

Constitution

Maryborough Services and Citizens' Memorial Club Limited



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1 PRELIMINARY

1.1 Definitions and interpretation

(a) In this Constitution, where not repugnant to the context:

The Act means the *Corporations Act 2001* (Cth) and regulations made thereunder.

Annual General Meeting means that meeting convened once in each year in accordance with this Constitution to transact the business and to elect the Office Bearers and Directors provided herein.

Appointed Director has the meaning given in clause 11.2(c).

Board, Board of Directors means the Board of Directors for the time being.

By-Laws means the by-laws of the Company for the time being in force.

The Company means Maryborough Services and Citizens' Memorial Club Limited.

Committee means any committee constituted by the Directors.

Director means a director of the Company appointed or elected as provided herein and **Directors** includes the Board.

Elected Director means the two Service Member Directors plus the three Directors referred to in clause 11.2(a).

Financial Year means the financial year of the Company in accordance with clause 13 of this Constitution.

General Meetings means any meeting of the Company other than the Annual General Meeting convened as provided herein.

Member means a member of the Company.

Office means the registered office of the Company for the time being.

Premises mean the Company's licensed and trading property at 163-175 Lennox St, Maryborough and/ or other premises owned, leased, occupied, maintained or managed by the Company from time to time.

Reciprocal Members has the meaning given in clause 22.2(a).

Service Member Directors has the meaning given in clause 11.2(b).

Sub-Branch means the Returned & Services League of Australia (Queensland Branch) Maryborough Sub Branch Inc.

Sub-Committee is a sub-committee of the Board.

State and Queensland means the State of Queensland.

Voting Member means a Member of the Company in a category that entitles the Member to vote at General Meetings.

- (b) A reference in a rule in general terms to a person holding or occupying a particular office or position includes a reference to any person who occupies or performs the duties of that office or position for the time being.
- (c) Unless the contrary intention appears, in this Constitution:
 - (i) words importing the singular include the plural and vice versa;
 - (ii) words importing a gender include every other gender;
 - (iii) words used to denote persons generally or importing a natural person include any company, corporation, body corporate, body politic, partnership, joint venture, association, Board, group or other body (whether or not the body is incorporated);
 - (iv) a reference to a person includes that person's successors and legal personal representatives;
 - (v) a reference to a statute, regulation, proclamation, ordinance or by-law includes all statutes, regulations, proclamations, ordinances or by-laws amending, consolidating or replacing it, whether passed by the same or another government agency with legal power to do so, and a reference to a statute includes all regulations, proclamations, ordinances and by-laws issued under that statute; and
 - (vi) where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings.

1.2 **Application of the Act**

- (a) This Constitution is to be interpreted subject to the Act. The rules that apply as replaceable rules to companies under the Act do not apply to the Company where inconsistent with this Constitution.
- (b) Unless the contrary intention appears, an expression in a rule that deals with a matter dealt with by a provision of the Act has the same meaning as in that provision of the Act.
- (c) Unless the contrary intention appears, an expression in a rule that is defined for the purposes of the Act has the same meaning as in the Act.

1.3 **Exercise of powers**

The Company may, in any manner permitted by the Act:

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

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

2 CONTRIBUTION BY MEMBERS

Each Member undertakes to contribute to the Company's property if the Company is wound up while he or she is a Member or within 1 year after he or she ceases to be a Member, for payment of the Company's debts and liabilities contracted before he or she ceases to be a Member and of the costs, charges and expenses of winding up and for adjustment of the rights of the contributories among themselves, such amount as may be required not exceeding \$1.00.

3 OBJECTS AND NAME

3.1 Name

The name of the company is **Maryborough Services and Citizens' Memorial Club Limited** (the Company).

3.2 Registered office

The registered office of the Company will be situated in Maryborough in the State of Queensland at such address within Maryborough as the Directors may from time to time determine.

3.3 Objects

The objects of the Company are:

- (a) To engage in licensed club business undertakings to include commercial trading in liquor, food operations, gaming and aligned trading in order to generate financial surpluses to support community and welfare needs in line with these Objects.
- (b) To provide and maintain a clubhouse and other facilities for Members and guests.
- (c) To provide facilities and assistance to the Sub-Branch in support of the Sub-Branch's annual commemorative programme including memorial days such as ANZAC Day, Remembrance Day and Vietnam Veterans Day.
- (d) To support the defence of the nation and preserve the good name and standing of the Australian Defence Force.
- (e) To provide donations, grants, sponsorship and other assistance to the Sub-Branch.
- (f) To provide donations, grants, sponsorship and other assistance for benevolent, charitable, education, sporting, recreational and compassionate causes.

- (g) In appropriate circumstances and at the discretion of the Board, to provide donations, grants, sponsorship and other assistance for benevolent, charitable, education, sporting, recreational and compassionate causes beyond the local government area of the Company.
- (h) To make available and maintain office facilities, meeting rooms, libraries and museums for Members, the Sub-Branch, members of the Sub-Branch and other affiliated entities.
- (i) To preserve the memory and records of all those who served Australia and her allies in any war or wars.
- (j) To preserve the memory of all those who served Australia and her allies in combat by observing the Ode of Remembrance in the Premises on each day that the Premises is open.
- (k) To do all such lawful things that are incidental or conducive to achieving these Objects or which may be calculated to advance directly or indirectly the interests of the Company.

3.4 **Income and property**

- (a) The income and property of the Company whencesoever derived shall be applied solely towards the promotion of the objects set out herein and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever by way of profit to the Members of the Company provided however that nothing in this Clause shall prevent:
 - (i) the Company or its Directors making any grant to any Member, Affiliate or person which it deems appropriate in furtherance of these Objects;
 - (ii) the payment in good faith of remuneration to any officer, servant or Member of the Company in return for any services actually rendered to the Company or for goods supplied in the ordinary and usual way of business; or
 - (iii) the reimbursement of expenses incurred by any Member on behalf of the Company.
- (b) The company limited by guarantee will not be carried on for the purposes of profit or gain to its individual Members.

4 **MEMBERSHIP AND REPRESENTATION**

4.1 **Classes of Membership**

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

1. Service Members;
2. Ordinary Members;
3. Life Members; and

4. Temporary Members.

4.2 Membership Application Procedure

- (a) A person who is eligible for membership in a particular class for which applications are open, may apply to become a Member of the Company in that class.
- (b) An application for membership of the Company must be made in writing in the form prescribed by the Board from time to time and delivered to the Company.
- (c) An applicant for membership must pay the applicable subscription fee at the time of lodging that applicant's application for membership.
- (d) Admission or rejection of an application for membership shall be determined by the Board where practical at the next Board meeting immediately following the date of the membership application.
- (e) An applicant whose application for membership is rejected must be notified by the Company in writing of that rejection as soon as possible after the decision is made.
- (f) On the issue of notification of rejection of membership the applicant's temporary membership ends and the applicant must surrender immediately any membership card issued to him. The applicable subscription fee will be refunded in full within a reasonable period of time.
- (g) The Board may refuse any application for membership of the Company without providing the applicant with any reason for that refusal.
- (h) The Board may determine from time to time that applications for membership for some or all classes are open or closed in the interests of the Company.

4.3 Service Membership

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

- (a) has attained the age of 18 years;
- (b) is of good character and repute;
- (c) agrees to support the Objects of the Company;
- (d) has paid the Service Membership subscription fee as set by the Board from time to time;
- (e) is currently, or was formerly, serving in the Australian Defence Force, or serving with or supporting or otherwise engaging with the Australian Defence Force or the armed forces of its allies, for at least 6 months, or any other person provided for in the by-laws of the Returned & Services League of Australia Limited ACN 008 488 097; and
- (f) is able to provide satisfactory proof of item (e) above with the applicant's membership application.

4.4 Ordinary Membership

A person may be accepted by the Board as an Ordinary Member provided that person meets all of the following criteria:

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

4.5 Life Membership

- (a) Life Membership may be granted to a Member who, in the opinion of the majority of the Board, has rendered outstanding and meritorious service to the Company and whose name has been submitted by the Board to a General Meeting of the Company for approval by special resolution.
- (b) The granting of Life Membership is an honour and privilege recognising the contribution of Members. For the purposes of this clause only, the Board may put a Special Resolution to a General Meeting to approve a nomination for Life Membership without providing prior notice of the special resolution. A special resolution for Life Membership may be put to the General Meeting immediately prior to the vote.
- (c) Life Members are exempt from the obligation to pay annual subscriptions.

4.6 Temporary Membership

- (a) A person will be a Temporary Member of the Company when that person:
 - (i) has made application for membership of the Company;
 - (ii) has paid the prescribed application fee (if any); and
 - (iii) is awaiting a decision from the Board, on the acceptance or otherwise on the applicant's membership application.

Temporary Membership under this clause 4.6(a) expires 30 days after the application or upon the acceptance or rejection by the Board of the applicant's membership application.

- (b) A person will be a Temporary Member of the Company when that person:
 - (i) is a visitor whose principal place of residence is located at least 15 kms by road from the Club, in which case that person will be granted Temporary Membership for a period of one day at a time only;
 - (ii) is a member of another club and/ or a guest in the company of such a person (at a limit of two guests per member), provided that the appropriate reciprocal rights are in force with the other club, in which case the person and/or guest will be granted Temporary Membership for a period of one day at a time only.

4.7 **Rights of Service Members, Life Members and Ordinary Members**

Service Members, Life Members and Ordinary Members are entitled to:

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

4.8 **Rights of Temporary Members**

Temporary Members are entitled to enjoy the benefits and privileges of membership and to use the facilities of the Company as the Board may determine but they are not entitled to:

- (a) vote;
 - (b) attend Annual General Meetings and General Meetings of the Company;
 - (c) propose or second nominations for election of Directors; or
- stand for or hold elected offices within the Company.

5 MEMBERSHIP FEES

- (a) The annual membership fee for each class of membership shall be such sum as the Board of Directors shall from time to time determine:-
 - (i) Membership fees shall be levied for and shall be related to a Financial Year.
 - (ii) The Board of Directors may reduce the annual membership fee pro rata for any Member joining the Company during a Financial Year.
- (b) The membership fees for each class of membership shall be payable at such time and in such manner as the Board of Directors shall determine from time to time determine.

6 REGISTER OF MEMBERSHIP

- 6.1 The Board of Directors shall cause a register to be kept in which it shall enter the name and residential address of each person admitted to membership of the Company, the date of his/her admission, the class of membership to which the person is admitted.

- 6.2 Particulars shall also be entered into the Register of deaths, resignations, terminations and reinstatement of membership and any further particulars as the Board of Directors or the Members at any general meeting may require from time to time.
- 6.3 Subject to the provisions of the Privacy Act 1988 (Cth) the Register shall be open for inspection at all reasonable times by any Member who previously applies to the Board of Directors for such inspection.
- 6.4 The register may be kept and maintained in a written form or on a suitable computer system that is adequately maintained at all times.
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7 TERMINATION OF MEMBERSHIP

- 7.1 Every Member will be bound to observe and abide by the Constitution and the rules, By-Laws, regulations and policies of the Company in force from time to time.
- 7.2 A Member may resign from the Company at any time by giving notice in writing to the Board of Directors. Such resignation shall take effect at the time such notice is received by the Board of Directors unless a later date is specified in the notice in which case it shall take effect on that later date.
- 7.3 The Board of Directors shall make disciplinary By-Laws to deal with conduct of Members and other person and to deal with termination or suspension of a Member or other action against a Member or other person.
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8 TEMPORARY IMMEDIATE SUSPENSION

- 8.1 The Board and duly authorised delegates of the Board have the power to suspend a Member which may only be exercised in accordance with this clause.
- 8.2 If it is necessary or desirable, in the opinion of the Board or duly authorised delegates of the Board, in the interests of good order and safety of Members and their guests or in the interests of the Company, and whether or not it is alleged a Member has been guilty of misconduct, the Board or duly authorised delegates of the Board, may suspend the Member summarily for a period of not more than 72 continuous hours.
- 8.3 If it is alleged that a Member has been guilty of misconduct, the Board or duly authorised delegates of the Board may suspend a Member until the next meeting of the Board.
- 8.4 Notice of a suspension under paragraph 8.2 may be given orally. Notice of a suspension under paragraph 8.3 may be given orally but must be confirmed in writing by notice sent by post or electronic means within one working day of the oral notice.
- 8.5 A Member who is given notice of suspension must leave the premises of the Company immediately and remain away from the Company premises for the duration of the suspension.

- 8.6 The Company must give notice to the Member immediately a suspension under clause 8.3 is lifted.
- 8.7 A Member has no right of appeal against a suspension under this clause.

9 LIQUOR ACCORDS COMPLIANCE

- 9.1 The Company may, at the discretion of the Board or in accordance with the law, become a Member of a Liquor Accord regulated by the *Liquor Act 1992* (Qld).
- 9.2 If the Company is a member of a Liquor Accord, the Company and its Members must abide by the Liquor Accord.
- 9.3 Despite any other provision of this Constitution, the Company may prevent the entry to or remove any Member from the Company premises for the purposes of complying with a Liquor Accord to which the Company may be a party.

10 VISITORS

- 10.1 Members shall have the privilege of introducing visitors into the Company and the Member introducing such visitor or visitors shall at the time of such introduction ensure the name and address of the visitor or visitors are entered in the appropriate visitor register and the entry is signed by the Member.
- 10.2 The Member introducing the visitor or visitors shall be responsible to the Company for the acts and debts of the visitor.
- 10.3 The Board shall have the power to exclude visitors individually or collectively at any time.

11 DIRECTORS

11.1 Control of affairs of the Company

The governance of the Company shall be vested in the Board of Directors of the Company.

11.2 Number of directors

The number of Directors shall be not more than eight (8) and shall comprise of:

- (a) Three (3) Directors who shall be Voting Members, who must be elected at the Annual General Meeting in accordance with clause 11.18;
- (b) Two (2) Directors who shall be Service Members, who must be elected at the Annual General Meeting in accordance with clause 11.18 (Service Member Directors); and
- (c) Three (3) Directors who must be appointed by resolution of the Board (Appointed Directors).

11.3 Qualification and Restriction on Directorship

- (a) Each Elected Director must satisfy the following criteria to be eligible for election and to continue to serve as a Director of the Board:
 - (i) Be a Voting Member for no less than one year prior to the time of the nomination for Directorship. This clause does not apply to Elected Directors upon incorporation of the Company; and
 - (ii) Be a Voting Member at the time of the General Meeting at which the election is declared.
- (b) No Director shall be a paid employee of the Company.
- (c) A Member is not eligible to be a Director of the Company if that person seeks nomination or is elected to the Board of another community company that operates gaming machines from licensed premises that are within the State of Queensland.
- (d) A Member is not eligible to be a Director of the Company if that person has any interest whatsoever in a hotel or tavern that operates gaming machines from licensed premises that are within 300 kilometres of the Premises.
- (e) An auditor of the Company or partner or employee of the auditor cannot be a Director of the Company.
- (f) From the Annual General Meeting of the Company in 2023, a person who is a member of the management committee of the Sub-Branch cannot be a Director of the Company.
- (g) Otherwise there shall be no qualification for a Director.

11.4 Nomination and election of Elected Directors

- (a) A person may be nominated by a proposer and seconder for election as an Elected Director. The proposer and seconder must be Voting Members.
- (b) If there is only one person nominated for a position, that person shall be elected.
- (c) The nomination of a person for election must be made substantially in the form prescribed by the Board of Directors and signed by the proposer, seconder and nominee and submitted to the place and by the date and time set out in the notice calling for nominations.

11.5 Appointed Directors – Term

- (a) The term of Appointed Directors shall be two (2) years from the date of the Board Meeting at which they are appointed.
- (b) An Appointed Director may serve a maximum of four terms, consecutive or otherwise.
- (c) The Board shall create a By-Law to set out the process for being nominated for appointment as an Appointed Director.

- (d) Appointed Directors shall be appointed pursuant to an ordinary resolution of the Board.
- (e) Appointed Directors do not have to be a Member of the Company.
- (f) An Appointed Director is entitled to attend and speak at General Meetings even though the Director may not be a Member of the Company, but an Appointed Director cannot vote at a General Meeting unless they are a Member of the Company.

11.6 **Elected Directors – Term**

Subject to this Constitution:

- (a) The Elected Directors shall hold office for a term of two (2) years.
- (b) Elected Directors must retire at the end of the Annual General Meeting in the last year of their two (2) year term and subject to the maximum term shall be eligible for re-election.
- (c) An Elected Director may serve a maximum of four terms, consecutive or otherwise, but for the purposes of this Rule a Director filling a casual vacancy will not be counted as filling a term.

11.7 **Removal of director before term**

The Company at a General Meeting may for any reason remove a Director before the expiration of his/her period of office by simple majority vote of all Voting Members attending the General Meeting in person or by proxy.

11.8 **Vacation of office**

The office of a Director shall be automatically vacated:

- (a) If he/she is in breach of the Act;
- (b) If he/she becomes prohibited from being a Director by virtue of any order made under the Act;
- (c) If he/she becomes prohibited from being a Director by virtue of this Constitution;
- (d) If he/she becomes bankrupt or an insolvent under administration or makes arrangements or composition with his creditors;
- (e) If he/she becomes of unsound mind or a person whose personal estate is liable to be dealt with in any way under law relating to mental health;
- (f) If he/she tenders to the Board of Directors his resignation in writing or refuses to act as a Director;
- (g) If he/she absents himself/ herself from three (3) consecutive meetings of the Board without leave or absence from the Board of Directors;
- (h) If he/she is ineligible to hold office pursuant to Part 2D.3 of the Act;
- (i) If he/she dies;

11.9 Casual Vacancy

The Directors shall have power to appoint a person to the Board for the purpose of filling a casual vacancy. The person filling the casual vacancy shall hold office for the balance of the term of the person who has created the casual vacancy. The period of time held by a person filling a casual vacancy shall not be included in calculating the maximum term of a Director.

11.10 Proceedings of directors

- (a) The Directors shall meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit.
- (b) A meeting of the Directors may occur by the contemporaneous linking together by telephone or other electronic means of a number of the Directors sufficient to constitute a quorum, in which case all the provisions in this Constitution relating to meetings of the Directors apply, so far as they can and with such changes as are necessary, to meetings of the Directors by telephone or other electronic means. The Board may make a By-Law dealing with the process as set out in this clause.

11.11 Interested directors

- (a) A Director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company must, as soon as practicable after the relevant facts have come to the Director's knowledge, declare the nature of the interest at a meeting of the Directors or by written notice to the Secretary of the Company.
- (b) A Director who holds any office or possesses any property by which, whether directly or indirectly, duties or interests might be created in conflict with his or her duties or interests as Director must declare at a meeting of the Directors of the Company or by written notice to the Secretary of the Company the fact and the nature, character and extent of the conflict.
- (c) For the purposes of clauses 11.11(a) and 11.11(b), a Director's interest or any conflict must be disclosed but disregarded if it arises from or relates solely to the position of the Director as a member of the management committee of the Sub-Branch or a director of a related body corporate to the Company.
- (d) A Director who is in any way interested in any contract or arrangement or proposed contract or arrangement with the Company in accordance with this clause 11.11:
 - (i) will not be counted in determining whether or not there is a quorum present at any meeting of Directors considering that contract or arrangement or proposed contract or arrangement,
 - (ii) may not vote in respect of, or in respect of any matter arising out of, the contract or arrangement or proposed contract or arrangement; and
 - (iii) may not sign or countersign any document relating to that contract or arrangement or proposed contract or arrangement the Company may execute.

11.12 Notice of meetings of Directors

- (a) Subject to this Constitution, notice of a meeting of Directors must be given to each person who at the time of the meeting is a Director, other than a Director on leave of absence approved by the Directors.
- (b) A notice of a meeting of Directors:
 - (i) must specify the time and place of the meeting;
 - (ii) state the nature of the business to be transacted at the meeting;
 - (iii) may be given immediately before the meeting;
 - (iv) may be given in person or by post, or by telephone, fax, email or other electronic means; and
- (c) A Director may waive notice of any meeting of Directors by notifying the Company to that effect in person or by post, or by telephone, fax or other electronic means.

11.13 Quorum at meetings of directors

- (a) No business may be transacted at a meeting of Directors unless a quorum of Directors is present at the time the business is dealt with.
- (b) A quorum consists of a majority of Directors eligible to vote on a matter.
- (c) If the number of Directors in office at any time is not sufficient to constitute a quorum at a meeting of Directors or is less than the minimum number of Directors fixed under this Constitution, the remaining Director or Directors must act as soon as possible:
 - (i) to increase the number of Directors to a number sufficient to constitute a quorum and to satisfy the minimum number of Directors required under this Constitution; or
 - (ii) to convene a general meeting of the Company for that purpose,
 - (iii) and, until that has happened, must only act if and to the extent that there is an emergency requiring them to act.
- (d) The non-receipt of notice of a meeting of Directors by or a failure to give notice of a meeting of Directors to a Director does not invalidate any act, matter or thing done or resolution passed at the meeting if:
 - the non-receipt or failure occurred by accident or error;
 - before or after the meeting, the Director:
 - (i) has waived or waives notice of that meeting under clause 11.12(c); or
 - (ii) has notified or notifies the Company of his or her agreement to that act, matter, thing or resolution personally or by post or by telephone, fax or other electronic means; or

the Director attended the meeting without such notice.

11.14 Chairman of directors

- (a) A Chairman of Directors shall be elected at the first meeting of Directors following the Annual General Meeting and shall act in that capacity until the following Annual General Meeting.
- (b) The Chairman of Directors must preside as chairman at each meeting of Directors.
- (c) If at a meeting of Directors:
 - (i) there is no Chairman of Directors; or
 - (ii) the Chairman of Directors is not present within 15 minutes after the time appointed for the holding of the meeting; or
 - (iii) the Chairman of Directors is not willing to act as chairman of the Meeting then the Directors may choose one of their number to be chairman of the meeting

11.15 Decisions of directors

- (a) Questions arising at a meeting of Directors are to be decided by a simple majority of votes cast by the Directors present and any such decision is for all purposes a decision of all the Directors.
- (b) In the case of an equality of votes upon any proposed resolution:
 - (i) the Chairman of the meeting will not have a second or casting vote; and
 - (ii) the proposed resolution is to be taken as having been lost.

11.16 Sub-Committees

- (a) The Board of Directors may delegate any of their powers to a Sub Committee or Committees consisting of such Directors or other persons as they think fit or as set out in a By-Law.
- (b) The authority of a Sub-Committee shall be determined by the authority given to it by the Board of Directors pursuant to a By-Law or specific delegation. Any determination by a Sub-Committee shall only be a recommendation to the Board of Directors. A Sub-Committee has no authority to make any decision in its own right binding on the Company.
- (c) The Board of Directors may terminate or vary the size, representation, membership or function of any Sub Committee as it sees fit from time to time.
- (d) Any Sub Committee appointed by the Board of Directors shall be operative until it fulfils the purpose for which it was established or until revoked by the Board of Directors.
- (e) Should an appointed Sub Committee member be absent without leave from three (3) consecutive meetings of the Committee, the position shall ipso facto

be vacant. If any vacancy occurs in any Sub Committee for any reason it may be filled by the Board of Directors.

- (f) The provisions of this Constitution applying to meetings and resolutions of Directors apply, so far as they can and with such changes as are reasonably necessary, to meetings and resolutions of a Sub Committee of the Board of Directors.

11.17 Delegation to individual directors

- (a) The Directors may delegate any of their powers to one Director.
- (b) A Director to whom any powers have been so delegated must exercise the powers delegated in accordance with any directions of the Directors.

11.18 Election of Directors at First AGM

- (a) The five (5) Elected Directors elected at the first Annual General Meeting after registration of the Company shall immediately following the declaration of the election draw lots to determine their initial term as a Director. Of the five (5) Directors:
 - (i) At least one (1) Service Member Director shall be elected for a term of one year and at least one (1) Service Member Director shall be elected for a term of two (2) years;
 - (ii) Of the other three Elected Directors, one (1) Director shall be elected for a term of one (1) year and two (2) Directors shall be elected for a term of two (2) years; and
 - (iii) Where more than two Service Members are elected as Elected Directors, then those Service Members shall immediately following the declaration of the election draw lots to determine which two of them will fill the two Elected Director positions reserved for Service Members only, and which of them will fill general Elected Director positions.
- (b) At each subsequent Annual General Meeting, only those Directors whose terms are expiring shall retire from office and be eligible for re-election in accordance with clause 11.6, with the effect that the number of Directors to be elected from year to year at the Annual General Meeting will alternate between three Directors in one year, and two Directors in the next year.
- (c) For Directors elected for an initial term of one year, the maximum term shall be nine (9) consecutive years and not eight (8) consecutive years as provided for in clause 11.6(c).

12 MEETINGS

12.1 Annual General Meeting

The Annual General Meeting the Company shall be held no later than 5 months from the end of the Financial Year, unless otherwise permitted under the Act.

12.2 General meetings

All meetings of Members other than the Annual General Meeting shall be General Meetings.

12.3 Board may convene general meeting

- (a) A simple majority of Directors may call a General Meeting.
- (b) The notice convening a general meeting shall state the particular matter(s) to be discussed at the meeting, and no business other than that specified in the notice shall be transacted at that meeting unless all Voting Members otherwise resolve.

12.4 Members may convene general meeting

- (a) The Board must call and arrange to hold a general meeting at the request of Members with at least five per cent (5%) of the votes that may be cast at a general meeting, or fifty (50) Members, whichever is the fewer, provided that the request from the Members:
 - (i) states the resolution(s) to be proposed at the meeting;
 - (ii) is signed by the Members making the request and
 - (iii) is given to the Company.
- (b) Such general meeting must be held no later than two (2) months after the receipt of a duly signed request.

12.5 Notice of meeting

- (a) Subject to the provisions of the Act relating to special resolution and agreements for shorter notice, 14 days' notice shall be given of any meeting of the Company specifying the place, the day and the hour of the meeting, the general nature of the business to be transacted and be given to such persons as are entitled to receive such notices from the Company.
- (b) The Directors and the Voting Members shall be entitled to receive notice of any meeting of the Company and to attend such meeting.
- (c) Notice may be given by the Company to the intended recipient by:
 - (i) delivery in person to the intended recipient;
 - (ii) sending it by post to the intended recipient's registered address; or
 - (iii) sending it by email to the intended recipient's email address; or
 - (iv) by any other means authorised by the Law.
- (d) The non-receipt of notice of a meeting by any Member, shall not invalidate the proceedings at any meeting.

12.6 Business

A Member is entitled to give notice in writing to the Directors of any business for consideration at the next Annual General Meeting or General Meeting of the Company. Such notice must be given at least twenty-eight (28) days prior to the date of that meeting. Such business shall be only discussed at the discretion of the Board of Directors.

12.7 **Business of Annual General Meeting**

The business of the Annual General Meeting shall include inter alia:

- (a) To receive reports from the Board of Directors;
- (b) To receive and consider the financial statements and the report of the auditor;
- (c) To appoint an auditor as and when required by the Act;
- (d) To elect Directors;
- (e) To receive and consider the reports of any Committees as directed by the Board of Directors;
- (f) To vote on any nominee for election as a Life Member; and
- (g) To deal with any other business approved by the Board of Directors;

The agenda for any meeting shall be prepared and approved by the Board of Directors.

12.8 **Quorum**

- (a) The quorum for the Annual General Meeting or a General Meeting of the Company shall be a number equal to twice the number of Directors plus one (1) Voting Member, including a Voting Member attending by proxy.
- (b) No business shall be transacted at any General Meeting unless a quorum of Voting Members is present at the time when the meeting proceeds to business. For the purposes of this Rule "Voting Member" includes a Voting Member attending by proxy.
- (c) If within half an hour from the time appointed for the commencement of a General Meeting a quorum is not present, the meeting, if convened upon the requisition of Members, 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 of Directors may determine.

12.9 **Adjournment of General Meeting**

The Chairperson 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. 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.

12.10 Proxies

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

12.11 Postal or Electronic voting

Postal or electronic voting shall be permitted at General Meetings and Annual General Meetings as determined by the Board.

13 FINANCIAL YEAR

The financial year of the Company shall commence on the 1st day of July in each year and shall end of the 30th day of June in the following year.

14 MINUTES AND RECORDS

14.1 Books and records

The Directors shall keep and maintain and locate at the Company's registered office all books and records required by the Act.

14.2 Minutes

The Minutes shall record:

- (a) Of all proceedings of meetings of the Company and of all proceedings of meetings of the Directors and of all Sub-Committees minutes shall be duly entered in records maintained for the purpose as required by this Constitution and the Act;

- (b) The Directors shall enter in the minutes of:
 - (i) all appointments of officer bearers,
 - (ii) names of Members or Directors present at all meetings of the Company and the Board,
 - (iii) all proceedings of all meetings of the Company and of the Directors,
 - (iv) and such minutes shall be signed by the Chairman of the meeting at which the proceedings were held.
 - (c) The record of attendance of Directors at meetings shall be published annually in the report of the Directors to the Company at the Annual General Meeting.
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15 ACCOUNTS AND AUDITS

15.1 Auditor

An auditor shall be appointed by the Company and shall perform his or their duties as regulated by the Act or any resolution of the Company.

15.2 Records

- (a) The Board of Directors shall cause to be kept such accounting or other records as will clearly explain the transactions and financial position of the Company and enable true and fair statement of financial performance and statement of financial position and any documents required by law to be attached thereto to be prepared from time to time and shall cause those records to be kept in such manner as to enable them to be properly audited.
- (b) The Board of Directors shall at the Annual General Meeting put before the Company a statement of financial performance and statement of financial position for the period since the preceding accounts made up to date for the financial year.

15.3 Location of Records

The said records shall be kept at the registered office of the Company or at such other place as the Board of Directors think fit and shall at all times be open for inspection by the persons authorised herein.

15.4 Inspection of Records

Subject to the Act, the Board of Directors shall from time to time determine such time and place and under what conditions the accounting and other records of the Company shall be open to the inspection of any Director, Member or Affiliate or their Representative or advisors. The Board of Directors shall have unfettered right to decline access to any book or document of the Company to any other person except as required by the Act or authorised by the Board of Directors or by the Company.

15.5 People entitled to receive accounts

A copy of the statement of financial performance and statement of financial position (including every document required by law to be attached thereto) which is to be put before the Company accompanied by a copy of the auditor's report thereon shall, not less than 14 days before the date of the meeting, be made available to every person entitled to receive notice of meetings of the Company.

16 SECRETARY

- 16.1 The Board shall appoint a person to act as the Company's Secretary who shall be responsible for all matters appropriately delegated by the Board and compliance with all of the requirements of the Act.
- 16.2 The Secretary may be an employee of the Company.
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17 INDEMNITY AND INSURANCE

- 17.1 The Company shall indemnify to the full extent permitted by law all Directors and Officers from or against all actions, suits, claims and demands including costs for any acts or omissions (excluding criminal acts) done or performed in good faith in the performance of his/her duties.
- 17.2 The Directors may, to the fullest extent permitted by law:
- (a) Purchase and maintain insurance; or
 - (b) Pay or agree to pay a premium for insurance for any persons to whom this rule applies against all liability incurred by the person as a Director or as an Officer of the Company or of a related body corporate including but not limited to a liability for negligence and/or for reasonable costs and expenses incurred in defending claims or proceedings, whether civil or criminal whatever their outcome.
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18 MEMBERS REGISTER

- 18.1 The Secretary shall keep and maintain a register of all Members (Members Register) containing such information and shall be required by the Act or stipulated by the Board.
- 18.2 A Member other than a Director does not have the right to inspect any document of the Company including the Members Register except as provided by the Act or authorised by the Board.
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19 BY-LAWS

- (a) The Board of Directors may make such rules, regulations and by-laws not inconsistent with this Constitution as may be considered necessary for the proper conduct of its business and not inconsistent with the intent of this Constitution and may from time to time repeal, amend or alter the same.

- (b) Any rules, regulations and by-laws made by the Board of Directors may be amended or repealed by a simple majority vote of all Voting Members.

20 AMENDMENTS TO CONSTITUTION

The Members may by Special Resolution and subject to the Act amend any of the provisions of the Constitution.

21 DISTRIBUTION OF PROFITS

21.1 No distribution of profits

- (a) The income and property of the company must be applied solely towards the promotion of the objects of the company set out in this Constitution and no portion of the income or property is to be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit to the Members of the company.
- (b) The Company Limited by Guarantee will be prohibited from making any distribution, whether money, property or otherwise to its Members.

22 VISITORS AND RECIPROCAL MEMBERS

22.1 Visitors

- (a) A Member or Reciprocal Member may introduce a guest or entertain a guest at the Premises.
- (b) The guest may be supplied liquor in accordance with the *Liquor Act 1992* (Qld), as amended from time to time.
- (c) The Member or Reciprocal Member is responsible for the conduct of the guest and their debts.
- (d) Bona fide visitors may enter the Premises and be supplied liquor only in accordance with the *Liquor Act 1992* (Qld), as amended from time to time.
- (e) No person, other than a Member or Reciprocal Member, is permitted to remove liquor or purchase takeaway liquor.
- (f) The Board will have power to exclude guests or particular persons from the Premises.

22.2 Reciprocal Members

- (a) From time to time the Board may enter into reciprocal arrangements with other clubs. Members of those reciprocal clubs ("Reciprocal Members") may enjoy the benefits as prescribed from time to time by the Board subject at all

times to the provisions of the *Liquor Act 1992* (Qld), as amended from time to time. For clarity, a Reciprocal Member will not have voting rights or be entitled to take part in any meetings or in the management of the Company's affairs.

- (b) The Secretary must keep a list of reciprocal clubs at the Premises.

23 WINDING UP

23.1 No distribution of surplus

- (a) If upon the winding up or dissolution of the Company there remains, after satisfaction of all its debts and liabilities, any property whatsoever, it must not be paid to or distributed amongst the Members of the Company but must be given or transferred to some other institution or institutions having objects similar to the objects of the Company, and which 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 Company under clause 21.1, such institution or institutions to be determined by the Members at or before the time of dissolution and in default thereof by the Chief Justice of the Supreme Court of Queensland or another Judge of that Court who has or acquires jurisdiction in the matter, and if and so far as effect cannot be given to the above provision then to some charitable object.
- (b) The Company Limited by Guarantee will be prohibited from making any distribution, whether money, property or otherwise to its Members.

SCHEDULE 1

Proxy Form

I, _____ of _____ being a Member of Maryborough Services and Citizens' Memorial Club Limited hereby appoint/s _____ of _____ as my proxy to vote for me and on my behalf at the *Annual General Meeting / General Meeting of the Company to be held on the _____ day of _____ 20__, and at any adjournment thereof.

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

I direct that my proxy shall vote as follows:

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

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

SIGNED this _____ day of _____ 20__.

* Delete as appropriate.

NOTES:

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