



Warwick RSL Services & Citizens Memorial Club Inc
T/A Club Warwick RSL

Constitution

Registered 27th April 2022

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RULES of WARWICK R.S.L. SERVICES AND CITIZENS MEMORIAL CLUB INC.

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RULES
Of
WARWICK R.S.L. SERVICES AND CITIZENS MEMORIAL CLUB INC.

1. NAME

The name of the incorporated association shall be "Warwick R. S. L Services & Citizens Memorial Club Inc."

2. REPEAL

The previous Rules shall remain in force until these Rules have been adopted by the members of the Association in General Meeting and approved by the Director General, Department of Consumer Affairs, Brisbane, at which time the previous Rules shall be repealed.

3. DEFINITIONS

In these Rules:-

- 3.1 "The Association" means the Warwick R.S.L Services & Citizens Memorial Club Inc,
- 3.2 "The previous Rules" means the Rules of the Association in force immediately prior to the motion for adoption of these Rules.
- 3.3 "These Rules" means the Rules set forth or incorporated into this document.
- 3.4 "Director General" means the Director General of the Department of Consumer Affairs, Brisbane and includes any person appointed from time to time to the role occupied by the said Director General in the administration of the Associations Incorporation Act 1981 as amended.
- 3.5 "Annual Membership Subscription" means and includes the annual fee paid or [payable by members in respect of their membership of their Association but does not include fees, subscriptions, playing fees or levies imposed by a division of the Association.
- 3.6 "The Official Notice Board" shall mean the notice board designated by the Management Committee as the official notice board of the Association whereon any notices required by these Rules to be posted shall be affixed.

4. OBJECTS

The objects for which the Association is established are:-

- (a) To provide and maintain a Clubhouse and associated amenities for members of the Association;
- (b) To preserve the traditions of the RSL and the Australian Defense Force;
- (c) To affiliate or to enter into reciprocal arrangements with any other body possessing like aims and objects upon such terms and conditions as may be mutually agreed;
- (d) To promote arrange control manage and encourage the playing of and participation in any game, sport or social pursuit as the Association may from time to time resolve.

5. POWERS

The powers of the Association are:-

- (a) To subscribe to, become a member of and co-operate with any other association, club or organization, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the Association shall not subscribe to or support with its funds any club, association or organization which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of rule 32 (10);
- (b) In furtherance of the objects of the Association to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Association or persons frequenting the Association's premises;
- (c) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Association PROVIDED THAT in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts;
- (d) To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association; to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it

- desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- (e) To appoint, employ, remove, or suspend such managers, clerks, secretaries, staff and other persons as may be necessary or convenient for the purposes of the Association;
 - (f) To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing of any unsecured notes, debentures or other securities of the incorporated association, or in or about the incorporated association or promotion of the incorporated association or in the furtherance of its objects;
 - (g) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
 - (h) (Subject to Section 21 of the Trusts Act 1973-1981), to invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit;
 - (i) To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated association's property or assets or present or future and to purchase, redeem or pay off any such securities
 - (j) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
 - (k) In furtherance of the objects of the Association to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association;
 - (l) To take or hold mortgages, means or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association, or any money due to the Associations from purchasers and others;
 - (m) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association but subject always to the proviso in sub-rule 3 (c);
 - (n) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise;
 - (o) To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects;
 - (p) In furtherance of the objects of the Association to amalgamate with any one or more incorporated association having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as that imposed upon the Association under or by virtue of rule 28(10);
 - (q) In furtherance of the objects of the Association to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorized to amalgamate;
 - (r) In furtherance of the objects of the Association to transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated associations with which the Association is authorized to amalgamate;
 - (s) To make donations for patriotic, charitable or community purposes;
 - (t) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged;
 - (u) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

6. CLASSES OF MEMBERS

- 6.1 The membership of the Association shall consist of the following classes of membership:-
- (a) Ordinary Members
 - (b) Life Members
 - (c) Gold Members
 - (d) Diamond Members
- 6.2 The number of members in each class of membership and/or the total number of members may be limited as determined from time to time by the Management Committee.
- 6.3 Subject to these rules, any person over the age of eighteen (18) years shall be eligible to become an ordinary member of this Association upon payment or tender to the Association of his annual subscription for the current financial year.
- 6.4 Life Members shall be such persons, as having rendered outstanding service to the Association or for any other sufficient reasons, are elected such by a special resolution of the Association.
- 6.5 Life Members shall retain the same rights as ordinary members of the Association, but shall, by virtue of their election, be exempt from payment of the annual membership fees.
- 6.6 Any person who is and has been a member of the Association for at least twelve (12) months may apply to the Management Committee to become a Gold Member of the Association. After obtaining approval of the Management Committee, the Member may become a Gold Member by payment of the relevant membership fee from the commencement of the next financial year of the Association provided that no person may become a Gold Member until he or she has been a member of the Association for twelve (12) months.
- 6.7 Gold Members shall retain the same rights as ordinary members of the Association but shall, upon payment of the relevant membership fee, be exempt from payment of any further membership fees for a total period of ten (10) years.
- 6.8 Any person who is and has been a member of the Association for at least twelve (12) months may apply to the Management Committee to become a Diamond Member of the Association. After obtaining approval of the Management Committee, the Member may become a Diamond Member by payment of the relevant membership fee from the commencement of the next financial year of the Association provided that no person may become a Diamond Member until he or she has been a member of the Association for twelve (12) months.
- 6.9 Diamond Members shall retain the same rights as ordinary members of the Association but shall, upon payment of the relevant membership fee, be exempt from payment of any further membership fees for life.
- 6.10 No person under 18 years of age shall be permitted as a member of the Association.
- [7. Removed Feb 2022]
- [8. Removed Feb 2022]

9. MEMBERSHIP

Every applicant for any class of membership of the Association shall be proposed by one member of the Association and seconded by another member. The application for membership shall be made in writing, signed by the applicant and his or her proposer and seconder and shall be in such form as the Management Committee from time to time prescribes.

10. MEMBERSHIP FEES

- 10.1 Subject to Rule 6.3 the membership fees for each class of membership shall be such sum as the members shall from time to time at any general meeting so determine,
- 10.2 The membership fees for each class of membership shall be payable at such time and in such manner as the Management Committee shall from time to time determine.

11. ADMISSION AND REJECTION OF MEMBERS

- 11.1 At the next meeting of the Management Committee after;
- (a) the receipt of any application for membership;
 - (b) the receipt of the fee applicable for that class of membership;

such application shall be considered by the Management Committee, who shall thereupon determine upon the admission or rejection of the applicant.

- 11.2 Any applicant who receives a majority of the votes of the members of the Management Committee present at the meeting at which such application is being considered shall be accepted as a member to the class of membership applied for,
- 11.3 Upon the acceptance or rejection of an application for any class of membership the Secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.
- 11.4 There shall be no right of appeal against the decision of the Management Committee.

12. TERMINATION OF MEMBERSHIP

- 12.1 A Member may resign from the Association at any time by giving notice in writing to the Secretary. Such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date,
- 12.2 If a member -
 - 12.2.1 is convicted of an indictable offence; or
 - 12.2.2 fails to comply with any of the provisions of these Rules; or
 - 12.2.3 has membership fees in arrears for a period of two months or more; or
 - 12.2.4 conducts himself or herself in a manner considered to be injurious or prejudicial to the character or interests of the Association, the Management Committee shall consider whether his or her membership shall be terminated.

13. NO APPEAL AGAINST TERMINATION OF MEMBERSHIP

The member concerned shall be given a full and fair opportunity of presenting his or her case and if the Management Committee resolves to terminate his or her membership it shall instruct the Secretary to advise the member in writing accordingly. There shall be no Right of Appeal against the decision.

14. REGISTER OF MEMBERS

- 14.1 The Secretary must keep on the Association's premises a register of:-
 - (a) the name and address of each member of the Association; and
 - (b) particulars of payment of the membership's subscription last paid by the member.
- 14.2 Particulars shall also be entered into the Register of deaths, resignations and terminations of membership and any further particulars as the Management Committee of the members at any general meeting may require from time to time.
- 14.3 The Secretary must keep on the Association's premises a register of:-
 - (a) the name of each guest of a member or visitor to the Association's premises; and
 - (b) the current place of residence of each guest or visitor or, if the guest or visitor is a member of a reciprocal club, the name of the reciprocal club.
- 14.4 The Secretary must keep the registers mentioned in this clause open for inspection:-
 - (a) at any time by an investigator as defined in the Liquor Act 1992;
 - (b) at all reasonable times by any member who previously applies to the Secretary for such inspection.
- 14.5 The Secretary must ensure that a list of clubs that share reciprocal rights with the Associations is maintained on the premises.

15. MEMBERSHIP OF MANAGEMENT COMMITTEE

- 15.1 The Management Committee shall be comprised of no more than seven members and shall consist of:
 - i. One President,
 - ii. Two Vice Presidents,
 - iii. One Treasurer, and
 - iv. Up to three additional members.
- 15.2 At the annual general meeting of the Association, all the members, except for the immediate Past President, of the Management Committee for the time being shall retire from office, but shall be eligible

upon nomination for re-election provided that upon the election of a new President the holder of the position of immediate Past President prior to such elections shall retire from office and the holder of the position of President immediately prior to such elections shall then become the immediate Past President.

- 15.3 The election of officers, except for the position of Immediate Past President, and other members of the Management Committee shall take place in the following manner:
- (a) Any two members of the Association shall be at liberty to nominate any other member to serve as an officer or other member of the Management Committee;
 - (b) The nomination, which shall be in writing and signed by the member and his proposer and seconder, shall be lodged with the secretary at least fourteen days before the annual general meeting at which the election is to take place;
 - (c) A list of the candidates' names in alphabetical order, with the proposers' and seconders' names shall be posted in a conspicuous place in the office or usual place of meeting of the Association for at least seven days immediately preceding the annual general meeting;
 - (d) Balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each member present at the annual general meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;
 - (e) Should at the commencement of such meeting, there be insufficient number of candidates nominated, nominations may be taken from the floor of the meeting (subject to the requirements of sub-clause 15 (3) (a) of these rules).

15A. QUALIFICATION FOR NOMINATION FOR AND ELECTION TO MANAGEMENT COMMITTEE

The following conditions must be satisfied for various positions on the Board:

- (a) To be eligible to hold the positions of President or Vice President, nominees must have served on the Management Committee for at least 6 months continuously prior to the date of nomination.
- (b) Nominees for all elected positions on the Management Committee must have held continuous Membership of the Association for no less than 12 months immediately prior to the date of nomination.
- (c) New Committee Members shall attend or have made reasonable efforts to have attended a governance course approved by the Board each year within 12 months following the Annual General Meeting.
- (d) Nominees and appointees for all Management Committee positions must thoroughly read and sign, as a confirmation that the contents are understood, a copy of the Association's governance documentation, Constitution and Committee Code of Conduct prior to the election and retain eligibility to be able to meet the requirements of the Queensland Office of Liquor and Gaming Regulation Personal Probity investigations.
- (e) A Member is ineligible to nominate or be appointed to the Management Committee if the Member has had his or her Membership terminated or has been suspended from the Association for a period of three months or more. The Member is then eligible to nominate or be appointed to the Management Committee if the suspension or termination has expired and a further period of two years has elapsed after the expiry of the suspension or termination before the nomination is lodged or the appointment is made.

15B. RESTRICTIONS FOR MEMBERS OF THE MANAGEMENT COMMITTEE

- (a) A person is not able to fulfil the position on the Management Committee if that person is engaged by the Association as an employee, servant or as a contractor providing day to day services to the Association.
- (b) Where a person has been engaged by the Association as an employee, servant or a contractor providing day to day services, and has ceased serving as an employee or contractor, then that person is not eligible to nominate for a position on the Management Committee or accept an appointment to the Management Committee until the expiration of two years.
- (c) A person is not, without the prior approval of the Majority of the Management Committee, able to

hold, be appointed to or nominate for the position on the Management Committee if that person holds, seeks nomination or is elected to the Committee or Board of another community club or commercial organisation that operates gaming machines from licensed premises that are located within one hundred kilometres by radius of the Premises of the Association.

- (d) A person is not, without the prior approval of the Majority of the Management Committee, able to hold, be appointed to or nominate for the position on the Management Committee if that person has a controlling or influential interest in a hotel, tavern or casino that operates gaming machines from licensed premises that are located within one hundred kilometres by radius of the Premises of the Association.
- (e) An auditor of the Company or business partner or employee or employer of an auditor must not nominate for or be appointed or voted as a member of the Management Committee.
- (f) The following categories of persons are not, without the prior approval of the Majority of the Management Committee, able to hold, be appointed to or nominate for the position on the Management Committee:
 - i. An immediate family member, including husband, wife, de facto partner, father, mother, son, daughter, grandfather, grandmother, grandson, granddaughter, step father, step mother, step son and stepdaughter, of an employee of the Association while that person is an employee of the Association, and
 - ii. An immediate family member, including husband, wife, de facto partner, father, mother, son, daughter, grandfather, grandmother, grandson, granddaughter, step father, step mother, step son and stepdaughter, of a current Management Committee member or Officer of the Association while that person is a Management Committee member or Officer of the Association.

16. RESIGNATION AND REMOVAL FROM MANAGEMENT COMMITTEE

- 16.1 Any member of the Management Committee may resign from membership of the Management Committee at any time by giving notice in writing to the Secretary but such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date or such member may be removed from office at a general meeting of the Association where that member shall be given the opportunity to fully present his or her case. The question of removal shall be determined by the vote of the members present at such a general meeting.
- 16.2 If a Committee Member is absent without written permission of the Board from the meetings of Board for three consecutive Board meetings or five or more Board meetings out of eight consecutive Board meetings, the Management Committee may by majority elect to remove the Committee Member from the Management Committee.
- 16.3 The Management Committee may remove a single Management Committee Member from Office if it is resolved by unanimous vote or unanimous vote less one that the Member should be removed and is no longer a suitable person to maintain Office.

17. VACANCIES ON MANAGEMENT COMMITTEE

- 17.1 The Management Committee shall have power at any time to appoint any members of the Association to fill any casual vacancy on the Management Committee until the next annual general meeting.
- 17.2 The continuing members of the Management Committee may act notwithstanding any casual vacancy in them Management Committee, but if and so long as their number is reduced below the number fixed by or pursuant to these Rules as the necessary quorum of the Management Committee, the continuing member or members may act for the purpose of increasing the number of members of the Management Committee to that number or of summoning a general meeting of the Association, but for no other purpose.

18. FUNCTIONS OF THE MANAGEMENT COMMITTEE

- 18.1 Except as otherwise provided by these Rules and subject to resolutions of the members of the Association carried at any general meeting the Management Committee:

- (a) shall have the general control and management of the administration of the affairs, property and funds of the Association; and
 - (b) shall have authority to interpret the meaning of these Rules and any matter relating to the Association on which these Rules are silent
- 18.2 The Management Committee may exercise all the powers of the Association:
- (a) to borrow or raise or secure the payment of money in such manner as the members of the Association may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Association's property, both present and future, and to purchase, redeem or pay off any such securities.
 - (b) to borrow money from members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Brisbane for overdrawn accounts on money lent, whether the term of the loan be short or long, and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association, and to provide and pay off any such securities, and
 - (c) to invest in such manner as the members of the Association may from time to time determine.

19. MEETINGS OF MANAGEMENT COMMITTEE

- 19.1 The Management Committee shall meet at least once every calendar month to exercise its functions.
- 19.2 A special meeting of the Management Committee shall be convened by the secretary on the requisition in writing signed by not less than one-third of the members of the Management Committee, which requisitions shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.
- 19.3 At every meeting of the Management Committee a simple majority of a number equal to the number of members elected and/or appointed to the Management Committee as at the close of the last general meeting of the members, shall constitute a quorum.
- 19.4 Subject as previously provided in this rule, the Management Committee may meet together and regulate its proceedings as it thinks fit: Provided that questions arising at any meeting of the Management Committee shall be decided by a majority of votes and in the case of equality of votes, the question shall be deemed to be decided in the negative.
- 19.5 A member of the Management Committee shall not vote in respect of any contract or proposed contract with the Association in which he or she is interested, or any matter arising thereout, and if he or she does so his or her vote shall not be counted.
- 19.6 Such notice as is practical in the circumstances shall be given by the secretary to members of the Management Committee of any special meeting of the Management Committee. Such notice shall clearly state the nature of the business to be discussed thereat.
- 19.7 The President shall preside as chairman at every meeting of the Management Committee, or if there is no President, or if at any meeting he or she is not present within ten minutes after the time appointed for holding the meeting, the Vice-President shall be chairman or if the Vice-President is not present at the meeting then the members may choose one of their number to be Chairman of the meeting.
- 19.8 If within half an hour from the time appointed for the commencement of a Management Committee meeting a quorum is not present, the meeting if convened upon the requisition of members of the Management Committee, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse,
- 19.9 The Immediate Past President shall not have the right to vote at meetings of the Management Committee,

20. SUB-COMMITTEES

- 20.1 The Management Committee may delegate any of its powers to a sub-committee consisting of such members of the Association as the Management Committee thinks fit. Any Sub-committee so formed

shall in the exercise of the powers so delegated confirm to any regulations that may be imposed on it by the Management Committee.

- 20.2 A Sub-committee may elect a Chairman for its meetings. If no such Chairman is elected, or if at any meeting the Chairman is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be chairman of the meeting.
- 20.3 A Sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.

21. COMMITTEES - OTHER MATTERS

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

22. RESOLUTIONS IN WRITING

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

23. ANNUAL GENERAL OR GENERAL MEETING

The first general meeting shall be held at such time, not being less than one month nor more than three months after the incorporation of the Association, and at such place as the Management Committee may determine.

24. ANNUAL GENERAL MEETINGS

- 24.1 The annual general meeting shall be held within three months of the close of the financial year.
- 24.2 The business to be transacted at every annual general meeting shall be:
- (a) the receiving of the Management Committee's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the association for the preceding financial year;
 - (b) the receiving of the auditor's report upon the books and accounts for the preceding financial year;
 - (c) the election, appointment or confirmation of members of the Management Committee; and (d) the appointment of an auditor.

24A. APPOINTMENT ROLES

Within fourteen days following each Annual General Meeting or the day that a new Management Committee is constituted, the newly elected, appointed and confirmed members of the Management Committee shall convene a Meeting to elect the following positions within the Management Committee for a period of 12 months:

- i. President,
- ii. Vice Presidents,
- iii. Treasurer, and
- iv. Any other role required as appointed.

25. SPECIAL GENERAL MEETING

The secretary shall convene a special general meeting:

- (a) when directed to do so by the Management Committee; or
- (b) on the requisition in writing signed by not less than one-third of the members presently on the Management Committee or not less than the number of ordinary members of the Association which equals double the number of members presently on the Management Committee plus one.

Such requisition shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat.

26. QUORUM AND ADJOURNMENT

- 26.1 At any general meeting the number of members required to constitute a quorum shall be double the number of members presently on the Management Committee plus one.
- 26.2 No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business. For the purpose of this rule "member" includes a person attending representing a corporation which is a member.
- 26.3 If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee or the Association, shall lapse, in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
- 26.4 The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

27. NOTICE OF MEETINGS

- 27.1 The secretary shall convene all general meetings of the Association by giving not less than 14 days' notice of any such meeting to the members of the Association.
- 27.2 The manner by which such notice shall be given shall be determined by the Management Committee Notice of a general meeting shall clearly state the nature of the business to be discussed thereat.

28. CONDUCT OF MEETINGS AND MINUTES

Unless otherwise provided by these Rules, at every general meeting:

- 28.1 the President shall preside as Chairman, or if there is no President, or if he or she is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall be the chairman or if the Vice-President is not present or is unwilling to act then the members present shall elect one of their number to be Chairman of the meeting;
- 28.2 the chairman shall maintain order and conduct the meeting in a proper and orderly manner;
- 28.3 every question, matter or resolution shall be decided by a majority of votes of the members present;
- 28.4 every member present shall be entitled to one vote and in the case of an equality of votes the Chairman shall have a second or casting vote: Provided that no member shall be entitled to vote at any general meeting if his or her annual subscriptions more than one month in arrears at the date of the meeting;
- 28.5 voting shall be by show of hands or a division of members, unless not less than one-fifth of the members present demand a ballot, in which event there shall be a secret ballot, The Chairman shall appoint two members to conduct the secret ballot in such manner as he or she shall determine and the result of the ballot as declared by the Chairman shall be deemed to be the resolution of the meeting at which the ballot was demanded;
- 28.6 a member may vote in person and on a show of hands every person present who is a member or a representative of a member shall have one vote and in a secret ballot every member present in person shall have one vote;
- [28.7 Removed Feb 2022]
- [28.8 Removed Feb 2022]
- [28.9 Removed Feb 2022;] and

28.10 the Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection. For the purpose of ensuring the accuracy of the recoding of such minutes, the minutes of every Management Committee meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding Management Committee meeting verifying their accuracy. Similarly the minutes of every general meeting shall be signed by the Chairman of the meeting or the Chairman of the next succeeding general meeting: Provided that the minutes of any annual general meeting shall be signed by the Chairman of that meeting or the Chairman of the next general meeting or annual general meeting.

29. **BY-LAWS**

The Management Committee may from time to time make, amend or repeal by-laws, not inconsistent with these Rules, for the internal management of the Association and any by-laws may be set aside by a general meeting of members.

30. **ALTERATIONS OF RULES**

Subject to the provisions of the Associations Incorporation Act 1981, these Rules may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting: Provided that no such amendment, rescission or addition shall be valid unless the same shall have been previously submitted to and approved by the Under-Secretary, Department of Justice.

31. **COMMON SEAL**

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

32. **FUNDS AND ACCOUNTS**

32.1 The funds of the Association shall be banked in the name of the Association in such bank as the Management Committee may from time to time direct.

32.2 Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature.

32.3 All moneys shall be banked as soon as practicable after receipt thereof.

32.4 All amounts of twenty dollars or over shall be paid by cheque signed by any two of the President, Secretary, Treasurer or other member authorised from time to time by the Management Committee.

32.5 Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty cash recoupments which may be open.

32.6 The Management Committee shall determine the amount of petty cash which shall be kept on the imprest system.

32.7 All expenditure shall be approved or ratified at a Management Committee meeting.

32.8 As soon as practicable after the end of each financial year the Treasurer shall cause to be prepared a statement containing particulars of:

(a) the income and expenditure for the financial year just ended; and

(b) the assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year;

32.9 All such statements shall be examined by the auditor who shall present his or her report upon such audit to the Secretary prior to the holding of the annual general meeting next following the financial year in respect of which such audit was made.

32.10 The income and property of the Association whensoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof

shall be distributed, paid or transferred directly or indirectly, by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced him or her to the Association or otherwise owing by the Association to him or her or of remuneration to any officers or servants of the Association or to any member of the Association or other person in return for any services actually rendered to the Association provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out-of-pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association.

33. DOCUMENTS

The Management Committee shall provide for the safe custody of books, documents, instruments of title and securities of the Association.

34. FINANCIAL YEAR

The financial year of the Association shall close on 31st December in each year.

35. EMPLOYEES

35.1 No member shall admonish or reprimand an employee, but if a member has any complaint, he or she shall make the same in writing to the Secretary (or if applicable, the Secretary/Manager) who shall bring the same before the Committee.

35.2 No employee nor spouse of an employee of the Association shall be entitled to be elected or appointed or otherwise hold a position or office on the Management Committee of the Association.

35.3 No payment must be made to an officer or employee of the Association of an amount by way of commission or allowance calculated by reference to the quantity of liquor sold or supplied by the Association or the receipts of the Associations for such liquor.

36. DISTRIBUTION OF SURPLUS ASSETS

If the Association shall be wound up in accordance with the provisions of the Associations Incorporation Act 1981, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of rule 32.10, such institution or institutions to be determined by the members of the Association.

37. RESTRICTION ON SALE OF LIQUOR

No liquor shall be sold or supplied to any person under 18 years of age.

38. INTERPRETATION

In these rules the term "Secretary" shall include "Secretary/Manager" if there is no Honorary Secretary.