



## Stafford Squash Club Incorporated

# Constitution

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## 1 Interpretation

(1) In this Constitution—

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

**AGM** means the Annual General Meeting of the Club

**Centre** means the Stafford Squash Centre

**Club** means the Stafford Squash Club Incorporated (referred to as the “association” in the Act)

**Club Executive** means the President, Vice President, ~~immediate past President~~, Treasurer, Club Captain and Secretary

**Constitution** means the rules of the association (**Club**) as defined in the Act

**Management Committee** means the **Club Executive** and the other elected committee members

**present**—

(a) at a Management Committee meeting, see clause 22(6); or

(b) at a general meeting, see clause 34(2).

(2) A word or expression that is not defined in this Constitution, but is defined in the Act has, if the context permits, the meaning given by the Act.

***Written means in writing, which can be letter or email.***

## 2 Name

The name of the incorporated club (association) is the Stafford Squash Club Incorporated (**Club**).

## 3 Objects

The objects of the Club are—

(1) To promote and encourage the sport of squash especially at the Centre.

(2) To affiliate with local, state and national squash bodies as deemed necessary.

(3) To work with the local squash body to administer the Clubs participation in the local squash competition.

(4) Create and environment for individuals of all ages and families to socialise together in a fun and safe environment.

## 4 Powers

(1) The Club has the powers of an individual.

(2) The Club may, for example—

(a) enter into contracts; and

(b) acquire, hold, deal with and dispose of property; and

(c) make charges for services and facilities it supplies; and

(d) do other things necessary or convenient to be done in carrying out its affairs.

(3) The Club may also issue secured and unsecured notes, debentures and debenture stock for the Club.

## 5 Classes of members

(1) The membership of the Club consists of the following classes of members— active, social, honorary and life members

(a) **active members** include all persons whose application for membership has not been rejected by the Management Committee, whose annual membership fee has been paid and who is willing to participate in the local competition.

(b) **social members** shall be restricted to those not participating in the local competition and persons interested in the promotion of squash whose application for membership has not been rejected by the Management Committee and whose annual membership fee has been paid.

(c) **honorary members** must be approved by the Management Committee on an annual basis and such members are entitled to all the privileges of an active member without payment of the annual membership fee.

(d) **life members** must be approved by the unanimous endorsement of the Management Committee and such members are entitled to all the privileges of an active member without payment of the annual membership fee.

(e) **junior members** include all persons that are under the age of eighteen, and whose membership is free of charge. If they are able to play junior competition, then it must be for Stafford Squash, if such a team exists and is available.

## 6 New membership

(1) An application for membership of the Club is deemed to have been made when the necessary personal details have been provided and the annual membership fee has been paid.

(2) An application for membership may be reviewed by the Management Committee and may be rejected by a majority vote of the Management Committee. If the application for membership has been rejected the Management Committee must notify the applicant in writing and reimburse their annual membership fee.

## 7 Membership fees

(1) The annual membership fee for active and social members—

(a) is the amount decided by the members from time to time at the annual general meeting; and

(b) is payable when, and in the way, the Management Committee decides.

(2) A member of the Club who, before becoming a member, has paid the annual membership fee of the Club on or before a day fixed by the Management Committee, is not liable to pay a further amount of annual membership fee for the period before the day fixed by the Management Committee as the day on which the next annual membership fee is payable.

## 8 Resignation from Club

- (1) A member may resign from the Club by giving a written notice of resignation to the Secretary.
- (2) The resignation takes effect at—
  - (a) the time the notice is received by the Secretary; or
  - (b) if a later time is stated in the notice—the later time.
- (3) Any annual membership fees already paid shall not be reimbursed.

## 9 Termination of membership

- (1) The ~~Management Club Executive Committee~~ may terminate a members membership if the member—
  - (a) is convicted of an indictable offence; or
  - (b) does not comply with any of the provisions of these clauses; or
  - (c) has membership fees in arrears; or
  - (d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Club.
- (2) Before the ~~Club Executive Management Committee~~ terminates a members membership, they ~~Management Committee~~ must give the member a full and fair opportunity to show why the membership should not be terminated.
- (3) If, after considering all representations made by the member, the ~~Club Executive Management Committee~~ decides to terminate the membership, the Secretary of the ~~Club Executive Management Committee~~ must give the member a written notice of the decision.

## 10 Appeal against rejection or termination of membership

- (1) A person whose application for membership has been rejected, or whose membership has been terminated, may give the Secretary written notice of the persons intention to appeal against the decision.
- (2) A notice of intention to appeal must be given to the Secretary within 1 month after the person receives written notice of the decision.
- (3) If the Secretary receives a notice of intention to appeal, the Secretary must, within 1 month after receiving the notice, call a management meeting to decide the appeal.

## 11 Review of rejection or termination of membership

- (1) A ~~Management Committee management~~ meeting to decide an appeal must be held within 3 months after the Secretary receives the notice of intention to appeal.
- (2) At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.

(3) Also, the members of the Management Committee who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.

(4) An appeal is decided by a majority vote of the Management Committee present and eligible to vote at the meeting.

(5) If a person whose application for membership has been rejected does not appeal against the decision within 1 month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the Secretary must, as soon as practicable, refund the membership fee paid by the person.

## 12 Register of members

(1) The Management Committee must keep a register of members of the Club.

(2) The register must include the following particulars for each member—

- (a) the name of the member;
- (b) the postal or residential address of the member;
- (c) the email address of the member;
- (d) contact number, ideally mobile, of the member;
- (e) the date of admission as a member;
- (f) the date of resignation or death of the member;
- (g) details about the termination or reinstatement of membership;
- (h) any other particulars the Management Committee or the members at a general meeting decide.

(3) The register must be available to members of the Club at all reasonable times.

(4) A member must contact the Secretary to arrange an inspection of the register.

(5) However, the Management Committee may, on the application of a member of the Club, withhold information about the member (other than the members full name) from the register available for inspection if the Management Committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

(6) The Management Committee must protect the privacy of members and comply with the Privacy Act.

## 13 Prohibition on use of information on register of members

(1) A member of the Club must not—

- (a) use information obtained from the register of members of the Club to contact, or send material to, another member of the Club for the purpose of advertising for political, religious, charitable or commercial purposes; or
- (b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the Club for the purpose of advertising for political, religious, charitable or commercial purposes.

(2) Subclause (1) does not apply if the use or disclosure of the information is approved by the Club.

## ~~14~~ Appointment or election of Secretary

~~(1) The Secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is —~~

- ~~(a) a member of the Club elected by the Club as Secretary; or~~
- ~~(b) any of the following persons appointed by the Management Committee as Secretary —~~
  - ~~(i) a member of the Clubs Management Committee;~~
  - ~~(ii) another member of the Club;~~
  - ~~(iii) another person.~~

~~(2) If a vacancy happens in the office of Secretary, the members of the Management Committee must ensure a Secretary is appointed or elected for the Club within 1 month after the vacancy happens.~~

~~(3) If the Management Committee appoints a person mentioned in subclause (1)(b)(ii) as Secretary, other than to fill a casual vacancy on the Management Committee, the person does not become a member of the Management Committee.~~

~~(4) However, if the Management Committee appoints a person mentioned in subclause (1)(b)(ii) as Secretary to fill a casual vacancy on the Management Committee, the person becomes a member of the Management Committee.~~

~~(5) If the Management Committee appoints a person mentioned in subclause (1)(b)(iii) as Secretary, the person does not become a member of the Management Committee.~~

~~(6) In this clause — *casual vacancy*, on a Management Committee, means a vacancy that happens when an elected member of the Management Committee resigns, dies or otherwise stops holding office.~~

## ~~15~~ Removal of Secretary

~~(1) The Management Committee of the Club may at any time remove a person appointed by the Management Committee as the Secretary.~~

~~(2) If the Management Committee removes a Secretary who is a person mentioned in clause 14(1)(b)(i), the person remains a member of the Management Committee.~~

~~(3) If the Management Committee removes a Secretary who is a person mentioned in clause 14(1)(b)(ii) and who has been appointed to a casual vacancy on the Management Committee under clause 14(5), the person remains a member of the Management Committee.~~

## ~~16~~ 1 Functions of Secretary

~~The Secretary's functions include, but are not limited to —~~

- ~~(a) calling meetings of the Club, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the President of the Club; and~~
- ~~(b) keeping minutes of each meeting; and~~
- ~~(c) keeping copies of all correspondence and other documents relating to the Club.~~

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## 14 Membership of Club Executive and Management Committee

- (1) The Club Executive consists of the President, Vice President, ~~immediate past President~~, Treasurer, Club Captain and Secretary.
- (2) The Management Committee of the Club consists of the Club Executive (as defined above) and the ordinary elected committee members.
- (2) A member of the Management Committee, ~~other than a Secretary appointed by the Management Committee under clause 14(1)(b)(iii)~~, must be a member of the Club.
- (3) At each annual general meeting of the Club, the members of the Management Committee must retire from office, but are eligible, on nomination, for re-election.
- (4) A member of the Club may be appointed to a casual vacancy on the Management Committee under clause ~~22 - Vacancies on Management Committee~~20.

## 15 Functions of President

The President's functions include, but are not limited to—

- a) Be well informed of all the club's activities
- b) Ceremonial Duties such as awards and speeches
- c) Manage (chair) committee and/or executive meetings
- d) Manage (chair) the annual general meeting
- e) Acting as a mediator and arbitrator
- f) Representing the club to outside parties
- g) Take a lead role in planning
- h) Act as a facilitator for club activities
- i) Ensuring there are opportunities to participate for all club members
- j) Take a lead role in club sponsorship
- k) Primary liaison between the Club and the Centre

## 16 Functions of Vice President

The Vice President's functions include, but are not limited to—

- a) Be well informed of all the club's activities
- b) In the absence of the President, the Vice President will:
  - i. Manage (chair) committee and/or executive meetings
  - ii. Manage (chair) the annual general meeting
  - iii. Represent the club to outside parties
  - iv. Ensure all responsibilities of the President are undertaken as required

## 17 Functions of Treasurer

The Treasurer's functions include, but are not limited to—

- a) Prepare budgets and projections

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- b) Implement cash management procedures
- c) Provide timely information to the committee and members
- d) Oversee or undertake the financial transactions of the club including:
  - i. Club bank account(s)
  - ii. Pay approved expenditure
- e) Collect all moneys due
- f) Record and report on the actual transactions
- g) Where the club requires an audit or review, ensure they are completed in time for financial reports to be presented to members at the Annual General Meeting
- h) Produce the annual financial report to members
- i) Undertake all legislatively required reporting and submissions

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## 18 Functions of Club Captain

The Club Captain's functions include, but are not limited to—

- a) Coordinate and select representative teams for competition
- b) Facilitate activities for competition including:
  - i. Food and beverage
  - ii. Raffle tickets and prizes
- c) Annually review the yearly club competition calendar
- d) Liaise with Committee of Management and coordinate the activities of major competition events
- e) Encourage member participation in competition events at the club
- f) Ensure members of the club act in accordance with the rules
- g) Actively encourage team and individual competition participation from club members
- h) Takes a leading role in promotion of adherence to association rules
- i) Monitoring of the club email

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## 19 Functions of Secretary

The Secretary's functions include, but are not limited to—

- a) C(a)-ealling meetings of the Club;
- b) including Pre-reparing notices of a meeting and of the business to be conducted at the meeting in consultation with the President of the Club; and
- c) (b)-keeping minutes of each meeting; and
- d) (c)-keeping copies of all correspondence and other documents relating to the Club.
- e) Ensuring the liquor license is renewed each year

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## 20 Electing the Management Committee

(1) The positions are elected in the following order, President, Vice President, Treasurer, Club Captain and Secretary. Once all positions are filled, other members can nominate to join the committee.

(21) A member of the Management Committee may only be elected as follows—

(a) any 2 members of the Club may nominate another member (the *candidate*) to serve as a member of the Management Committee, the ;

~~(b) the nomination must must be be—~~

(i) in writing; and signed by the candidate and the members who nominated him or her; and

(ii) ~~signed by the candidate and the members who nominated him or her; and~~

~~(iii) given to the Secretary at least 14-7 days before the annual general meeting at which the election is to be held;~~

~~(be) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting. Nominations must be moved and seconded by a financial member.~~

~~(ce) each member of the Club present and eligible to vote at the annual general meeting may vote for 1 candidate for each vacant position on the Management Committee;~~

~~(d) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.~~

(32) A person may be a candidate only if the person—

(a) is an adult; and

(b) is not ineligible to be elected as a member under section 61A of the Act.

~~(3) If there is only one candidate for a position, they are elected unopposed. A list of the candidates names in alphabetical order, with the names of the members who nominated each candidate, must be posted in a conspicuous place in the Centre for at least 7 days immediately preceding the annual general meeting.~~

~~(4) If more than one candidate, they are elected by a show of hands at the meeting. If required by the Management Committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.~~

~~(5) The Management Committee must ensure that, before a candidate is elected as a member of the Management Committee, the candidate is advised that the Club does not have public liability insurance.~~

~~(5) If required, the secretary will conduct a count and advise the president who will declare the result.~~

~~(6) If majority of voting members at the AGM approve, the creation of a junior representative on the committee, that person may be a junior and exempt from 3a above.~~

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## **1921 Resignation, removal or vacation of office of Management Committee member**

- (1) A member of the Management Committee may resign from the Management Committee by giving written notice of resignation to the Secretary.
- (2) The resignation takes effect at—
  - (a) the time the notice is received by the Secretary; or
  - (b) if a later time is stated in the notice—the later time.
- (3) A member may be removed from office at a general meeting of the Club if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.
- (4) Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- (5) A member has no right of appeal against the members removal from office under this clause.
- (6) A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

## **2022 Vacancies on Management Committee**

- (1) If a casual vacancy happens on the Management Committee, the continuing members of the Management Committee may appoint another member of the Club to fill the vacancy until the next annual general meeting.
- (2) The continuing members of the Management Committee may act despite a casual vacancy on the Management Committee.
- (3) However, if the number of committee members is less than the number fixed under clause 23(1) as a quorum of the Management Committee, the continuing members may act only to—
  - (a) increase the number of Management Committee members to the number required for a quorum; or
  - (b) call a general meeting of the Club.

## **2123 Functions of Management Committee**

- (1) Subject to these clauses or a resolution of the members of the Club carried at a general meeting, the Management Committee has the general control and management of the administration of the affairs, property and funds of the Club.
- (2) The Management Committee has authority to interpret the meaning of these clauses and any matter relating to the Club on which the clauses are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

*Note* - The Act prevails if the Clubs clauses are inconsistent with the Act—see section 1B of the Act.

- (3) The Management Committee may exercise the powers of the Club—
  - (a) to borrow, raise or secure the payment of amounts in a way the members of the Club decide; and
  - (b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Club in any way, including by

the issue of debentures (perpetual or otherwise) charged upon the whole or part of the Clubs property, both present and future; and

(c) to purchase, redeem or pay off any securities issued; and

(d) to borrow amounts from members and pay interest on the amounts borrowed; and

(e) to mortgage or charge the whole or part of its property; and

(f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Club; and

(g) to provide and pay off any securities issued; and

(h) to invest in a way the members of the Club may from time to time decide.

(4) For subclause (3)(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by—

(a) the financial institution for the Club; or

(b) if there is more than 1 financial institution for the Club—the financial institution nominated by the Management Committee.

## **2224 Meetings of Management Committee**

(1) Subject to this clause, the Management Committee may meet and conduct its proceedings as it considers appropriate.

(2) The Management Committee must meet at least once every 3 months to exercise its functions.

(3) The Management Committee must decide how a meeting is to be called.

(4) Notice of a meeting is to be given in the way decided by the Management Committee.

(5) The Management Committee may hold meetings, or permit a Management Committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.

(6) A Management Committee member who participates in the meeting as mentioned in subclause (5) is taken to be present at the meeting.

(7) A question arising at a Management Committee meeting is to be decided by a majority vote of members of the Management Committee present at the meeting and, if the votes are equal, the question is decided in the negative.

(8) A member of the Management Committee must not vote on a question about a contract or proposed contract with the Club if the member has an interest in the contract or proposed contract and, if the member does vote, the members vote must not be counted.

(9) The President is to preside as chairperson at a Management Committee meeting.

(10) If there is no President or if the President is not present within 10 minutes after the time fixed for a Management Committee meeting, the Vice President will chair the meeting. If the Vice President is unavailable, the members may choose 1 of their number to preside as chairperson at the meeting.

(11) Individual motions can be complete by digital means using the club approved applications which all committee member shave access too. Motions can be presented and voted on by members of the club

committee. The decision should be recorded in the next management meeting minutes as a record of the decision.

## **2325 Quorum for, and adjournment of, Management Committee meeting**

- (1) At a Management Committee meeting, more than 50% of the members elected to the Management Committee as at the close of the last general meeting of the members form a quorum.
- (2) If there is no quorum within 30 minutes after the time fixed for a Management Committee meeting called on the request of members of the Management Committee, the meeting lapses.
- (3) If there is no quorum within 30 minutes after the time fixed for a Management Committee meeting called other than on the request of the members of the Management Committee—
  - (a) the meeting is to be adjourned for at least 1 day; and
  - (b) the members of the Management Committee who are present are to decide the day, time and place of the adjourned meeting.
- (4) If, at an adjourned meeting mentioned in subclause (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

## **2426 Special meeting of Management Committee**

- (1) If the Secretary receives a written request signed by at least 33% of the members of the Management Committee, the Secretary must call a special meeting of the Management Committee by giving each member of the Management Committee notice of the meeting within 14 days after the Secretary receives the request.
- (2) If the Secretary is unable or unwilling to call the special meeting, the President must call the meeting.
- (3) A request for a special meeting must state—
  - (a) why the special meeting is called; and
  - (b) the business to be conducted at the meeting.
- (4) A notice of a special meeting must state—
  - (a) the day, time and place of the meeting; and
  - (b) the business to be conducted at the meeting.
- (5) A special meeting of the Management Committee must be held within 14 days after notice of the meeting is given to the members of the Management Committee.

## **2527 Minutes of Management Committee meetings**

- (1) The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Management Committee meeting are recorded.
- (2) To ensure the accuracy of the minutes, the minutes of each Management Committee meeting must be reviewed and approved at or prior to the subsequent Management Committee meeting, verifying their accuracy.

## **2628 Appointment and role of subcommittees**

- (1) The Management Committee may appoint a subcommittee consisting of members of the Club considered appropriate by the Management Committee to help with the conduct of the Clubs operations.
- (2) A member of the subcommittee who is not a member of the Management Committee is not entitled to vote at a Management Committee meeting.
- (3) A subcommittee may elect a chairperson of its meetings.
- (4) If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be chairperson of the meeting.
- (5) A subcommittee may meet and adjourn as it considers appropriate.
- (6) A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.
- (7) Subcommittees must report back to the Management Committee on a regular basis.
- (8) Subcommittees are not authorised to commit or expend funds on behalf of the Club and must seek approval for funds from the Management Committee.

## **2729 Acts not affected by defects or disqualifications**

- (1) An act performed by the Management Committee, a subcommittee or a person acting as a member of the Management Committee is taken to have been validly performed.
- (2) Subclause (1) applies even if the act was performed when—
  - (a) there was a defect in the appointment of a member of the Management Committee, subcommittee or person acting as a member of the Management Committee; or
  - (b) a Management Committee member, subcommittee member or person acting as a member of the Management Committee was disqualified from being a member.

## **2830 Resolutions of Management Committee without meeting**

- (1) A written resolution signed by each member of the Management Committee is as valid and effectual as if it had been passed at a Management Committee meeting that was properly called and held.
- (2) A resolution mentioned in subclause (1) may consist of several documents in like form, each signed by 1 or more members of the Management Committee.

## **2931 Annual General Meetings**

Annual General Meetings (AGMs) must be held—

- (a) at least once each year; and
- (b) within ~~64~~ months after the end date of the Club's reportable financial year.

### **3032 Business to be conducted at AGM for level 3 and level 2 incorporated clubs**

(1) This clause applies only if the Club is a level 3 incorporated Club (current assets & total revenue < \$20,000) to which section 59B of the Act applies or if the Club is a level 2 incorporated Club (current assets & total revenue ≥ \$20,000 & < \$100,000) to which section 59A of the Act applies.

(2) The following business must be conducted at each annual general meeting of the Club—

- (a) presentation of annual reports by the President, Club Captain and Treasurer;
- (b) receiving the Club's financial statement, and signed statement, for the last reportable financial year;
- (c) presenting the financial statement and signed statement to the meeting for adoption;
- (d) electing members of the Management Committee;
- ~~(e) electing the Club delegate who represents the Club in dealings with relevant squash bodies and reports back to the Management Committee in writing;~~
- ~~(f)~~ fixing of the Club fees for the next year;
- ~~(g)~~ transacting any general business brought before the meeting.

### **3433 Additional business to be conducted at AGM for level 2 incorporated clubs**

(1) This clause applies only if the Club is a level 2 incorporated Club (current assets & total revenue ≥ \$20,000 & < \$100,000) to which section 59A of the Act applies.

(2) The following additional business must be conducted at each annual general meeting of the Club—

- (a) appointing an auditor, an accountant or an approved person for the present financial year.

### **3234 Notice of general meeting**

(1) The Secretary may call a general meeting of the Club.

(2) The Secretary must give at least 14 days notice of the meeting to each member of the Club.

(3) If the Secretary is unable or unwilling to call the meeting, the President must call the meeting.

(4) The Management Committee may decide the way in which the notice must be given.

(5) However, notice of the following meetings must be given in writing—

- (a) a meeting called to hear and decide the appeal of a person against the Management Committee's decision—
  - (i) to reject the person's application for membership of the Club; or
  - (ii) to terminate the person's membership of the Club;
- (b) a meeting called to hear and decide a proposed special resolution of the Club.

(6) A notice of a general meeting must state the business to be conducted at the meeting.

### **3335 Quorum for, and adjournment of, general meeting**

- (1) The quorum for a general meeting is at least the number of members elected or appointed to the Management Committee at the close of the Club's last general meeting plus 1.
- (2) However, if all members of the Club are members of the Management Committee, the quorum is the total number of members less 1.
- (3) No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- (4) If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the Management Committee or the Club, the meeting lapses.
- (5) If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the Management Committee or the Club—
  - (a) the meeting is to be adjourned for at least 7 days; and
  - (b) the Management Committee is to decide the day, time and place of the adjourned meeting.
- (6) The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- (7) If a meeting is adjourned under subclause (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (8) The Secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- (9) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

### **3436 Procedure at general meeting**

- (1) A member may take part and vote in a general meeting in person or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (2) A member who participates in a meeting as mentioned in subclause (1) is taken to be present at the meeting.
- (3) At each general meeting—
  - (a) the President is to preside as chairperson; and
  - (b) if there is no President or if the President is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the Vice President presides. If the Vice president is not present, the members present must elect 1 of their number to be chairperson of the meeting; and
  - (c) the chairperson must conduct the meeting in a proper and orderly way.

### **3537 Voting at general meeting**

- (1) At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present.
- (2) Each member present and eligible to vote is entitled to 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
- (3) A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.
- (4) The method of voting is to be decided by the Management Committee.
- (5) However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- (6) If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.
- (7) The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

### **3638 Special general meeting**

- (1) The Secretary must call a special general meeting by giving each member of the Club notice of the meeting within 14 days after—
  - (a) being directed to call the meeting by the Management Committee; or
  - (b) being given a written request signed by—
    - (i) at least 33% of the number of members of the Management Committee when the request is signed; or
    - (ii) at least the number of ordinary members of the Club equal to double the number of members of the Club on the Management Committee when the request is signed plus 1; or
  - (c) being given a written notice of an intention to appeal against the decision of the Management Committee—
    - (i) to reject an application for membership; or
    - (ii) to terminate a person's membership.
- (2) A request mentioned in subclause (1)(b) must state—
  - (a) why the special general meeting is being called; and
  - (b) the business to be conducted at the meeting.
- (3) A special general meeting must be held within 3 months after the Secretary—
  - (a) is directed to call the meeting by the Management Committee; or
  - (b) is given the written request mentioned in subclause (1)(b); or
  - (c) is given the written notice of an intention to appeal mentioned in subclause (1)(c).
- (4) If the Secretary is unable or unwilling to call the special meeting, the President must call the meeting.

### ~~37~~39 Proxies

(1) ~~The club does not support proxy voting at any meeting~~ Proxies are not at the any meeting. If unable to attend, participation using any technology that reasonably allows the member to hear and take part in discussions as they happen is accepted.

### ~~38~~40 Minutes of general meetings

(1) The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book.

(2) To ensure the accuracy of the minutes—

(a) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and

(b) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the Club that is a general meeting or annual general meeting, verifying their accuracy.

(3) If asked by a member of the Club, the Secretary must, within 28 days after the request is made—

(a) make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and

(b) give the member copies of the minutes of the meeting.

(4) The Club may require the member to pay the reasonable costs of providing copies of the minutes.

### ~~39~~41 By-laws

(1) The Management Committee may make, amend or repeal by-laws, not inconsistent with these clauses, for the internal management of the Club.

(2) A by-law may be set aside by a vote of members at a general meeting of the Club.

### ~~40~~42 Amendment of the constitution

(1) ~~A decision of the Management Committee can call a special meeting to propose changes to the constitution.~~

(2) Notice of intention to propose the amendment of the constitution shall be given to the Secretary by at least ~~six~~ 10 members of the Club at least 21 days prior to a general meeting being called for that purpose;

(23) A copy of the amended constitution shall be made available to all members and a copy exhibited on the notice board at the Centre for at least 14 days prior to the meeting;

(43) No amendment shall be accepted unless carried by a resolution carried by a two-thirds majority of members personally present and voting on the resolution.

(54) The amended constitution is valid only if and when it is registered by the chief executive under the Act.

## 4143 Common seal

(1) The Company Law Review Act 1988 (Cth) abolished the requirement for companies to use company seals. This legislative change means that having a company seal is no longer a legal requirement and can be replaced by the signatures of office holders from the Club Executive. ~~The Management Committee must ensure the Club has a common seal.~~

~~(2) The common seal must be —~~

~~(a) kept securely by the Management Committee; and~~

~~(b) used only under the authority of the Management Committee.~~

~~(3) Each instrument to which the seal is attached must be signed by a member of the Management Committee and countersigned by —~~

~~(a) the Secretary; or~~

~~(b) another member of the Management Committee; or~~

~~(c) someone authorised by the Management Committee.~~

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## 4244 Funds and accounts

(1) The funds of the Club must be kept in an account in the name of the Club in a financial institution decided by the Management Committee.

(2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Club.

(3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.

(4) A payment by the Club of \$2400 or more must be made by ~~cheque or~~ electronic funds transfer.

~~(5) If a payment of \$100 or more is made by cheque, the cheque must be signed by any 2 of the following —~~

~~(a) the President;~~

~~(b) the Secretary;~~

~~(c) the Treasurer;~~

~~(d) any 1 of 3 other members of the Club who have been authorised by the Management Committee to sign cheques issued by the Club.~~

~~(6) However, 1 of the persons who signs the cheque must be the President, the Secretary or the Treasurer.~~

~~(7) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.~~

~~(8) A petty cash account must be kept on the imprest system, and the Management Committee must decide the amount of petty cash to be kept in the account.~~

~~(9) All expenditure must be approved or ratified by the at a Management Committee meeting.~~

## 4345 General financial matters

(1) On behalf of the Management Committee, the Treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.

(2) The income and property of the Club must be used solely in promoting the Club's objects and exercising the Club's powers.

## 4446 Documents

The Management Committee must ensure the safe custody of books, documents, instruments of title and securities of the Club.

## 4547 Financial year

The end date of the Club's financial year is 31 July in each year.

## 4648 Distribution of surplus assets to another entity

(1) This clause applies if the Club—

- (a) is wound-up under part 10 of the Act; and
- (b) has surplus assets.

(2) The surplus assets must not be distributed among the members of the Club.

(3) The surplus assets must be given to another entity—

- (a) having objects similar to the Club's objects; and
- (b) the clauses of which prohibit the distribution of the entity's income and assets to its members.

(4) In this clause— *surplus assets* see section 92(3) of the Act.