

**Constitution and Rules of
Woodford Golf Club Inc.**

Registered with Department of Fair Trading
27 January 2021

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1 Preliminary

1.1 Name of the Association

- a. The name of the Incorporated Association shall be “Woodford Golf Club Inc”.
- b. In this Constitution, the incorporated body may be referred to as “the Club”.
- c. The Board may from time to time approve an appropriate trading name for the Association.

1.2 Address

The place of office of the Club shall be 2/82 Golf Course Road, Woodford Qld 4514.

1.3 Meaning of Certain Words

- a. The Board shall have the power to interpret, define and clarify the meanings of words, terms, and Articles in this Constitution, in addition to By-laws, policies, standards, procedures and codes of the Club.
- b. The Board has the power to determine the manner in which records are kept and notices given under this Constitution, including the permitted use of electronic and digital means.

1.4 Definitions

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

Annual Reports refers to the statutory reporting for the financial year of the Club as required to be produced under the provisions of the Associations Incorporation Act for that year.

Associations Incorporation Act means the Associations Incorporation Act 1981 (Qld) and the associated regulations and Model Rules as amended from time to time.

Article means and refers to the provisions of this Constitution for the time being in force.

Bank means an entity licensed to carry on banking business under the Banking Act 1959 and shall include licensed building societies and credit unions.

Board means the body of Directors for the time being of the Club acting in that capacity. The Board as elected shall be the Management Committee for the purposes of the Associations Incorporation Act. The terms “Board” and “Management Committee” for the purposes of this Constitution and By-laws, can be used interchangeably.

By-laws includes all Club policies, rules, regulations, procedures, and directions and refers to the written operational policy guiding statements of the Club made by the Board from time to time.

President’s AGM Report means the report to members given by the President of the Board and which must contain a true and accurate account of the operating position of the Club.

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

Club means Woodford Golf Club Inc.

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

Commercial Debt means any debt owed by the Club which was used to fund asset acquisition and capital improvements. Trade creditor balances reasonably incurred in the course of business which remain outstanding for less than 60 days, are excluded from the commercial debt balance.

CPI means the Consumer Price Index published by the Australian Government and in this Constitution refers to the Brisbane Capital City Index for All Groups of goods and services.

Director means the persons elected or appointed to the Board of the Club from time to time and shall comprise the Management Committee for the purposes of the Associations Incorporation Act.

Document means is an instrument that establishes a contractual relationship intended to be enforceable in a court of law.

Employee means a person employed by the Club for wages or salary.

Financial Report means the financial statement, notes to the financial statement and the Directors' declaration about the Financial Statements and notes as required to be produced under the Law.

General Manager means the person appointed by the Board (or in their absence the appointed deputy) to oversee and retain responsibility for the operational aspects of the Club. Other titles that can be used for this position include Chief Executive Officer, Club Manager or Secretary Manager.

General Meeting means a Special General Meeting or the Annual General Meeting.

Law means any Act of Parliament, Regulation and Local Government Ordinance that applies to the Club.

Liquor Act means the Liquor Act 1992 (Qld) and the associated regulations as amended from time to time.

Majority unless given a special meaning, then Majority means a number more than half of the total.

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.

Officer means a person elected or appointed to the Board of the Club, including the Secretary and any person formally appointed to sit on a Sub-committee of the Board.

Relative means a spouse, parent, sibling, child, grandparent, or grandchild of the person.

Remuneration

- a. includes salary, allowances, and other entitlements; and
- b. does not include reimbursement of out of pocket expenses.

Seal means the common seal of the Club.

Secretary means any person appointed to perform the duties of Secretary within the meaning of the Law.

Senior Staff means a person who:

- a. makes, or participates in making, decisions that affect the whole, or a substantial part, of the activities of the association; or
- b. has the capacity to significantly affect the association's financial standing.

Servant means any person employed or engaged under commercial, concessional, pro bono or voluntary basis to provide services or conduct undertakings for or on behalf of the Club.

Working Day means a day other than a Saturday, Sunday or a day which is a public holiday adopted by the Queensland Government for the City of Woodford.

1.5 Interpretation

In the interpretation of this Constitution, unless the context or subject matter otherwise require:

- a. Words importing any gender include the other genders;
- b. Singular words include the plural and vice versa;
- c. References to statutes include statutes amending, consolidating, or replacing the statutes referred to and all regulations, orders in council, rules, By-laws, and ordinances made under those statutes;
- d. 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 purpose of that part or division has, in any of these regulations that deals with the matter dealt with by that part or division, unless the contrary intention appears, the same meaning as in that part or division;
- e. Headings and the table of contents are inserted for convenience only and are to be disregarded in the interpretation of this Constitution;
- f. The Committee has the power to interpret the rules in a way which may be deemed fair and reasonable. The term "**In writing**" or "**written**" includes printed and other means of representing or reproducing words in a visible form, including electronic transmission; and
- g. References to the "**Board**" means the Management Committee under the Associations Incorporation Act.

1.6 Constitution Subject to the Law

This Constitution is the complete set of rules for the Club; therefore, the application of the Model Rules is expressly excluded from this Constitution.

1.7 Financial Year

Financial Year means the twelve-month period commencing 1 October in each year and concluding on 30 September in the following year.

1.8 Not For Profit Nature of the Club

- a. The income and property of the Club must be applied solely towards the promotion of its Objects 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.

- b. No provision in this Constitution shall prevent the payment, in good faith, of:
 - i. Reasonable interest to any Member in respect of funds advanced by the Member to the Club or otherwise owing by the Club to the Member;
 - ii. Reasonable remuneration or payments to 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;
 - iii. Grants and donations in accordance with the Objects of the Club; and
 - iv. Reimbursement of general expenses actually incurred in pursuit of the business of the Club.

1.9 Transition to this Constitution

- a. This Constitution shall come into force immediately following its legal adoption at a General Meeting of members and then upon notification of the acceptance of this Constitution by the Queensland Office of Fair Trading.
- b. Memberships of existing members of the Club at the date of the adoption of this Constitution shall endure until such time as the Membership ceases or expires under this Constitution.

2 Objects of the Club

2.1 Objects

The Objects are:

Primary Objectives

- i. To provide and maintain suitable Golfing facilities and associated amenities for its members and guests to enjoy;
- ii. To facilitate, foster and encourage the game of golf; and
- iii. To engage in licensed club business and other commercial undertakings such as liquor, food operations, retail, and gaming.

Secondary Objective

- i. To support the local community from time to time as the Board deems appropriate.

2.2 Powers

The Club has in the exercise of its affairs, all the powers of a natural person, subject to the specific limitations provided by the Law and contained within this Constitution and By-laws.

2.3 Specific Limitations on Powers

- a. Surplus funds of the Club shall be invested or applied for the benefit of the Club and its members in a manner that attracts low investment risk. Such investment options shall include but not be limited to Bank deposits within an Australian Bank that retains a financial risk rating of "A" or higher, "A" rated or higher Australian equities and Australian Government Bonds.
- b. The Board is entitled to consider capital investments into diversified operational assets outside its primary operations.
- c. The Board shall not without approval of two thirds ($\frac{2}{3}$) majority at a General Meeting, incur capital expenditure exceeding one hundred and fifty thousand dollars, (\$150,000) in **one single project** for a particular purpose;
- d. All capital projects proposed by the Board and exceeding one hundred and fifty thousand dollars (\$150,000) shall be supported by a business case showing projected income and expenditure for a forecast period of five years from the date of the proposed project. The Board shall apply its best endeavours to make decisions that are in the best interests of the Club and its members;
- e. The business case identified in Article 2.3.d must be completed to the satisfaction of the Board and the Board may only approve the planned capital project if it is satisfied, on reasonable grounds, that the project is viable and enhances the financial position of the Club;
- f. Where the Board seeks to finance an undertaking with any amount of commercial debt, the Board shall not seek an amount of commercial debt which would exceed the Club's commercial debt ceiling of two hundred thousand dollars (\$200,000) without approval of two thirds ($\frac{2}{3}$) majority at a General Meeting;

- g. The Board shall not without approval of a two thirds ($\frac{2}{3}$) Majority at a General Meeting, dispose of or sell any asset or property of the Club exceeding the disposal or sale price value of one hundred and fifty thousand dollars (\$150,000) excluding any GST applicable;
- h. The capital sums nominated in Articles 2.3(c), 2.3(d) and 2.3(g) of this Constitution shall increase by a rate of the greater of the annual CPI changes or 2.5% compounding annually from the date of this Constitution. Such escalations shall be applied from the Base Year of this Constitution; and
- i. For the purposes of this Article, the term “one single project” incorporates all reasonable components of a single project and will include all items that are appropriately capitalised for the project, such as building works and expenditure on fit-out, equipment, fixtures and professional designs and approvals. The Board shall not disaggregate a single project to two or more smaller projects in order to avoid complying with Article 2.3.

3 Membership Classes and Rights

3.1 Membership Classes

- a. The membership of the Club shall consist of the following classes:
 - i. Life Member;
 - ii. OrdinaryMember;
 - iii. Restricted Member;
 - iv. Temporary Member.
- b. The Board may from time to time determine rights, conditions, requirements, and benefits for each category of membership, not inconsistent with this Constitution; and
- c. Existing members who would, but for the adoption of this new Constitution, have continued to be members of the Club, shall continue to retain Membership of the Club until such time as a renewal of membership is required under this Constitution.

3.2 Life Member

- a. Life Memberships awarded and bestowed under all previous Constitutions and in force at the date of adoption of this Constitution shall remain in place. Any subscribing life memberships in force at the date of adoption of this Constitution shall remain in place under the Life Member class;
- b. Life Membership may be granted to a Member who has attained the age of 18 years and in the opinion of the Board for the time being has rendered outstanding and meritorious service to the Club and has met the conditions of the Life Membership policy;
- c. The Board shall first approve by Majority vote a candidate to be considered for Life Membership;
- d. Once approved by the Board, the candidacy for Life Membership shall be presented to the membership at a General Meeting by way of a resolution requiring a Majority of the voting Members present;
- e. Notice of intention to move a resolution to grant Life Membership shall be given with the notice of the General Meeting;
- f. Life Members are entitled to the same privileges and are bound by the Constitution and By-laws of the Club in the same manner as anOrdinary Member and shall be exempt from annual subscriptions fees; and
- g. Persons employed by the Club are ineligible to be granted or retain Life Membership during the employment. Life Membership may be temporarily suspended during the period of employment.

3.3 Ordinary Member

- a. In order to be eligible for Ordinary Membership of the Club the applicant must satisfy all of the following criteria:
 - i. Have attained the age of eighteen years;
 - ii. Be of good character and repute and able to provide evidence to that effect as reasonably required by the Board;
- b. Shall be entitled to vote and subject to the provisions of the Rules.
- c. Be able to hold office or otherwise take part in the management of the Club.
- d. Shall be entitled to all privileges conferred on members of the Club.
- e. Persons employed by the Club are not eligible to nominate or continue to hold Ordinary Membership. A restricted category of playing membership for employees shall be established and maintained to enable employees and past employees to access playing and competition privileges. This category of membership restricts employees from voting at General Meetings and holding a position as an Officer of the Club during the period of employment and for a period of two years following the expiry of employment at the Club.

3.4 Restricted Member

- a. Any person who is eligible for membership of the Club under these Rules may be admitted in accordance with the provisions herein contained as a Restricted Member.
- b. The Committee may from time to time establish Sub-categories of Restricted Membership and may impose such terms and conditions for each Sub-category as the Committee in its discretion may deem fit. Sub-categories may include but not limited to: Provisional, Mid-Week, Junior, Intermediate, Country, Limited, Honorary, Social, Corporate and Student.
- c. The sub-categories established under this provision are required to be published in the appropriate publications of the Club each year as follows:
 - i. By-laws – Sub-categories with terms and conditions;
 - ii. Club Fixture Program – Sub-categories, subscription payable and playing rights; and
 - iii. Annual Report – Sub-categories with total membership numbers of each.
- d. A Restricted Member shall be entitled to use the clubhouse facilities and shall be entitled to play golf on the Club course in accordance with the terms and conditions set down by the Board in respect of the relevant sub-category.

3.5 Temporary Membership

The following persons may be admitted to the Club as Temporary Members:

- a. An intrastate visitor whose principal place of residence is located at least 15 kilometres from the Club (or such other distance as described in the Liquor Act as amended) for a period of one day at a time only;
- b. A Member may introduce a visitor or visitors socially to the Club for the day of visit. The name of each visitor shall be entered in the Visitor's Book and the book signed by the introducing Member;

- c. Members of other Clubs and their guests provided that the appropriate reciprocal rights are in force with those Clubs, for a period of one day at a time only;
- d. The Board may set apart one or more days during the year on which other Members may, subject to any conditions imposed, introduce visitors from other clubs without payment of any green or other fees;
- e. Social Golfers upon payment of the subscribed Social Green Fees, social golfers shall become Honorary Members for the day and shall be entitled to use the Club's facilities on that day subject to any conditions applied from time to time by the Board;
- f. Attendees of a private function visiting the Club for the purpose of taking part in an event, for the days of the event only and not exceeding 30 days;
- g. Any person who has applied to join the Club and is waiting for the decision about their membership application by the Board, for up to a period not exceeding 30 days; and
- h. The Board may, on special occasions, suspend the operation of Article 3.5 (b) to (g) for such period and under such circumstances as it deems fit.

3.6 Membership Fees

The Board has the sole discretion and right to determine the annual subscriptions, nomination fees, levies, and dues for all classes of membership as set out in this Constitution and By-laws of the Club:

- a. The Board has the power to increase or reduce subscriptions fees annually for Ordinary Membership by the CPI or up to 5%;
- b. Should the Board wish to increase the annual subscription by more than the amounts subscribed in 3.6(a) then the proposed increase will be put to the membership for their approval at a General Meeting;
- c. For all other classes of membership, the Board has sole discretion and right to determine the annual subscriptions, nomination fees, levies, and dues; and
- d. All subscriptions are payable yearly in advance and shall be due the first day of the financial year.

3.7 Membership Fees Notification and Payment Terms

- a. The Secretary shall notify all Members of the amount of subscription and other charges due for the financial year at least 30 days before the due date.
- b. Notice shall be sent to any person who has not paid the subscription within 15 days of the due date.
- c. If the membership fees remain unpaid for greater than 14 days past the due date such person shall not be granted access to the Golf Course.
- d. If the membership fees remain unpaid for greater than 30 days past the due date, such person shall be declared by the Board to be no longer a Member of the Club and shall cease to exercise any of the privileges of membership and his name shall be removed from the register of members.
- e. Provided that the Board in its absolute discretion shall have the power to reinstate such person on such terms as to the payment of arrears as they think fit to impose.

- f. The Board may determine other terms of payment for all fees for any and all classes of Memberships which will be specified in the By-laws.

3.8 Transfer of Membership Classes

A Member shall have no right of transfer from one class of membership to another, but upon application to the Board requesting a transfer to another class of membership the Board will consider the request and may permit any such transfer with such priority and adjustment of entrance fee and annual subscription as it may in its discretion determine.

3.9 Opening and Closing 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.

3.10 Applications for Golfing Classes of Membership

The application process outlined below applies to all golfing classes of membership:

- a. The Board must ensure that, as soon as possible after an applicant applies to become a Member of the Club, and before the Board considers the application, the applicant is provided access to the Constitution and By Laws;
- b. 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;
- c. An application for Membership of the Club must be made in the form as required by the Board and submitted to the Club together with the applicable entrance fee;
- d. All applications for Membership to the Club shall be accompanied by the prescribed identification of the applicant which may include a recent photograph of the applicant and other relevant information that may be copied, scanned or stored by other means with the copy retained by the Club;
- e. The Board or nominated Directors after receipt of any application and the appropriate entrance fee applicable for any class of membership shall consider such applications in person, by electronic or other means and determine whether the application should be accepted, deferred, or rejected;
- f. If accepted, the Member will be issued with the appropriate subscription notice containing the subscription amount (pro-rata to the end of the current financial year), any affiliation fees and levies that are also payable. The subscription notice shall be paid within 15 days of the date of issue and membership shall be recorded within the membership register;
- g. An application for Membership may be accepted, rejected, or deferred by the Board or nominated Director with the delegated power;
- h. When an application for Membership is rejected, the Board shall notify the applicant of the rejection in writing within seven days after the decision is made;
- i. The Board may seek further information from the applicant to enable it to decide on the Membership application; and
- j. The Board may refuse any application for Membership of the Club, after appropriate and reasonable deliberation, in its sole discretion without providing the applicant with reasons for the refusal.

3.11 Admission and Rejection of Non-golfing Membership Classes

The admission or rejection of non-golfing membership classes is determined by the Board as prescribed in the By-laws of the Club.

3.12 Cessation of Membership

- a. A Member of any class may resign from the Club at any time by giving notice in writing to the Secretary.
- b. Such resignation shall take effect at the time the notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.

3.13 Re-entry

Any applicant for Membership of the Club who has previously been a Member of the Club and who during the period of the applicant's Membership complied in all respects of the provisions of the Rules may be readmitted to Membership of the Club without payment of entrance fees at the discretion of the Board.

4 Members Obligations and Disciplinary Provisions

4.1 Members Obligation

Every Member will be bound to observe and abide by the Constitution and the By-laws, of the Club in force from time to time.

Where a Member of the Club, in the opinion of the Board:

- a. Has refused or neglected to comply with the Constitution and By-laws of the Club; or
- b. If the Member owes the Club money, excluding subscription fees, and that debt is not disputed and after demand for payment, remains unpaid for a period greater than 45 days past the due date; or
- c. is convicted of an indictable offence; or
- d. Has conducted himself or herself in a manner that is likely to be injurious or prejudicial to the character or interests of the Club; then

The Board may resolve to initiate disciplinary proceedings against that Member as set out in this Constitution.

4.2 Disciplinary Committee

- a. When the Board determines to initiate disciplinary proceedings under this Constitution, it must without undue delay constitute a Disciplinary Committee.
- b. The Disciplinary Committee will hear and determine all disciplinary matters at first instance referred to it by the Board.
- c. The Board may set further By-laws to control the scope, powers, and administration of the Disciplinary Committee.

4.3 Composition of the Disciplinary Committee

The Disciplinary Committee shall be comprised of three members one of whom must be a Director who is not personally involved in the matter.

4.4 Disciplinary Notice

The Board shall provide the Disciplinary Committee and the Member whose conduct is under investigation, with a notice of the Board's intentions to hold a disciplinary hearing. The notice shall:

- a. Be given in a written form that is clear and unequivocal;
- b. Provide no less than seven days' notice of the proceedings;
- c. Detail the date, time, and place for the matter to be heard. Such provisions should take reasonable account of the Member's availability and accessibility of the location for the proceedings; and
- d. Provide sufficient detail of the allegations being made against the Member.

4.5 Disciplinary Hearing Process

Disciplinary hearings shall be conducted in the following manner:

- a. The Member who is subject to the Disciplinary action may have one supporting person who is not a legal representative present during proceedings, but the Disciplinary Committee may determine whether the supporting person is entitled to address the Disciplinary Committee during the hearing process;
- b. A member may appoint any person to act on their behalf, however legal representation is not permitted during the Disciplinary process;
- c. The Disciplinary Committee must consider the circumstances of the issue and provide the Member under investigation with an opportunity to respond to the matters raised;
- d. The Disciplinary Committee must consider the case and decide regarding the issue(s) under investigation;
- e. In the event that the Disciplinary Committee decides that the Membership of the Member whose conduct is the subject of the disciplinary hearing is to be terminated or suspended, or the Member banned from the Club for any period of time, or the Member is to pay for the costs in respect of a disciplinary matter, the Disciplinary Committee must provide the Member with written notice of the determination and the reasons for such determination;
- f. Notice of the Disciplinary Committee's decision must be provided to the Member whose conduct is the subject of the disciplinary hearing in writing within ten days of the hearing;
- g. Written notice of the determination of the Disciplinary Committee must be sufficiently detailed and clear to provide unequivocal instructions to the Member; and
- h. If the Member initiates the grievance process against another member(s) or the Club, no disciplinary can be acted against the Member initiating the process until the grievance process has been finalised.

4.6 Disciplinary Determinations

- a. If the Disciplinary Committee is satisfied that the Member has refused or neglected to comply with the Constitution, By-laws, rules, regulations, policies, directions and procedures of the Club, or has been guilty of misconduct or conduct prejudicial to the interests of the Club, then the Disciplinary Committee has the jurisdiction to impose disciplinary orders on the Member.
- b. Disciplinary determinations are determined by a Majority of the Disciplinary Committee.
- c. The Disciplinary Committee may by resolution impose any one or more of the following disciplinary orders:
 - i. Terminate the Membership of a Member of the Club;
 - ii. Suspend a Member from the Club for a specified period;
 - iii. Ban a Member from the Club for any period including the lifetime of the Member;
 - iv. Recover reasonable costs from the Member for restitution for damages or costs incurred as a result of the breach of the Club's By-laws;
 - v. Direct the Member to make a written apology in respect of the matter; or

- vi. Any combination of the above with a suspension of the enforcement of the sanction subject to conditions as determined by the Disciplinary Committee.
- d. A person whose Membership to the Club has been terminated under this provision shall not apply for and must not be granted Membership to the Club in any class for a period as determined by the Disciplinary Committee after the date of expulsion of that person.

4.7 Temporary Suspension

- a. The Board, management by authority of the Board or duly authorised delegates nominated by the Board have the power to immediately suspend a Member which may only be exercised in accordance with this Article. Delegates granted such powers shall be recorded in the By-laws.
- b. If it is necessary or desirable, in the opinion of the Board, management or duly authorised delegates of the Board, the Board, management or duly authorised delegates of the Board, may suspend a Member summarily for a period of not more than ten continuous days pending further investigation and further disciplinary action.
- c. If an allegation of misconduct of a Member has been brought to the Board, the Board may suspend the Member for up to 30 days in addition to any other suspension, until it resolves whether or not to take disciplinary action against the Member.
- d. 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.
- e. If a Member has been suspended under this Article, steps must be taken to resolve the matter without delay.
- f. Notice of a suspension under paragraph (b) may be given orally. Notice of a suspension under paragraphs (c) and (d) may be given orally but must be confirmed in writing or by notice sent within three working days of the oral notice.
- g. The Member who is given notice of suspension must leave the premises of the Club immediately and remain away from the Club premises for the duration of the suspension.
- h. The Member has no right of appeal against a temporary suspension under this Article.

4.8 Appeal Against Membership Termination, Suspension, or other disciplinary determination

- a. The Member who has appeared before a Disciplinary Committee and has had his or her matter determined and received the determination in writing, may within 14 days of receiving notification of the disciplinary determination, lodge with the Secretary written notice of his or her intention to appeal the decision.
- b. A Director who has been terminated or suspended under Article 5.8(d) may appeal to the Disciplinary Committee under the Article.
- c. Upon receipt of a notification of intention to appeal the Secretary shall refer the matter to the Appeals Committee.

4.9 Composition of the Appeals Committee

- a. The Board shall without delay constitute an Appeals Committee each time an appeal is made in respect of a disciplinary matter.
- b. Members who presided on the original Disciplinary Committee when it considered the matter which is the subject of the appeal cannot be a member of the Appeals Committee.
- c. The Appeals Committee shall be comprised of three members one of whom must be a Director who is not personally involved in the matter.

4.10 Appeals Hearing Process

- a. The Appeals Committee must convene a meeting to determine the appeal within 30 days of the date of receipt of such notice.
- b. At any such meeting the applicant shall be given the opportunity to fully present his or her case at the Appeals Committee.
- c. The Member who is subject to the appeals process may have one supporting person who is not a legal representative present during proceedings, but the Appeals Committee may determine whether the supporting person is entitled to address the Appeals Committee during the hearing process.
- d. A member may appoint any person to act on their behalf, however legal representation is not permitted during the appeals process.
- e. The Appeals Committee has the power to make the following determinations:
 - i. Uphold the original decision and penalty;
 - ii. Revoke the decision and penalty;
 - iii. Substitute its own determinations for the original decision; or
 - iv. Substitute its own penalty for the original penalty.
- f. The decision of the Appeals Committee is final and there is no further right of appeal.
- g. Minutes of the appeals tribunal will be taken by a nominated member of the Appeals Committee.

4.11 Register of members

The Board must keep a register of members in which shall be entered the names, email and addresses of all Active Members. The date each Member became a member and the date each Member ceased to be a member must also be recorded.

4.12 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.

4.13 Visitors

- a. Members shall have the privilege to be able to introduce visitors into the Club and the Member introducing such visitor shall at the time of such introduction ensure the name and address of the visitor are entered in the appropriate register.
- b. The Member introducing the visitor is responsible personally to the Club for the acts and debts of the visitor if the Board, the Disciplinary Committee, or the Appeals Committee so determines.
- c. The Board and its delegates as noted in the By-laws shall have the power to exclude visitors individually or collectively at any time.

4.14 Manager Discipline of Employees

Disciplinary matters involving employees shall be dealt with by the General Manager, or if no General Manager the person nominated by the Board, in accordance with the Law.

Disciplinary matters involving the General Manager and Senior Staff shall be dealt with by the Board, a Sub-committee of the Board or the person nominated by the Board, in accordance with the Law.

4.15 Liquor Accords Compliance

- a. The Club may, at the discretion of the Board or in accordance with the Law, become a Member of a Liquor Accord or Liquor Industry Action Group or a similar common group regulated by the Liquor Act 1992 (Qld).
- b. If the Club is a Member of a Liquor Accord or Liquor Industry Action Group, the Club and its Members must abide by the Liquor Accord or the Liquor Industry Action Group.
- c. Despite any other provision of this Constitution, the Club through the Board and its delegation may prevent the entry to or remove any Member, patron, visitor or guest from the Club premises for the purposes of complying with a Liquor Accord or Liquor Industry Action Group to which the Club may be a party. To remove all doubt, no provision of this Constitution restricts the Club's ability to comply with the Liquor Act 1992 (Qld).

5 Functions and Composition of the Board

5.1 Functions of the Board

Except as otherwise provided by this Constitution, the Board:

- a. Shall maintain Governance and General Control of the Club;
- b. Be responsible for the Clubs strategic planning;
- c. Shall have authority to interpret the meaning of all provisions of this Constitution, By-laws, rules, regulations, policies, directions, procedures, and any matter relating to the Club;
- d. May exercise all of the Powers of the Club; and
- e. Shall have the power to appoint, dismiss, discipline, monitor the performance of and set performance measures for a General Manager and other Senior Staff and to authorise those positions to manage the day to day business and administrative affairs of the Club as delegated by the Board.

5.2 Composition of Board

The Board shall be comprised of six Directors and shall consist of:

- a. One President;
- b. One Vice President;
- c. One Greens Director;
- d. One Treasurer;
- e. One Secretary; and
- f. One Captain.

5.3 Appointment of Secretary

- a. If the Secretary position was not filled, the Board shall appoint the Secretary at the first Board meeting following the Annual General Meeting each year.
- b. The Secretary shall perform and meet all the statutory functions as required under the Law.
- c. A duly elected Director of the Board may be appointed as the Secretary.
- d. If a vacancy happens in the office of secretary, the members of the board must ensure a secretary is appointed within 1 month after the vacancy happens.

5.4 Qualifications for Directors

Each Director must satisfy the following criteria to be eligible for election and to be eligible to serve and to continue to serve as a Director on the Board:

- a. Nominees for all Board positions must have completed or have made reasonable efforts to have completed a governance course reasonably approved by the Board prior to the election or failing that within 6 months of taking office; and
- b. Nominees for all Board positions must thoroughly read and sign, as a confirmation that the contents are understood, a copy of the Club's governance documentation, Constitution, By-laws, and Directors Code of Conduct prior to the election.

5.5 Further Restrictions for Director Positions

- a. A Member is not able to fulfil the position of Director of the Club if that person is engaged by the Club as a contractor or employee.
- b. Where a Member has been engaged by the Club as a contractor or an employee and has ceased their services as a contractor or employee, then that person is not eligible to nominate for a position on the Board until the expiration of two years from date services ceased.
- c. An auditor of the Club or business partner or employee or employer of an auditor must not nominate for or be appointed or voted as a Director.

5.6 Rotational Terms for Directors

The terms for all Directors shall be for two years, with three positions becoming vacant every year.

Year 1 rotation

- i. Vice President
- ii. Secretary
- iii. Greens Director

Year 2 rotation

- i. President
- ii. Treasurer
- iii. Captain

5.7 Retiring Directors Eligible for Re-Election

Subject to Article 5.9(b) and in the absence of disciplinary processes retiring Directors are eligible for re-election, or re-appointment.

5.8 Resignation or Removal of Directors

- a. Any Director may resign from the position at any time by giving appropriate notice to the Secretary and
 - i. The resignation shall take effect at the time the notice of resignation is received by the Secretary; or
 - ii. The resignation shall take effect on a later date as specified in the notice to the Secretary.
- b. A Director whose Membership to the Club has been terminated ceases to be a Director effective upon the termination of the Membership.
- c. A Director whose Membership to the Club has been suspended shall also be suspended from acting as a Director for the corresponding period of the suspension.
- d. In any other event, the Board may determine to terminate or suspend a Director from the Board if that Director has lost the confidence of the fellow Directors. Such a termination or suspension must be determined by the full Board and decided by a supporting vote of unanimous minus one.

5.9 Directorship Vacated Automatically

The office of a Director will be automatically terminated and vacated:

- a. By notice in writing to the Club that the Director resigns from office in accordance with Article 5.08;
- b. By reason of any provision of the Law a Director vacates office or becomes prohibited from being a Director;
- c. A Director becomes of unsound mind or a person whose assets or estate are liable to be dealt with under the Law relating to mental health;
- d. In the opinion of no less than four Directors determined at a Board meeting, a Director is permanently incapacitated from performing the required duties;
- e. A Director is absent without permission of the Board from the meetings of Board for four out of five Board meetings;
- f. A Director is convicted of indictable offence or has been sentenced to prison (other than in default of payment or a fine); or
- g. A Director ceases to be a Member of the Club in one of the classes required for eligibility to hold office.

5.10 Vacancies on the Board

- a. A casual vacancy on the Board arises when a Director is unable to act as a Director as a consequence of any of the reasons provided for in Articles 4, 5.08, and 5.09.
- b. The Board has the power at any time to appoint any financial Ordinary Member or Life Member of the Club to fill any casual vacancy in the Board for the remaining term of that position until that position is due for re-election at an Annual General Meeting.
- c. Casual appointments under this Article must satisfy all criteria and qualifications for the office.
- d. The Board may appoint a current sitting Director to fulfil any casual vacancy.
- e. However, a Director can only occupy one position on the Board at any one time.
- f. Despite the need for the Board to use best endeavours to have a Board comprised of six Directors, the Board may continue to function with less than six Directors as a consequence of a casual vacancy being created in any way. The continuing members of the Board may continue to act despite any vacancy occurring on the Board. But if the number of Directors is reduced to below the number fixed by this Constitution as the necessary quorum, the continuing members may only act for the purpose of increasing the number of members of the Board to a quorum plus one or for calling a General Meeting of the Club, but for no other purpose.
- g. A proxy may be appointed by the Board from the appropriate Committee to fill the vacancy for any Board Meeting and to perform the duties of the Director during his or her absence. The proxy cannot be an employee.

5.11 Voting, Holding Office, and Attendance at General Meetings

- a. Financial Ordinary Members and Life Members are eligible to vote, attend General Meetings and hold office on the Board and Sub-committees.

- b. All other classes of Membership are ineligible to vote and hold office on the Board or Sub-committees.
- c. At each General Meeting, each question, matter, or resolution, other than a special resolution, shall, be decided by a majority of votes of the voting members present and if the votes are equal the question is decided in the negative.
- d. Special resolutions shall be decided by a supporting vote of no less than 75% of votes of the Members present.
- e. Attendances at General Meetings by all other classes of Membership are to be regulated under By-laws.

5.12 Election of Directors

- a. Nominations for election to the Board shall be in writing and must:
 - i. Indicate the position for which the nominee is being nominated;
 - ii. Be signed by any two Ordinary Members or Life Members of the Club other than the nominee; and
 - iii. Be endorsed with the nominee's statement that they are prepared to accept the position for which they have been nominated if elected.
- b. An eligible Member cannot nominate for more than one position on the Board at any one time.
- c. Nothing in this provision prevents a sitting Director of the Board from nominating for a position at any election. If this occurs, the sitting Director must resign from the Board in order to nominate for the specific position.
- d. Nominations shall be delivered to the Secretary not less than 21 days preceding the Annual General Meeting.
- e. Nominations may be withdrawn in writing at any time prior to the date of the election.
- f. The Secretary shall be responsible for having the nominations conspicuously communicated, in alphabetical order, to members during the seven days prior to the General Meeting.

5.13 Management of Sub Committees

- a. The Board may create Sub-committees consisting of Members and suitably qualified non-members of the Club.
- b. Sub Committee rules and procedures are published in the By-laws of the Club in accordance with this provision.
- c. Except for the delegated powers associated with the disciplinary and appeal processes outlined in this Constitution, the Board cannot delegate its powers to a sub-committee.
- d. Sub-committees may be empowered to investigate matters, make findings, and make recommendations within a defined brief to the Board.
- e. The Board may determine the rules and procedures of sub committees as it deems fit and these rules and procedures must be contained in the By-laws of the Club.

5.14 Disclosure of remuneration and other benefits

The Board must report in the prescribed manner, if required by law, at the Club's annual general meeting, the remuneration paid, or other benefits given for the financial year to:

- a. each member of the Board;
- b. each senior staff member; and
- c. each relative of a person mentioned in paragraph (a) or (b).

5.15 Defects in Appointment

- a. All initiatives undertaken through the Board or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some unintended defect, be as valid as if there had been no defect.
- b. This Article only validates defects that were the result of processes and undertakings that were conducted in good faith, for a proper purpose and not as a consequence of an abuse of process, recklessness, or overt negligence.

5.16 Powers to Create By-laws

The Board may from time to time make, amend, or repeal By-laws, policies, directions, and procedures not inconsistent with this Constitution, for the proper governance of the Club.

5.17 Patrons

No more than 2 Patrons shall be elected at the Annual General Meeting and they shall hold office until the following Annual General Meeting.

6 Board Meetings

6.1 Conduct of Board Meetings

- a. The Board shall meet no less than once every month to conduct the affairs of the Club.
- b. Determinations arising at any meeting of the Board shall be decided by a majority of votes and, in the case of equality of votes the matter shall be decided in the negative.
- c. The President shall preside as Chair at every meeting of the Board or if the President is unable to act, then the President may nominate a Director to chair the Board meeting.
- d. If the President is unable to Chair the meeting and has not nominated a delegate to act as the Chair of the meeting, the Vice President shall be Chair of the meeting or if the Vice President is not able to Chair the meeting then the Directors present shall choose one of their number to be Chair of the meeting.
- e. A Special Meeting of the Board shall be convened by the Secretary on a requisition in writing signed by not less than three of the Directors.
- f. Not less than seven days' notice shall be given by the Secretary to members of the Board of any Special Meeting of the Board provided that a Majority of the Directors may agree in writing or by electronic means to accept a lesser notice. Such notice shall clearly state the nature of the business to be discussed thereat.
- g. If within 30 minutes from the time appointed for the commencement of a Board meeting a quorum is not present, the meeting, if convened upon the requisition of the members of the Board, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, the members present shall constitute a quorum.

6.2 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.

6.3 Attendance of Directors

- a. A Director will be regarded as present at the meeting if the meeting is conducted by telephone or other electronic means of conferring, provided 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.
- b. Board meetings may be validly conducted via teleconference, internet conferencing, video conferencing and other means that provides instantaneous communication methods.

6.4 Resolution in Writing

A resolution by email or in writing signed or clearly approved by the Majority of Directors, for the time being entitled to receive notice of a meeting of the Board, shall

be valid and effectual as if it had been passed at a meeting of the Board duly convened and held. These resolutions must form part of the next Board papers and be included as part of the minutes of that meeting.

6.5 Conflict of Interest

- a. Directors must diligently avoid acting in any capacity that would place the Director in a position of conflicting interests.
- b. A Director who has any material personal interest, or in the opinion of the Board is reasonably perceived to have any material personal interest, that might reasonably conflict with the Director as an Officer of the Club must:
 - i. Disclose the conflict to the Board at the first reasonable opportunity;
 - ii. Not be present or participate in any deliberations associated with the Director's role as an Officer of the Club, in respect of the matter for which there is a potential, perceived or actual conflict;
 - iii. Must not receive or obtain any privileged information in respect of the matter for which there is a potential conflict; and
 - iv. Disclose the nature and extent of the interest at the next general meeting of the Club.
- c. All Directors must diligently avoid circumstances that might reasonably appear to Members of the Club to present a conflict of interest.
- d. A breach of the conflict of interest requirements in this Constitution and any accompanying policies and By-laws is a ground for dismissal of the Director from the Board.

7 General Meetings

7.1 Duty to Hold General Meetings

- a. The Club will hold an Annual General Meeting of the Members of the Club in accordance with the Associations Incorporation Act and the Law.
- b. All General Meetings, other than the Annual General Meeting, will be called Special General Meetings.

7.2 Notice of General Meetings

- a. The Secretary shall convene all General Meetings of the Club by giving not less than 14 days' notice of any such meeting to the Members of the Club.
- b. The manner by which such notice shall be given shall be determined by the Board.
- c. Notice of the General Meeting shall clearly provide:
 - i. The location for the meeting;
 - ii. The date for the meeting;
 - iii. The time the meeting is to commence; and
 - iv. The business to be transacted at the meeting.

7.3 Proceedings Not Invalid

The accidental omission to give notice of a General Meeting to or the non-receipt of notice of a General Meeting by any Member will not invalidate any of the proceedings at that General Meeting.

7.4 Matters Dealt with at an Annual General Meetings

- a. This meeting must be held within 6 months of the end of financial year of the Club.
- b. The business to be transacted at every Annual General Meeting shall be:
 - i. To confirm the minutes of the last Annual General Meeting;
 - ii. To receive the Presidents AGM Report and the statement of income and expenditure, assets and liabilities of the Club for the last reportable financial year;
 - iii. To receive the auditor's report for the last reportable financial year;
 - iv. To present the financial statement and audit report to the meeting for adoption;
 - v. The appointment of the auditor for the present financial year;
 - vi. Report on the Club's level of Public Liability Insurance;
 - vii. Disclose any personal interests previously minuted that amounted to a conflict of interest;
 - viii. The election of the Board and Patrons;
 - ix. All matters on which due notice has been given and accepted by the board; and
 - x. Any other business as required by Law.

7.5 Special General Meeting

- a. The Secretary shall convene a Special General Meeting:
 - i. When directed to do so by the Majority of the Board; or
 - ii. On the requisition in writing by the members by way of petition signed by the greater of 50 or 10% of the membership entitled to vote.
- b. Any requisition must be in the prescribed form to be valid as set out in the By-laws of the Club.
- c. A requisition for a Special General Meeting shall clearly state the reason for the Special General Meeting and the nature of the business to be transacted.

7.6 Quorum

- a. In the case of a General Meeting and a Special General Meeting called by the Committee, a quorum shall be 35.
- b. In the case of a Special General Meeting called by Members under Article 7.5(a)(ii), a quorum is not present unless no less than 80% of the Members who signed the petition calling for the Special General Meeting are present in person at the meeting.
- c. At a management committee meeting, more than 50% of the members elected to the committee as at the close of the last general meeting of the members forms a quorum.
- d. No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business.
- e. If after 30 minutes from the time appointed for the commencement of a General Meeting a quorum is not present, the meeting, if convened upon the requisition of Members of the Board of the Club 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 time and place as the Members present may determine, and if at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, the Members present shall be a quorum.
- f. The Chair of the meeting may, with the consent of the 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.
- g. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. It shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

7.7 Casting vote

The Chair has a casting vote in addition to any vote the Chairperson has as a Member, excluding the voting for Officers.

7.8 Conduct of General Meetings

- a. The President of the Club shall preside as Chair of General Meetings.

- b. If the President of the Club is unable or not willing to act as Chair, then the Vice President shall be entitled to act as Chair of the General Meeting.
- c. If the Vice President is unable or not willing to act as Chair of the General Meeting in circumstances where the President is unable or not willing to act, then the sitting Directors present shall choose one of their number to be Chair of the General Meeting.
- d. The Chair of the General Meeting shall maintain order and conduct the meeting in a proper and orderly manner.
- e. Every question, matter, or resolution, shall be decided by a Majority of votes of the Members present.
- f. Every eligible Member present shall be entitled to one vote.
- g. Proxy voting or voting by the appointment of an attorney shall not be permitted.
- h. The Board may, at its absolute discretion, permit voting by electronic means, such as teleconference or video conferencing. If the Board determines to permit voting by electronic means, it must provide full details of the means by which voting may be cast on each notice of the General Meeting.
- i. In the case of an equality of votes on any matter other than the election of Directors the matter is to be resolved in the negative.
- j. With the exception of the election process, voting shall be by show of hands unless not less than one-fifth of the Members' present demand a ballot, in which event there shall be a secret ballot. The Chair of the meeting shall appoint three Members to conduct the secret ballot in a manner as he or she shall determine and the result of the ballot as declared by the Chair shall be deemed to be the resolution of the meeting at which the ballot was demanded. At the conclusion of the meeting all ballot papers will be destroyed.
- k. The Secretary shall record full and accurate minutes of all questions, matters, resolutions, and other proceedings of every General Meeting in the official records of the Club. The records shall be open for inspection within a reasonable time after a request from an Ordinary or Life Member who previously applies to the Secretary for that inspection and has first signed a confidentiality agreement.
- l. The minutes of every General Meeting shall be signed by the Chair of that meeting or if Chair of the General Meeting is unavailable or unable to sign a Director who was present at the General Meeting.

8 Financial Records and Club Accounts

8.1 Payments

- a. All payments shall be made on the authority of the Board.
- b. All payments made shall be signed by any two authorised delegates of the Board.
- c. Payment methods that are acceptable are:
 - i. Electronic funds transfer;
 - ii. Cheque; or
 - iii. Other means as authorised by the Board.

8.2 Year End Financial Statements

The financial year shall close on the last day of September in each year, and as soon as possible, but within 6 months, the Secretary and Treasurer shall prepare a full statement of the financial statements of the Club for the past year.

8.3 Auditor

- a. An Auditor shall not be a member of the Board and shall be appointed at each Annual General Meeting.
- b. Not less than twenty-eight days before each Annual General Meeting the financial statements for the financial year preceding such meeting, with all vouchers and receipts, shall be examined and certified by the auditor or auditors, who shall report thereon to the meeting.
- c. The auditor shall audit the accounts annually.
- d. The Board shall have the power to fill any vacancy in the office of auditor until the next Annual General Meeting.

9 General Provisions

9.1 Alteration of Constitution

Subject to the provisions of the Associations Incorporations Act and the approval of the Office of Fair Trading, this Constitution may be amended, rescinded or added to from time to time by a special resolution carried at any General Meeting by a supporting vote of no less than 75% of the Members present at that meeting.

9.2 Common Seal

- a. The Board may provide for a Common Seal.
- b. The common seal must be kept in safe custody.
- c. The Board may resolve, at its discretion, not to use the common seal when executing documents.
- d. For a document to be validly executed it must be signed by a member of the Board and countersigned by:
 - i. The secretary; or in their absence,
 - ii. Another member of the Board

9.3 Inspection of Records

Other than expressly provided under this Constitution, a Member other than a Director does not have the right to inspect any document or financial records of the Club except as provided by the Law or authorised otherwise by the Board.

9.4 Documents

The Club's Secretary must keep on the Club premises, a register of the reciprocal clubs.

The Board must ensure the safe custody of the books, documents, instruments of title and securities of the Association.

9.5 Duty to Prevent Insolvent Trading

A Director has the duty to avoid incurring a debt if there are reasonable grounds to believe that the Club was insolvent or could become insolvent by incurring the debt or debts.

9.6 Indemnification of Directors

- a. Every Director of the Club shall be indemnified out of the property of the Club against any personal liability incurred in the capacity as a Director.
- b. Directors shall be indemnified out of the assets of the Club where they have acted reasonably, in the best interests of the Club and its Members and in accordance with this Constitution, Law and the associated By-laws.
- c. The indemnity afforded to Directors may also be provided to persons performing official functions for the Club, including Sub-committee members, Disciplinary Committee members and Appeals Committee members.
- d. An indemnity shall not be extended to employees or contractors in matters relating to their roles as employees or contractors.

9.7 Winding Up and Distribution of Surplus Assets

- a. The Club shall be dissolved and wound up following:
 - i. Upon the unanimous resolution of the Board; and
 - ii. Upon the vote of at least 75% of those Members present and eligible to vote at a General Meeting convened to consider the dissolution of the Club.
- b. Upon dissolution the property and other assets of the Club remaining after satisfaction of all debts and liabilities of the Club shall not be paid to or distributed among the Members of the Club but shall be given or transferred to some other institution having objects similar to the Objects of the Club and which shall prohibit the distribution of its or their income or property among its or their Members to an extent at least as great as is imposed on the Club by virtue of this Constitution, such institution or institutions to be determined by the Members of the Club at a General Meeting.