, documents or evidence reasonably required by the management committee.

3.3.2. Before considering an application for membership, the management committee must ensure the applicant is advised:

a. whether the club has public liability insurance; and

b. if so, the amount of that insurance.

3.4. Admission and rejection of new members

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

a. the application; and

b. any membership fee payable with the application.

3.4.2. The management committee must decide whether to approve or reject the application.

3.4.3. An applicant becomes a member in the class of membership applied for if the application is approved by a majority of management committee members present, entitled to vote and voting.

3.4.4. If the management committee rejects an application, the secretary must, as soon as practicable:

a. give the applicant written notice of the decision;

b. provide reasons for the decision; and

c. refund any membership fee paid by the applicant.

3.4.5. An applicant whose application for membership is rejected under this clause has no right of appeal against that decision.

3.5. Membership renewal and re-joining

3.5.1. Each year, the club must invite existing members, other than life members, to renew their membership in accordance with the timeframes and procedures determined by the management committee.

3.5.2. Other than life membership, membership remains current until the renewal deadline notified by the management committee.

3.5.3. A person who does not renew their membership by the renewal deadline, or whose renewal is not approved, ceases to be a member on that date.

3.5.4. A person who has ceased to be a member may be required to apply for membership as a new applicant.

3.5.5. If the management committee rejects a member's application to renew their membership, the secretary must, as soon as practicable, give the member written notice of the decision and provide reasons for the decision.

3.5.6. A member whose application for membership renewal is rejected may appeal the decision in accordance with clause 4.3.

3.6. Register of members

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

3.6.2. The register of members must include, for each member:

a. the member's name;

b. the member's address;

c. the member's email address, if the member has one;

d. the member's class of membership;

e. the date the member became a member; and

f. any other information required by the Act or determined by the management committee.

3.6.3. For each former member, the register must also record the date on which the person ceased to be a member.

3.6.4. The register of members is open for inspection only by the secretary, the management committee and any other person approved by the management committee.

3.7. Proper use of register of members

3.7.1. A person must not use or disclose information obtained from the register of members except as permitted by the Act and this constitution.

3.7.2. Without limiting clause 3.7.1, a person must not:

a. use information obtained from the register to contact a member, or send material to a member, for political, religious, charitable or commercial advertising; or

b. disclose information obtained from the register to another person knowing that it is likely to be used for a purpose prohibited by clause 3.7.2.a.

4. Resignation, discipline and appeals

4.1. Resignation of a member

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

4.1.2. The resignation takes effect:

a. when the secretary receives the notice; or

b. if the notice states a later date, on that later date.

4.2. Discipline

4.2.1. The management committee may take disciplinary action against a member if the management committee considers that the member has:

a. been convicted of an indictable offence;

b. breached this constitution, the bylaws, a policy or a reasonable direction of the club;

c. failed, refused or neglected to comply with a resolution or decision of the management committee or a duly authorised subcommittee;

d. acted in a way that is harmful to the interests, reputation or values of the club; or

e. brought themselves, the club, another member or the sport into disrepute.

4.2.2. If the management committee proposes to suspend or terminate a member's membership, the secretary must give the member written notice of the proposed decision within seven days after the management committee decides to propose that action.

4.2.3. The notice must:

a. state the proposed action;

b. explain the grounds for the proposed action;

c. state the date, time and place of the meeting at which the management committee will consider the matter, which must be held at least seven days and no more than 28 days after the notice is given;

d. state that the member may attend the meeting and speak to the management committee;

e. state that the member may bring a support person to the meeting; and

f. state that the member may provide a written response to the management committee before or at the meeting.

4.2.4. Before deciding whether to suspend or terminate the member's membership, the management committee must give the member a full and fair opportunity to:

a. attend the meeting and speak to the management committee; and

b. provide a written response before or at the meeting.

4.2.5. The management committee must genuinely consider any verbal or written response provided by the member.

4.2.6. If the management committee decides to suspend or terminate the member's membership, the secretary must give the member written notice within seven days stating:

a. the decision and the reasons for it;

b. when the decision takes effect;

c. the period and conditions of any suspension; and

d. the member's right and deadline to appeal.

4.2.7. The decision takes effect when the member receives the notice or on any later date stated in it.

4.2.8. While a suspension or termination applies, the person loses all membership rights and benefits, including voting rights, access to member services and participation in club activities.

4.2.9. Clause 4.2.8 continues to apply during any appeal process, unless the management committee or appeals panel decides otherwise.

4.2.10. The management committee may immediately restrict a member's participation in club activities if reasonably necessary to protect the club, its members, participants, visitors or reputation.

4.2.11. A restriction under clause 4.2.10 must be proportionate, notified to the member with reasons and reviewed at least every 14 days.

4.3. Appeals

4.3.1. A person may appeal if:

a. their membership has been suspended or terminated under clause 4.2; or

b. their application to renew their membership has been rejected.

4.3.2. An appeal may be made on one or more of the following grounds:

a. the process followed was materially unfair;

b. the decision was based on a material error of fact;

c. the suspension, termination or rejection of membership renewal was unreasonable or disproportionate in the circumstances; or

d. significant new information has become available that could reasonably have affected the decision.

4.3.3. To appeal, the person must give the secretary written notice of appeal within seven days after receiving written notice of the decision.

4.3.4. The notice of appeal must state the grounds of appeal.

Appeals panel

4.3.5. If an appeal is lodged under clause 4.3, the management committee must appoint an appeals panel within seven days after the secretary receives the notice of appeal.

4.3.6. The appeals panel must comprise three people who are independent of the decision being appealed.

4.3.7. The appeals panel may include members and other people, but must not include any management committee member.

4.3.8. The appeals panel must appoint one of its members to chair the appeal meeting.

4.4. Appeal meeting and decision

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

4.4.2. The appeal is not a rehearing of the original matter and must be limited to the grounds stated in the notice of appeal.

4.4.3. At the appeal meeting:

a. the appellant must be given a full and fair opportunity to explain the grounds of their appeal and provide any information relevant to those grounds; and

b. the management committee must be given a full and fair opportunity to respond to the appeal and explain the reasons for its original decision.

4.4.4. The appeals panel may decide the procedure for the appeal meeting, provided the procedure is fair and gives the appellant and the management committee a reasonable opportunity to be heard.

4.4.5. The appeal must be decided by majority vote of the appeals panel.

4.4.6. After considering the appeal, the appeals panel may:

a. uphold the original decision;

b. vary the original decision, including by reducing or changing any period or conditions of suspension; or

c. set aside the original decision.

4.4.7. If the appeals panel sets aside a decision to suspend or terminate membership, the member's membership is reinstated to their previous class of membership without payment of any additional fee.

4.4.8. If the appeals panel sets aside a decision to reject a membership renewal, the renewal is approved subject to payment of any fees due.

4.4.9. The decision of the appeals panel is final within the club.

5. Grievances

5.1. Application and initial steps

5.1.1. This grievance procedure applies to a dispute under this constitution between:

a. a member and another member;

b. a member and the management committee; or

c. a member and the club.

5.1.2. A member cannot use the grievance procedure to review, challenge or reopen a decision that may be appealed under clause 4.3.

5.1.3. A member starts the grievance procedure by giving written notice of the dispute:

a. to the other party; and

b. to the management committee, unless the management committee is the other party.

5.1.4. If two or more members raise a grievance about the same matter, the management committee may deal with the grievances together and may invite the members to choose one person to represent them.

5.1.5. The parties must try in good faith to resolve the dispute between themselves within 14 days after the grievance procedure starts.

5.1.6. If the dispute is not resolved within 14 days after the grievance procedure starts, the member may, within a further 21 days, ask the secretary to refer the dispute to mediation.

5.1.7. If the member does not request mediation within the time required under clause 5.1.6, the grievance procedure ends.

5.1.8. Subject to clause 5.2, the management committee must refer the dispute to mediation within 14 days after the secretary receives the request.

5.1.9. If a member starts a grievance procedure against the club, the club must not take disciplinary action against the member, or a member appointed to act on their behalf, in relation to the subject matter of the grievance until the grievance procedure is completed.

5.2. When the grievance procedure does not continue

5.2.1. The management committee may decide that the grievance procedure will not continue if it reasonably considers that:

a. within 21 days before the grievance procedure started, the member behaved in a way that could give grounds for disciplinary action relating to the same matter;

b. disciplinary action relating to the dispute had already started before the grievance procedure;

c. the dispute relates to a legal obligation to prevent a person entering, or require a person to leave, premises used by the club or to refuse to serve liquor to that person; or

d. the grievance is frivolous, vexatious, misconceived, lacking in substance or relates to a matter that has already been dealt with under the grievance procedure.

5.2.2. If the management committee makes a decision under clause 5.2.1, the secretary must give the member written notice of the decision and the reasons for it as soon as practicable.

5.2.3. The grievance procedure ends when notice is given under clause 5.2.2.

5.3. Appointment of mediator

5.3.1. If a dispute is referred to mediation, the parties must try to agree on a mediator.

5.3.2. If the parties cannot agree on a mediator within 14 days:

a. for a dispute between members, the management committee may appoint a mediator; or

b. for a dispute between a member and the management committee or club, the mediator must be an accredited mediator or a mediator appointed by the director of a dispute resolution centre.

5.3.3. A mediator must be unbiased and must not have a personal interest in the dispute.

5.3.4. If an accredited mediator refuses to conduct the mediation, or the director of a dispute resolution centre refuses to appoint a mediator, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

5.4. Mediation

5.4.1. The mediator must start the mediation as soon as practicable after being appointed and, where reasonably possible, complete the mediation within 28 days.

5.4.2. The mediator must:

a. give each party a reasonable opportunity to be heard;

b. conduct the mediation fairly; and

c. not decide the dispute.

5.4.3. The mediator may meet with the parties, and their representatives, together or separately.

5.4.4. The parties must participate in the mediation in good faith and reasonably assist the mediator to conduct and complete the mediation.

5.4.5. The costs of mediation must be shared equally between the parties, unless they agree otherwise.

5.4.6. If mediation does not resolve the dispute, the parties may seek to resolve it in accordance with the Act or otherwise at law.

5.5. Representation and electronic participation

5.5.1. A party to a grievance procedure may appoint any person to act on their behalf.

5.5.2. A party who appoints a representative must give written notice of the appointment to the other party, the management committee and, if a mediator has been appointed, the mediator.

5.5.3. Any meeting or mediation under this grievance procedure may be conducted electronically if the parties and, for a mediation, the mediator agree.

6. The management committee, delegation and subcommittees

6.1. Role and powers of management committee

6.1.1. The business and affairs of the club must be managed by, or under the direction of, the management committee.

6.1.2. The management committee may exercise the powers of the club, except any powers that the Act or this constitution requires to be exercised by members at a general meeting.

6.2. Delegation

6.2.1. The management committee may delegate any of its powers or functions to a management committee member, subcommittee, employee, contractor or other person, except:

a. the power to delegate; or

b. a duty imposed on the management committee by the Act or any other law.

6.2.2. A delegation must be in writing and may be subject to any conditions or limitations the management committee considers appropriate.

6.2.3. The management committee may revoke a delegation, wholly or partly, by written notice.

6.2.4. Despite any delegation under this clause, the management committee:

a. may continue to exercise any delegated power or function; and

b. remains accountable for all delegated powers and functions.

6.3. Management committee member duties

6.3.1. As soon as practicable after being elected or appointed, each management committee member must become familiar with this constitution and the Act.

6.3.2. The management committee is collectively responsible for taking reasonable steps to ensure that the club complies with the Act and this constitution.

6.3.3. Each management committee member must exercise their powers and discharge their duties:

a. with reasonable care and diligence;

b. in good faith in the best interests of the club; and

c. for a proper purpose.

6.3.4. A management committee member or former management committee member must not improperly use their position, or information obtained because of their position, to:

a. gain a benefit or material advantage for themselves or another person; or

b. cause detriment to the club.

6.3.5. A management committee member must take reasonable steps to prevent the club from incurring a debt:

a. while the club is insolvent; or

b. if incurring the debt would cause the club to become insolvent.

6.3.6. A management committee member must perform any other duties imposed on them by the Act, this constitution or a resolution passed by members at a general meeting.

6.4. Membership of management committee

6.4.1. The management committee comprises between five and seven positions, including:

a. president;

b. treasurer;

c. secretary; and

d. between two and four other management committee positions.

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

6.4.3. The management committee shall comprise at least two female and two male members.

6.5. Terms of office

6.5.1. Subject to this constitution, the term of office for each management committee member is two years.

6.5.2. A management committee member elected at an annual general meeting holds office from the end of that annual general meeting until the end of the second annual general meeting after their election.

6.5.3. A retiring management committee member is eligible for re-election, subject to this constitution.

6.5.4. The management committee may determine the sequence of retirements to support rotational terms, so that approximately half of the positions are due for election each year.

6.5.5. Despite clauses 6.5.1 and 6.5.2, when rotational terms are first established, the management committee may determine which positions will have an initial term of one year so that approximately half of the positions are due for election each year.

6.5.6. There is no maximum number of consecutive terms for which a management committee member may hold office.

6.6. Subcommittees

6.6.1. The management committee may establish and dissolve subcommittees to assist with the conduct of the club's activities, operations or affairs.

6.6.2. The management committee may determine:

a. the membership of each subcommittee;

b. the role, powers, duties and functions of each subcommittee;

c. the terms of reference for each subcommittee; and

d. any reporting requirements for each subcommittee.

6.6.3. A subcommittee may meet and adjourn as it considers appropriate, subject to any direction from the management committee.

6.6.4. A subcommittee must act in accordance with:

a. this constitution;

b. the bylaws;

c. its terms of reference;

d. any delegation made by the management committee; and

e. any direction, condition or limitation imposed by the management committee.

6.6.5. A subcommittee must keep adequate records of its meetings and decisions and provide those records to the management committee when requested.

6.6.6. A person who is a member of a subcommittee but is not a management committee member is not entitled to vote at management committee meetings.

6.6.7. The president is entitled to be a member of any subcommittee by virtue of holding office as president.

6.7. Acts, resolutions and decisions not affected by irregularities

6.7.1. Subject to the Act, if a defect, irregularity or informality was not discovered until after an act, resolution or decision occurred, the act, resolution or decision is not invalid only because:

a. there was a defect, irregularity or informality in the election, appointment or eligibility of a person involved in the act, resolution or decision; or

b. there was a defect, irregularity or informality in the way a management committee meeting, subcommittee meeting or general meeting was called or conducted.

7. Election, appointment and vacancies on management committee

7.1. Eligibility for election or appointment

7.1.1. A person is eligible to be elected or appointed as a management committee member only if the person:

a. is at least 18 years of age;

b. is eligible to be a management committee member under the Act and this constitution; and

c. has no membership fee, other fee or levy overdue at the date of their nomination or appointment.

7.1.2. If required by law to hold a blue card or exemption card under the *Working with Children Check Act 2000*, a person may be elected or

appointed before obtaining the card but must not take office until the required card is held and any required linking to the club is completed.

7.1.3. If the person has not satisfied clause 7.1.2 within 30 days after election or appointment, or if their application for the required blue card or exemption card is refused, a casual vacancy occurs in the position.

7.1.4. Before a person is elected or appointed as a management committee member, the management committee must ensure 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.

7.2. Electing management committee members

7.2.1. Elections for management committee positions must be held at a general meeting.

7.2.2. At each annual general meeting, elections must be held for any management committee positions that are vacant or due for election under this constitution.

7.2.3. Subject to clause 7.4.1, the management committee may call another general meeting to conduct an election for any vacant management committee position.

7.2.4. Before nominations for management committee positions are called, the management committee must determine the positions to be filled under clause 6.4.1.d.

7.2.5. The secretary must call for nominations with sufficient notice to allow nominations to be received at least 14 days before the general meeting.

7.2.6. An eligible member may:

a. nominate themselves; or

b. be nominated by another member who is entitled to vote at general meetings, provided the nominee consents.

7.2.7. A nomination must:

a. be in writing;

b. include the nominee's consent; and

c. be received by the secretary at least 14 days before the general meeting.

7.2.8. The secretary must make a list of candidates available for inspection by members for at least seven days before the general meeting.

7.2.9. If one or more valid nominations have been received for a position by the close of nominations, no further nominations for that position may be taken from the floor of the meeting.

7.2.10. Despite clause 7.2.9, if all candidates for a position withdraw before the general meeting, nominations for that position may be taken from the floor of the meeting.

7.2.11. If there is only one candidate for a position, the candidate is elected if approved by a majority of members present, entitled to vote and voting.

7.2.12. Despite clause 7.2.9, if the candidate is not approved under clause 7.2.11, nominations for that position may be taken from the floor of the meeting.

7.2.13. If no valid nominations have been received for a position before the close of nominations, nominations for the position may be taken from the floor of the meeting.

7.2.14. Despite clauses 7.2.5 to 7.2.8, the advance nomination and candidate-list requirements do not apply to an election to fill a vacancy resulting from removal under clause 7.3.5 if:

a. the notice of a general meeting states that one or more management committee members are proposed to be removed from office under clause 7.3.5; and

b. the notice also states that an election may be held at the meeting to fill any vacancy resulting from the removal.

7.2.15. If there are more candidates than positions to be elected, an election must be held.

7.2.16. Each member present and entitled to vote may vote for one candidate for each position to be elected.

7.2.17. In a contested election, the candidate, or candidates, who receive the most votes are elected.

7.2.18. If two or more candidates receive the same number of votes and the result affects who is elected, the successful candidate is determined by lot.

7.2.19. If no candidate is elected to a position, a casual vacancy occurs in the position.

7.3. Resignation, removal and vacation of office

7.3.1. A management committee member may resign from office by giving written notice to the secretary.

7.3.2. The resignation takes effect when the secretary receives the notice or, if the notice states a later date, on that later date.

7.3.3. If a management committee member clearly communicates their resignation other than in writing, the secretary or president may give the member written notice confirming the resignation.

7.3.4. If the member does not dispute or withdraw the resignation in writing within seven days after receiving the notice, the management committee may resolve that the member has resigned and a casual vacancy occurs in the position from the date of the resolution.

7.3.5. One or more management committee members may be removed from office by a majority vote of members present, entitled to vote and voting at a general meeting, provided the proposed removal was included in the notice of the meeting.

7.3.6. Before a vote is taken:

a. each management committee member proposed to be removed must be given a full and fair opportunity to explain why they should not be removed from office; and

b. members present must be given a reasonable opportunity to speak for or against the proposed removal.

7.3.7. A management committee member has no internal right of appeal against their removal from office under clause 7.3.5.

7.3.8. A management committee member vacates office if they:

a. die;

b. resign;

c. are under 18 years of age, or cease to be a member of the club, other than because of a suspension dealt with under clause 7.3.9;

d. become disqualified, or are otherwise required to vacate office, under the Act;

e. cease to hold any blue card or exemption card required by law for the position;

f. fail to attend three consecutive management committee meetings without approval of the management committee, not counting any meeting held while the member is suspended from office under clause 7.3.9; or

g. become an employee of the club.

7.3.9. If a management committee member's membership is suspended, the person is also suspended from office for the same period and must not exercise any powers or functions of their office during the suspension.

7.3.10. If a management committee member's membership is terminated, the person vacates office.

7.3.11. A position vacated under clause 7.3.10 must not be filled until the time for lodging an appeal has expired or, if an appeal is lodged, until the appeal has been decided.

7.3.12. If the suspension or termination of membership is set aside on appeal, the person resumes their office for the remainder of their term.

7.4. Casual vacancies

7.4.1. The management committee may appoint an eligible member to fill a casual vacancy or determine that the vacancy will be filled by election in accordance with clause 7.2.

7.4.2. A person appointed or elected to fill a casual vacancy holds office for the remainder of the term for that position.

7.4.3. The continuing management committee members may act despite a casual vacancy, provided the management committee continues to satisfy the minimum requirements under the Act and this constitution.

7.4.4. If the management committee no longer satisfies the minimum requirements under the Act and this constitution, the continuing members may act only to:

a. appoint enough eligible members to restore the minimum requirements; or

b. call a general meeting.

8. Meetings of the management committee

8.1. Management committee meetings

8.1.1. The management committee must meet as often as necessary to properly conduct the business and operations of the club and at least once every four calendar months.

8.1.2. The dates, times and places of management committee meetings may be determined by the management committee.

8.2. Notice of management committee meetings

8.2.1. The management committee must decide how a meeting is to be called.

8.2.2. Unless the management committee decides a longer period, at least 48 hours notice of a management committee meeting must be given to each management committee member.

8.3. Special management committee meetings

8.3.1. At least 33% of the current management committee members, excluding any member suspended from office, may request a special management committee meeting in writing.

8.3.2. The request must state:

a. why the meeting is requested; and

b. the business to be considered at the meeting.

8.3.3. The secretary must call a special management committee meeting after receiving a valid request under clause 8.3.1, and the meeting must be held within 14 days after the request is received.

8.3.4. If the secretary is unable or unwilling to call the meeting, the management committee members who requested the meeting may call it.

8.3.5. Notice of a special management committee meeting must state the business to be considered at the meeting.

8.3.6. Despite any notice arrangements determined under clause 8.2, in cases of urgency a special management committee meeting may be called on as much notice as practicable.

8.3.7. Only the business stated in the notice may be considered at a special management committee meeting.

8.4. Procedure, technology and chairing

8.4.1. Subject to the Act and this constitution, the management committee may determine the procedure to be followed at its meetings.

8.4.2. The management committee may determine whether a meeting may be held, or a management committee member may participate in a meeting, using technology.

8.4.3. If participation by technology is permitted, the technology used must reasonably allow management committee members to take part in discussions as they happen.

8.4.4. The president is entitled to chair management committee meetings.

8.4.5. If the president is not present, or is unwilling or unable to chair the meeting, the management committee members present may choose one of themselves to chair the meeting.

8.5. Quorum and adjournment

8.5.1. No business may be conducted at a management committee meeting unless a quorum is present.

8.5.2. A quorum for a management committee meeting is more than 50% of the current management committee members, excluding any member suspended from office.

8.5.3. If a quorum is not present within 30 minutes after the scheduled start time of a special management committee meeting requested under clause 8.3.1, the meeting lapses.

8.5.4. If a quorum is not present within 30 minutes after the scheduled start time of any other management committee meeting:

a. the meeting must be adjourned to another date; and

b. notice of the adjourned meeting must be given to each management committee member.

8.5.5. If a quorum is not present within 30 minutes after the scheduled start time of the adjourned meeting, the meeting lapses.

8.6. Voting at management committee meetings

8.6.1. Each management committee member present and entitled to vote has one vote.

8.6.2. Voting by proxy is not permitted at management committee meetings.

8.6.3. A resolution is passed if a majority of management committee members present, entitled to vote and voting vote in favour of the resolution.

8.6.4. If the votes are equal, the resolution is not passed.

8.7. Minutes of management committee meetings

8.7.1. The management committee must ensure that minutes are taken and kept of each management committee meeting.

8.7.2. The minutes must record:

a. the management committee members present;

b. the business considered at the meeting;

c. each resolution on which a vote is taken and the result of the vote; and

d. any material personal interest disclosed.

8.7.3. Minutes may be kept electronically.

8.7.4. The minutes of each management committee meeting must be confirmed as accurate at a later management committee meeting.

8.7.5. After the minutes are confirmed, they must be signed or otherwise approved by the chairperson of the meeting at which they are confirmed.

8.7.6. Subject to the Act, minutes of management committee meetings may only be inspected by the secretary, management committee members and any other person approved by the management committee.

8.8. Resolutions without meeting

8.8.1. Unless the Act or this constitution requires a matter to be decided at a meeting, the management committee may pass a resolution without a meeting if:

a. each management committee member entitled to vote on the resolution is given a reasonable opportunity to consider and vote on it; and

b. a majority of the management committee members entitled to vote on the resolution agree to it.

8.8.2. A resolution under clause 8.8.1 may be agreed in writing, including by electronic means.

8.8.3. Management committee members may agree to the same resolution in separate documents or electronic records.

8.8.4. A resolution passed under this clause is as valid as if it had been passed at a management committee meeting and must be kept with the management committee records.

8.9. Material personal interests management committee

8.9.1. Subject to clause 8.9.3, a management committee member who has a material personal interest in a matter being considered at a management committee meeting must, as soon as they become aware of the interest, disclose the nature and extent of the interest and how it relates to the activities of the club:

a. to the management committee; and

b. at the next general meeting of the club.

8.9.2. Subject to clauses 8.9.3 and 8.9.4, a management committee member who has a material personal interest in a matter must not:

a. be present while the matter is being considered; or

b. vote on the matter.

8.9.3. Clauses 8.9.1 and 8.9.2 do not apply if the material personal interest exists only because the management committee member:

a. belongs to a class of people for whose benefit the club is established; or

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

8.9.4. The management committee members who do not have a material personal interest in the matter may decide that a management committee member who does have a material personal interest may:

a. be present while the matter is being considered; or

b. vote on the matter.

8.9.5. The management committee must ensure that:

a. the details of any disclosure under this clause are recorded in the minutes;

b. any decision under clause 8.9.4 is recorded in the minutes and disclosed at the next general meeting; and

c. any details required by the Act are given to a member if requested.

8.9.6. The management committee must maintain a conflict of interest register recording declared material personal interests and any actions taken to manage them.

8.9.7. If there are not enough management committee members to form a quorum to consider a matter because one or more members are prevented from being present under clause 8.9.2, one or more management committee members may call a general meeting and the general meeting may pass a resolution to deal with the matter.

8.9.8. The disclosure, participation and voting safeguards in this clause also apply to a proposed resolution without a meeting. Any decision under clause 8.9.4 must first be made and recorded by the management committee members who do not have the interest. If a quorum of

members entitled to vote on the matter cannot be formed, the matter must be dealt with under clause 8.9.7.

9. Meetings of members

9.1. Annual general meetings

9.1.1. The club must hold an annual general meeting within six months after the end of each financial year.

9.1.2. The management committee may determine the date, time and place of the annual general meeting.

9.1.3. The business of the annual general meeting includes:

a. receiving a report on the club's activities during the previous financial year;

b. receiving, considering and, where required, adopting the financial statements and any audit report, verification statement or other financial documents required under the Act;

c. electing members to any management committee positions that are vacant or due for election under this constitution;

d. appointing an auditor, accountant or approved person, if required;

e. advising members of the management committee's decision about the need for public liability insurance and, if the management committee has decided that public liability insurance is not needed:

i the reasons for that decision; and

ii that the club's assets would be at risk if there were a successful claim against the club;

f. receiving any disclosure of a material personal interest, and any disclosure of a decision of the management committee relating to that interest, required to be made under clause 8.9;

g. receiving a disclosure of any remuneration paid or other benefits given for the financial year to management committee members, senior staff members and their relatives, including a statement that no remuneration or other benefits were paid or given if applicable, as required by the Act; and

h. conducting any other business stated in the notice of meeting.

9.2. General meetings

9.2.1. The management committee may call a general meeting whenever it considers appropriate.

9.2.2. The management committee must call a general meeting if requested in writing by a number of members entitled to vote at general meetings that is at least twice the number of current management committee members, excluding any member suspended from office, when the request is made plus one.

9.2.3. A request under clause 9.2.2 must:

a. state the business to be considered at the meeting;

b. state any resolution to be proposed;

c. include the names of the members requesting the meeting;

d. be signed by the members requesting the meeting; and

e. be given to the secretary.

9.2.4. The secretary must call a general meeting after receiving a valid request under clause 9.2.2, and the meeting must be held within 28 days after the request is received.

9.2.5. If the meeting is not held within 28 days after the secretary receives the request, the members who made the request, or any of them, may call the meeting.

9.2.6. A meeting called by members under clause 9.2.5:

a. must be held within three months after the secretary received the original request; and

b. may only consider the business stated in the original request.

9.2.7. The club must reimburse the reasonable expenses incurred by members in calling and holding a meeting under clause 9.2.5.

9.3. Notice of general meetings

9.3.1. Each member must be given at least 14 days' notice of a general meeting.

9.3.2. The notice must:

a. state the date, time and place of the meeting;

b. state the business to be considered at the meeting; and

c. include any other information required by this constitution.

9.3.3. If a special resolution is to be proposed, the notice must be in writing and:

a. state the proposed resolution in full; and

b. state that the resolution is intended to be proposed as a special resolution.

9.3.4. Only business stated in the notice may be considered at a general meeting, except as otherwise permitted by the Act or this constitution.

9.4. Technology and participation

9.4.1. The management committee may determine whether a general meeting may be held, or members may participate in a general meeting, using technology, having regard to whether this can be reasonably and practically administered.

9.4.2. If participation by technology is permitted, the technology used must reasonably allow members to take part in discussions as they happen.

9.4.3. A member may participate in a general meeting using technology only in accordance with arrangements approved by the management committee for that meeting.

9.5. Quorum and adjournment

9.5.1. No business may be conducted at a general meeting unless a quorum is present.

9.5.2. The quorum for a general meeting is the number of management committee members in office at the close of the last general meeting, plus one. Only members entitled to vote at general meetings count towards the quorum.

9.5.3. Despite clause 9.5.2, if all members of the club are members of the management committee, the quorum is the total number of members less one.

9.5.4. If a quorum is not present within 30 minutes after the scheduled start time of a general meeting called at the request of members under clause 9.2.2, the meeting lapses.

9.5.5. If a quorum is not present within 30 minutes after the scheduled start time of any other general meeting:

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

b. the management committee must determine the date, time and place of the adjourned meeting.

9.5.6. If a quorum is not present within 30 minutes after the scheduled start time of the adjourned meeting, the meeting lapses.

9.5.7. The chairperson may, with the consent of a majority of members present and entitled to vote, and must if directed by the meeting, adjourn the meeting to another date, time or place.

9.5.8. Only business left unfinished at the original meeting may be considered at an adjourned meeting.

9.5.9. If a general meeting is adjourned for more than 14 days, notice of the adjourned meeting must be given in accordance with clause 9.3. For a shorter adjournment, the date, time, place and participation arrangements must be announced at the meeting if known, and the secretary must promptly notify all members of those details.

9.6. Chairing and procedure

9.6.1. The president is entitled to chair a general meeting unless the management committee or the members present and entitled to vote appoint another person to chair the meeting.

9.6.2. If there is no president, or the president is not present or willing to act when the meeting is ready to commence, and no other person has been

appointed to chair the meeting, the members present and entitled to vote may appoint a person to chair the meeting.

9.6.3. The chairperson must conduct the meeting in a proper and orderly way and, subject to the Act, this constitution and any decision of the meeting, may determine matters of meeting procedure.

9.7. Voting at general meetings

9.7.1. Each member present and entitled to vote has one vote.

9.7.2. Except for a special resolution, a resolution is passed if a majority of members present, entitled to vote and voting vote in favour of the resolution.

9.7.3. A special resolution is passed if at least 75% of members present and entitled to vote on the resolution vote in favour of it.

9.7.4. If the votes are equal, the resolution is not passed.

9.7.5. A member is not entitled to vote if any membership fee, other fee or levy payable by the member is overdue at the date of the meeting. This clause applies whether or not the member's membership rights have been withheld under clause 3.2.

9.7.6. A challenge to a member's right to vote:

a. may only be made at the meeting; and

b. must be determined by the chairperson, whose decision is final for the purposes of the meeting.

9.7.7. The chairperson may determine the method of voting unless this constitution requires a particular method.

9.7.8. A secret ballot must be held if requested by at least 20% of the members present and entitled to vote.

9.7.9. If a secret ballot is held, the chairperson must appoint one or more people to conduct and count the ballot. A person appointed to conduct or count a ballot for an election of management committee members must not be a candidate in that election.

9.7.10. The chairperson must declare the result of each vote.

9.8. Proxies

9.8.1. Proxy voting is not permitted at general meetings.

9.9. Minutes of general meetings

9.9.1. The management committee must ensure that minutes are taken and kept of each general meeting.

9.9.2. The minutes must record:

a. the business considered at the meeting;

b. each resolution on which a vote is taken; and

c. the result of each vote.

9.9.3. Minutes may be kept electronically.

9.9.4. The minutes of each general meeting must be confirmed as accurate at a later general meeting.

9.9.5. After the minutes are confirmed, they must be signed or otherwise approved by the chairperson of the meeting at which they are confirmed.

9.9.6. If a member asks to inspect or receive a copy of the minutes of a general meeting, the secretary must, within 28 days after receiving the request:

a. make the minute book for that meeting available for inspection by the member at a mutually agreed time and place; and

b. give the member a copy of the minutes.

9.9.7. The club may require the member to pay the reasonable cost of providing the copy.

10. Secretary

10.1. Appointment or election of secretary

10.1.1. The club must have a secretary who:

a. is at least 18 years of age; and

b. resides in Queensland, or in another state but not more than 65 kilometres from the Queensland border.

10.1.2. The secretary may be:

a. a member elected as secretary at a general meeting to one of the management committee positions referred to in clause 6.4.1.d;

b. a management committee member appointed as secretary by the management committee; or

c. another person appointed as secretary by the management committee.

10.1.3. A person appointed as secretary under clause 10.1.2.c does not become a management committee member unless they are separately elected or appointed to the management committee in accordance with this constitution.

10.2. Vacancy and removal of secretary

10.2.1. If the office of secretary becomes vacant, the management committee must ensure that a secretary is appointed or elected within one month after the vacancy occurs.

10.2.2. A secretary appointed by the management committee may be removed as secretary at any time by the management committee.

10.2.3. If a secretary removed under clause 10.2.2 is also a management committee member, removal as secretary does not remove them from the management committee.

10.2.4. A secretary elected by members may be removed from office in accordance with clause 7.3.

10.2.5. The office of secretary also becomes vacant in any circumstance required by the Act.

10.3. Functions of secretary

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

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

b. ensuring minutes of meetings are prepared and kept;

c. maintaining the register of members;

d. maintaining the club's records and correspondence as required; and

e. performing any other functions required by the Act, this constitution or the management committee.

10.3.2. The secretary must ensure that any change of president, secretary or treasurer, or any change to the secretary's address, is notified within one month after the change occurs, as required by the Act.

11. Finance

11.1. Funds and accounts

11.1.1. The club must maintain one or more accounts in Queensland in its name with a financial institution decided by the management committee.

11.1.2. All money received by the club must be deposited into a club account as soon as practicable after receipt.

11.1.3. Subject to this constitution, the management committee may approve expenditure on behalf of the club.

11.2. Payments and financial controls

11.2.1. Payments by the club must be made in a manner approved by the management committee and in accordance with the Act.

11.2.2. A payment of $100 or more must be made by electronic funds transfer.

11.2.3. Subject to any authority given under clause 11.2.5, an electronic funds transfer must be authorised by at least two people approved by the management committee.

11.2.4. A payment must not be authorised by two people who are in a close personal or family relationship, or who live at the same address.

11.2.5. The management committee may give authority to the treasurer or another person to make payments up to a specified limit without requiring a second person to authorise the payment, provided the expenditure is approved or ratified by the management committee.

11.2.6. The management committee may approve petty cash, credit card or debit card arrangements and determine the conditions applying to those arrangements.

11.2.7. A credit card or debit card may only be used for club purposes and must not be used for cash withdrawals unless approved by the management committee.

11.2.8. All expenditure must be approved or ratified by the management committee and the approval or ratification must be recorded in the minutes.

11.3. Financial records

11.3.1. The management committee must ensure that the club keeps financial records that:

a. correctly record and explain its transactions, financial position and financial performance; and

b. enable the financial statements and any other financial documents required under the Act to be prepared.

11.3.2. The financial records must be kept in Queensland and for at least seven years.

11.3.3. The treasurer or another person authorised by the management committee must ensure that:

a. money received and payments made are properly recorded;

b. financial institution accounts are regularly reconciled; and

c. expenditure is supported by appropriate records and documentation.

11.4. Financial statements and reporting

11.4.1. For each financial year, the management committee must ensure that the club prepares the financial statements and any audit report, verification statement or other financial documents required under the Act.

11.4.2. The management committee must ensure that the financial documents required under the Act are presented to the annual general meeting and that any documents required to be lodged are lodged within one month after presentation, or within any other period lawfully permitted under the Act.

11.4.3. If a member asks to inspect or receive a copy of a financial document required under the Act, the secretary must comply with the request within 28 days.

11.4.4. The club may require the member to pay the reasonable cost of providing a copy.

11.5. Not-for-profit

11.5.1. The income and property of the club must be used only to promote its objects and must not be distributed, directly or indirectly, to members.

11.5.2. Clause 11.5.1 does not prevent the club from making a payment in good faith for:

a. reasonable remuneration for services provided to the club;

b. reimbursement of reasonable expenses incurred on behalf of the club;

c. goods supplied to the club;

d. rent for premises leased or made available to the club; or

e. interest on money lent to the club at a reasonable rate.

11.6. Financial year

11.6.1. The club's financial year ends on 30 September in each year.

12. General matters

12.1. Nominated address

12.1.1. The club must have a nominated address for the service of documents that is a place in Queensland where a document can be personally served.

12.1.2. The management committee may change the nominated address and must ensure any change is notified as required by the Act.

12.2. Notices

12.2.1. A notice required or permitted to be given to a member or management committee member under this constitution may be given:

a. in person;

b. by post to the person's address recorded in the register of members;

c. by email to the person's email address recorded in the register of members; or

d. by any other method approved by the management committee and permitted by law.

12.2.2. A notice required or permitted to be given to the club or the management committee may be given:

a. to a management committee member in person;

b. by post to the nominated address;

c. by leaving the notice at the nominated address; or

d. by email to the email address of the club or secretary.

12.2.3. A notice given under clause 12.2.1 is taken to have been given:

a. if given in person, when it is handed to the person;

b. if sent by post, five days after it is posted;

c. if sent by email, at the time the email is sent, unless the sender becomes aware that it was not delivered; and

d. if given in another way approved under clause 12.2.1.d, when it is received.

12.2.4. A notice given to the club or the management committee under clause 12.2.2 takes effect when it is received.

12.2.5. A member must keep the contact details recorded for them in the register of members current. A notice sent to the address or email address recorded in the register is validly given even if the member does not actually receive it.

12.3. Custody and access to records

12.3.1. The management committee must ensure the safe custody of the club's records, documents, instruments of title and securities.

12.3.2. A member may request a copy of this constitution. The secretary must provide a complete copy as soon as practicable and may require the member to pay the reasonable cost of providing the copy.

12.4. Common seal and execution of documents

12.4.1. The club may have a common seal.

12.4.2. If the club has a common seal:

a. its registered name must appear on the seal in legible characters;

b. the seal may only be used with the authority of the management committee; and

c. the seal must be kept in the custody of the secretary or another person authorised by the management committee.

12.4.3. Subject to the Act, the club may execute a document without using a common seal if the document is signed by a management committee member and countersigned by:

a. the secretary;

b. another management committee member; or

c. another person authorised by the management committee.

12.5. Alteration of constitution

12.5.1. This constitution may only be amended, repealed or replaced by special resolution at a general meeting.

12.5.2. The club must apply to register an amendment within three months after the special resolution is passed.

12.5.3. An amendment does not take effect until it is registered as required by the Act.

12.6. Bylaws

12.6.1. The management committee may make, amend or repeal bylaws for the proper management of the club.

12.6.2. Bylaws must be consistent with the Act and this constitution.

12.6.3. To the extent of any inconsistency between a bylaw and this constitution, this constitution prevails.

12.6.4. The management committee must make the bylaws available to members.

12.6.5. A bylaw may be set aside by a majority vote of members present, entitled to vote and voting at a general meeting.

12.7. Indemnity

12.7.1. To the extent permitted by law, the club indemnifies each management committee member, secretary and employee against liability incurred in good faith while acting for or on behalf of the club.

12.7.2. The indemnity under clause 12.7.1 does not apply to liability arising from wilful misconduct, fraud, dishonesty, gross negligence or a knowing breach of the law.

12.8. Insurance

12.8.1. At least annually, the management committee must consider whether the club needs public liability insurance.

12.8.2. The club must take out and maintain any insurance required by law and may take out and maintain any other insurance the management committee considers appropriate.

13. Winding up and cancellation

13.1. Winding up and cancellation

13.1.1. The club may be wound up voluntarily by special resolution.

13.1.2. The club may apply for cancellation of its incorporation by special resolution in accordance with the Act.

13.1.3. An application for cancellation under clause 13.1.2 must be made within one month after the special resolution is passed.

13.1.4. If the club is wound up or applies for cancellation of its incorporation, its surplus assets must not be distributed to any current or former member.

13.1.5. Subject to the Act, the surplus assets must be given to one or more entities:

a. having objects similar to the objects of the club; and

b. whose rules prohibit the distribution of income and assets to members.

13.1.6. The entity or entities to receive the surplus assets must be decided by special resolution, unless the Act provides otherwise.