

Currumbin Palm Beach RSL & Services Memorial Club Limited



CURRUMBIN
RSL

Constitution

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CURRUMBIN PALM BEACH RSL & SERVICES
MEMORIAL CLUB LIMITED

CONSTITUTION

1. NAME

The Company shall be known as Currumbin Palm Beach RSL & Services Memorial Club Limited, hereinafter referred to as 'The Company'.

2. INTERPRETATION

- (a) 'Act' means *Corporations Act 2001* (Cth).
- (b) 'The Annual General Meeting' means the general meeting held each year as required by the Constitution.
- (c) 'Board' means the Board of Directors.
- (d) 'The Board of Directors' means the Members for the time being constituted as provided for in the Constitution.
- (e) 'Board Member' means a Director who is a Member of the Board.
- (f) 'The By-Laws' means the By-Laws of the Company for the time being in force.
- (g) "Club" means the Currumbin Palm Beach RSL & Services Memorial Club Inc IA 07493
- (h) 'The Company' means Currumbin Palm Beach RSL & Services Memorial Club Limited ABN 34 116 049 336, ARBN 656 248 798.
- (i) 'Executive' means the Chairman, the Deputy-Chairman, Board Secretary and Treasurer.
- (j) 'Financial Year' means the financial year of the Company pursuant to clause 36.
- (k) 'Management/Management Group' shall refer to the Senior Management personnel employed by the Company to oversee the general operation and management of the Company business or businesses. The individual persons within this category shall be identified and endorsed by the Board from time to time.
- (l) 'Member' means a person who has been duly accepted as such by the Board in accordance with the Constitution and who has paid the Company all current fees, subscriptions, charges and other fees.
- (m) 'Notice Board' means the board or boards provided in the Club on which notices for the information of members are posted.
- (n) 'Regulations' or 'Rule' means any advice, direction or instruction not being a By-Law, issued by the Board under the provisions of the Constitution or the By-Laws for the guidance of Members and others.

- (o) 'Replaceable Rules' means the replaceable rules as set out in the Act.
- (p) 'Sub-Branch' means The Returned And Services League Of Australia (Queensland Branch) Currumbin Palm Beach Sub-Branch Inc ABN 55 023 122 445, IA 35253.
- (q) 'Voting Members' means members entitled to vote.
- (r) Words importing the singular number shall include the plural number where context so requires or permits.
- (s) Words importing to the masculine gender shall include the feminine gender where the context requires or permits.
- (t) 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.
- (u) Any reference to a statute or provision of a statute is a reference to:
 - (i) that statute or provision as amended or re-enacted from time to time; and
 - (ii) a statute or provision enacted in replacement of that previous statute or provision
- (v) Except as otherwise provided for by this Constitution and subject to resolutions of the members of the Company carried at any General Meeting the Board:
 - (i) shall have the general control and management of the administration of the affairs, property and funds of the Company; and
 - (ii) shall have final authority to interpret the meaning of this Constitution and any matter relating to the Company on which this Constitution is silent provided always that any relevant provisions of the Act take precedence.
 - (iii) Unless the contrary intention appears, an expression in a rule that deals with a matter dealt with by a provision of the Act has the same meaning as in that provision of the Act and a rule that is defined for the purposes of the Act has the same meaning as in the Act.
- (w) The Company may, in any manner permitted by the Act:
 - (i) exercise any power;
 - (ii) take any action; or
 - (iii) engage in any conduct or procedure,

which under the Act a company limited by guarantee may exercise, take or engage in if authorised by its Constitution.

3. THE GUARANTEE

Each Member undertakes to contribute to the Company's property if the Company is wound up while he, she or it is a member or within 1 year after he, she or it ceases to be a member, for payment of the Company's debts and liabilities contracted before he, she or it ceases to

be a member and of the costs, charges and expenses of winding up and for adjustment of the rights of the contributories among themselves, such amounts as may be required not exceeding \$5.00.

4. OBJECTS

The objects for which the Company is established are:

- (a) To promote all or any of the objects of the Company and of the Returned & Services League of Australia, and to operate consistent with the aims and objectives of the Returned & Services League of Australia (Queensland Branch) Currumbin Palm Beach Sub Branch Inc. including supporting veterans, their families and the wider community as well as advancing social welfare and the security of Australia and the Australian public.
- (b) To maintain a fitting memorial to the valour and sacrifice of those who served the Australian and allied nations in the Great War of 1914-1918, the World War of 1939 - 1945 and other wars and conflicts, and particularly to those who suffered the supreme sacrifice. The Ode of Remembrance to be observed daily at 1800 hours or at another time at the discretion of the Board.
- (c) To provide for members and guests an RSL and Services social Club with all the usual facilities of a Club which may include residential and other accommodation, liquid and other refreshments, libraries and provision for sporting, musical and educational activities or other social and welfare amenities, such activities to be conducted legally in accordance with all statutes, regulations and ordinances as are in force from time to time.
- (d) To do all such other lawful acts and things as are incidental and conducive to the attainment of any of the objects of the Company.

5. POWERS

The Company may, in any manner permitted by the Act, statutes, regulations and ordinances:

- (a) exercise any power;
- (b) take any action; or
- (c) engage in any conduct or procedure;

which under the Act a company limited by guarantee may exercise, take, or engage in if authorised by its Constitution and that directly or indirectly support attainment of its objects.

6. CLASSES OF MEMBERSHIP

The membership of the Company shall consist of the following classes of membership: -

(a) **Voting Members** are members with voting rights who may vote at meetings and in ballots for the Board, nominate for and nominate others for the Board and are as follows:

(i) “**Service Member**” shall be any person eligible to be a member of the Returned and Services League of Australia (Queensland Branch) Currumbin Palm Beach Sub Branch and/or has rendered service which would result in award of a Commonwealth long service medal after the qualifying period, and who shall have made application in accordance with these Rules and has been duly admitted to membership.

(ii) “**Member**” shall be any person other than a member mentioned in paragraph (6)(b) who shall have made an application for membership in accordance with these Rules and have been duly admitted to membership.

(b) **Non-voting Members** are members without voting rights and may not vote at meetings or in ballots for the Board, nor nominate for and nominate others for the Board, however, do enjoy all the other benefits of membership. The Board may introduce or abolish any of these categories of membership as deemed appropriate. Non-voting member categories are as follows:

(i) “**Life Member**” shall be any member of the Company who has rendered distinguished service to the Company which is above and beyond the call of duty and which has been performed for an extended period of time. The “period of time” is to be weighed up by the Board in conjunction with the other criteria. Life Membership shall only be conferred by a resolution of an Annual General Meeting upon the recommendation of the Board. A Life Member shall enjoy the benefits of and be subject to the Rules applying to the class of membership to which they belonged immediately prior to the conferral of Life Membership. Life Members shall be relieved of any obligation or liability with respect to payment of the annual subscription but in all other matters will be subject to these Rules. Not more than three nominations for Life Member shall be placed before any Annual General Meeting.

(ii) “**Patron**” shall be any person who has provided exemplary service to the Company. The Company shall have no more than three (3) patrons at any one time, who may be appointed by the Board or by the members at a General Meeting. Patrons shall be relieved of any obligation or liability with respect to the payment of entrance fee and/or subscription provided a grant of such membership shall be terminable at the discretion of the Board without being required to give reasons for such decision. Patrons may not nominate for nor vote in elections for positions on the Board.

(iii) “**Reciprocal Member**” of the Company is any member of other clubs with a formal reciprocal membership agreement with the Company or any member of other associations or clubs visiting the Company premises at the invitation of the Board for the purpose of taking part in a sporting competition for the days of such competition or business function or social function or as provided by the *Liquor Act 1992* or other Acts in which a restriction to membership is an element.

- (iv) **“Member’s Guest”** shall be any person accompanying any preceding category of member and shall complete the sign-in register at Reception. Guests must be signed in by and be in the company of the member at all times.
- (v) **“Visitor”** is any person who ordinarily resides overseas or in another State or Territory or, if in Queensland, beyond a distance from the Club if a distance is prescribed by the *Liquor Act 1992* and shall complete the sign-in register at Reception.
- (vi) **“Staff Member”** shall be any person who is an employee of the Company, either permanent or casual, who does not otherwise hold membership. Staff Members shall be relieved of any obligation to pay application fees or membership fees. Staff Members shall have all the rights and benefits of an “Member” but for voting rights, eligibility to stand for office and eligibility to partake in promotions. Staff Membership terminates upon cessation of employment and may also be suspended or terminated for non-compliance with the Constitution, By-Laws, Regulations, Legislation or Resolution of the Board.
- (vii) **RSL Honorary & Defence Member.** For the purposes of the *Liquor Act 1992 (Qld)* any person who is an RSL honorary member or defence member (but is not otherwise a Member of the Company) is not entitled to any rights or privileges of Members of the Company, but shall be entitled to those rights or privileges expressly granted to RSL honorary members or defence members on proof of entitlement for this category.¹

All current Members of the Club shall, upon incorporation of the Company, become Members of the Company in the same or equivalent membership category.

7. MEMBERSHIP

- (a) Every applicant for any class of membership of the Company shall be made in writing, signed by the applicant, accompanied by the relevant fee and shall be in such form as the Board from time to time prescribes.
- (b) No person under eighteen years of age shall be admitted as a Member of the Company.
- (c) The number of Members in each class shall be unlimited.
- (d) A member is a Member who has paid their current annual subscription and has not had their Membership terminated.

¹ *Liquor Act 1992 (Qld)*, ss77, 79, 81, 83, 103JA and 103M

8. MEMBERSHIP FEES

- (a) The entrance fee, annual subscriptions and other annual fees or charges payable by any class of member the amount thereof and the time and manner of payment thereof and all other matters pertaining thereto and not by these Rules specially provided for shall from time to time be prescribed by the Board.
- (b) The membership year is from 1 January to 31 December. The annual subscription shall fall due on the first day of January in each year. If any fee or subscription or any installment thereof shall remain unpaid for a period of one month after it becomes due the member concerned shall cease to be a member and irrespective of subsequent payment will not be entitled to continuity of membership.
- (c) The Board may at any time or times suspend the payment of entrance fees and shall have a discretionary power to fix and determine the entrance fees or annual subscription chargeable to any member under any circumstances that may arise.
- (d) The Board may, at its discretion, fix a charge or charges for the use of property or services of the Company by its members and non-members and may at any time amend or remove such charge or charges for the use of property or services of the Company by its members.

9. ADMISSION AND REJECTION OF MEMBERS

- (a) Particulars of all proposals for membership of the Company shall forthwith upon the making of the same, be entered, in the order of time which such proposals are received by the Board Secretary or his agent, of the Company in a, 'Proposed Members Register' to be kept by the Board Secretary or his agent. Every such entry setting forth the full name and address of the person proposed and the time and date of the receipt by the Board Secretary or his agent, of the proposal. In relation to any and every vacancy howsoever rising in the membership of the Company, every proposal shall, be dealt with and determined in the order of priority in which it is so recorded.
- (b) All applications for membership of the Company shall be dealt with and decided by the Board who may delegate such functions to the Management of the Company and who, if so delegated, shall provide membership reports to the Board.
- (c) All applications for membership to the Company must be accompanied by photographic identification of the applicant which may be copied and the copy of which retained by the Company. This may include the applicant's drivers licence.
- (d) The Board may refuse any application for membership of the Company without providing the applicant with any reason for that refusal.

10. TERMINATION OF MEMBERSHIP

- (a) Every member will be bound to observe and abide by the Constitution and the rules, by-laws, regulations and policies of the Company in force from time to time.
- (b) A member may resign from the Company at any time by giving notice in writing to the Board. Such resignation shall take effect at the time such notice is received by the

Board unless a later date is specified in the notice in which case it shall take effect on that later date.

- (c) The Board or authorised delegate may terminate the membership of members whose current annual subscription is unpaid and outstanding for a period greater than 2 months.
- (d) The Board shall make disciplinary By-Laws to deal with conduct of members and other persons, and to deal with termination or suspension of a Member or other action against a Member or other person.
- (e) There is no right of appeal against a decision to terminate or suspend membership.

11 TEMPORARY IMMEDIATE SUSPENSION

- (a) The Board has or duly authorised delegates of the Board have the power to suspend a member which may only be exercised in accordance with this clause.
- (b) If it is necessary or desirable, in the opinion of the Board or duly authorised delegates of the Board, in the interests of good order and safety of members and their guests or in the interests of the Company, and whether or not it is alleged a member has been guilty of misconduct, the Board or duly authorised delegates of the Board, may suspend the member summarily for a period of not more than 7 continuous days.
- (c) If it is alleged that a member has been guilty of misconduct, the Board or duly authorised delegates of the Board may suspend a Member until full consideration can be given to the matter by the Board or its duly authorised delegate.
- (d) Notice of a suspension under paragraph 11(b) may be given orally. Notice of a suspension under paragraph 11(c) may be given orally but must be confirmed in writing by notice sent within three working days of the oral notice.
- (e) A member who is given notice of suspension must leave the premises of the Company immediately and remain away from the Company premises for the duration of the suspension.
- (f) A member has no right of appeal against a suspension under this clause.

12. REGISTER OF MEMBERS

- (a) The Board Secretary shall cause a Record of Members to be kept in which shall be entered the names and residential addresses of all persons admitted to membership of the Company and the dates of their admission.
- (b) Particulars shall be entered into the record of deaths, resignations, terminations and reinstatement of membership and any further particulars as the Board may require from time to time.
- (c) The Board Secretary must keep a list of reciprocal clubs at the Company's licensed premises.

13. MEMBERSHIP OF THE BOARD

- (a)
 - (i) The Board of Management in control of the Company shall be vested in a Board consisting of the office bearers, namely a Chairman, Vice-Chairman, Board Secretary, Board Treasurer, and minimum of three (3) other members. The Board may decide whether it is appropriate to increase the Board size, or if previously increased whether to reduce Board size, from time to time.
 - (ii) At the first Board meeting following the Annual General Meeting, the Board shall elect the Chairman, Vice-Chairman, Board Secretary and Treasurer from within the membership of the Board. They shall act in these capacities until the next Annual General Meeting unless replaced by a majority vote of the Board.
 - (iii) Any Board Member who fails to attend any three (3) consecutive Board meetings without leave of the Board, that leave not having been unreasonably refused, will be deemed to have disqualified themselves from the Board.
 - (iv) All Members of the Board shall have equal voting rights at all Meetings, held within their term in office.
- (b)
 - (i) The elected Directors shall hold office for a term of three (3) years.
 - (ii) Following a term in office, a retiring Director shall be eligible for nomination for re-election.
- (c) The election of officers and other members of the Board shall take place in the following manner: -
 - (i) The term of office for each Director is three (3) years. One third of the positions on the Board will be declared vacant each year in alternation. Those positions becoming vacant shall be subject to ballot prior to the Annual General Meeting in accordance with the procedure outlined hereunder. Should the total on the Board be an odd number (eg seven) then in one year three will stand down and in the following year three will stand down and then in the third year the remainder shall stand down so that each director faces re-election every three years.
 - (ii) A Voting Member who has been a Voting Member of the Company for a period of not less than 12 months may nominate any other Voting Member who has been a member of the Company for a minimum of 12 months for election as one of the Members of the Board;
 - (iii) The nomination, which shall be in writing and signed by the nominee and his proposer and seconder, shall be lodged with the Board Secretary at least twenty-eight (28) days before the AGM at which the election is to take place.
 - (iv) A list of the candidate's names in alphabetical order, together with the proposer's and seconder's names, shall be posted in a conspicuous place in the office or usual place of meeting of the Company for at least seven (7) days immediately preceding the AGM.
 - (v) Balloting lists shall be prepared (if necessary) containing the names of the candidates, the order of which shall be determined by the drawing of lots.

- (vi) At the Annual General Meeting of the Company, the Secretary (if standing down) will retain office until the conclusion of the meeting and all other members of the Board who are facing re-election shall retire from office. The remainder, the continuing elected directors, will retain office until the AGM at which they are due to face re-election. All retiring members of the Board shall be eligible for re-election.
- (vii) The election of officers and other eligible members of the Board shall take place in the following manner:
- (viii) Any voting member of the Company shall be at liberty to nominate any other voting member to serve on the Board. For the purposes of this Rule 'eligible member of the Company' means a voting member who shall have at the relevant time, paid in full all entrance and other fees and charges payable and who:
 - (a) in the previous five (5) years, has not been formally suspended from membership,
 - (b) is an adult,
 - (c) holds a current Director Identification Number,
 - (d) has relevant qualifications of experience as per the Board Skills Matrix, and
 - (e) is not ineligible to be elected as a member under the Act.
- (ix) The nomination, on the nomination form approved by the Board for that year, which shall be in writing and signed by the member and his or her proposer and seconder, shall be accompanied by a resume and passport photograph and relevant information such as desirable qualifications or experience detailed in the Board Skills Matrix as from time to time notified by the Board, and shall be lodged with the Secretary by the announced closing date for nominations before the Annual General Meeting takes place. Nomination forms that are incomplete shall be declared invalid.
- (x) A list of the candidates names in an order drawn by lot with the proposers' and seconds' names shall be posted in a conspicuous place in a public area or notice board of the Company during the balloting period.
- (xi) Ballot papers shall be prepared (if a ballot is required) containing the names of the candidates in an order drawn by lot. Voting members may obtain same from the Club Reception in person during normal business hours during the declared voting period before the Annual General Meeting by showing their membership card and photo ID and signing a register of issue of ballot paper. Each ballot paper will be given an authentication mark when issued. The correctly completed ballot paper is to be placed in a sealed receptacle at Club Reception not later than 1:00PM on the day declared to be the day that balloting concludes.
- (xii) the club auditors or other independent party, observed by scrutineers if appointed by the Board, shall tally the ballot papers and announce or cause to be announced the result of the ballot at the Annual General Meeting.
- (xiii) Should, at the announcement of the results of the ballot, there be an insufficient number of candidates nominated and elected, the Board shall, in its ultimate discretion, appoint additional members to the Board at a subsequent meeting of the Board.²

² *Corporations Act 2001, s201H*

- (xiv) Any Director who has not, during the first term of office, undertaken and successfully completed a company directors course approved by the Board, such as a course provided by the Australian Institute of Company Directors, Governance Institute of Australia, a university law department, professional body or similar course shall be ineligible for re-nomination or re-election to the Board until such course be successfully completed.
 - (xv) The Board may co-opt any member of the Company with special skills, qualifications or knowledge relevant to the Company onto the Board. Any member so co-opted may speak at any meeting of the Board but may not vote and shall not be deemed to be an authorised person for the purpose of this Constitution.
- (d) The following shall apply to all sitting directors and nominees:
- (i) A person who has been bankrupt in business or subject to a composition with creditors or liquidation shall be ineligible to sit on or be nominated for the Board.
 - (ii) The failure to disclose any bankruptcy, composition or liquidation in relation to the nominee on a nomination form for election to the Board shall invalidate such nomination or create an automatic disqualification from office, as the case may be.
 - (iii) A person who has been involved in the management of a company which has traded whilst insolvent or is a banned or disqualified person for the purposes of the *Corporations Act 2001*, the *Australian Securities and Investments Commission Act 2001*, or any other law of the Commonwealth or of a State or Territory shall be prohibited absolutely from sitting on or nominating for the Board.
 - (iv) A person charged with or convicted of an offence of dishonesty or a declared serious offence under legislation³ is prohibited absolutely from sitting on or nominating for the Board.
 - (v) The failure to have disclosed any of the matters in above creates an automatic disqualification from office.

14. RESIGNATION FROM THE BOARD

- (a) Any Board Member may resign from the Board at any time by giving notice in writing to the Company, and such resignation shall take effect at the time such notice is received by the Company, unless a later date is specified in the notice when it shall take effect on that later date.⁴
- (b) A Board Member may be removed from office at a General Meeting of the Company where that Board Member shall be given the opportunity to fully present their case. The question of removal of a Director shall be determined by a simple majority vote of the Voting Members present in person or by proxy at such General Meeting.⁵

³ For e.g., as under the *Corporations Act 2001*, *Anti-Money Laundering and Counter-Terrorism Financing Act 2006* and the *Financial Transaction Reports Act 1988*

⁴ *Corporations Act 2001*, s203A

⁵ *Corporations Act 2001*, s203C

15. VACANCIES ON THE BOARD

- (a) The Board shall have the power at any time to appoint an eligible person to fill a vacancy on the Board. Such appointment shall be for the balance of the Term of the person that is being replaced.⁶
- (b) The continuing members of the Board may act notwithstanding any casual vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum of the Board, the continuing Member or Members may act for the purpose of increasing the number of members of the Board to that number or of summoning a General Meeting of the Company, but for no other purpose.

16. TRANSITIONAL CONDITIONS

- (a) To enable the Club to transition to a company limited by guarantee it is acknowledged that the Board of the Club shall continue in control of the Business until the first Annual General Meeting of the Company. The existing elected Directors shall continue to hold their current positions until the Annual General Meeting at which they would have been due to face reelection as if the Club had continued. Any irreconcilable disagreement over when any existing Director is due to stand down shall be resolved by drawing lots.

17. FUNCTIONS OF THE BOARD

- (a) Except as otherwise provided by this Constitution and subject to resolutions of the Members of the Company carried at any General Meeting, the Board: -
 - (i) shall have the general control and management of the administration of the affairs, property, and funds of the Company; and
 - (ii) shall have authority to interpret the meaning of these Rules and any matter relating to the Company on which these Rules are silent.
- (b) The Board shall exercise all the powers of the Company, including but not limited to:-
 - (i) to borrow, raise or secure the payment of money in such manner as the Members of the Company may think fit and secure the same or the payment of performance of any debt, liability, contract, guarantee or other engagement incurred or be entered into the Company in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Company's property, both present and future, and to purchase, redeem or pay off any such securities.
 - (ii) to invest in such manner as the Members of the Company may from time to time determine.
- (c) Directors may receive reimbursement for their expenses in their capacity as a Director of the Company.⁷

⁶ *Corporations Act 2001, s201H*

⁷ *Corporations Act 2001, s202A*

18. FUNCTIONS OF THE BOARD EXECUTIVE

- (a) The Board Executive shall comprise the Chairman, Deputy Chairman and those persons elected or appointed by the Board as Secretary and Treasurer.
- (b) Except as otherwise provided for by this Constitution and subject to resolutions of the Board or members of the Company carried at any General Meeting, the Board Executive shall meet as and when required for the consideration and dispatch of urgent business. If the Board so delegates, should an urgent matter arise between scheduled Board meetings and it is impractical to call a full meeting of the Board, the Board Executive has the power to act in the best interests of the Company on behalf of the Board and is to seek ratification of its actions at the next Board meeting. Executive power to act is limited to that delegated by the Board from time to time.
- (d) At least one (1) days' clear notice shall be given of all physical meetings of the Board Executive but not for telephone or electronic meetings.

19. MEETINGS OF THE BOARD

- (a) The Board should meet one or more times every calendar month to exercise its functions but, as a minimum, four times per year.
- (b) A Special Meeting of the Board shall be convened by the Board Secretary:-
 - (i) On the requisition in writing signed by not less than one-third of the members of the Board, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat;
 - (ii) on the direction of the Executive but subject to majority ratification of the Board.
- (c) At every meeting of the Board a simple majority of the number of current Directors shall constitute a quorum.
- (d) Subject to as previously provided in this rule, the Board may meet together and regulate its proceedings as it thinks fit: provided that questions arising at any meeting of the Board shall be decided by a simple majority of votes and, in the case of equality of votes, the Chairman shall exercise a casting vote.
- (e) A member of the Board
 - (i) must promptly and fully disclose to the Board any matter in which the member has an actual or perceived conflict of interest; and
 - (ii) shall not vote in respect of any contract with the Company in which he or she has an actual or perceived conflict of interest, or any matter arising therefrom, and if he or she does so vote, his or her vote shall not be counted.⁸
- (f) The Chairman shall preside at every meeting of the Board, or if there is no Chairman, or if any meeting he or she is not present, within ten minutes after the time appointed for holding a meeting, the Deputy-Chairman if he or she is not present at the meeting, then the members may choose one of their number to be Chairman of the meeting.

⁸ *Corporations Act 2001*, ss191, 194

- (g) If within half an hour from the time appointed for the commencement of the Board Meeting a quorum is not present, the Meeting, if convened upon the requisition of members of the Board shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place as the Board 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.
- (h) Not less than fourteen (14) days' notice shall be given by the Board Secretary to Directors of the Board of any Special Meeting of the Board. Such notice shall clearly state the nature of the business to be discussed thereat and must comply with the provisions of the Act.

20. FORMATION OF SUB-COMMITTEE

- (a) The Board may delegate a role to a Sub-Committee consisting of such members of the Company as the Board thinks fit. Any Sub-Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board. The results or findings of any such Sub-Committee shall be referred to the Board for any further action deemed necessary.
- (b) A Sub-Committee may elect a Chairman of its meetings. If no such Chairman is elected, or if at any meeting the Chairman is not present within ten minutes after the time appointed for holding the meeting, the members may choose one of their numbers to be Chairman of the meeting.
- (c) A Sub-Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the Members present and, in the case of equality of votes, the question shall be deemed decided in the negative.

21. VALIDITY OF NON-BOARD ACTIONS

All acts done by any meeting of the Board or of a Sub-Committee or by any person acting as a Member of the Board or Sub-Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Member of the Board or Sub-Committee or person acting aforesaid or that the Members of the Board or Sub-Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board or Sub-Committee.

22. RESOLUTION OF THE BOARD

- (a) A resolution in writing signed by all Members of the Board being entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like forms, each signed by one or more members of the Board.
- (b) The directors of the Company may pass a resolution without a directors' meeting being held if all the directors entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. Separate copies of a document may be used for signing by directors if the wording of the resolution and statement is identical in each copy. The resolution is passed when the last director signs.⁹

⁹ Corporations Act 2001, s248A

23. ANNUAL GENERAL MEETING

- (a) The Annual General Meeting shall be held within five (5) months of the close of the Financial Year each 31 December.
- (b) The business to be transacted at every Annual General Meeting shall include: -
 - (i) the receiving of the Board's Report and the Statement of Income and Expenditure, Assets and Liabilities and Mortgages, Charges and Securities affecting the property of the Company for the preceding financial year.
 - (ii) the receiving of the Auditor's Report upon the books and accounts for the preceding Financial Year.
 - (iii) the election of Members of the Board; and
 - (iv) the appointment of the Auditor if the office of the Auditor is vacant.

24. SPECIAL GENERAL MEETING

The Board Secretary shall convene a Special General Meeting: -

- (a) when directed to do so by the Board; or
- (b) on the requisition in writing signed by not less than 5% of Voting Members of the Company. Such requisition shall clearly state the reasons why such a Special General Meeting is being convened and the nature to be transacted thereat.

25. QUORUM

- (a) At any General Meeting, the number of Voting Members required to constitute a quorum shall be not less than double the number on the Board at the time plus one.
- (b) No business shall be transacted at any General Meeting unless a quorum of Voting Members is present at the time when the meeting proceeds to business.
- (c) 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 requisition of Members of the Board of the Company, 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 Board 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 Voting Members present shall be a quorum.

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. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

- (d) A quorum includes members present by video or audio link if such method of attendance is included in the notice of the meeting and if the capabilities of the link permit such attendees to participate fully in the business of the meeting.
- (e) Wherever possible, the date of the next General Meeting will be advised at the close of a General Meeting.

26. NOTICE OF GENERAL MEETING

- (a) In addition to the Annual General Meeting, a General Meeting of members should be held approximately on a half-yearly basis or at the discretion of the Board.
- (b) The Board Secretary shall convene all Special and General Meetings of the Company by giving not less than twenty-one (21) days notice of any such meeting to Members of the Company.
- (c) Subject to the provisions of the Act relating to special resolution and agreements for shorter notice, twenty-one (21) days notice shall be given of any meeting of the Company specifying the place, the day and the hour of the meeting, the general nature of the business to be transacted and be given to such persons as are entitled to receive such notices from the Company.
- (d) The Directors and the Members entitled to vote shall be entitled to receive notice of any meeting of the Company and to attend such meeting.
- (e) Notice may be given by the Company to the intended recipient in the manner determined by the Board, including by:
 - (i) advertising on the notice boards of all of the licensed premises of the Company and placing notice on the Company's website and Facebook page; or
 - (ii) sending it by post to the intended recipient's address; or
 - (iii) sending it by email to the intended recipient's email address; or
 - (iv) sending it by other electronic means to the intended recipient; or
 - (v) by any other means authorised by the Law.
- (f) A notice of meeting sent by post is taken to be given three days after it is posted. A notice of meeting sent by fax, or other electronic messaging means, is taken to be given on the business day after it is sent.¹⁰
- (g) The non-receipt of notice of a meeting by any Member shall not invalidate the proceedings at any meeting.

27. CONDUCT OF GENERAL BUSINESS

Unless otherwise provided by these rules, at every General Meeting: -

- (a) The Chairman shall preside, or if there is no Chairman, or if he or she is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Deputy-Chairman, or, if the Deputy-Chairman is not present or is unwilling to act, then the Voting Members present shall elect one of their number to be Chairman of the Meeting.

¹⁰ *Corporations Act 2001, s249J(4)*

- (b) The Chairman shall maintain order and conduct the meeting in a proper and orderly manner.
- (c) Every question, matter or resolution shall be decided by a majority of votes of the Board and Voting Members present physically or by electronic link per Clause 25(e).
- (d) Should a vote be tied the Chairman may optionally cast a deciding vote.

28. DISORDERLY CONDUCT AT GENERAL MEETINGS

- (a) At any meeting of the Company, the Chairman may report to the meeting that a Member has committed an offence if a Member:
 - persistently and wilfully obstructs the business of any meeting;
 - is guilty of disorderly conduct;
 - uses objectionable words and refuses to withdraw those words; and
 - persistently and wilfully disregards the authority of the Chairman.
- (b) When any Member is subject to a report pursuant to Clause 28.1, he or she will be called upon to stand in his or her place and make any explanation or apology, and afterwards, a motion may be moved "that the Member be suspended for the sitting of the meeting". No amendment, adjournment or debate will be allowed on such a motion, which will be immediately put by the Chairman.
- (c) If any Member is suspended, the suspension will be for the remainder of that meeting.
- (d) The club shall be bound by the rules of natural justice in adjudicating upon the rights of its members conferred by these rules.

29 BY LAWS

The Board may from time to time make, amend or repeal By-laws not inconsistent with these rules, and not inconsistent with the provisions of the Act, for the internal management of the Company and provided such by-laws may be set aside by a General Meeting of Members.

30 ALTERATION OF CONSTITUTION

Subject to the provisions of the Act, this Constitution may be amended, withdrawn, or added to from time to time by:

- (a) A Special Resolution carried by Voting Members at any General Meeting; or
- (b) A resolution by the Board of Directors but only to align this Constitution with changes to the Corporations Act or other legislation.

However, in order to preserve the Company's focus on assistance to veterans and their families, only Service Members are eligible to vote on amendments or additions to the Objects of the Company.

31 PROXY

- (a) A Member, entitled to attend and vote at a General Meeting shall be entitled to appoint another Member as a proxy to attend and to vote instead of that Member.
- (b) The instrument appointing a proxy shall be in writing and signed by the Member.
- (c) Only one proxy may be held by each voting member.
- (d) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- (e) Subject to the Act, the instrument appointing a proxy shall be deposited by original or email at such place as is specified for that purpose in the notice convening the meeting (or if no such place is specified, at the registered office) 72 hours prior to the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default, the instrument of proxy shall not be treated as valid.
- (f) Every instrument of proxy shall be in or to the effect of the form in Schedule 1 or in such form acceptable to the Company generally or in a particular case.
- (g) A proxy's authority to vote is suspended while the member is present at the meeting.¹¹

32 COMMON SEAL

Should the Board decide to adopt a Common Seal, Management shall provide for its safe custody. The Common Seal shall only be used by the authority of the Board and every instrument to which the seal is affixed shall be signed by two Directors, or one Director and the Secretary if not a Director.

33 FUNDS AND ACCOUNTS

- (a) The funds of the Company shall be banked in the name of the Company in such bank as the Board may from time to time direct.
- (b) The Board of Directors shall cause to be kept such accounting or other records that clearly explain the transactions and financial affairs of the Company and enable a true and fair statement of financial performance and statement of financial position, and any documents required by law as to enable them to be properly audited. These records shall be kept and maintained either in written, printed or electronic form showing correctly the financial affairs of the Company and the particulars usually shown in the books of like nature.
- (c) All amounts shall be paid by electronic funds transfer or cheque. All payments shall be signed by one of the Management Group and a Board Director or another as authorised from time to time by the Board.
- (d) Records shall be kept at the registered office of the Company or at such other place as the Board of Directors think fit and shall at all times be open for inspection by the persons authorised herein.

¹¹ *Corporations Act 2001, s249Y(3)*

- (e) As soon as possible after the end of each Financial Year the Board Treasurer shall cause to be prepared a statement containing particulars of:
 - (i) the income and expenditure for the Financial Year just ended.
 - (ii) the assets and liabilities and of all mortgage charges and securities affecting the property of the Company at the close of that year.
- (f) All such statements shall be examined by the Auditor who shall present his report upon such audit to the Board Treasurer prior to the holding of the Annual General Meeting next following the Financial Year in respect of which such an audit was made.

34 INCOME AND PROPERTY OF THE COMPANY

The income and property of the Company whatsoever 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 Company provided that nothing herein contained shall prevent the payment in good faith of interest to any such Member in respect of monies advanced by him to the Company or otherwise owing by the Company to him or of remuneration to any officer or servants of the Company or to any Member of the Company or other person in return for any services actually rendered to the Company provided further that nothing herein contained shall be constructed so as to prevent the payment or repayment to any Member of out of pocket expenses, money lent, reasonable or proper charges for goods hired by the Company or reasonable and proper rent for premises demised or lent to the Company.¹²

35 DOCUMENTS

The Board shall provide for the safe custody of books, documents, instruments of title and securities of the Company.

36 FINANCIAL YEAR

The Financial Year of the Company shall close on 31st December in each year.

37 INDEMNITY

All Board Members shall be indemnified out of funds of the Company and/or Directors Liability Insurance policy against all losses and expenses incurred in the discharge of their duties except such as shall happen through their own wilful act or default, and each one shall be responsible only for so much money or property as they themselves actually received for, or in the discharge of the business of the Company, and each one shall be answerable for their own acts, neglects or defaults and not for those of any other person, nor for insufficiency of any security for money invested or of title to any estate or property acquired, nor for any loss or damage which may happen in the discharge of their duties unless the same happens through their own wilful neglect or default.

¹² *Corporations Act 2001, s202A*

38 DISTRIBUTION OF SURPLUS ASSETS

If the Company shall be wound up, and there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members of the Company, but shall be given or transferred to another entity or entities:

- (a) having objects similar to the Company's objects; and
- (b) the rules of which prohibit the distribution of the entity's income and assets to its members.
- (c) Voting Members at or before the time of dissolution will resolve the recipients of surplus assets. If the Members do not make the necessary determination under this clause, the Company may apply to the Supreme Court to determine the institution or institutions.

39 REPLACEABLE RULES

The provisions of this constitution displace the Replaceable Rules.

40 COMPANY'S RELATIONSHIP WITH THE RSL

- (a) The Company is closely associated with the Returned and Services League of Australia (Queensland Branch) Currumbin Palm Beach Sub Branch Inc and the Company shall, therefore, be cognizant of the objects of the RSL.
- (b) For the avoidance of doubt, the association is completely independent and no RSL body or other external agency may make enquiries into the commercial activities, including licensed gaming operations, of the association.

41 EFFECT OF THIS CONSTITUTION

- (a) This Constitution has the same effect as a contract:
 - (i) Between the Company and each member; and
 - (ii) Between the company and each director; and
 - (iii) Between a member and each other member.¹³
- (b) Infractions of this Constitution, or any By Laws issued hereunder, may be dealt with under Clause 10 or under the provisions of the *Liquor Act* which grants licensees the power to bar patrons for violations of a dress and behaviour code issued by the licensee.¹⁴

¹³ *Corporations Act 2001*, s140

¹⁴ *Liquor Act 1992* (Qld), s 165B. Licensee Ban Example— A licensee decides on a standard for persons in the licensed premises. The licensee may exercise the licensee's rights apart from this Act to stop anyone who does not comply with the standard from entering the premises.

SCHEDULE 1

Proxy Form

I, _____ of _____ being a voting Member of Currumbin Palm Beach RSL & Services Memorial Club Limited hereby appoint/s _____ of _____ as my proxy to vote for me and on my behalf at the *Annual General Meeting / General Meeting of the Company to be held on the _____ day of _____ 20____, and at any adjournment thereof.

If this proxy is signed under power of attorney, the signatory declares that he has had no notice of revocation thereof.

I direct that my proxy shall vote as follows:

Signature of Appointor: _____ **Membership Number:** _____

Signature of Proxy Holder: _____ **Membership Number:** _____

SIGNED this _____ day of _____ 20____ .

* Delete as appropriate.

NOTES:

- a. A Voting Member is entitled to appoint a proxy to attend and vote on a poll instead of that Member.
- b. If the appointor wishes to direct the proxy on how to vote, then the appointer should indicate this on the proxy form. Otherwise, the proxy may vote if and as the proxy chooses.
- c. An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution or resolutions, and where the instrument if proxy so provides, the proxy is not entitled to vote on the resolution or resolutions, except as specified in the instrument.

