

SUNSHINE COAST/GYMPIE RUGBY FOOTBALL
LEAGUE LTD

AUSTRALIAN COMPANY NUMBER 010 017 777

A Company Limited by Guarantee

CONSTITUTION

ADOPTED 14 JULY 2025



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Preamble

The Sunshine Coast Gympie Rugby Football League (SCGRFL) is established to promote, foster, and govern the sport of rugby league across the Sunshine Coast and Gympie regions. As the peak body for senior rugby league in the area, SCGRFL is committed to the development, sustainability and success of its member clubs, players, coaches, match officials and volunteers.

SCGRFL is responsible for the management and administration of senior rugby league competitions within its jurisdiction. This includes overseeing competition structures, enforcing rules and regulations, coordinating match scheduling and officiating, implementing player development initiatives and ensuring compliance with Queensland Rugby League policies. It also provides guidance and support to member clubs, promoting best practices in governance, financial management and club operations to ensure the long-term sustainability of the sport.

Board Composition and Governance

A board is elected by the member clubs and associations on an annual basis. Acting in the collective interests of the membership and the company, board members are charged with pursuing the SCGRFL's strategic goals and objectives. The board holds the authority to make decisions in accordance with governing legislation and this constitution. Board members are expected to exercise care and diligence in their decision-making to ensure the organisation remains sustainable and responsive to the evolving needs of the sport.

Meetings and Communication

The board convenes regularly to address operational and strategic matters. It also provides updates to members through various channels, including scheduled information forums (currently known as combined presidents' meetings). These gatherings are designed to share developments and seek feedback but they are not classified as general meetings. As a result, no spontaneous voting or special resolutions may be introduced. General meetings or special meetings, convened in accordance with the constitution, provide the formal mechanism for member decision-making on significant matters.

Operations

The board is empowered to manage the company's affairs following agreed bylaws and an operations manual. These instruments outline procedures for everyday business, ensuring transparent and efficient administration that supports the objectives of the SCGRFL and aligns with the best interests of its stakeholders.

1. Introductory provisions

1.1. Definitions

1.1.1. In this constitution:

- a. **act** means the *Corporations Act 2001(Cth)* as modified and amended from time to time and includes any regulations made under that Act and any exemption or modification to that Act applying to the company;
- b. **appointed board member** means a board member who is appointed by the board to one of two appointed board member positions;
- c. **ASIC** means the Australian Securities and Investments Commission;
- d. **board** means the board members for the time being constituted as provided for in the constitution;
- e. **board member** means director, as defined by the Act;
- f. **bylaws** mean the bylaws of the company;
- g. **by lot** means making a determination or choice by lottery. For example, this might include conducting a draw at random;
- h. **casual vacancy**, on the board, means a vacancy that happens when a board member resigns, dies or otherwise stops holding office, or a vacancy that occurs if no candidate is elected to any vacant board position at a general meeting;
- i. **company** means Sunshine Coast/Gympie Rugby Football League Ltd, a company limited by guarantee;
- j. **delegate** means a person who is a member of a member club or member association, who is nominated to act as a proxy of the member club or member association at general meetings of the company;
- k. **Director ID** means a unique identifier issued by the Australian Business Registry Services to a director or someone intending to become a director of a company registered with ASIC;
- l. **elected board member** means a board members who is elected by the delegates at a general meeting;
- m. **general meeting** means a meeting of the company's eligible voting delegates and includes all general meetings (annual general meetings, general meetings and special general meetings);
- n. **highest grade of competition** means, and is limited to, the highest grade in the men's division of regular season competitions managed by the company at any time;
- o. **majority** means more than half of:
 - i all board members present and voting at a board meeting; or
 - ii all eligible delegates present and voting at a general meeting.

- p. **member** means a person or organisation which has been duly accepted as such by the board in accordance with the constitution and who has paid any fees and levies due to the company;
- q. **membership fee** means a fee payable to the company for the receipt of membership rights and privileges;
- r. **officer** means a board member, company secretary, other officer or employee of the company;
- s. **ordinary resolution** means a resolution that is passed at a general meeting by the votes of the majority of the delegates who are present and voting;
- t. **properly constituted** means, for a club or association seeking membership of the company:
 - i registered under the Corporations Act 2001;
 - ii incorporated under the Associations Incorporation Act 1981.
- u. **quorum** means the minimum number of eligible voting board members or delegates who must be present in order to constitute a valid meeting:
 - i for board meetings, the quorum is more than 50% of the current board members;
 - ii for general meetings, the quorum is delegates representing more than 50% of the combined number of member clubs and member associations.
- v. **resolution of the board** means a valid motion that has been passed by a:
 - i majority of board members present at a validly called and held board meeting; or
 - ii written resolution in accordance with clause 7.6 of this constitution.
- w. **signed** means agreed in writing;
- x. **special resolution** means a resolution that is passed at a general meeting by the votes of at least 75% of the delegates who are present and voting;
- y. **surplus assets** means the assets and property after payment of the debts and liabilities remaining on a winding-up of the company and the costs, charges and expenses of the winding-up;
- z. **written / in writing** means, unless the contrary intention appears, all forms of visible words, including printed, hard copy or electronic formats.

1.1.2. Words importing the singular include the plural where context requires or permits.

1.2. Name

- 1.2.1. The name of the company is Sunshine Coast/Gympie Rugby Football League Ltd.

1.3. Type of company

- 1.3.1. The company is a not-for-profit public company limited by guarantee.

1.4. Limited liability of members

- 1.4.1. The liability of members is limited to the amount of the guarantee in clause 1.5.

1.5. The guarantee

- 1.5.1. Each member must contribute an amount not more than \$4 (the guarantee) to the property of the company if the company is wound up while the member is a member, or within 12 months after they have ceased to be a member, and this contribution is required to pay for the:
 - a. debts and liabilities of the company incurred before the member stopped being a member; or
 - b. costs of winding up.

1.6. Corporations Act

- 1.6.1. In this constitution, unless the context requires otherwise, a word or expression has, in a provision of this constitution that deals with a matter dealt with by a particular provision of the Corporations Act, the same meaning as in that provision of the Corporations Act.
- 1.6.2. Where there is any inconsistency between a clause in this constitution and the Act, the Act prevails to the extent of the inconsistency.
- 1.6.3. The provisions of the Corporations Act that apply as replaceable rules are displaced by this constitution and accordingly do not apply to the company.

1.7. Board members

- 1.7.1. The business of the company is to be managed by or under the direction of the board.
- 1.7.2. The board must take all reasonable steps to ensure that the company complies with its obligations under the Act, this constitution, the company's bylaws and any other operational documents, policies and procedures that have been approved and implemented by the board.
- 1.7.3. Subject to this constitution or a resolution carried at a general meeting by the delegates of the company, the board has the general control and management of the administration of the affairs, property and funds of the company.

- 1.7.4. The board members may exercise all the powers of the company except any powers that the Act or the company's constitution requires the company to exercise at a general meeting.
- 1.7.5. The board has power to enforce the observance of all clauses in this constitution and any bylaws made by the board.
- 1.7.6. A board member must exercise their powers and discharge their duties in good faith, in the best interests of the company for proper purpose and with a degree of care and diligence that a reasonable person would exercise in the circumstances.
- 1.7.7. A board member must not improperly use their position, or information obtained as a board member, to:
 - a. gain a benefit or material advantage; or
 - b. cause detriment to the company.
- 1.7.8. Board members have a duty to prevent insolvent trading.
- 1.7.9. More detailed functions, duties and obligations of board members are outlined in section 6 of this constitution.

1.8. Interpretation

- 1.8.1. The board has authority to interpret the meaning of this constitution and any matter relating to the company on which the constitution is silent, but any interpretation must have regard to the Act.

2. Objects and powers

2.1. Objects

- 2.1.1. The objects of the company are to:
 - a. foster, promote, support, encourage and administer the game 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 amongst members and visitors;
 - d. establish and maintain facilities and amenities for the benefit, social comfort and advancement of the company, its members and visitors;
 - e. affiliate with Queensland Rugby Football League Limited (QRL) and such other bodies as the company deems fit;
 - f. maintain financial viability;
 - g. abide by and comply with all rules, by-laws, decrees, resolutions and ordinances made by the QRL and ARL Commission and any other administrators of rugby league football approved by the ARL Commission;

- h. ensure environmental considerations and the public interest are taken into account in all rugby league and related activities conducted by the company;
- i. do such things as are incidental or conducive to the attainment of any or all of these objects.

2.2. Powers

- 2.2.1. Solely for furthering the objects under clause 2.1, the company, in addition to any other powers it has under the Act, has the legal capacity and powers of a company limited by guarantee as set out under section 124 of the Act.

3. Membership

3.1. Classes of membership

- 3.1.1. The membership of the company consists of the following classes:
 - a. member club:
 - i any properly constituted rugby league club, which supports the constitution, bylaws and codes of conduct of the company, and which comprises at least one rugby league team, shall be eligible to become a member club;
 - ii each member club shall be entitled to nominate a delegate/s to act as the representative/s of the member club, based on the following criteria:
 - 3.1.1.a.ii.1. a member club with at least one team currently competing in a competition managed by the company – one delegate; or
 - 3.1.1.a.ii.2. a member club with at least one team currently competing in the highest grade of competition managed by the company – two delegates.
 - iii each club delegate is entitled to one vote at general meetings of the company;
 - iv nomination of delegates shall be made in writing to the company secretary;
 - v any member club may, at its discretion, de-list its delegate or delegates by giving notice in writing to the company secretary;
 - vi in the event of de-listing of any delegate by a member club, the member club shall give notice in writing detailing the replacement delegate or delegates.

- b. member association:
 - i any properly constituted association, which supports the constitution, bylaws and codes of conduct of the company, and which is involved in the delivery of rugby league, shall be eligible to become a member association;
 - ii each member association shall be entitled to nominate one delegate to act as the representative of the member association, who is entitled to vote at general meetings of the company;
 - iii nomination of delegates shall be made in writing to the company secretary;
 - iv any member association may, at its discretion, de-list its delegate by giving notice in writing to the company secretary;
 - v in the event of de-listing of any delegate by a member association, the member association shall give notice in writing detailing the replacement delegate.
- c. board members:
 - i board members must be at least 18 years of age, support the objects of the company and abide by the company's constitution, bylaws and policies;
 - ii board members, including both elected board members and appointed board members, automatically become members of the company upon their election or appointment to the board;
 - iii board members are not entitled to vote at general meetings of the company;
 - iv board members are not required to pay membership fees to the company;
 - v a board member's membership of the company ends when they cease to be a board member of the company.
- d. life:
 - i life members must support the objects of the company and abide by the company's constitution, bylaws and policies;
 - ii life membership is open to any person who has rendered and meritorious service to the company for an extended period;
 - iii any delegate or board member may recommend to the board a nominee for election as a life member;
 - iv nominations for life membership must be in writing, signed by the individuals making the recommendation and received by the company secretary no less than 14 days prior to an annual general meeting;
 - v on the board's approval of the recommendation, the nominee will be proposed for election as a life member at the annual general meeting;

- vi the board may propose any other nominee for election as a life member at an annual general meeting;
- vii life members must be elected by the passing of a special resolution;
- viii only one life member may be elected to life membership at any annual general meeting;
- ix life members are not entitled to vote at general meetings of the company unless they are a delegate to the company and therefore entitled to vote on behalf of their member club or member association;
- x life members are not required to pay membership fees to the company.

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

3.2. Application for membership

- 3.2.1. An application for membership must be:
- a. in writing; and
 - b. in the form decided by the board; and
 - c. accompanied by any other documents or evidence of qualification for membership, which may be determined by the board from time to time.

3.3. Fees and levies

- 3.3.1. The membership fees for member clubs and member associations are:
- a. the amounts decided by the board; and
 - b. due and payable when, and in the way, the board decides.
- 3.3.2. A member who has any membership fee, other fee or levy in arrears for a period of two months may have their membership suspended or terminated.
- 3.3.3. A member who has their membership suspended or terminated under clause 3.3.2 continues to be liable to pay any unpaid membership fee, other fee or levy.

3.4. Admission and rejection of new members

- 3.4.1. The board must consider an application for membership at the next board meeting held after it receives:
- a. the application for membership; and
 - b. the appropriate membership fee.
- 3.4.2. The board must decide at the meeting whether to accept or reject the application.

- 3.4.3. If a majority of the board members present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member in the class of membership applied for.
- 3.4.4. If the board decides to reject an application, the company secretary must, as soon as practical, give the applicant notice of the decision in a manner determined by the board and refund any nomination and membership fees paid by the applicant.
- 3.4.5. An applicant whose application for membership has been rejected has no right of appeal against their rejection under this clause.

3.5. Membership renewal and re-joining

- 3.5.1. Existing member clubs and member associations will be invited to renew their annual membership each year, in accordance with the timeframes and procedures set down by the board from time to time.
- 3.5.2. A member who has resigned from the company or otherwise forfeited their membership and later desires to re-join may be subject to the same process of admission to membership as any new member who has not previously been a member of the company.
- 3.5.3. If the board decides to reject a member's application to renew their membership, the company secretary must, as soon as practicable, give the applicant notice of the decision in a manner determined by the board.
- 3.5.4. An existing member whose application for membership renewal has been rejected has the right of appeal against the rejection in accordance with clause 5.3.

3.6. Company registers

- 3.6.1. The board must keep a register of members of the company.
- 3.6.2. The register must include the following particulars for each member:
 - a. the full name of the member;
 - b. the postal or residential address of the member;
 - c. contact details of the member;
 - d. the date on which the member's name was entered into the register;
 - e. the name and details of each member who stopped being a member of the company within the last seven years and the date on which the member stopped being a member (which may be kept separately from the rest of the register);
 - f. any other particulars the board decides.
- 3.6.3. A member must contact the company secretary to request an inspection of the register and a copy of the register must be provided to the member within seven days of the request being made.

- 3.6.4. If the company holds a liquor licence and/or gaming licence, the company secretary must ensure that suitable registers of visitors, guests and any clubs or associations with formal reciprocal rights are kept, in accordance with relevant liquor and gaming legislation.

3.7. Prohibition on use of information on register of members

- 3.7.1. A member of the company must not:
- a. use information obtained from the register of members of the company to contact, or send material to, another member of the company for the purpose of advertising for political, religious, charitable or commercial purposes; or
 - b. disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the company for the purpose of advertising for political, religious, charitable or commercial purposes.

4. Company secretary

4.1. Appointment of company secretary

- 4.1.1. The company must have at least one company secretary, who must be an individual:
- a. ordinarily residing in Australia; and
 - b. at least 18 years of age;
 - c. not disqualified from managing a corporation.
- 4.1.2. The company secretary is appointed by the board.

4.2. Suspension and removal of company secretary

- 4.2.1. The board may at any time suspend or remove a person appointed by the board as the company secretary.

4.3. Powers, duties and authorities of company secretary

- 4.3.1. The company secretary holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, delegated to them by the board.
- 4.3.2. The company secretary must consent in writing to holding the position of company secretary. The company must keep the consent and must notify ASIC of the appointment within 28 days.
- 4.3.3. Subject to clause 4.3.4, a board member may serve as the company secretary.
- 4.3.4. An employee of the company may not serve as the company secretary.

- 4.3.5. If the board appoints a person, other than a current board member, to serve as company secretary, the person does not become a board member and is ineligible to vote at board meetings.

5. Resignation, discipline, appeals and grievances

5.1. Resignation of a member

- 5.1.1. A member may resign from the company by giving a written notice of resignation to the company secretary.
- 5.1.2. The resignation takes effect at:
- a. the time the notice is received by the company secretary; or
 - b. if a later time is stated in the notice, the later time.

5.2. Discipline

- 5.2.1. The board may take action to suspend or terminate member's membership if it is determined that the member has:
- a. in the case of an individual, is convicted of an indictable offence; or
 - b. breached, failed, refused or neglected to comply with a provision of this constitution, the company's bylaws or any resolution or determination of the board or any duly authorised committee; or
 - c. has membership fees in arrears for at least two months; or
 - d. acted in a manner injurious or prejudicial to the character and interests of the company; or
 - e. brought themselves, the company, any other member or the sport into disrepute.
- 5.2.2. If the board decides to suspend or terminate member's membership, the company secretary must, within seven days after the decision, give the member written notice:
- a. setting out the proposed suspension or termination of membership by the board and the grounds on which it is based;
 - b. stating that the member may address the board at a meeting to be held not earlier than seven days and not later than 28 days after the service of the notice;
 - c. stating that the member may bring a support person to that meeting;
 - d. stating the date, place and time of that meeting;
 - e. informing the member that the member may do either or both of the following:
 - i attend and speak at that meeting;
 - ii submit to the board at or before the date of that meeting written representations relating to the decision.
 - f. setting out the member's appeal rights.

- 5.2.3. Before the board suspends or terminates a member's membership, the board must:
- a. give the member a full and fair opportunity to make verbal representations at a meeting as mentioned in clause 5.2.2.b;
 - b. give due consideration to any written representations submitted to the board by the member at or before the meeting mentioned in clause 5.2.2.b.
- 5.2.4. If, after considering all representations made by the member, the board decides by resolution to suspend or terminate the membership, the company secretary must, within seven days of the meeting mentioned in clause 5.2.2.b, give the member a written notice of the decision.
- 5.2.5. Upon the suspension or termination of their membership rights, a member shall immediately forfeit all rights, privileges and benefits associated with membership, including but not limited to, voting rights, access to member services and participation in company activities.
- 5.2.6. Clause 5.2.5 shall apply during any appeal process initiated by a member following the suspension or termination of their membership.
- 5.2.7. Nothing in this constitution shall prevent the board from immediately prohibiting a member's right to participate in company activities in circumstances considered by the board to warrant such immediate action, pending the process outlined in clauses 5.2.2 - 5.2.4.

5.3. Appeal against suspension or termination of membership

- 5.3.1. A member whose membership has been suspended or terminated, or whose application to renew their membership has been rejected, may give the company secretary written notice of their intention to appeal against the decision.
- 5.3.2. A notice of intention to appeal must be given to the company secretary, along with any appeal fee, which may be determined by the board from time to time, within seven days after the applicant or member receives written notice of the decision.
- 5.3.3. Within seven days of the company secretary receiving a notice of intention to appeal, the board shall appoint an appeals panel comprising up to three independent people, other than board members, which may include an individual who would act as chairperson of the appeals panel.

5.4. Appeals panel to decide appeal

- 5.4.1. The appeals panel must hold the appeal meeting within 28 days after the company secretary receives the notice of intention to appeal.
- 5.4.2. At the appeal meeting, the appellant must be given a full and fair opportunity to show why their membership should not be suspended or terminated, or why their application to renew their membership should not be rejected.

- 5.4.3. Also, the board must be given a full and fair opportunity to show why the membership should be suspended or terminated, or why the application to renew membership should be rejected.
- 5.4.4. An appeal must be decided by a majority vote of the appeals panel.
- 5.4.5. Where a decision of the board to suspend or terminate a member's membership is set aside by the appeals panel, the membership shall be reinstated to the member's former level of membership without payment of any further fee.
- 5.4.6. Where a decision of the board to reject a member's application to renew their membership is set aside by the appeals panel, the membership renewal shall be granted subject to the payment of any fees due.

5.5. Grievance procedure

- 5.5.1. This grievance procedure applies to disputes between:
 - a. a member and another member;
 - b. a member and the board; or
 - c. a member and the company.
- 5.5.2. The grievance procedure cannot be used by a member whose membership has been terminated.
- 5.5.3. A member (the aggrieved party) initiates the grievance procedure in relation to the dispute by giving a notice in writing of the dispute:
 - a. to the other party; and
 - b. if the other party is not the board, to the board.
- 5.5.4. If two or more members initiate a grievance procedure in relation to the same subject matter, the board may deal with the disputes in a single process and the initiating members must choose one of their number (also the aggrieved party) to represent the members in the grievance procedure.
- 5.5.5. Subject to clause 5.6, the parties to the dispute shall, in good faith, attempt to resolve the dispute.
- 5.5.6. If the parties to the dispute cannot resolve the dispute within 14 days after the aggrieved party initiates the grievance procedure, the aggrieved party may, within a further 21 days, ask the company secretary to refer the dispute to mediation.
- 5.5.7. Subject to clause 5.6, if the aggrieved party asks the company secretary to refer the dispute to mediation under clause 5.5.6, the board must refer the dispute within 14 days after the request.

5.6. Grievance procedure not continued in particular circumstances

5.6.1. This section applies if:

- a. a member initiates a grievance procedure in relation to a dispute and the company or company's board is the other party to the dispute; or
- b. the aggrieved party asks the company secretary to refer the dispute to mediation under clause 5.5.6.

5.6.2. The board does not have to act under clause 5.5.5 or 5.5.7 if:

- a. the aggrieved party has, within 21 days before initiating the grievance procedure, behaved in a way that would give the board grounds for taking disciplinary action under this constitution against the aggrieved party in relation to the matter that is the subject of the grievance procedure; or
- b. before the grievance procedure was initiated, a process had started to take action under this constitution against the aggrieved party or terminate the aggrieved party's membership, as provided for under this constitution, and the dispute relates to that process or to a matter relevant to that process; or
- c. the dispute relates to an obligation under the Liquor Act 1992 or any other State law to prevent the entry of the aggrieved party to, or to remove the aggrieved party from, premises used by the company, or to refuse to serve liquor to the aggrieved party at the premises; or
- d. the dispute could reasonably be considered frivolous, vexatious, misconceived, or lacking in substance or the dispute relates to a matter that has already been subject of the grievance procedure.

5.7. Appointment of mediator

5.7.1. If a dispute under clause 5.5 is referred to mediation:

- a. the parties to the dispute must choose a mediator to conduct the mediation; or
- b. if the parties are unable to agree on the appointment of a mediator within 14 days after the dispute is referred to mediation, the mediator must be:
 - i for a dispute between a member and another member, a person appointed by the board; or
 - ii for a dispute between a member and the board or the company, a person agreed between the parties, an accredited mediator or a mediator appointed by the board member of a dispute resolution centre.

5.7.2. An accredited mediator may refuse to be the mediator, or the board member of a dispute resolution centre may refuse to appoint a mediator, to mediate the dispute.

5.7.3. If clause 5.7.2 applies, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

5.8. Conduct of mediation

- 5.8.1. If a mediator is appointed under clause 5.7, the mediator must start the mediation as soon as possible after the appointment and try to finish the mediation within 28 days after the appointment.
- 5.8.2. The mediator:
 - a. must give each party to the dispute an opportunity to be heard on the matter that is the subject of the dispute; and
 - b. must comply with natural justice; and
 - c. must not act as an adjudicator or arbitrator; and
 - d. during the mediation, may see the parties, with or without their representatives, together or separately.
- 5.8.3. The parties to the dispute must act reasonably and genuinely in the mediation and help the mediator to start and finish the mediation within the time required under clause 5.8.1.
- 5.8.4. The costs of the mediation, if any, are to be shared equally between the parties unless otherwise agreed.
- 5.8.5. If the mediator cannot resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

5.9. Representation for grievance procedure

- 5.9.1. A party to a dispute may appoint any person to act on behalf of the party in the grievance procedure.
- 5.9.2. For clause 5.9.1, a person is qualified to act on behalf of a party if the person:
 - a. has sufficient knowledge of the matter which that is the subject of the dispute to be able to represent the party effectively; and
 - b. is authorised to negotiate an agreement for the party.
- 5.9.3. If a party appoints a person under clause 5.9.1 to act on the party's behalf, the party must give written notice of the appointment to each of the following entities:
 - a. the other party to the dispute;
 - b. the board;
 - c. if a mediator has been appointed before the party appoints the person, the mediator.

5.10. Electronic communication for grievance procedure

- 5.10.1. Any meeting or mediation session required under the grievance procedure may be conducted by electronic means if the parties to the dispute and, for a mediation, the mediator agrees.

6. Board

6.1. Membership of the board

- 6.1.1. The board of the company comprises a minimum of three and a maximum of five elected board members, of whom one holds the position of president, another of whom holds the position of treasurer and any other board members that the delegates elect at a general meeting.
- 6.1.2. The board may also comprise up to two appointed board members, who are appointed by the board.
- 6.1.3. At each annual general meeting of the company, the elected board members must retire from office, but are eligible, on nomination, for re-election.
- 6.1.4. At each annual general meeting of the company, appointed board members must retire from office, but are eligible for re-appointment following the annual general meeting.
- 6.1.5. A board member must exercise his or her powers and discharge his or her duties in good faith, in the best interests of the company for proper purpose and with a degree of care and diligence that a reasonable person would exercise in the circumstances.

6.2. Board positions

- 6.2.1. Prior to each election, the board may determine whether:
 - a. specific board positions will be nominated and elected directly by the members; or
 - b. all board members will be elected as general board members, with the board subsequently allocating successful candidates to specific positions at its discretion.
- 6.2.2. If the board determines to allocate positions after the election, this process must occur at the first board meeting following the annual general meeting and appointments shall be made by resolution of the board.
- 6.2.3. Any determination made by the board under this clause must be communicated to members prior to the opening of nominations for board elections.

6.3. Electing board members

- 6.3.1. A board member may only be elected as follows:
 - a. the company secretary calls for nominations for board member positions at least 28 days before the general meeting at which the election is to be held;
 - b. any member club or association may nominate an eligible person (the candidate) to serve as an elected board member;

- c. nominations must be:
 - i in writing; and
 - ii signed by the candidate and a representative of the club or association that nominated them; and
 - iii given to the company secretary at least 14 days before the general meeting.
- d. a list of the candidates' names in alphabetical order, with the names of the member club or association that nominated each candidate, must be open for inspection by members of the company for at least seven days immediately preceding the general meeting;
- e. if required by the board, balloting lists must be prepared containing the names of the candidates in order determined by lot (random draw);
- f. each delegate present and entitled to vote at the general meeting may vote for one candidate for each vacant board member position. Any equality in voting is resolved as follows:
 - i if there are two candidates and both candidates receive an equal number of votes, voting is determined by lot (random draw);
 - ii if there are three or more candidates and two or more candidates receive an equal highest number of votes, a second vote is conducted between only those candidates who received the equal highest number of votes. In the event that following the second vote, two or more candidates receive an equal highest number of votes, voting is determined by lot (random draw).
- g. if there is only one candidate for a vacant board member position, the candidate is declared elected if approved by a majority of delegates present and voting. If the candidate is not approved, nominations for the position may be taken from the floor of the meeting;
- h. if, at the start of the general meeting, there are no candidates nominated for any vacant board member position, nominations for that position may be taken from the floor of the meeting;
- i. if no candidate is elected to any vacant board position, a casual vacancy is deemed to have occurred in that position.

6.4. Appointing board members

- 6.4.1. An appointed board member may only be appointed by resolution of the board that has been passed by:
 - a. a majority of board members present at a validly called and held board meeting; or
 - b. a written resolution in accordance with clause 7.6 of this constitution.

6.5. Board eligibility

6.5.1. A person is only eligible to fill a board position if the person:

- a. is at least 18 years of age ; and
- b. has a current director identification number registered with the Australian Business Registry Services; and
- c. has no membership fee, other fee or levy in arrears at the date of their nomination or appointment; and
- d. is not disqualified from managing a corporation under the Act; and
- e. has not been convicted of an indictable offence or been made bankrupt; and
- f. has not entered into a personal insolvency agreement under the Bankruptcy Act 1966 or a similar law and the terms of the agreement have not been fully complied with; and
- g. has not acted as an officer of a corporation that, during the period the person was an officer, had any government funding withdrawn or government contract terminated; and
- h. is not determined by the Queensland Civil and Administrative Tribunal or the Supreme Court of Queensland to have impaired capacity, as defined by the *Powers of Attorney Act 1998* or the *Guardian and Administration Act 2000*; or
- i. has not been involved in conduct that would reasonably be regarded as discreditable to company or likely to bring the company into disrepute; and
- j. if required by the board to undergo a criminal history check, agrees to, and is not disqualified as a result of, such a check; and
- k. holds a current blue card or exemption card obtained under the *Working with Children (Risk Management and Screening) Act 2000* or agrees to obtain one immediately upon being elected or appointed to the board; and
- l. otherwise complies with the requirements of this constitution.

6.6. Resignation, removal or vacation of office of a board member

6.6.1. A board member may resign from the board by giving written notice of resignation to the company secretary.

6.6.2. The resignation takes effect at:

- a. the time the notice is received by the company secretary; or
- b. if a later time is stated in the notice, the later time.

6.6.3. A board member may be removed from office at a general meeting of the company if a majority of the delegates present and voting at the meeting vote in favour of removing the board member.

- 6.6.4. At a general meeting, before a vote is taken about removing a board member from office, the board member must be given a full and fair opportunity to show cause why they should not be removed from office.
- 6.6.5. Also, delegates present must be given a full and fair opportunity to show why the board member should be removed from office.
- 6.6.6. Notice of a general meeting mentioned in clause 6.6.3, must be given to each member of the company and each board member at least 21 days before the meeting. The notice must state:
 - a. why the meeting has been called; and
 - b. the day, time and place of the meeting; and
 - c. the business to be conducted at the meeting.
- 6.6.7. A board member shall vacate office if that person:
 - a. dies; or
 - b. becomes disqualified from being a board member under the Act or this constitution, specifically clause 6.5.1; or
 - c. fails to disclose in accordance with the Act the nature of any material personal interest in a matter that relates to the affairs of the company; or
 - d. is absent from three consecutive board meetings without approval of the board.
- 6.6.8. A board member has no right of appeal against their removal from office under this clause.
- 6.6.9. Any board member who has their membership of the company suspended or terminated may not return to the office vacated by them for the remainder of the term for that position.
- 6.6.10. Clause 6.6.9 does not apply in the case of any decision of the board to suspend or terminate a member's membership, which is subsequently set aside at by an appeals panel.

6.7. Vacancies on board

- 6.7.1. If a casual vacancy occurs in a board member position, the continuing board members may appoint an eligible person to fill the vacancy until the next annual general meeting.
- 6.7.2. The continuing members of the board may act despite a casual vacancy on the board, provided that:
 - a. the positions of president and treasurer are not vacant; and
 - b. the number of board members is at least three.
- 6.7.3. If a casual vacancy occurs in the position of president or treasurer, the continuing members of the board may act only to:
 - a. appoint an eligible person to fill the casual vacancy; or
 - b. call a general meeting of the company.

- 6.7.4. If the number of board members is less than three, the continuing members of the board may act only to:
- a. increase the number of board members to at least three; or
 - b. call a general meeting of the company.

6.8. Functions of board

- 6.8.1. The business of the company is to be managed by or under the direction of the board.
- 6.8.2. The board must take all reasonable steps to ensure that the company complies with its obligations under the Act and this constitution.
- 6.8.3. Subject to this constitution or a resolution of the delegates of the company carried at a general meeting, the board has the general control and management of the administration of the affairs, property and funds of the company.
- 6.8.4. The board members may exercise all the powers of the company except any powers that the Act or the company's constitution requires the company to exercise at a general meeting.
- 6.8.5. The board has power to enforce the observance of all clauses in this constitution and any bylaws made by the board.
- 6.8.6. A board member must exercise their powers and discharge their duties in good faith, in the best interests of the company for proper purpose and with a degree of care and diligence that a reasonable person would exercise in the circumstances.
- 6.8.7. A board member must not improperly use their position, or information obtained as a board member, to:
- a. gain a benefit or material advantage; or
 - b. cause detriment to the company.
- 6.8.8. Board members have a duty to prevent insolvent trading.

6.9. Delegation

- 6.9.1. The board may delegate any of its powers and authorities, duties and functions to any person or to any committee except:
- a. the power to delegate; and
 - b. a function that is a duty imposed on the board by the Act or by any other law.
- 6.9.2. Despite any delegation under this clause, the board may continue to exercise all its functions, including any function that has been delegated to a committee and remains accountable for the exercise of those functions at all times.
- 6.9.3. The company must keep appropriate records of any delegations.

6.10. Appointment of committees

- 6.10.1. The board may create and dissolve any committees considered appropriate by the board to help with the conduct of the company's operations.
- 6.10.2. Committees shall have such membership, powers and duties as the board shall confer on them, or which the board shall delegate to them.
- 6.10.3. A committee may meet and adjourn as it considers appropriate, or as requested by the board.
- 6.10.4. A member of a committee who is not a board member is not entitled to vote at a board meeting.
- 6.10.5. Subject to the board's absolute control and supervision, each committee of the company may manage its own affairs but must make regular reports to the board, or otherwise as the board may require from time to time.
- 6.10.6. Each committee must promptly and regularly produce its meeting minutes and records for inspection by or on behalf of the board.
- 6.10.7. A committee of the company must in the exercise of those powers delegated to it, conform to any regulation or restriction that the board may impose upon it from time to time.
- 6.10.8. The president may by virtue of their office be an ex-officio member of any committee.

6.11. Acts not affected by defects or disqualifications

- 6.11.1. An act performed by the board, a committee or a person acting under the direction of the board is taken to have been validly performed.
- 6.11.2. Clause 6.11.1 applies even if the act was performed when:
 - a. there was a defect, informality or irregularity in the appointment of a board member, committee or person acting under the direction of the board; or
 - b. there was an irregularity in the convening or conduct of any board meeting or general meeting that was not discovered until after the conclusion of that meeting; or
 - c. a board member, committee member or person acting under the direction of the board was disqualified from being a member.

7. Meetings of the board

7.1. Board meetings

- 7.1.1. The board may meet for the transaction of business, adjourn and otherwise regulate its meetings as the board deems fit.
- 7.1.2. A board member may call a board meeting by giving reasonable notice to all other board members.

- 7.1.3. Notice of a meeting is to be given in the way decided by the board.
- 7.1.4. The board may hold meetings or permit a board member to take part in its meetings by using any technology that reasonably allows the board member to clearly and simultaneously communicate with each participating member.
- 7.1.5. A board member who participates in the meeting as mentioned in clause 7.1.4 is taken to be present at the meeting.
- 7.1.6. Any board member may appoint another board member as their proxy to attend and vote on behalf of the member at a board meeting.
- 7.1.7. Each instrument appointing a proxy must be received by the secretary before the start of the meeting at which the person named in the instrument proposes to vote.
- 7.1.8. No board member may hold more than one proxy at a general meeting.
- 7.1.9. The instrument appointing a proxy must be signed by the appointor.
- 7.1.10. Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.
- 7.1.11. A question arising at a board meeting is to be decided by a majority vote of the board members voting on the resolution and, if the votes are equal, the question is resolved so as to maintain the status quo.
- 7.1.12. At each board meeting:
 - a. the president is to preside as chairperson; and
 - b. if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the board members present may choose one of their number to be chairperson of the meeting; and
 - c. the chairperson must conduct the meeting in a proper and orderly way.

7.2. Submission of motions for board meetings

- 7.2.1. A board member may submit a proposed motion for inclusion on the agenda of an upcoming board meeting by giving written notice to the company secretary.
- 7.2.2. To be considered for inclusion, a proposed motion must be received by the company secretary at least seven days prior to the scheduled board meeting, unless otherwise agreed by the chairperson.
- 7.2.3. Subject to clause 7.2.4, the company secretary must include any validly submitted motion on the agenda and circulate the updated agenda to all board members prior to the meeting.
- 7.2.4. The chairperson may refuse to include a motion if it is not relevant to the company's operations or objects, or if the motion is substantially the same as one previously considered within the past month, unless new or material information is provided.

- 7.2.5. Any board member may, with the agreement of the chairperson, move a motion from the floor during a board meeting. Such motions must be recorded in the minutes in accordance with clause 7.5.

7.3. Quorum for, and adjournment of, board meeting

- 7.3.1. At a board meeting, more than 50% of the current board members form a quorum.
- 7.3.2. If there is no quorum within 30 minutes after the time fixed for a board meeting called on the request of board members, the meeting lapses.
- 7.3.3. If there is no quorum within 30 minutes after the time fixed for a board meeting called other than on the request of the board members:
- a. the meeting is to be adjourned for at least one day; and
 - b. the board members who are present are to decide the day, time and place of the adjourned meeting.
- 7.3.4. If, at an adjourned meeting mentioned in clause 7.3.3, there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

7.4. Special meeting of the board

- 7.4.1. If the company secretary receives a written request signed by at least 33% of the board members, the company secretary must call a special meeting of the board by giving each board member notice of the meeting within seven days after the company secretary receives the request.
- 7.4.2. A minimum of seven days' notice of a special meeting of the board must be given, unless otherwise agreed by all board members.
- 7.4.3. If the company secretary is unable or unwilling to call the special meeting, another board member must call the meeting.
- 7.4.4. A request for a special meeting must state:
- a. why the special meeting is called; and
 - b. the business to be conducted at the meeting.
- 7.4.5. A notice of a special meeting must state:
- a. the day, time and place of the meeting; and
 - b. the business to be conducted at the meeting.
- 7.4.6. Only the business listed on the notice of a special meeting of the board may be conducted at a special meeting of the board.
- 7.4.7. A special meeting of the board must be held within seven days after notice of the meeting is given to the board members.

7.5. Minutes of board meetings

- 7.5.1. The board must ensure a record of all board members present and full and accurate minutes of each board meeting are recorded.

- 7.5.2. To ensure the accuracy of the minutes, the minutes of each board meeting must be confirmed by the board members present at a subsequent board meeting and signed by the chairperson of the meeting, or the chairperson of the subsequent board meeting, verifying their accuracy.
- 7.5.3. Minutes of board meetings are available for inspection only by the company secretary, the board and any other person approved by the board.

7.6. Resolutions of board without meeting

- 7.6.1. The board may pass a resolution without a board meeting being held if all the board members entitled to vote on the resolution provide a written statement that they are in favour of the resolution.
- 7.6.2. Such a resolution may be validly transmitted and agreed in writing electronically.
- 7.6.3. A resolution mentioned in clause 7.6.1 may consist of several documents in like form, each agreed in writing by one or more members of the board.
- 7.6.4. A board member may propose that a resolution be passed without a meeting in accordance with this clause.
- 7.6.5. The proposed resolution must:
 - a. be submitted in writing to the company secretary and president; and
 - b. clearly state the resolution to be voted on, including any relevant background or supporting material.
- 7.6.6. Subject to clause 7.6.7, upon receiving a proposed resolution, the company secretary must circulate the proposed resolution to all board members entitled to vote.
- 7.6.7. The president may refuse to include a motion if it is not relevant to the company's operations or objects, or if the motion is substantially the same as one previously considered within the past month, unless new or material information is provided.
- 7.6.8. Board members must provide a written statement of their vote (in favour or against) within the timeframe specified by the company secretary, which must be no less than 24 hours, unless the chairperson determines that a shorter timeframe is required in urgent circumstances.
- 7.6.9. A resolution without a meeting is only passed if all board members entitled to vote provide written statements in favour of the resolution.
- 7.6.10. The resolution is passed when the last board member provides their written statement.
- 7.6.11. Passage of a resolution under this section must be recorded in the company's minute books.

7.7. Material personal interests

- 7.7.1. A board member shall in accordance with sections 191 or 192 of the Act disclose to the first board meeting after each annual general meeting any material personal interest which that board member has in a matter that relates to the affairs of the company.
- 7.7.2. The disclosure must include details of the nature and extent of the board member's material personal interest and the relation of that interest to the affairs of the company.
- 7.7.3. Without limiting the application of section 191(2) of the Act, clause 7.7.2 does not apply to an interest:
 - a. which the board member has as a member of the company and which is held in common with the other members of the company; or
 - b. which relates to a contract that insures, or would insure, the board member against liabilities the board member incurs as an officer of the company (but only if the contract does not make the company or a related body corporate the insurer).
- 7.7.4. A board member who has a material personal interest in a matter that is considered at a meeting of the board:
 - a. must not be present while the matter is being considered at the meeting; and
 - b. must not vote on the matter, and, if the board member does vote, the board member's vote must not be counted.
- 7.7.5. Clause 7.7.4 does not apply if:
 - a. the board has passed a resolution that identifies the board member, the nature and extent of the board member's interest in the matter and its relation to the affairs of the company, and states that those other board members voting for the resolution are satisfied that the interest should not disqualify the board member from voting or being present; or
 - b. ASIC has declared or ordered in accordance with section 196 of the Act that the board member may be present while the matter is being considered at the meeting, vote on the matter, or both be present and vote.
- 7.7.6. The board shall maintain a register of declared interests.

8. Meetings of members

8.1. Annual general meetings

- 8.1.1. The company's annual general meeting must be held:
 - a. at least once each year; and
 - b. within 5 months after the end date of the company's reportable financial year.

8.2. Business to be conducted at annual general meeting

- 8.2.1. The following business must be conducted at each annual general meeting of the company:
- a. presentation of a written report of the company's operations throughout the year;
 - b. receiving and adopting the company's financial statement and audit report (if required by the Act) for the last reportable financial year;
 - c. electing board members;
 - d. any other business, as determined by the board.

8.3. General meetings

- 8.3.1. A general meeting is a formal meeting called and held in accordance with the company's constitution.
- 8.3.2. A general meeting may be called by the company secretary in accordance with clause 8.4.1.
- 8.3.3. Members may submit properly worded motions in writing to the company secretary, provided the motions are received by the company secretary at least 14 days prior to a general meeting.
- 8.3.4. If the motion is accepted by the board for consideration, it shall be added to the agenda for the general meeting.
- 8.3.5. The board is under no obligation to accept a submitted motion, other than a motion submitted in accordance with clause 8.4.2.
- 8.3.6. The secretary will distribute any motions on notice with the agenda for a general meeting.
- 8.3.7. Given the formal nature of general meetings, the company may hold informal member forums, operational meetings and information sessions for members, at the discretion of the board.

8.4. Calling of general meetings

- 8.4.1. The company secretary must call a general meeting by giving each member of the company notice of the meeting within 21 days after:
- a. being directed to call the meeting by the board; or
 - b. being given a written request signed by:
 - i at least 33% of the number of board members when the request is signed; or
 - ii delegates representing more than 50% of the combined number of member clubs and member associations when the request is signed.
- 8.4.2. A request mentioned in clause 8.4.1.b must state any proposed resolution to be considered at the general meeting.

- 8.4.3. Separate copies of a document setting out the request may be used for signing by delegates if the wording of the request is identical in each copy.
- 8.4.4. A general meeting must be held within two months after the company secretary is given the written request mentioned in clause 8.4.1.
- 8.4.5. Written notice of a general meeting must be provided to each member of the company at least 21 days before the date of the general meeting.
- 8.4.6. A notice of a general meeting must state the business to be conducted at the meeting and must specify the date, time and place for the meeting.
- 8.4.7. If the company secretary is unable or unwilling to call the general meeting, a board member must call the meeting.
- 8.4.8. If the company secretary or a board member does not within 21 days from the date of receipt of the request mentioned in clause 8.4.1.b duly proceed to call the meeting, the delegates who made the initial request (or any of them) may themselves call and arrange to hold the meeting.
- 8.4.9. Any meeting called by the delegates under clause 8.4.8 must be called in the same manner as that in which meetings are called by the board and must be held not later than three months from the date of receipt of the request mentioned in clause 8.4.1.b.
- 8.4.10. All reasonable expenses of convening and conducting such a meeting shall be borne by the company.

8.5. Quorum for, and adjournment of, general meetings

- 8.5.1. At a general meeting, delegates representing more than 50% of the combined number of member clubs and member associations form a quorum.
- 8.5.2. No business is to be transacted at any general meeting unless a quorum of delegates present at the time when the meeting proceeds to business.
- 8.5.3. If the required quorum is not present within 30 minutes from the time fixed for a general meeting, the meeting:
 - a. if called upon the request of delegates, lapses; or
 - b. in any other case will be adjourned to either the same day in the next week at the same time and at the same place or to any other date, time or place which the board specifies.
- 8.5.4. If the required quorum is not present at the adjourned meeting, the delegates who are present and entitled to vote will be deemed to be the quorum and may transact the business for which the meeting was called, provided that at least three delegates who are entitled to vote at general meetings are present.
- 8.5.5. The chairperson must adjourn a general meeting if a majority of delegates present at the meeting agree or direct that the chairperson must do so.

- 8.5.6. No business will be transacted at any adjourned general meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 8.5.7. A resolution passed at any adjourned meeting will for all purposes be treated as having been passed on the date when it was in fact passed and will not be deemed to have been passed on any earlier date.
- 8.5.8. When a meeting is adjourned, a new notice of the adjourned meeting is required only if the meeting is adjourned for one month or more.

8.6. Procedure at general meetings

- 8.6.1. An eligible voting delegate may take part and vote in a general meeting in person, by proxy or by using any technology that reasonably allows the delegate to hear and take part in discussions as they happen.
- 8.6.2. A delegate who participates in a meeting as mentioned in clause 8.6.1 is taken to be present at the meeting.
- 8.6.3. If a general meeting is otherwise unable to be held in person, the board may permit a general meeting to be held using technology.
- 8.6.4. At each general meeting:
 - a. the president is to preside as chairperson; and
 - b. if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the delegates present may choose another board member to be chairperson of the meeting; and
 - c. if there is no board member present the delegates may choose one of their number to preside as chairperson at the meeting; and
 - d. the chairperson must conduct the meeting in a proper and orderly way.
- 8.6.5. The delegates present at a general meeting may appoint, by a majority vote, an individual who is not a board member to chair the general meeting.
- 8.6.6. No business other than that stated on the notice of meeting may be conducted at a general meeting.

8.7. Motions and resolutions

- 8.7.1. A motion is a formal proposal put forward for discussion and decision at a board meeting or a general meeting of the company's members.
- 8.7.2. A motion becomes a resolution when it is formally voted on and passed in accordance with the requirements of this constitution.
- 8.7.3. Resolutions may be either ordinary resolutions or special resolutions, depending on the subject matter and the voting threshold required.

- 8.7.4. An ordinary resolution is a resolution passed by a simple majority of votes cast by eligible voting delegates at a general meeting or by board members at a board meeting.
- 8.7.5. Examples of decisions commonly made by ordinary resolution include, but are not limited to:
 - a. the appointment of an auditor;
 - b. adoption of reports or routine administrative decisions;
 - c. other matters not expressly required by this constitution or the Act to be determined by special resolution.
- 8.7.6. A special resolution is a resolution that is:
 - a. required by the Act or this constitution to be passed as a special resolution; or
 - b. determined by the board to be of such importance that it should be passed as a special resolution; and
 - c. passed by at least 75% of the eligible voting delegates present and voting at a general meeting.
- 8.7.7. Where a special resolution is to be proposed, notice of the meeting must include:
 - a. the intention to propose the resolution as a special resolution; and
 - b. the full text of the proposed resolution; and
 - c. all other standard meeting details, including the date, time and location, and any relevant proxy information.
- 8.7.8. An ordinary or special resolution that has been passed at a properly convened meeting where a quorum is present must be:
 - a. recorded in the minutes of the meeting and entered into the company's records within one month; and
 - b. signed by the chairperson of the meeting at which the resolution was passed, or the chairperson of the next relevant meeting.

8.8. Voting at general meetings

- 8.8.1. At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority vote of the eligible voting delegates who participate in the vote for that question, matter or resolution.
- 8.8.2. At a general meeting, a special resolution must be decided by at least 75% of the eligible voting delegates present and voting.
- 8.8.3. Each delegate entitled to vote is entitled to one vote only and, if the votes are equal, the question, matter or resolution is decided so as to maintain the status quo.

- 8.8.4. A delegate is not entitled to vote at a general meeting on behalf of their member club or association if the member has any membership fee, other fee or levy in arrears at the date of the meeting.
- 8.8.5. A challenge to a delegate's right to vote at a general meeting:
 - a. may only be made at the meeting; and
 - b. must be determined by the chairperson, whose decision is final.
- 8.8.6. A resolution put to the vote at a general meeting must be decided on a show of hands unless a secret ballot is demanded under clause 8.8.11.
- 8.8.7. On a show of hands, a declaration by the chairperson is conclusive evidence of the result, provided that the declaration reflects the show of hands and the votes of the proxies received.
- 8.8.8. Neither the chairperson nor the minutes need to state the number or proportion of the votes recorded in favour or against.
- 8.8.9. The method of voting in person at the general meeting is to be decided by the board.
- 8.8.10. However, if at least 20% of the delegates present demand a secret ballot, voting must be by secret ballot.
- 8.8.11. If a secret ballot is held, the chairperson must appoint two individuals to conduct the secret ballot in the way the chairperson decides.
- 8.8.12. The result of a vote as declared by the chairperson is taken to be a resolution of the meeting at which the vote was held. Neither the chairperson nor the minutes need to state the number or proportion of the votes recorded in favour or against.
- 8.8.13. Before any vote is taken the chairperson must inform the meeting whether any proxy votes have been received and the manner in which proxy votes are to be cast.

8.9. Proxies

- 8.9.1. Any delegate who is entitled to vote at general meetings may appoint another delegate, who is also entitled to vote at general meetings, as the delegate's proxy to attend and vote on behalf of the delegate at a general meeting.
- 8.9.2. The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- 8.9.3. Each instrument appointing a proxy must be received by the secretary at least one hour before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- 8.9.4. No delegate may hold more than two proxies at a general meeting.

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

Sunshine Coast/Gympie Rugby Football League Ltd:

I, _____ of, _____ being
a delegate to the company, appoint _____ of _____
as my proxy to vote for me on my behalf at the (annual) general meeting of the
company, to be held on the _____ day of _____ 20_____
and at any adjournment of the meeting.
Signed this _____ day of _____ 20_____
Signature _____

- 8.9.6. The instrument appointing a proxy must be signed by the appointor.
- 8.9.7. Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.
- 8.9.8. If a delegate wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in writing and be in the following or similar form:

Sunshine Coast/Gympie Rugby Football League Ltd:

I, _____ of, _____ being
a delegate to the company, appoint _____ of _____
as my proxy to vote for me on my behalf at the (annual) general meeting of the
company, to be held on the _____ day of _____ 20_____
and at any adjournment of the meeting.
Signed this _____ day of _____ 20_____
Signature _____

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

- 8.9.9. Unless the secretary has received written notice of the matter before the start or resumption of the meeting at which a proxy votes, a vote cast by the proxy will be valid even if, before the proxy votes, the appointing delegate:
- dies; or
 - is determined by the Queensland Civil and Administrative Tribunal or the Supreme Court of Queensland to have impaired capacity, as defined by the *Powers of Attorney Act 1998* or the *Guardian and Administration Act 2000*; or
 - revokes the proxy's appointment.

8.10. Minutes of general meetings

- 8.10.1. The board must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book, which may be in electronic format.

8.10.2. To ensure the accuracy of the minutes:

- a. the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
- b. the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the company that is a general meeting or annual general meeting, verifying their accuracy.

8.10.3. If asked by a member of the company, the company secretary must, within 14 days after the request is made:

- a. make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
- b. give the member copies of the minutes of the meeting.

9. Finance

9.1. Financial year

9.1.1. The end date of the company's financial year is 30 September in each year.

9.2. Financial records and audit

9.2.1. The board must cause written financial records to be kept with respect to the company's financial affairs in accordance with the Act.

9.2.2. The financial records will be kept at the office or at such other place as the board thinks fit. The company must at all reasonable times make its financial records available in writing for inspection by board members and any other persons authorised or permitted by or under the Act or any other law to inspect such records.

9.2.3. The company must, within five months after the end of the company's financial year or not less than 14 days before each annual general meeting (whichever is the earlier), make available to each member of the company, but subject to Part 2M.3 of the Act, either:

- a. a copy of the financial report, a copy of the board members' report and a copy of the auditor's report required under Part 2M.3 of the Act; or
- b. a copy of the concise report that complies with Part 2M.3 of the Act.

9.2.4. The board will appoint an auditor in accordance with the Act. The auditor's duties will be regulated in accordance with the Act and remuneration will be agreed by the board.

9.3. General financial matters

- 9.3.1. The income and property of the company must be applied solely towards the promotion of the objects of the company as set out in this constitution and no portion thereof is to be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or among the members of the company, provided that nothing herein prevents the payment in good faith of:
- a. remuneration of any person in return for services actually rendered to the company; or
 - b. repayment for out-of-pocket expenses incurred on behalf of the company; or
 - c. payment for sale or hire of goods or payment of rent for premises let to the company; or
 - d. interest to any member in respect of money advanced by that member to the company or otherwise owing by the company to the member, provided that the rate of interest is not more than the current rate being charged for overdrawn accounts on money lent by:
 - i the financial institution of the company; or
 - ii if there is more than one financial institution of the company, the financial institution nominated by the board.
- 9.3.2. The company precludes the payment to an officer or employee of the company of an amount by way of commission or allowance calculated by reference to the quantity of liquor sold or supplied by the company or the receipts of the company for such liquor.

10. Documents and legal

10.1. Execution of documents

- 10.1.1. If the company has a common seal, the common seal shall:
- a. set out the name and ABN of the company;
 - b. be kept securely by the board; and
 - c. be used only under the authority of the board.
- 10.1.2. Each instrument to which the seal is attached shall be signed by a board member and countersigned by:
- a. the company secretary; or
 - b. another board member; or
 - c. someone authorised by the board.

- 10.1.3. The company may execute a document (including a deed) without using the common seal if that document is signed by a board member and countersigned by:
- a. the company secretary; or
 - b. another board member; or
 - c. someone authorised by the board.

10.2. Notices

- 10.2.1. A written notice may be given by the company to any member either personally, electronically or by sending it by post to the member's last address notified in writing to the company.
- 10.2.2. Any notice period referred to in this constitution shall include the day on which a notice is given.
- 10.2.3. Where a notice is sent by post:
- a. service of the notice is effected by properly addressing, pre-paying and posting a letter or packet containing the notice; and
 - b. unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

10.3. Amendments to constitution

- 10.3.1. Subject to the Act, this constitution may be modified or repealed, or a new constitution may be adopted, by a special resolution carried at a general meeting.
- 10.3.2. A copy of the special resolution modifying or repealing this constitution, or adopting a new constitution, must be lodged with ASIC along with a copy of the modification or new constitution within 14 days after it is passed.
- 10.3.3. If this constitution is modified or repealed, or a new constitution is adopted, the modification, repeal or adoption takes effect on the date on which the special resolution is passed, if the special resolution specified no later date.

10.4. Bylaws

- 10.4.1. The board may make, amend or repeal bylaws, consistent with this constitution, for the internal management of the company.
- 10.4.2. A new, amended or repealed bylaw may be set aside by a vote of delegates at a general meeting of the company.

10.5. Indemnity

- 10.5.1. This clause applies to every person who is or has been a board member, company secretary, other officer or employee of the company.

10.5.2. The company will indemnify each person mentioned in clause 10.5.1 out of the property of the company against:

- a. every liability (except a liability for legal costs) that the person incurs as an officer of the company; and
- b. all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved as an officer of the company; unless
- c. the company is forbidden by statute to indemnify the person against the liability or legal costs; or
- d. an indemnity by the company of the person against the liability or legal costs would, if given, be made void by statute.

10.6. Insurance

10.6.1. The company may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring an officer against liability that the officer incurs as an officer of the company including a liability for legal costs, unless:

- a. the company is forbidden by statute to pay or agree to pay the premium; or
- b. the contract would, if the company paid the premium, be made void by statute.

11. Winding up

11.1. Excess property on winding up

11.1.1. If upon winding up or cancellation of the company there remains, after satisfaction of all its debts and liabilities, any surplus assets whatsoever, the surplus assets must not be paid to or distributed among the members of the company.

11.1.2. Any surplus assets must be given up or transferred to one or more other institutions that have objects similar to the objects of the company and which prohibit the distribution of their income and property among their members to an extent at least as great as is imposed on the company under or by virtue of this constitution.

11.1.3. The institution or institutions will be determined by the members of the company at or before the time of deregistration or in default thereof by such Court as may have or acquire jurisdiction in the matter, and if and so far as effect cannot be given to the aforesaid provision, then the surplus assets will be given to some charitable object.