

**BEAUDESERT RSL SERVICES CLUB INC.**

Incorporated Association number IA09084



**RULES**  
**(CONSTITUTION)**

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Beaudesert RSL Services Club Inc.  
**Rules (Constitution)**

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## Forward

The Beaudesert RSL Sub Branch opened its offices in Jane Street in 1919, and when the new council chambers were built in 1958 moved them there. In 1979 the Sub Branch purchased the existing site which was once the town's Post Office. Since redevelopment began in 1998 the club has stayed with the charming colonial exterior of its past. Members and their guests are greeted on the interior of the club with modern facilities and lighting.

The club was founded as a meeting place for returned service personal in the then Beaudesert Shire. As well as a venue to commemorate war service it also preserves the spirit of the commaradie of men and women who served or are serving in the defence of Australia.

The Beaudesert RSL Services Club Inc is a separate and distinct organisation to the Beaudesert RSL Sub Branch. The Club operates under the banner of the RSL.

We have many facilities on offer to our member's and guests. These facilities include: a bistro; bars; bottle shop and kids room.

Amongst other things the club also provide ongoing assistance and services to the families of those who made the ultimate sacrifice and community groups.

The Beaudesert RSL Services Club is a contemporary and evolving entity aimed to meet the social and entertainment needs of the Beaudesert and surrounding communities.

## 1. Name

The name of the Incorporated Association shall be “The Beaudesert RSL Services Club Inc” thereafter referred to as ‘**the Club**’.

## 2. Interpretation

The following definitions apply to abbreviations and terms used within these Rules:

**Act** means the *Associations Incorporation Act 1981*

**Age of majority** means the the age of majority as defined in section 17 of the *Law Reform Act 1995 Qld* “The age of majority is 18 years’

**CEO** means Chief Executive Officer of the Club.

**Committee** means the Management Committee of the Club.

**General Manager** means the General Manager of the Club.

**President** means President of the Club

**RSL** means the Returned and Services League of Australia

**RSLA** means the Returned and Services League of Australia

**Secretary** means Secretary of the Club

**Sub Branch** means that the Returned and Services League of Australia, Queensland Branch, Beaudesert Sub Branch.

**Notice in writing** means a letter or document served or delivered to the person by

- (a) delivering it to the person personally; or
- (b) leaving it at; or
- (c) Sending it by post, telex, facsimile, email text message (MMS – Multimedia Messaging Service), or (d) other similar facility, to the address last known to the Club.

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

## 3. Objects of the Club

3.1 The objects of the Club shall be:

- (1) To provide and maintain club premises, amenities and facilities for the general community, in particular those persons who have served or who are serving the Commonwealth of Australia in its Armed Forces; or

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- (2) The Armed Forces of the British Commonwealth of Nations or the Armed Forces of acknowledged allies engaged in similar wars or of similar service in armed forces to meet socially and to perpetuate the bonds of friendship created by mutual association in war or service within armed forces.
- (3) To provide and maintain club premises, amenities and facilities for its members, guests of members and bona-fide visitors.
- (4) To affiliate with any other body possessing like aims and objects upon such terms and conditions as may be mutually agreed.
- (5) To do all other such acts and things as are incidental or conducive to the attainment of the foregoing objectives.

## **4. Powers of the Club**

4.1 The Club has the powers of an individual

4.2 The powers of the Club are:

- (1) To manage the funds and other assets of the Club.
- (2) To subscribe to, become a member of, and cooperate with any association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Club, provided that the Club shall not subscribe to or support with its funds any other club organization which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Club under or under these Rules.

4.3 In furtherance of the objects of the Club:

- (1) To buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the benefit of persons legitimately using the facilities of the Club.
- (2) To enter into any arrangements with any government or authority that are incidental or conducive to the attainment of the objects and the exercise of powers of the Club and to comply with any such arrangements.
- (3) To obtain from any government or authority any rights, privileges and concessions which the Club may think it desirable to obtain and to carry out, exercise and comply with any such rights, privileges and concessions.
- (4) To appoint, employ, remove or suspend such managers, secretaries, servants, workmen, and other persons as may be necessary for the purposes of the Club.

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- (5) To invest and deal with the money of the Club not immediately required, in such manner as may from time to time be thought fit.
- (6) In furtherance of the objects of the Club, to lend and advance money or to give credit to, any person or body corporate and to demand guarantee or indemnities for the payment of money or the performance of contract or obligations by any person or body corporate.
- (7) To mortgage, lease, or grant surety of any of the Club's assets in the securing of a loan in the Club's name where such funds are to be used for the objectives of the Club as detailed within these Rules.
- (8) To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the property of the Club, or any money due to the Club from purchasers and others.
- (9) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Club, in the shape of donations, annual subscriptions or otherwise.
- (10) To print and publish any newspapers, periodicals, books or leaflets that the Club may think desirable for the promotion of its objects.
- (11) To establish a multi-media platform for the promotion of the Club's objectives and activities.
- (12) To make donations for patriotic, charitable or community purposes in cash or kind as deemed fit by the Management Committee.
- (13) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged.
- (14) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Club.

## **5. Membership**

### **Member Classification**

- 5.1 Membership of the Club shall consist of members who shall be of good repute and character, compatible with other members and who subscribe to the objects of the Club.
- 5.2 Classifications of membership are:
  - (1) Temporary Member
  - (2) Club Member



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- (3) Life Member
- (4) Independent Member

The number of members in each class shall be unlimited.

### Member Classifications Defined

5.3 Each class of membership is defined as follows:

- (1) **Temporary Member** – Any person who has attained the age of majority, who is of good character and repute and who applies for membership of the Club shall initially be granted temporary membership pending acceptance of their membership application.
- (2) **Club Member** – Any person who attained the age of majority and subscribes to the objectives of the Club and who is of good character and repute shall be eligible to be proposed as member of the Club.
- (3) **Life Member** – Any member of the Club with conspicuous service rendered to the Club, may be elected as a Life Member. The Management Committee of the Club may select and nominated a person to be elected as a Life Member of the Club. The election of a person to be a Life Member must be at an Annual General meeting of the Club. Upon being elected as a Life Member the person will be exempt from payment of subscription, in all other respects the person shall have the same benefits, privileges, responsibilities and obligations of a Club Member.

No more than two (2) Life Members may be elected in any one (1) year.

- (4) **Independent Member** - An Independent Member is a club member appointed to the Management Committee by invitation of the Management Committee. An Independent Member may be a Social Member of the Club.
  - (a) The term of a person holding Independent Membership shall be determined by the Management Committee. Independent Membership may be terminated by the Management Committee at any time.
  - (b) An Independent Member may be exempted from the payment of membership fees.
  - (c) In accordance with good corporate governance, the role of an Independent Member is to bring to the Management Committee:
    - (i) An Independent view aside from a Service and Associate Members' view of conducting the management and affairs of the Club.

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- (ii) An individuals' skills and commercial expertise that may be otherwise unavailable in either the Services or Associate Membership of the club.

On appointment of an Independent Member the Management Committee shall determine the terms and conditions of the Independent Member. The terms and conditions will be detailed in a letter of appointment, which is to be signed by the President of the Club and countersigned by the Independent Member.

### Automatic Membership

5.4 A person who was a:

- (1) Service Member;
- (2) Associate Member; or
- (3) Social Member

On or before a day fixed by the Management Committee will be admitted as a Club Member.

5.5 The day fixed by the Management Committee must be no longer than three (3) months after these Rules are accepted by a majority vote of members present at the Special General Meeting convened for the purpose of adopting these Rules.

### Application for New Membership

5.6 Every person making application for membership of the Club for any class of membership (other than Independent Member) of the Club must

- (1) be made in writing, in such form as the Committee from time to time prescribes and signed by the applicant,
- (2) be proposed and seconded by financial Club Members; and
- (3) Be accompanied by the prescribed membership fee.

### Admission of New Members

5.7 After the receipt of any application, the application must be considered and determined by the Management Committee at the next meeting of the Committee.

5.8 In deciding the application the Committee must satisfied that the applicant:

- (1) has attained the age of majority (18 years)
- (2) is of good character and repute; and
- (3) Has paid the prescribed membership fee.

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- 5.9 A decision about the acceptance or rejection of the application must be decided by a majority of the members of the Management Committee present at the meeting.
- 5.10 As soon as practicable after an application for membership has been decided regardless of the outcome the Secretary will give notice in writing to the applicant about the acceptance or rejection of the application.
- 5.11 If the application for membership to the Club is accepted the notice to applicant shall include a copy of the Club's Rules and policies or a link to the Club's internet site, where the Club's Rules and policies can be found.
- 5.12 Each member shall receive a membership card issued, which must be present on each occasion the member enters the Club premises.
- 5.13 The membership card issued to a Club Member will display:
- (1) The member's name;
  - (2) The membership number assigned to the member;
  - (3) The term of the membership;
  - (4) The class of membership; and
  - (5) The month and year of membership expiry.
- 5.14 Membership of a Club Member may be for:
- (4) One (1) years; or
  - (5) Five (5) years.
- 5.15 If an application is rejected, the Secretary shall refund the amount of any fee paid.

**Members in Arrears**

- 5.16 A membership must be paid by the expiry date shown on their membership card.
- 5.17 There will be one month grace before loss of membership and points.
- 5.18 Non-financial Members shall not be eligible to participate in any Club promotions.

**Rules Policies and Codes**

- 5.19 All members of the Club and any guest to the Club are bound by and must comply with these rules, policies and codes of the Club as published from time to time.

## **6. Register of Members**

### **Club Membership Register**

- 6.1 The Committee will ensure that a Register, the Club Membership Register, is established and maintained to record information about each member of the Club.
- 6.2 The information to be recorded in the Register, about each member, includes:
- (1) The name and address of each member;
  - (2) The contact information for each member, including telephone number/s and email address;
  - (3) The date the member was accepted or rejected as a member of the Club;
  - (4) The membership number assigned to each member;
  - (5) Particulars about each member's:
    - (a) resignation/s
    - (b) Suspension;
    - (c) Termination;
    - (d) Reinstatement; and
    - (e) Death;
  - (6) Any other particulars or information the Committee or the members of the Club may require from time to time.
- 6.3 The register shall be open for inspection at a reasonable time by any member, provided the member:
- (a) makes application in writing to the Secretary to inspect their record in the register;
  - (b) The reason or reasons for the inspection

To remove all doubt a member may only view their own record and may not inspect the record of any other member or person.

- 6.4 The Club will, where applicable, comply with Australian and Queensland Privacy Principles and Rules.

### **Prohibition of Use of Information in Club Membership Register**

- 6.5 A member of the Club must not—

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- (1) use information obtained from the register of members of the association to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes; or
  - (2) Disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes.
- 6.6 Clause 6.5 does not apply if the use or disclosure of the information is approved by the association and the use or disclosure is for Club related purposes.

*Example-*

The Management Committee may approve the use of information in the Club Membership Register to advertise and promote Club activities and to disseminate Club news.

## **7. Guests**

- 7.1 Members and Reciprocal Members may introduce guests to the Club.
- 7.2 The guest's name shall be printed on the supplied form together with the Member's signature, reciprocal club name and reciprocal club membership number.
- 7.3 All members, reciprocal members and any guest to the Club are bound by and must comply with the rules, policies and codes of the Club as published from time to time.

## **8. Membership Fees**

- 8.1 The membership fees for the next financial year will be decided at the July meeting of the Management Committee each year.
- 8.2 The membership fees for the renewal of Club membership must be paid by the Club Member by the last day of the month in which the membership expires.
- 8.3 At the discretion of the Management Committee an Independent Member may be made exempt from the payment of membership fees.

## **9. Complaints**

### **Making a Complaint**

- 9.1 No member shall make any derogatory or insulting remark against the Club or against any other Member of the Club or at any time criticise or make any allegations of impropriety or misconduct to or against any servant or employee of the Club, without first advising of the complaint to the Committee. Any

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persons making such a complaint, shall, subject to these Rules, abide by any direction given by the Committee.

- 9.2 A complaint by a Member against the Club, another Member, a servant or an employee of the Club shall be lodged in writing and signed by the complainant, together with the names of any witnesses, within three (3) working days of the date of occurrence.
- 9.3 The Secretary shall give notice in writing to the Member or individual complained about, detailing information about the complaint brought against the Member or individual and request the Member or individual to attend a meeting of the Committee or a Sub Committee formed for the purpose of hearing the complaint.
- 9.4 The notice must be handed to the Member or individual or sent by registered mail. A reasonable time must be afforded the Member or individual to prepare a defence.
- 9.5 The Secretary shall give notice in writing to the complainant requesting the complainant to attend the same meeting to present their case.
- 9.6 The meeting of the Committee or Sub Committee shall hear the evidence of both parties, decide the matter and if necessary, impose any disciplinary action.

### **Complaint Hearing Rules**

- 9.7 Any party involved in complaint hearing is entitled to be legally represented at the hearing of the complaint.
- 9.8 No cross-examination will be allowed.
- 9.9 No person involved in the complaint is to take part in any deliberation on the complaint.
- 9.10 In all instances the Committee or Sub Committee hearing a complaint must comply with the rules of natural justice.
- 9.11 On completion of the hearing, the Secretary is to inform all parties in writing of any decision made by the Committee or Sub Committee within fourteen (14) days.

## **10. Termination of Membership**

### **Termination by Member**

- 10.1 A Member may resign their membership of the Club at any time by giving notice in writing to the Secretary. Such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.

## Termination by the Committee

- 10.2 The Committee may consider whether a membership shall be suspended or terminated if a member.
- (1) is or no longer a person of good character and repute;
  - (2) fails to comply with any of the provisions of the rules detailed in these Rules or rules, policies and codes of the Club as published from time to time;
  - (3) has Membership fees in arrears for a period of one (1) month or more;  
or
  - (4) Conducts themselves in a manner considered to be injurious or prejudicial to the character or interest of the Club.
- 10.3 The member concerned shall be given a full and fair opportunity of presenting a case and if the Management Committee resolves to suspend or terminate membership it shall instruct the Honorary Secretary to give notice in writing to the member advising the member of the decision of the Committee.

## Rights after Membership Termination

- 10.4 Any person on ceasing to be a Member shall have no rights whatsoever to claim upon the Club, its property and its assets.

## **11. Appeal against Rejection, Suspension or Termination of Membership**

- 11.1 A person whose application for membership is rejected or whose membership has been suspended or terminated may, within one (1) clear month of receiving written notification thereof, lodge with the Secretary a written notice of intention to appeal against the decision of the Committee.
- 11.2 Upon receipt of a notification of intention to appeal against rejection, suspension or termination of membership, the Secretary shall convene within three months of the date of receipt of such notice, a Special Management Committee Meeting of the Members of the Club for the purpose of determining the appeal.
- 11.3 At the Special Management Committee Meeting convened to hear an appeal, the appellant shall be given the opportunity to fully present their case.
- 11.4 The Committee and those Members thereof who rejected the application for membership or who determined suspension or termination of membership subsequently must all attend the meeting and will have the opportunity of presenting its or their case.
- 11.5 The appeal shall be determined by the vote of Club Members present and eligible to vote, at the Special Management Committee Meeting.

## **12. Membership of Management Committee**

### Establishment of Management Committee

- 12.1 The management and control of the Club shall be invested in a Management Committee.
- 12.2 The Management Committee shall consist of:
- (1) Executive
  - (2) Committee Member;
  - (3) Independent Members as detailed in this constitution; and
  - (4) The Chief Executive Officer of the Club (CEO) and/or the General Manager.

### Executive Members

- 12.3 The Executive shall consist of:
- (1) a President;
  - (2) a Vice president;
  - (3) an Honorary Treasurer; and
  - (4) An Honorary Secretary.
- 12.4 The Honorary Secretary and Honorary Treasurer positions may be the same person.
- 12.5 To be eligible to be a member of the Executive the person must:
- (1) be a financial member of the Club; and
  - (2) Have been an elected member of the Management Committee and for a continuous period of no less than one (1) year.
- 12.6 Executive Members of the Management Committee shall serve for an initial period of one (1) year.
- 12.7 A Club Member who is elected to a position on the Executive may only serve as a member of the Executive for a period of not more than four (4) continuous years.
- 12.8 In the event there are no suitable nominations for Club Members to serve on the Executive and the Club Member has served four (4) years on the Executive the term of the Executive Club Member may be extended for a period of one (1) year.



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- 12.9 To remove any doubt a Club Member maybe eligible to be again nominated for a position on the Executive after serving as a member of the Management Committee for at least one (1) year.

**Committee Members**

- 12.10 Committee Members shall comprise no fewer than three (3) and not more than eight (8) Club Members.
- 12.11 To be eligible to be a Member of the Management Committee the person must:
- (1) be a financial member of the Club;
  - (2) have been a financial member of the Club for a continuous period of not less then two (2) years; and
  - (3) Their conduct as a Club Member has been in accordance with the rules and policies of the Club and society generally.
- 12.9 Committee Members of the Management Committee shall serve for an initial period of one (1) year.

**Independent Member**

- 12.10 Independent Members may also be part of the Management Committee of the Club.
- 12.11 A Club Member may be appointed as an Independent Member.
- 12.12 An Independent Member may serve on the Management Committee for the duration of the time specified in their Letter of Appointment.
- 12.13 There shall be no more than two (2) Independent Members on the Management Committee at any time.

**Chief Executive Officer/General Manager**

- 12.14 As a member of the Management Committee the Chief Executive Officer and/or the General Manager of the Club (CEO) may:
- (1) Attend meetings of the Management Committee;
  - (2) Present reports as requested about the management and operations of the Club; and
  - (3) Make recommendations to the Management Committee about the management and operations of the Club.
- 12.15 The Chief Executive Officer and the General Manager is not entitled to vote on matters affecting the management and operations of the Club.

## Meeting Attendance

- 12.16 Any Member of the Committee who is absent from three (3) consecutive meetings of the Committee without apology to the Secretary will be deemed to have disqualified themselves from the Committee.

## 13. Functions of the Management Committee

### General Functions

- 13.1 Except as provided for by these Rules and subject to resolution of Members of the Club carried out at any General Meeting, the Management Committee shall:

- (1) have the general control and management of the administration of the affairs, property and funds of the Club: and
- (2) Have the authority to interpret the meaning of these Rules and any matter relating to the Club on which these Rules are silent, any interpretation must have regard to the Act, including any regulation made under the Act.

*Note –*

The Act prevails if the Club's Rules are inconsistent with the Act. (refer section 1B of the Act)

- (3) The management committee may exercise the powers of the association—
  - (a) To borrow, raise or secure the payment of amounts in a way the members of the association decide; and
  - (b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the associations property, both present and future; and
  - (c) To purchase, redeem or pay off any securities issued; and
  - (d) To borrow amounts from members and pay interest on the amounts borrowed; and
  - (e) To mortgage or charge the whole or part of its property; and
  - (f) To issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association; and
  - (g) To provide and pay off any securities issued; and

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- (h) To invest in a way the members of the association may from time to time decide.
- (4) For clause (3)(d) of this rule, the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by—
  - (a) The financial institution for the association; or
  - (b) If there is more than 1 financial institution for the association—the financial institution nominated by the management committee.

**Power to Appoint**

- 13.2 The Management Committee may appoint suitably qualified and experienced persons to carry out the functions of:
  - (1) Chief Executive Officer; and/or
  - (2) General Manager.
- 13.3 The Chief Executive Officer and General Manager may be the same person.
- 13.4 Management Committee may on reasonable grounds terminate or dismiss the employment or engagement of the:
  - (1) Chief Executive Officer; or
  - (2) General Manager.
- 13.5 Notice in writing about the termination or dismissal shall be given to the person giving reasons for the termination and dismissal.
- 13.6 The person must be given a full and fair opportunity of presenting a case to the Management Committee.
- 13.7 In cases the rules of natural justice and procedural fairness must be considered and applied.
- 13.8 The duties and functions of the Chief Executive Officer and/or the General Manager are amongst other things:
  - (1) To oversee the daily operations of the Club;
  - (2) To ensure the creation and implementation of a strategy designed to grow the club;
  - (3) The development of key performance *goals* for functions and direct reports; and
  - (4) Other things as determined and directed by the Management Committee.

## Functions of secretary

- 13.8 The secretary's functions include, but are not limited to—
- (1) Calling meetings of the Club, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the association; and
  - (2) Keeping minutes of each meeting; and
  - (3) Keeping copies of all correspondence and other documents relating to the Club; and
  - (4) Maintaining the register of members of the Club

## 14. Election of the Management Committee

- 14.1 The election of the executive and committee members of the management committee shall be elected at the Annual General Meeting or any General Meeting of the incorporated association in accordance with the following rules.
- 14.2 At the Annual General Meeting of the club, all members of the committee, including the Executive, (excluding independent members) for the time being shall retire from office, but shall be eligible upon nomination for re-election.

### Executive

- 14.3 Prior to the Annual General Meeting nominations for the Executive Committee shall be in writing, proposed by one and seconded by another Club Member and signed by the nominee agreeing to the nomination.
- 14.4 To be eligible to be a member of the Executive the person must:
- (1) be a financial member of the Club; and
  - (2) Have been an elected member of the Management Committee and for a continuous period of no less than two (2) years.

### Committee Members

- 14.5 Prior to the Annual General Meeting nominations for the Committee shall be in writing, proposed by one and seconded by another Club Member and signed by the nominee agreeing to the nomination.
- 14.6 To be eligible to be a Member of the Management Committee the person must:
- (4) be a financial member of the Club; and
  - (2) Have been a financial member of the Club for a period of no less than one (1) year.

## Independent Members

- 14.7 Independent Members shall have their appointment confirmed at each Annual General Meeting.
- 14.8 An Independent Member may be appointed by invitation of the newly elected Management Committee at the first meeting or subsequent meeting of the Management Committee following the annual general meeting
- 14.9 Previous appointed Independent Members may continue to be part of the Management Committee until such time as determined by their individual agreements and by these rules.

## Nominations

- 14.10 All nominations shall be lodged with the Secretary at least fourteen (14) clear days before the day of the Annual General Meeting at which the election is to take place.
- 14.11 A list of candidate's names in alphabetical order, and the office for which each is nominated together with the names of each Club Member nominating and seconding the nomination shall be posted in the foyer of the Club's premises and on all Club notice boards for a least seven (7) days immediately preceding the date set for the holding of the Annual General Meeting.
- 14.12 If necessary, Ballot Lists shall be prepared containing the names of the candidates, the order of which shall be determined by the drawing of lots.

## Election

- 14.13 Each Club Member present at the Annual General Meeting shall be entitled to one vote for any number of such candidates not exceeding the number of vacancies.
- 14.14 Should at the commencement of the voting procedures there be an insufficient number of candidates, nominations may be taken from the floor.
- 14.15 The election of the Management Committee shall be carried in the following order:
- (1) President;
  - (2) Vice President;
  - (3) Honorary Secretary;
  - (4) Honorary Treasurer; and
  - (5) Committee Members.

**Rules (Constitution)**

- 14.16 Any person who is nominated for any office shall, if not elected to that office, be automatically eligible for election to any other office for which that person may have been nominated.
- 14.17 If there is more than the required number of nominated Club Members for any position an election by ballot shall take place, but if there is only the prerequisite number nominated, the Chairman of the Annual General Meeting of the Club shall declare those nominations duly elected.
- 14.18 An appointed Returning Officer, who shall have scrutineers appointed by the Committee to assist with the counting of votes, shall conduct the ballot.
- 14.19 At the closing of the ballot, the Returning Officer shall proceed with the examination of the voting papers and shall report the result to the chairman who shall declare such candidate or candidates who receive the greatest number of votes, to be duly elected.
- 14.20 If there is any doubt as to the formality of the voting paper the matter shall be referred to the chairman whose decision shall be final.
- 14.21 In the event of an equal number of votes in favour of one or more candidates, the Chairman of the meeting shall have the casting vote so as to ensure the election of not more Members than are necessary to fill the vacancies.
- 14.22 Club Members, who are employees of the Club, are not eligible for nomination or election to the Management Committee at any Annual General Meeting of the Club.
- 14.23 A Club Member under suspension is not eligible for nomination or election to the Management Committee at any Annual General Meeting of the Club.
- 14.24 The provisions of Rule 14.23 apply even if the Club Member has lodged an appeal against the suspension.

## **15. Meeting of the Management Committee**

### **Frequency of Meeting**

- 15.1 The Management Committee shall meet at least once each calendar month to exercise the function/s of the Management Committee. Refer Part 13 of these Rules.
- 15.2 Subject to the provisions to these Rules, the Management Committee may meet together and regulate its proceedings as it deems fit to ensure the good and proper management of the Club.

### **Quorum**

- 15.3 At every meeting of the Management Committee a simple majority of a number equal to half plus one of the number of Members of the Committee as at the close of the last General Meeting of the Members, shall constitute a quorum.

**Rules (Constitution)**

*Example-*

If the number of members of the Management Committee, including Executives, as elected at the Annual General Meeting of the Club is eight (8) than a there must be five (5) members present at the Management Committee meeting .

### Quorum Not Present

- 15.4 If within half an hour from time appointed for the commencement of the meeting a quorum is not present, the meeting, if convened upon the requisition of Members of the Management Committee, shall lapse.
- 15.5 In any other case it 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 Management 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.

### Convening of a Special Meeting

- 15.6 A special meeting of the Management Committee shall be convened when such requirement arises by:
- (1) the President;
  - (2) the Vice President;
  - (3) delegated member of the Management Committee; or
  - (4) On the request in writing signed by not less than one third of the Members of the Management Committee. The must clearly state the nature of the business to be transacted at the Special Meeting.

### Notice of Special Meeting

- 15.7 The Secretary shall give not less than seven (7) clear days of notice to Members of the Management Committee of any Special Meeting of the Management Committee.
- 15.8 Such notice shall clearly state the nature of the business to be discussed at the Special Meeting.
- 15.9 When a special meeting of the Management Committee is convened only the business stated in the notice about the meeting is to be transacted.

### Majority of Votes

- 15.10 Questions arising at any meeting of the Management Committee shall be decided by a simple majority of votes and, in the case of equality of votes, the Chairman shall have the casting vote.

## Conflict of Interest

- 15.11 A member of the Management Committee shall not vote in respect of any contract or proposed contract with the Club in which he holds an interest, or any matter arising there from.

## Appointed Chairman

- 15.12 The President shall preside as Chairman at every meeting of the Management Committee, or if there is no President, or if at any meeting, he is not present within fifteen (15) minutes after the time appointed for holding the meeting, the Vice President shall be the Chairman or if the Vice President is not present at the meeting then the Members may choose one of their number to be the Chairman of the meeting.

## Minutes

- 15.13 The Secretary shall cause concise and accurate minutes of all questions, matters, resolution and other proceedings of every Management Committee Meeting to be entered in a minute book.
- 15.14 The minute book is to be open for inspection, at reasonable times, by any financial Club Member, who make application to the Secretary for that inspection.

## Verification of Minutes

- 15.15 For the purpose of ensuring the accuracy of the recording of such minutes, the minutes of every Management Committee Meeting shall be signed by the Chairman of that Management Committee Meeting or the Chairman of the next Management Committee Meeting, verifying their accuracy.

## Attendance at Management Committee Meeting

- 15.16 Only elected Members of the Management Committee may attend Management Committee Meetings but guests may be invited at the request of the President who may grant guests permission to speak.

# **16. Delegation of Powers of the Management Committee**

## Formation of a Sub-Committee

- 16.1 The Management Committee may delegate any of its powers to a sub-committee consisting of any such Members of the Club as the Management Committee thinks fit.
- 16.2 The Management Committee may not delegate its powers to a sub-committee on matters relating to election or suspension of Members and termination of membership.



**Rules (Constitution)**

- 16.3 Any sub-committee so formed shall in the exercise of its delegated powers conform to any regulation that may be imposed on it by the Management Committee.

**Frequency of Meeting**

- 16.4 A sub-committee may meet and adjourn as it thinks proper or as directed by the President of the Management Committee.

**Appointment of Chairman**

- 16.5 A sub-committee may elect a Chairman of its meetings.
- 16.6 If no such Chairman is elected, or if at any meeting the Chairman is not present within fifteen (15) minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairman of the meeting.

**Voting**

- 16.7 Questions arising at any meeting shall be determined by a simple majority vote of the Members present and, in the case of equality of votes, the Chairman shall have the casting vote.
- 16.8 Voting by proxy is not permitted.

**17. Resolution of Management Committee without Meeting**

- 17.1 A resolution in writing signed by all the Members of the Management Committee for the time being entitled to receive notice of a meeting of the Management Committee shall be as valid and effectual as if it had been passed at a meeting of the Management Committee duly formed and held.
- 17.2 Any such resolution may consist of several documents in like form, each signed by one or more members of the Management Committee.

**18. Resignation or Removal from the Management Committee**

**Resignation**

- 18.1 Any member of the Management Committee wishing to resign from membership of the Committee must give notice in writing to the Secretary.
- 18.2 Such resignation shall take effect at time such notice is received by the Secretary unless a later date is specified in the notice when it will take effect on the later date.

## Removal

- 18.3 A Member deemed by the Management Committee by a majority vote to be unsuitable for the position by reason of misconduct or other offence previously specified may be removed from office at a meeting of the Management Committee where that Member shall be given the opportunity to fully present a case.
- 18.4 Appeal against such removal shall be conducted within the same procedure as laid out in Part 11 of these Rules.

## **19. Vacancies on Management Committee**

### Appointment of Casual Vacancy (Non – Executive Committee)

- 19.1 The Management Committee shall have the power at any time to appoint any financial Club Member, who has voting rights and who, under these Rules, satisfies the requirements under these Rules to fill any non-executive casual vacancy on the Management Committee until the next Annual General Meeting.

### Appointment of Casual Vacancy (Executive Committee Member)

- 19.2 The Management Committee shall have the power at any time to appoint any financial Club Member who has voting rights and who, under these Rules, satisfies the requirements to hold an Executive position on the Management Committee, to fill any Executive Position casual vacancy on the Management Committee until the next Annual General Meeting.

### Quorum with Casual Vacancy

- 19.3 The continuing Members of the Management Committee may act, notwithstanding any casual vacancy in the Management Committee, but if and so long as their number is reduced below the number fixed by or pursuant to these Rules as the necessary quorum of the Management Committee, the continuing Member or Members may act for the purpose of increasing the number of Members of the Management Committee so that of a quorum for summoning a Management Committee Meeting of the Club, but for no other purpose.

## **20. Annual General Meeting or Special General Meeting**

### Annual General Meeting

- 20.1 The Annual General Meeting shall be held within three months of the close of the Club's financial year (31<sup>st</sup> December) on a day and at a place and time to be determined by the Management Committee.
- 20.2 The business to be conducted at the Annual General Meeting (AGM) shall be:
- (1) The receiving of the Management Committee's report and the statement of income and expenditure, assets and liabilities;

**Rules (Constitution)**

- (2) The receiving of the Auditor's report upon the books and accounts for the preceding financial year
- (3) The election of the Executive and Members of the Management Committee;
- (4) Confirmation of the appointment of the Independent Members of the Management Committee who are to remain members of the Management Committee for the ensuing year;
- (5) The appointment of an Auditor; and
- (6) The appointment of an Honorary Solicitor.

### Special General Meeting

20.3 The Secretary shall convene a Special General Meeting:

- (1) On the request in writing signed by not less than one third of the Members of the Management Committee, the request shall clearly state the reasons why such special General Meeting is being convened and the nature of the business to be transacted thereat;
- (2) On being given a notice in writing of an intention to appeal against the decision of the Management Committee to reject an application for membership or to terminate or suspend the membership of any person;

### Notice

20.4 The Secretary shall convene an Annual General Meeting or a Special General Meeting of the Club by giving not less than fourteen (14) days notice of any such meeting to the Members of the Club and any such notice shall clearly state the nature of the business to be discussed thereat.

### Manner of Notice

20.5 The manner by which such notice shall be given shall be determined by the Committee, provided that notice of any meeting convened for the purpose of hearing and determining the appeal of a Member against the rejection, termination or suspension of membership by them Management Committee shall be given in writing.

20.6 Notice about the meeting must be posted on a Club notice board in the foyer of the Club's premises for at least seven (7) days immediately preceding the date set for the holding of the meeting.

### Quorum

20.7 At any General Meeting or Special General Meeting the number of Members required to constitute a quorum shall be the number on the Management Committee plus one.

**Rules (Constitution)**

- 20.8 No business shall be transacted at any Special General Meeting unless a quorum of Club Members are present at the time when the meeting proceeds to business.

**No Quorum**

- 20.9 If within half an hour from the time appointed for the commencement of a General Meeting, a quorum is not present, the meeting, if convened upon the request of Members of the Management Committee, shall lapse. In any other case, it 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 Club Members present shall be the quorum.

**Adjourned Meeting**

- 20.10 The Chairman 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.
- 20.11 When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of the adjourned meeting. Save as foreshaid, it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

## **21. Conduct of a General Meeting or Special General Meeting**

- 21.1 Unless otherwise provided for in these Rules listed below shall apply to all General meetings.
- (1) **Chairman.**  
The President shall preside as Chairman, or if there is no President, or if he is 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 be the Chairman or if the Vice President is not present or unwilling to act then the Members present shall elect one of their number to be Chairman of the meeting.
  - (2) **Maintenance of Order.**  
The Chairman shall maintain order and conduct the meeting in a proper and orderly manner.
  - (3) **Determinations.**  
Every question, matter or resolution shall be decided by a majority of votes of the eligible Members present.

**Rules (Constitution)**

- (4) **Voting.**  
Only Club Members present shall be entitled to vote and in the case of an equality of votes the question shall be resolved by the Chairman.
- (5) **Method of Voting.**  
Voting shall be by a show of hands or a division of members, unless not less than one third of the Members present demand a secret ballot, in which event there shall be secret ballot.
- (6) **Secret Ballot.**  
The Chairman shall appoint two members to conduct the secret ballot in such manner as he shall determine and the result of the ballot as declared by the Chairman shall be deemed to be resolution of the meeting of which the ballot was deemed.
- (7) **Proxies**  
voting by proxy is not permitted.
- (8) **Minutes.**  
The Secretary shall cause concise and accurate minutes of all question, matters, resolutions and other proceedings of every General Meeting to be entered in a book to be open for inspection at all reasonable times by any financial members who previously apply in writing to the Secretary for that inspection.
- (9) **Verification of Minutes.**  
For the purpose of ensuring the accuracy of the recording of such minutes, the minutes of every General Meeting shall be signed by the Chairman of that General Meeting, Special General Meeting or Annual Meeting or the respective Chairman of the next respective General Meeting, Special General Meeting or Annual General Meeting verifying their accuracy.

## **22. Club By-Law**

- 22.1 The Management Committee may from time to time make, amend or repeal By-Laws, not inconsistent with these Rules, for the internal management of the Club.
- 22.2 Any By-Law may be set aside by a General Meeting

## **23. Alterations of Rules**

- 23.1 Subject to the *Associations Incorporation Act 1981*, as amended, these Rules may be amended, repealed or added to by a special resolution carried at a general meeting.
- 23.2 However, an amendment, repeal or addition is valid only if it is registered by the Chief Executive.

## **24. Club Common Seal**

- 24.1 The Management Committee shall provide for a Common Seal and for its safe custody.
- 24.2 The Common Seal shall only be used by the authority of the Management Committee and every instrument to which the seal is affixed shall be signed by a member of the Management Committee and shall be countersigned by the Secretary or by a second Member of the Management Committee or by some other person appointed by the Management Committee for that purpose.

## **25. Club Funds and Accounts**

- 25.1 The funds of the Club shall be deposited as the Management Committee may from time to time direct in the name of the Club in any institution registered under the Australian Financial Services legislation.
- 25.2 Proper books and accounts shall be kept and maintained either in written, electronic or printed form in the English language showing correctly the financial affairs of the Club and the particulars usually shown in books of a like nature.
- 25.3 All moneys shall be deposited as soon as practicable after receipt thereof.
- 25.4 All accounts shall be authorised and signed by any two of the President, Secretary, Treasurer or other Person authorised from time to time by the Management Committee.
- 25.5 Payment of Club accounts may be transacted electronically in accordance with the by-laws of the Club governing such transactions.
- 25.6 In the event of Club accounts being paid by cheque all cheques shall be crossed 'Not Negotiable'.
- 25.7 The Management Committee shall determine the amount of petty cash that shall be kept on an imprest system of account.
- 25.8 All expenditure shall be approved or ratified at a Management Committee meeting.
- 25.9 As soon as practicable after the end of each financial year the Treasurer shall cause to be prepared a statement containing particulars of:
  - 25.9.1 the income and expenditure for the financial year just ended, and
  - 25.9.2 the assets and liabilities, charges and securities affecting the property of the Club at the close of the year
- 25.10 The statement shall be examined by the auditor who shall present his report upon such audit to the Secretary prior to holding of the Annual General meeting next following the financial year in respect of which such audit was made.

**Rules (Constitution)**

- 25.11 The income and property of the Club when so ever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Club.
- 25.12 It is provided that nothing herein contained shall prevent the payment in good faith of interest to any such members in respect of monies advanced by him to the Club or otherwise owing by the Club to him of remuneration to any officers or servants of the Club or to any member of the Club or other person in return for any services actually rendered to the Club. It is further provided that nothing herein contained shall be construed so as to prevent the payment or repayment to any Member of out of pocket expenses, money lent, reasonable charges for goods hired by the Club or reasonable and proper rent for premises demised let to the Club.

## **26. Club Documents**

- 26.1 The secretary shall provide for the safe custody of books, documents, instruments of title and securities of the Club.
- 26.2 The Club will apply the Australian Privacy Principles, as applicable, to safeguard the privacy of the personal information of members.
- 26.3 The Management Committee will develop and implement policies and procedures collect and manage personal information of members.

## **27. Club Financial Matters**

### Financial Year

- 27.1 The financial year of the Club will commence on the first day of January each year.
- 27.2 The financial year of the Club will end on the thirty-first day of December each year.

### General Financial Matters

- 27.3 On behalf of the management committee, the Treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- 27.4 The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.

## **28 Distribution of Surplus Club Assets**

- 28.1 If the Club shall be wound up in accordance with the provisions of the *Associations Incorporation Act 1981* as amended, and there remains after satisfaction of all its debts and liabilities, any property whatsoever, the same

**Rules (Constitution)**

shall not be paid to or distributed among the Members of the Club, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Club, and which shall prohibit the distribution of its or their income of the Club under or by virtue of these Rules such institution or institutions to be determined by the Members of the Club.

## **29 Acknowledgement**

- 29.1 Should such letters be used in the name of the Club, the Club acknowledges that the RSL National has consented to the use of the letters RSL in the name of the Club.
- 29.2 If in future the RSL National so directs in writing, the Club will change its name to a name not including the letters RSL, and will thereafter cease to use or display in any manner whatsoever any letterhead, badge, symbol, notice or the like, which in any way indicates a connection or possible connection with the RSL National.

Club President

Club Chief Executive Office