

Corporations Act 2001

CONSTITUTION
OF
CARINA LEAGUES CLUB LIMITED ACN 010 342 542

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1. Preliminary

1.1 Meanings of certain words

In this Constitution, some words have a special meaning. Unless the context otherwise requires, those words and their respective meanings are set out below:

AGM refers to the annual general meeting of the Club.

Annual Reports refers to the Financial Report for the last financial year of the Company, together with such accounts, reports and statements as are required by the Corporations Act for that year.

Article or **Articles** means and refers to the clauses of this Constitution for the time being in force.

Board means the body of Directors for the time being of the Club acting in that capacity and, where the context permits, includes a person or persons nominated by the Board to perform a specified function, when they are performing that function.

Chairman of the Board means the person elected to act as Chairman of the Board of Directors.

Chairman of the meeting means the person nominated, appointed or elected to chair that meeting in accordance with the Constitution.

Club means CARINA LEAGUES CLUB LIMITED ACN 010 342 542.

Constitution means the Constitution of the Club for the time being in force.

Director or **Directors** means the Directors of the Club from time to time.

Executive of the Board means the body of Directors acting as a group in their executive capacities and holding the positions of Chairman, Vice-Chairman, Secretary and Treasurer.

Financial Report means the Financial Statement, notes to the Financial Statement and the Directors' declaration about the Financial Statements and notes.

Financial Statement or **Statements** has the same meaning as under the Law.

Financial Year means the twelve month period commencing 1 July in each year and concluding 30 June in the following year.

Full Member means any person that has been admitted as a Full Member of the Club in accordance with this Constitution or an Ordinary Member admitted under the previous Articles of Association of the Club and who has not changed Membership class, resigned, or otherwise has their Membership terminated. The term also includes those of the Original Subscribers who are still living at the date of adoption of this Constitution and who have not resigned, changed Membership class or otherwise had their Membership terminated.

Gaming Act means the Gaming Machine Act 1991 (Qld.) or any other law which replaces that Act and which regulates to the operation of gaming machines and other gaming opportunities (eg. TAB, Keno) in the State of Queensland.

Gaming Commission means the Gaming Commission established under the Gaming Act.

General Manager means the person employed or appointed by the Board of the Club to be responsible for the day to day operations of the Club.

Guest and Visitors Register means the register of all guests and visitors required to be kept pursuant to the Liquor Act.

Honorary Member means any person who is admitted as an Honorary Member of the Club in accordance with this Constitution.

Law means the Corporations Law contained in the Corporations Act 2001 (Cth.) and any regulations made under that Act as amended from time to time and any Act by which it may be replaced.

Licensing Authority means the person or body responsible for the administration of licence applications under the Liquor Act.

Life Member means any person who is admitted as a Life Member of the Club in accordance with this Constitution and Life Members who have been duly admitted to that honour prior to the adoption of this Constitution.

Liquor Act means the Liquor Act 1992 (Qld) or such corresponding Act or Acts for the time being in force or any statutory modifications of that Act or those Acts.

Member means any person who is admitted as a Member of any class of the Club in accordance with this Constitution and any person who is a Member at the time of adoption of this Constitution.

Members Register means the register of Members of the Club required to be kept under the Law and the Liquor Act.

Original Subscribers means the original subscribers to the Memorandum of Association of the Club being

BRIAN JOSEPH MINNIKIN

FRANCIS NEIL NICHOLSON

ROBERT ARTHUR DAVIES

DAVIS IAN BRACEWELL WOODROW

KEVIN BUCKMASTER

GARY VERNON FISHER

FRANCIS TERRY KEOGH

STEPHEN JOSEPH CARMODY

Premises means Carina Leagues Club at Creek Road Carina Qld 4152 and other premises maintained or managed by the Club from time to time.

Rules and Regulations means rules and regulations of the Club made by the Board from time to time.

Seal means the common seal of the Club.

Secretary means any person appointed (whether or not on an honorary basis) to perform the duties of Secretary of the Board of the Club within the meaning of the Law.

Social Member means any person who has been admitted and remains a Social Member in accordance with this Constitution.

Special Resolution has the same meaning as in the Law.

Working Day means a day other than a Saturday, Sunday or a day which is a public holiday in Brisbane.

1.2 Interpretation

In this Constitution, unless the context otherwise requires:

- a) The singular includes the plural and vice versa.
- b) Reference to one gender includes every gender.
- c) Reference to any officer of the Club includes any person acting for the time being as such officer.
- d) Reference to a person includes a reference to a natural person or any other entity recognised by law.
- e) Reference to the Law or the Liquor Act or Gaming Act, includes any relevant Acts and any regulations made under those Acts.
- f) An expression used in a particular part or division of the Law that is given by that part or division a special meaning for the purposes of that part or division has in any of the Articles of the Constitution that deals with a matter dealt with by that part or division unless the contrary intention appears the same meaning as in the part or division.
- g) The headings and index to the Constitution or groups of Articles are for convenience only and do not form part of this Constitution.
- h) In writing or written includes printed, and other means of representing or reproducing words in a visible form.

1.3 Replaceable rules not to apply

The provisions of the Law that apply as replaceable rules do not apply to the Club.

1.4 Constitution subject to Law

This Constitution is subject to the Law and where there is any inconsistency between an Article of this Constitution and the Law, the Law prevails to the extent of inconsistency.

2. Objects of the Club

2.1 Objects

The Objects of the Club are:

- a) To provide and maintain a Clubhouse and other facilities for Members and guests.
- b) To generate financial resources to be applied to achieve the objects of the Club.
- c) To promote, foster support and encourage the aims and objects of Carina Junior Rugby League Football Club Inc. ("Carina JRLFC") and all associated matters.
- d) To promote, foster support and encourage the aims and objects of the Camp Hill Carina Welfare Association Trust and all associated matters.
- e) To assist by financial aid or by other means individuals or organisations which are devoted to community-based, charitable or benevolent initiatives as seen fit by the Board.
- f) To do all such other lawful things that are incidental or conducive to achieving the Objects of the Club or which may be calculated to advance directly or indirectly the interests of the Club.

2.2 Powers

The Club has all the powers defined in the Law. However, those powers must not be exercised in contravention of this Constitution.

2.3 Application of income and property

The income and property of the Club must be applied solely towards the promotion of the Objects of the Club as set out in this Constitution and no portion of the income or property will be paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to Members. However, no provision in this Constitution shall prevent the payment, in good faith, of:

- a) Interest to any Members in respect of monies advanced by him to the Club or otherwise owing by the Club to him.
- b) Remuneration to any officers or servants of the Club or to any Member of the Club or other person in return for any services rendered or payment for goods sold to the Club.
- c) Grants and donations in accordance with the Objects of the Club.

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- d) Directors' fees to the Directors of the Club to compensate for travel and other costs incurred and time provided in execution of their duties as Directors. Such fees shall be paid to each Director attending a meeting at a rate determined by the Board from time to time.
For the purposes of this article the term "meeting" means a formal meeting of the Board or the Executive or a duly constituted Sub-committee of the Board from which minutes and or a report are prepared and included in the records of the Board.
In the annual financial reports of the Club, a separate record must be made of the total Directors' fees paid, under this article, in the year for which the report is made.
 - e) Reimbursement of general expenses actually incurred in the pursuit of the business of the Club.

3. Company limited by guarantee

The Club is a company limited by Guarantee and accordingly, the following provisions apply:

- a) The number of members will be at least the minimum required by the Law but will be otherwise unlimited;
- b) The liability of members is limited in the manner described in Article 3 (c): and
- c) Every member (excluding Honorary Members) undertakes to contribute to the assets of the Club in the event of it being wound up while he is a member or within one year afterwards for payment of the debts and liabilities of the Club contracted before the time at which he ceased to be a member and of the costs, charges and expenses of winding up the Club and for the adjustment of the rights of the contributories amongst themselves up to a maximum of ten dollars (\$10.00).

4. Club name

The name of the Club is CARINA LEAGUES CLUB LIMITED.

5. Membership classes and rights

5.1 Membership classes

The membership of the Club will consist of the following classes:

- a) Full Members;
- b) Social Members;
- c) Life Members;
- d) Financial Life Members;
- e) Temporary Members; and
- f) Honorary Members.

5.2 Full Membership

A person may be accepted by the Board as a Full Member provided that person meets all of the following criteria. That person:

- a) has attained the age of 18 years;
- b) is of good character and repute;
- c) agrees to support the Objects of the Club; and
- d) has paid the Full Membership subscription fee as set by the Board from time to time.

5.3 Social Membership

A person may be accepted by the Board as a Social Member provided that person meets all of the following criteria. That person:

- a) has attained the age of 18 years;
- b) is of good character and repute;
- c) agrees to support the Objects of the Club; and
- d) has paid the Social Membership subscription fee as set by the Board from time to time.

5.4 Life Membership

Life Membership may be granted to a member who, in the opinion of the majority of the Board, has rendered outstanding and meritorious service to the Club for a period of at least 10 years and whose name has been submitted by the Board to a General Meeting of the Club for approval by Special Resolution.

- a) Notice of intention to move a resolution to grant Life Membership shall be given with the notice of the Annual General Meeting or General Meeting.
- b) Life Members are exempt from the obligation to pay annual subscriptions.

5.5 Financial Life Membership

Financial Life Members are those members who were Financial Life Members of the Club when this Constitution was adopted.

Financial Life Members are exempt from the obligation to pay annual subscriptions.

5.6 Temporary Membership

A person will be a Temporary Member of the Club when that person:

- a) has made application for Social or Full Membership of the Club; or
- b) has paid the prescribed application fee (if any); and
- c) is awaiting a decision from the Board, or Executive of the Board or a duly delegated sub-committee of the Board, to consider the membership application.

Temporary Membership expires after 30 days of the application or upon the Temporary Member being accepted by the Board as a Social or Full Member of the Club, whichever occurs first.

5.7 Honorary Membership

- a) Honorary Membership may be granted by the Chairman of the Board or his nominee or the General Manager or other person authorised by the Board, to any person over the age of 18 years who is: -
 - i) An official or member of any visiting city, suburban, country, interstate or overseas sporting team for the duration of the visit of such team.
 - ii) A member of a Rugby League football club other than Carina JRLFC who is visiting Carina JRLFC as a representative of his club for the purpose of participating in or administering a sporting event. Honorary membership will continue for a reasonable period of time prior, during and following the sporting event.
 - iii) A prominent citizen or sportsman visiting the Club for a special occasion. Honorary membership will continue for a reasonable period of time prior, during and following the special occasion.
- b) An Honorary Member shall be entitled only to the privileges of Social Membership of the Club and to play or administer such games, recreations and pastimes as a determined by or on the invitation of the Board.
- c) The Board shall have the power to cancel the Honorary Membership of any person at any time and without assigning any reason.

5.8 Opening and closing applications for classes of Membership

The Board may determine from time to time that applications for Membership of some or all of the classes are open or closed as it thinks fit in the interests of the Club.

5.9 Rights of Full Members, Life Members and Financial Life Members

Full Members, Life Members and Financial Life Members are entitled to: -

- a) vote;
- b) attend General Meetings of the Club;
- c) propose or second candidacy for roles of Directors;
- d) stand for and hold elected offices within the Club provided they fulfil prescribed eligibility requirements; and
- e) enjoy the other benefits and privileges of membership and to use facilities of the Club as the Board may determine from time to time.

5.10 Rights of Other Members

Members of classes of membership other than Full Members, Life Members and Financial Life Members are entitled to enjoy the benefits and privileges of membership and to use the facilities of the Club as the Board may determine from time to time, but they are not entitled to: -

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- a) vote;
 - b) attend General Meetings of the Club;
 - c) propose or second candidacy for roles of Directors; or
 - d) stand for and hold elected offices within the Club.

5.11 Application for Membership

- a) A person who is eligible for Membership in a particular class for which applications are open may apply to become a Member of the Club in that class.
- b) An application for Membership of the Club must be made in writing in the form prescribed by the Board from time to time and delivered to the Club.
- c) An applicant for Membership must pay the applicable subscription fee at the time of lodging that applicant's application for Membership.
- d) Admission or rejection of an application for Membership shall be determined by the Board, or the Executive of the Board or a duly delegated sub-committee of the Board, as the case may be, within 30 days of the date of the application.
- e) An applicant whose application for Membership is rejected must be notified by the Club in writing of that rejection as soon as possible after the decision is made.
- f) On the issue of notification of rejection, under Article 5.11(e), the applicant's Temporary Membership ends and the applicant must surrender immediately any membership card issued to him or her. The applicable subscription fee will be refunded in full within a reasonable period of time.
- g) The Board may refuse any application for Membership of the Club without assigning any reason for that refusal.

5.12 Cessation of Membership

A Member who is insolvent or whose Membership subscription or any other money owing to the Club is overdue and unpaid for a period in excess of 45 days is deemed to have offered to resign from the Club and his membership ends on acceptance of the offer of resignation by the Board.

5.13 Registers to be kept by Club

- a) Upon acceptance of any application for Membership, the person nominated by the Board must cause the particulars as the Law requires, to be entered into the Members Register.
- b) The Members Register must be kept on the Club's main premises.
- c) The Board may decide to keep information about members in addition to the information required by Law in conjunction with the Members Register.

5.14 Annual Subscription Fee

The annual subscription fees for a financial year for each category of Membership are the amounts the Board determines from time to time.

6. Members obligations and disciplinary provisions

6.1 Members obligation

Every member will be bound to observe and abide by the Constitution and the rules, regulations and policies of the Club in force from time to time.

6.2 Breach of Members obligation

If it is alleged that a Member:

- a) has refused or neglected to comply with the rules, regulations, policies and procedures of the Club; or
- b) has been guilty of conduct unbecoming of a member or prejudicial to the interests of the Club

the Board may resolve to take disciplinary proceedings against that member.

6.3 Disciplinary action

If the Board resolves to take disciplinary action against a Member of the Club, it must serve a notice in writing on the member:

- a) setting out particulars of each breach of Members' obligations which is alleged against the Member;
- b) stating the date [which must not be less than 14 days and not more than 28 days from the date of the issue of the notice, unless the Board determines in special circumstances that the time should be abridged or extended] place and time of the meeting of the Board at which the matter will be considered; and
- c) stating that the Member may attend and address the Board at that meeting or that the Member may deliver a written submission not later than 1 working day before the day of the meeting.

6.4 Penalties

The Board may by resolution impose any one or more of the following penalties:

- a) terminate the Membership of a Member of the Club;
- b) suspend a Member from the Club for a specified period; and
- c) recover reasonable costs from the member for restitution for damages or costs incurred in respect of the disciplinary matter

if it is satisfied that the Member has refused or neglected to comply with the rules, regulations and policies of the Club, or has been guilty of conduct unbecoming of a Member or prejudicial to the interests of the Club.

A person whose Membership of the Club has been terminated shall not apply for and must not be granted Membership of the Club in any class for a period of 5 years after the date of expulsion of that person.

6.5 Temporary Suspension

- a) The Chairman of the Board, the General Manager and other Delegate appointed by the Board have the power to suspend a Member which may only be exercised in accordance with this Article.
- b) If it is necessary or desirable, in the opinion of the Chairman of the Board, the General Manager or other Delegate of the Board, in the interests of good order and safety of Members and their guests or in the interests of the Club, and whether or not it is alleged a Member has been guilty of misconduct, the Chairman of the Board, the General Manager or other Delegate of the Board may suspend the Member for a period of not more than 72 hours.
- c) If it is alleged that a Member has been guilty of misconduct, the Chairman of the Board, the General Manager or other Delegate of the Board may suspend a Member until the next Meeting of the Board.
- d) If an allegation of misconduct of a Member has been brought to the Board and the Board decides that the matter requires further investigation, the Board may suspend the Member until it resolves whether or not to take disciplinary action against the Member.
- e) If an allegation of misconduct of a Member has been brought to the Board and the Board resolves to take disciplinary action against the Member, the Board may suspend the Member until the disciplinary action is completed.
- f) If a Member has been suspended under paragraphs (c) to (e) above, steps must be taken to resolve the matter without delay.
- g) Notice of a suspension under paragraph (b) may be given orally. Notice of a suspension under paragraphs (c) to (e) may be given orally but must be confirmed in writing by notice sent within five working days of the oral notice.
- h) A Member who is given notice of suspension must leave immediately and remain away from the Club premises for the duration of the suspension.
- i) The Club must give notice to the Member immediately a suspension under clause (c) to (e) is lifted.
- j) No appeal lies against a suspension under this sub-article.

6.6 Appeals by Voting Members

A Life Member, Financial Life Member or a Full Member whose Membership has been terminated or suspended may appeal against the decision of the Board. This Article does not apply to Members other than Full Members, Life Members and Financial Life Members.

The following is the procedure for dealing with appeals against termination or suspension of Membership or the recovery of reasonable costs from the Member for restitution for damages or costs incurred in respect of a disciplinary matter by a Life Member, Financial Life Member or a Full Member:

- a) The Board must take steps to establish and maintain a panel of at least 3 persons who may or may not be Members of the Club but who may not be Members of the Board, to constitute the panel for the appeals tribunal.
- b) One of the appointees who agrees to accept the responsibility must be appointed President of the disciplinary tribunal.

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- c) A Life Member, Financial Life Member or a Full Member whose Membership has been terminated or suspended, may give the person nominated by the Board, but if no person is nominated, the General Manager, a notice of appeal which must:
- i) be in writing;
 - ii) state the grounds upon which the appeal is made;
 - iii) substantially comply with the prescribed notice of appeal form, if the Board has prescribed a form for use as the notice of appeal and makes the form readily available; and
 - iv) be given to the General Manager or other person to whom the notice is required to be given, within 30 days of written notice of the termination or suspension being sent to the member.
- d) Upon receipt of a notice of appeal against termination or suspension of Membership which is in proper form and which is given in time, the General Manager or other person to whom the notice is required to be given must forward the notice and any other relevant documents and information to the President of the disciplinary tribunal with a request that he appoint a member of the panel (which may be himself) to constitute the disciplinary tribunal for the matter the subject of the appeal.
- e) A notice of appeal which is given out of time is of no effect.
- f) The request to a Panel Member to constitute the tribunal must require that, as a term of the acceptance of the appointment, the appointee proceed without delay to issue directions for and proceed with the prompt and efficient determination of the appeal in accordance with the principles of natural justice.
- g) The appellant and Members of the Club must comply with the directions of the disciplinary tribunal.
- h) If no Panel Member agrees to constitute the tribunal for an appeal within a reasonable time, the Management Committee must take steps to appoint another person who:
- i) is not a Director;
 - ii) has appropriate experience in conducting disciplinary hearings; and
 - iii) agrees to proceed without delay to issue directions for and proceed with the prompt and efficient determination of the appeal in accordance with the principles of natural justice.

to constitute the tribunal for the appeal.

6.7 Review

This article applies only to Members of classes of Membership other than Full Members, Life Members and Financial Life Members.

- a) Members of classes of membership other than Full Members, Life Members and Financial Life Members whose membership has been terminated or suspended have the right to request a review by the Board within 14 days of the notice of suspension or termination being given.
- b) The Board may assemble a sub-committee of Directors to consider the request for review.

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- c) The review must be completed and decided within 28 days of receipt of the review request from the Member.
 - d) Decisions of the Board and sub-committee on review are final and there is no further right of appeal.
 - e) The Board and review sub-committees may review their own decisions on disciplinary matters and make further determinations as they see fit.

6.8 Transfer of Membership

A right, privilege or obligation which a person has by reason of being a Member of the Club:

- a) is not capable of being transferred or transmitted to another person;
- b) terminates upon cessation of the person's Membership; and
- c) is suspended during the period of any suspension of the Member.

7. General Meetings

7.1 General Meetings

- a) The Club will hold an AGM of the Members of the Club not later than 5 calendar months after the end of the financial year.
- b) All General Meetings, other than the AGM, will be called Extraordinary General Meetings.
- c) All General Meetings will be held at times and places determined by the Board in accordance with this Constitution.

7.2 Notice of AGMs

- a) At least 21 days before holding the AGM the General Manager or other delegate of the Board, must place a notice of the AGM in a prominent position in the Club's foyer area and on the Club's web site, stating the intention to hold the AGM. The notice must provide as a minimum, the time, date, place at which the meeting is to be held, the general nature of the Meeting's business and any special business which the Directors intend to submit at that Meeting.
- b) Notice of the AGM must be provided to all Members then eligible to vote in the manner required by the Law.
- c) The notice of Meeting must remain on display until the Meeting has been conducted.
- d) A copy of the Financial Report and the reports of the Directors and Auditors must be available to the Members of the Club then entitled to vote at the AGM at least 21 days prior to the AGM.
- e) A notice of meeting sent by post is taken to be given 3 days after it is posted.
- f) A notice of meeting sent by fax, or other electronic means, is taken to be given on the business day after it is sent.
- g) If the Member nominates:

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- i) an electronic means (the nominated notification means) by which the Member may be notified that notices of meeting are available; and
 - ii) an electronic means (the nominated access means) the Member may use to access notices of meeting;

a notice of meeting given to a Member is taken to be given on the business day after the day on which the Member is notified that the notice of meeting is available.

7.3 Proceedings Not Invalidated

The accidental omission to give notice of a Meeting to or the non-receipt of notice of a Meeting by any Member, or the temporary unavailability of copies of reports during the 21 day period prior to the Meeting, will not invalidate any of the proceedings at that Meeting.

7.4 Extraordinary General Meetings

- a) The Board will have the power to call an Extraordinary General Meeting of the Club whenever it may have matters under consideration upon which it deems proper to obtain the ruling of the Members.
- b) The Members of the Club may call upon the Board to convene an Extraordinary General Meeting of the Club in accordance with the Law.
- c) The Board must call and arrange to hold an Extraordinary General Meeting on request of:
 - i) Members that collectively hold at least 5% of the votes that may be cast at a General Meeting; or
 - ii) at least 100 members who are eligible to vote at the General Meeting.
- d) The General Manager or other delegate of the Board must, within 21 days of receiving a request to call an Extraordinary General Meeting either by Members or by the Board, place a notice of the Meeting in a prominent position in the Club's foyer area and on the Club's web site, stating the intention to hold the Meeting. The notice must provide as a minimum, the time, date, place at which the Meeting is to be held, the general nature of the Meeting's business and any special business which the Directors intend to submit at that Meeting.
- e) Notice of the Extraordinary General Meeting must be provided to all members then eligible to vote in the manner required by the Law.
- f) A Meeting held at the request of the members must be held within 2 months of the request being given to the Club.

8. Proceedings at General Meetings

8.1 Business of General Meetings

- a) The business of an AGM will be:
 - i) to receive and consider the Financial Report, and the reports of the Directors and Auditors;
 - ii) to elect persons to vacant positions on the Board;

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- iii) to appoint and determine remuneration of the Auditors, if necessary; and
 - iv) any other business that may be properly brought before an AGM as special business particulars of which must be given in the notice of AGM
- b) The business of an Extraordinary General Meeting instigated under Article 7.4 (a) and (b) is that business of which notice has been given and any business necessarily incidental to that business.

8.2 Quorum for General Meetings

- a) No business will be transacted at any General Meeting unless a quorum of members is present at the time when the Meeting proceeds to business.
- b) At any General Meeting 20 members who are entitled to vote constitutes a quorum.

8.3 No Quorum

- a) If a quorum is not present within 15 minutes of the time fixed for an Annual General Meeting or Extraordinary General Meeting (except an Extraordinary General Meeting convened on or by the requisition of Members), the Meeting shall be adjourned to the same day in the next week at the same time and place and if at the adjourned meeting a quorum is not present within 15 minutes from the time appointed for the meeting the Members present shall be a quorum.
- b) If a quorum is not present within 15 minutes of the time fixed for an Extraordinary General Meeting convened on or by the requisition of Members, the Meeting shall be dissolved.

8.4 Chairman of General Meetings

- a) The Chairman of the Board will preside as Chairman of every General Meeting.
- b) Where the Chairman of the Board is not present within 15 minutes after the time appointed for the holding of the General Meeting or is unwilling to act, the Directors present will elect a standing Director to be Chairman of that Meeting.

8.5 Adjournment of General Meetings

The Chairman of a General Meeting may adjourn the Meeting with the consent of the majority of Members present, but no business will be transacted at any adjourned Meeting other than the business left unfinished at the Meeting from which the adjournment took place.

8.6 Notice of Adjourned General Meetings

When a Meeting is adjourned for 30 days or more, notice of the adjourned Meeting will be given as in the case of an original Meeting. In the case of all other adjournments, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned Meeting.

9. Voting

9.1 Votes

- a) At any General Meeting, a resolution put to the vote of the Meeting will be decided on a show of hands unless a poll is demanded. The poll may be demanded before, or immediately after the declaration of the result of the vote by the show of hands.
- b) Unless a poll is demanded, a declaration by the Chairman of a General Meeting that a resolution has been carried, carried unanimously, carried by a particular majority, or lost on a show of hands, is conclusive and an entry to that effect in the book containing the minutes of the proceedings of the Club, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- c) The demand for a poll may be withdrawn at any time before the result of the poll is declared.

9.2 Poll

- a) If a poll is duly demanded, it will be taken either at once or after an interval or adjournment or otherwise as the Chairman of the General Meeting directs, and the results of the poll will be the resolution of the Meeting at which the poll was demanded.
- b) A poll demanded on the question of adjournment will be taken immediately.

9.3 Equality of votes

- a) In the case of an equality of votes, the Chairman of a General Meeting will have a casting vote in addition to his deliberative vote (if any), whether the vote is on a show of hands or on a poll.
- b) Subject to Article 9.4, on a show of hands, each individual present as a Member will have one vote.

9.4 Proxy

- a) A Member whose validly appointed proxy or representative attends any meeting will be deemed to be present in person at that Meeting.
- b) An instrument appointing a proxy will be in writing under the hand of the appointer or of his attorney duly authorised in writing.
- c) An instrument appointing a proxy may specify the manner in which the proxy is to vote in the respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument.
- d) An instrument appointing a proxy will be deemed to confer authority to demand or join in demanding a poll.
- e) An instrument appointing a proxy will only be valid 12 months from the date of its execution unless it states that it is valid for all Meetings until revoked, except that any instrument may be used at any adjournment of the Meeting for which it was originally intended.

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- f) Every instrument appointing a proxy whether for a specified meeting or otherwise will be addressed to the Club in the form or to the effect as follows of in any other form which the Directors may approve from time to time.

CARINA LEAGUES CLUB LIMITED ACN 010 342 542

Proxy

I (name)

Of (address)

being a Member of the Club entitled to vote HEREBY APPOINT

(proxy name)

Of (proxy address)

as my proxy to vote for me and on my behalf at the annual general/extraordinary general meeting of the Club to be held on (date) and at any adjournment thereof.

My proxy is authorised:

To vote in favour of the motion*

To vote against the motion*

To vote as he or she thinks fit*

*delete inapplicable

Date:

SIGNED

WITNESS

- g) An instrument appointing a proxy will not be treated as valid unless the original instrument and the original power of attorney or other authority (if any) under which the instrument is signed or a certified copy of that power or authority, is or are tabled at the Meeting or adjourned Meeting at which the person named in the instrument proposes to vote. In the case of the ballot for election of Directors, prior to a vote being cast by proxy, the original instrument and the original power of attorney or other authority (if any) under which the instrument is signed or a certified copy of that power or authority must be presented to the General Manager or other delegate of the Board for verification.
- h) A vote given in accordance with the terms of an instrument of proxy or of a power of attorney is valid notwithstanding the previous death or unsoundness of mind of the principal, the revocation of the instrument (or of the authority under which the instrument was executed) or of the power, if no intimation in writing of the death, unsoundness of mind, revocation or transfer has been received by the Club at the registered office before the commencement of the Meeting or adjourned Meeting at which the instrument is used or the power is exercised.
- i) A Member who exercises a purported right to vote by proxy with knowledge of its revocation by the principal or by death or unsoundness of mind of the principal commits an act prejudicial to the interests of the Club and unbecoming of a Member of the Club.

9.5 Voters' Qualification

- a) An objection may be raised to the qualification of a voter only at the Meeting or adjourned Meeting at which the vote objected to is given.

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- b) Any such objection will be referred to the Chairman of the Meeting, whose decision is final.

9.6 Voting Rights

- a) A Member whose Membership fees have not been paid when due or who has been suspended by the Club and that suspension is in force at the time of the General Meeting is not eligible to vote. This provision does not apply in the case of a suspension under Article 6.5.
- b) A Member who has been ordered to pay a restitution payment in respect of a disciplinary matter at the Club and who has not paid the restitution amount in full at the time of the General Meeting is not eligible to vote.
- c) Honorary Members, Social Members and Temporary Members will not be eligible to vote at any Meeting or in any election of the Club nor will they count for the purposes of the quorum.

10. Directors

10.1 Number of Directors

The Board consists of 9 Directors.

10.2 Nomination of Directors

- a) 2 Directors shall be elected from candidates nominated by Camp Hill-Carina Welfare Association ("Welfare Association").
- b) 3 Directors shall be elected from candidates nominated by the Carina JRLFC.
- c) 4 Directors shall be elected from candidates nominated by the Members of the Club eligible to nominate candidates for election to the Board.

10.3 Qualification

- a) A candidate nominated by the Members of the Club under Article 10.2(c) must be either a Full Member (previously called an Ordinary Member), Life Member or Financial Life Member of the Club who has been a Member in one of those classes of Membership for at least one year at the time of the General Meeting at which the election is declared, to be eligible to stand for or to be elected to and to hold a position on the Board.
- b) A candidate nominated under Article 10.2(a) and 10.2(b) must be either a Full Member, Life Member or Financial Life Member of the Club at the time of the General Meeting at which the election is declared, to be eligible to stand for or to be elected to and to hold a position on the Board.

10.4 Residence of Directors

All Directors must be natural persons who ordinarily reside within Australia.

10.5 Three year terms

- a) From the adoption of this Constitution, it is intended to proceed towards a regime under which Directors will be elected for 3 year terms and one third of the Directors will be elected at each AGM. To achieve this regime:
- i) All Directors must retire from office at the AGM next following the adoption of this Constitution;
 - ii) the 2 Directors elected from candidates nominated by the Welfare Association and the third one of the Directors nominated by the Carina JRLFC at the AGM next following the adoption of this constitution must retire from office at the first AGM following their appointment;
 - iii) The second one of the Directors elected from candidates nominated by the Carina JRLFC and the third and fourth Directors nominated by eligible Members of the Club must retire from office at the second AGM following their appointment; and
 - iv) The first one of the Directors elected from candidates nominated by the Carina JRLFC and the first and second Directors nominated by eligible Members of the Club must retire from office at the third AGM following their appointment.

Thereafter all Directors will hold office for a term of 3 years unless they are removed from office or unless they retire.

- b) For the purposes of this Article :-
- i) The first, second and third Directors elected from candidates nominated by the Carina JRLFC shall be the first names, second names and third named nominees in the notification from the Carina JRLFC of those nominations; and
 - ii) The Director receiving the largest number of votes shall be first, the Director receiving the second largest number of votes shall be second, the Director receiving the third largest number of votes shall be third and the Director receiving the fourth largest number of votes shall be fourth. In case of an equality of votes and in case there is no vote required to elect the 4 candidates from the general eligible membership of the Club nominated under Article 10.2 (c), the order shall be determined by agreement between the candidates but, if they do not agree, by the drawing of lots.

10.6 Directors' Tenure of Office

Subject to Article 10.5 and 10.9, all Directors must retire from office at the third AGM following their appointment except for the first Board elected after this Constitution is adopted which will hold office until they are required to retire under Article 10.5.

10.7 Retiring Directors Eligible for Re-Election

Retiring Directors are eligible for re-election, or re appointment.

10.8 Directors Office Vacated

The office of a Director will be automatically vacated if:

- a) a Director becomes bankrupt, suspends payment or makes any arrangement or compromise with creditors;
- b) by notice in writing to the Club a Director resigns from office;
- c) by reason of any provision of the Law a Director vacates office or becomes prohibited from being a Director;
- d) a Director becomes of unsound mind or a person whose person or estate is liable to be dealt with under the law relating to mental health;
- e) a Director is permanently incapacitated from performing the required duties;
- f) a Director is absent without permission of the Directors from the meetings of Directors for 3 consecutive Board meetings or 5 or more Board meetings out of 8 consecutive Board meetings; or
- g) A Director ceases to be a member of the Club in one of the classes required for eligibility to hold office.

10.9 Casual vacancies

- a) If a casual vacancy arises because of the resignation or otherwise of a Director elected from the general Membership of the Club then that vacancy may be filled by the Board.
- b) If the casual vacancy arises because of resignation or otherwise of a Director who was nominated for election by the Carina JRLFC, the Club must request the Carina JRLFC to propose a candidate to replace that Director and the Board must appoint that candidate if he is qualified to be appointed.
- c) If the casual vacancy arises because of resignation or otherwise of a Director who was nominated for election by the Welfare Association, the Club must request the Welfare Association to propose a candidate to replace that Director and the Board must appoint that candidate if he is qualified to be appointed.
- d) A Director appointed to fill a casual vacancy must retire at the same time as the replaced Director was required to retire.

10.10 Election of Directors by Members

The following procedure will govern the election of Members to the Board:

- a) All nominations of candidates by the Welfare Association for election to the Board pursuant to Article 10.2 (a) must be in writing and must be:
 - i) Signed by the Secretary or other proper officer of the Welfare Association;
 - ii) Signed by the candidate(s) concerned; and
 - iii) Lodged with the Club not later than 5.00 p.m. on the day 14 days before the AGM at which the election is to occur.
- b) All nominations of candidates by the Carina JRLFC for election to the Board pursuant to Article 10.2 (b) must be in writing and must be:
 - i) Signed by the Secretary or other proper officer of the Carina JRLFC
 - ii) Signed by the candidate concerned; and

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- iii) Lodged with the Club not later than 5.00 p.m. on the day 14 days before the AGM at which the election is to occur.
 - c) All nominations of candidates by Members of the Club for election to the Board pursuant to Article 10.2 (c) must be in writing and must be:
 - i) Proposed by a current Full Member, Financial Life Member or Life Member;
 - ii) Seconded by another current Full Member, Financial Life Member or Life Member;
 - iii) Signed by the candidate concerned; and
 - iv) Lodged with the Club not later than 5.00 p.m. on the day 14 days before the AGM at which the election is to occur.
 - d) Nominations may be withdrawn in writing at any time prior to the date of the election.
 - e) If, at the AGM, there are not more candidates nominated than are required to fill the positions to be filled by Directors to be elected from candidates nominated by the Welfare Association, the nominee(s) shall be declared elected.
 - f) If, at the AGM, there are not more candidates nominated than are required to fill the positions to be filled from candidates nominated by Carina JRLFC, the nominee(s) shall be declared elected.
 - g) If, at the AGM, there are not more candidates nominated than are required to fill the positions to be filled by Directors to be elected from candidates nominated by the Members of the Club, the nominee(s) shall be declared elected.
 - h) If there are more candidates to be elected than are required to fill the positions to be filled from candidates nominated by the Welfare Association, the Secretary must arrange a separate election for those positions by ballot.
 - i) If there are more candidates to be elected than are required to fill the positions to be filled from candidates nominated by the Carina JRLFC, the Secretary must arrange a separate election for those positions by ballot.
 - j) If there are more candidates to be elected than are required to fill the positions to be filled from candidates nominated by the Members of the Club, the Secretary must arrange a separate election for those positions by ballot.
 - k) For each or the elections in sub paragraphs (h), (i) and (j):
 - i) The General Manager or other delegate of the Board must cause a list of the candidates' names to be placed in a conspicuous place at the registered office of the Club and on the Club's website for at least 10 days immediately before the AGM at which the election is to occur;
 - ii) The ballot(s) shall be conducted between the hours of 11.00 a.m. and 8.00 p.m. on such 4 days during the 7 days preceding the day fixed for the Annual General Meeting as the Board may direct;
 - iii) The ballot shall be conducted at the place appointed for the holding of such Meeting;
 - iv) The voting papers shall contain in alphabetical order the names of all duly nominated candidates for the respective positions;

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- v) The voter shall mark his voting paper marking the box beside the names of the candidates for whom he wishes to vote;
 - vi) The voter must vote for no more and no fewer candidates than there are positions to be filled;
 - vii) The ballots shall be conducted by the General Manager or other authorised person appointed by the Board assisted by scrutineers to be appointed by the Directors. Each candidate shall have the right to appoint one scrutineer if he so desires;
 - viii) A person can only act as a scrutineer if he is eligible to vote at the AGM immediately following the ballot for which he is acting as a scrutineer;
 - ix) At the closing of each poll, the General Manager or other authorised person assisted by the scrutineers shall proceed with the examination of the voting papers and shall report on the number of votes received by each candidate to the Chairman of the Annual General Meeting who shall then declare candidates elected according to who receives the greatest number of votes until positions are filled;
 - x) Any voting paper upon which the votes are not recorded for the exact number of candidates to be elected shall be rejected as informal;
 - xi) In any case of doubt as to the formality of the voting paper, the matter shall be referred to the Chairman of the Board whose decision shall be final; and
 - xii) In the event of an equality of votes in favour of 2 or more candidates, the Chairman of the Board shall have a casting vote or votes so as to ensure the election of not more than the number necessary to fill the vacancies.
- l) In the event that there are an insufficient number of candidates nominated, there will be a vacancy for each position not filled and Article 10.9 will apply.
 - m) The Board will have power to make rules not inconsistent with this Constitution for the conduct of such elections.

10.11 Auditor cannot be Director

An auditor for the Club or partner or employee or employer of an Auditor must not be appointed as a Director.

11. Directors contracts

- a) Directors may hold office or act in a professional capacity.
- b) Any Director may be engaged independently of his office as Director, by resolution of the Board by the Club, as a consultant to the Club, on such terms and conditions as the Board sees fit but only as permitted by chapter 2E of the Corporations Act 2001.

12. Powers and duties of Directors

12.1 Powers of Directors

- a) The Board will have sole charge of all affairs of the Club and will govern the business of the Club.
- b) The Board has the power to delegate its powers to the General Manager or to sub-committees as it thinks fit.

12.2 Power to borrow or raise money

Without limiting the generality of Article 13.1, the Board may exercise all the powers of the Club to borrow money, to charge any property or business of the Club or all or any of its uncalled capital, to issue debentures or give any other security for a debt, liability or obligation of the Club or of any other person.

12.3 Additional powers

In addition to powers given to the Board elsewhere in this Constitution the Board will also have power, from time to time, to make and adopt, alter, repeal and enforce rules policies and procedure not inconsistent with this Constitution as may be necessary for the proper conduct and management of the Club and regulation of its affairs and in particular but without limiting the generality thereof it may regulate:

- a) the terms and conditions of appointment of officers and paid staff of the Club and the conduct of such persons;
- b) the conduct of Members of the Club in relation to one another and to the servants of the Club;
- c) the procedure or order of business of meetings of the Club and Board not elsewhere prescribed in this Constitution; and
- d) the terms as to payment or otherwise of admission to members to participation in the benefits of any of the privileges of the Club and the use by or supply to the members of any of the property of the Club.

12.4 Limitation of Directors

The Board has no power to declare a dividend.

12.5 Powers granted to the General Manager

- a) Powers granted to the General Manager by this Constitution are powers which may be exercised by the General Manager without a formal resolution of the Board delegating those powers to the General Manager.
- b) Powers granted to the General Manager derive from the Board and are not separate heads of power vesting in the General Manager under the Constitution.
- c) The Board may suspend or revoke any powers granted to the General Manager by this Constitution or impose conditions or direct how those powers are to be exercised at any time and for any reason.

13. Management

13.1 Bank authorised signatories

All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Club, will be signed, drawn, accepted, endorsed or otherwise executed, as the case may be by such persons and in such manner as the Board from time to time determines.

13.2 Appointment of Attorneys

- a) The Board may, by power of attorney, appoint any person or persons to be the attorney or attorneys of the Club for such purposes, with such powers, authorities and discretions (being powers, authorities and discretions vested in or exercisable by the Directors) for such period and subject to such conditions as they think fit.
- b) Any such power of attorney may contain such provisions for the protection and convenience of persons dealing with the attorney as the Board thinks fit and may also authorise the attorney to delegate all or any of the powers, authorities and discretions vested in him.

14. Proceedings of Directors

14.1 Board Meetings

The Directors may meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit. The Chairman of the Board may at any time, and the General Manager or other Delegate of the Board will on the requisition of a Director, convene a meeting of the Directors.

14.2 Notice of Board Meetings

Reasonable efforts must be made to provide adequate notice of a Board meeting to every Director except a Director on leave, of the place, date and hour of every meeting of the Board.

14.3 Omission to Give Notice

The failure or accidental omission to send a notice of a meeting of the Board to any Director or the non-receipt of such a notice by any Director does not invalidate the proceedings or any resolution passed at the meeting.

14.4 Chairman of the Board to act as Chairman of Board Meetings

The Chairman of the Board chairs Board meetings unless he is not present or is unable or unwilling to do so. If the Chairman of the Board does not chair a Board meeting, the Directors present must elect one of their number to do so.

14.5 Quorum for Board Meetings

- a) A majority of Directors constitutes a Quorum.
- b) Each Director not present at the original meeting must be given adequate notice of any adjourned meeting.

14.6 Conduct of Board Meetings

A Director will be regarded as present at the meeting if the meeting is conducted by telephone or other electronic means of conferring, that the Director is able to receive communication of the proceedings of the meeting and to be able to communicate in a reasonable way to all others attending the meeting.

14.7 Resolution determined for majority

Subject to this Constitution, questions arising at a meeting of Directors will be decided by a majority of votes of Directors present and voting.

14.8 Election of Office Bearers

- a) At the first meeting of the Board following an AGM, the Directors must:
 - i) First, elect one of their own as the Chairman of the Board of the Club until the next AGM; then
 - ii) the Directors must elect one of their own to act as the Vice-Chairman of the Club until the next AGM; then
 - iii) the Directors must elect one of their own to act as the Secretary of the Club until the next AGM; then
 - iv) the Directors must elect one of their own to act as the Treasurer of the Club until the next AGM.
- b) A Director may not be elected to one of the positions in Article 14.8 (a) unless he has previously, and within 5 years, served on the Board as a Director for at least one year unless there is no Director with that qualification willing and able to nominate for that position.
- c) The Executive of the Board shall consist of the following positions:
 - i) The Chairman;
 - ii) The Vice-Chairman;
 - iii) The Secretary; and
 - iv) The Treasurer.

14.9 Casting Vote

At a meeting of the Board, in the case of an equality of votes, the Chairman, in addition to his deliberative vote (if any) has a casting vote.

14.10 Validity of acts of Directors

All acts done by any meeting of the Directors or of a Sub-committee of Directors or by any person acting as a Director, notwithstanding that it is afterwards discovered that there was some defect in the appointment of a person as a Director, or to act as a Director, or that a person so appointed was disqualified, are valid as if the person had been duly appointed and was qualified to be a Director.

15. Indemnification of Officers of the Club

Every Director and officer of the Club will be indemnified out of the property of the Club against any liability by him in his capacity as a Director or officer in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in relation to any such proceedings in which relief is under the Law granted to him by the Court.

16. Minutes to be kept

The Board will cause minutes to be duly entered in books provided for that purpose:

- a) of the names of the Directors present at each meeting of the Board and of any Committee;
- b) of all orders made by the Board and any Committee; and
- c) of all resolutions and proceedings of general meetings and of meetings of the Board and any Committee.

Any such minutes of any meeting of the Board or of any Committee or of the Club, if purported to be signed but the Chairman of such meeting or by the Chairman of the next succeeding meeting, will be evidence of the matters stated in such minutes and such minutes will be entered in the relevant books within one month after the relevant meeting is held.

17. Inspection of records

17.1 Board to determine access

The Board will determine whether and to what extent, and at what time and places and under what conditions, the accounting records and other documents of the Club or any of them will be open for the inspection of Members other than Directors.

17.2 Right to inspect

A Member other than a Director does not have the right to inspect any document of the Club except as provided by the Law or authorised by the Board.

18. Accounts

18.1 Accounting records

The Club will keep such accounting and other records of the business as it is required by the Law.

18.2 Accounts conclusive

The Financial Statements of the Club when audited and approved or received by a General Meeting at which it is presented will be conclusive except as regards any material error discovered in it within three months next after its approval or adoption. Whenever any material error is discovered within that period the accounts forthwith be corrected and then it will be conclusive.

19. Winding up

19.1 Surplus property after winding up

Upon the winding up or dissolution of the Club, if any property whatsoever remains after satisfaction of all its debts and liabilities, the property will not be paid or distributed amongst the Members but will be given or transferred to the Welfare Association, provided it is trustee upon trust for recreation and health (welfare) purposes of all that land described as Lot 421 on Crown Plan SL9610 County Stanley Parish Bulimba Title Reference 16360154.

19.2 If Welfare Association is not trustee

If the Welfare Association is not trustee of that land for recreation and health (welfare) purposes at the time of winding up, and a new trustee has been appointed in its place then the proceeds shall be distributed to the new trustee at the time of dissolution.

19.3 When Welfare Association in not trustee

If there is no such trustee in place or if the land is no longer held upon trust for recreation and health (welfare) purposes or similar purposes at the time of winding up then the proceeds shall be distributed to some institution or institutions having objects similar to the objects of the Club provided that its Constitution prohibits the distribution of its income and property among its members to an extent at least as great as is imposed on the Club.

Such institution or institutions are to be determined by the Members at or before the time of dissolution and in default thereof by a Judge of the Supreme Court of Queensland as may have or acquire jurisdiction in the matter.