

LAIDLEY GOLF CLUB INC.

IA05501

Incorporated under the
Associations Incorporation Act 1981 (Qld)

RULES



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1. Introduction

1.1 Definitions

1.1.1 In these Rules:

Act means the *Associations Incorporation Act 1981* as amended from time to time and includes any regulations made under the Act and applying to the club.

Casual vacancy means a vacancy as a result of a Management Committee member no longer holding office due to resignation, termination, suspension or for any other reason.

Club means Laidley Golf Club Inc. to which these Rules apply.

Rules means as defined in the Act.

General meeting means a meeting of the club's eligible members and includes the annual general meeting.

Majority means more than half of all eligible voting members present.

Member means a person who has been duly accepted by the Management Committee.

Membership fee means a fee payable to the club for the receipt of membership rights and privileges.

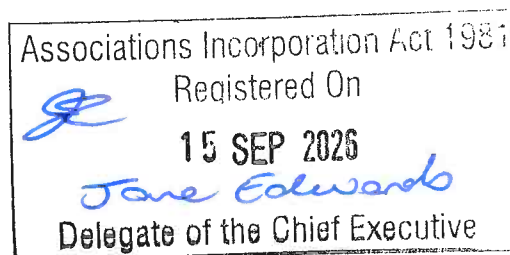
Quorum means the minimum number of eligible voting members who must be present at a management committee meeting, general meeting or special meeting in order to constitute a valid meeting.

Signed means agreed in writing.

Special meeting means a non-regularly scheduled meeting to address a specific purpose that cannot wait until the next scheduled meeting and with a defined and limited agenda.

Special resolution means a resolution passed at a general meeting by the votes of at least 75% of the eligible members who are present.

1.2 Name



The name of the club is the Laidley Golf Club Inc.

1.3 Association Incorporations Act 1981

In these Rules, unless the context requires otherwise, an expression in a provision of these Rules that deals with a matter dealt with by a particular provision of the Act, has the same meaning as in that provision of the Act.

1.4 Interpretation

The Management Committee has the authority to interpret the meaning of these Rules and any matter relating to the club not addressed by the Rules. However, any interpretation must have regard to the relevant legislation.

2. Objectives and Powers

2.1 Objectives

- 2.1.1 The objectives of the club are to:
- a. promote, foster and manage the game of golf;
 - b. promote a fair and inclusive environment, social interaction and fellowship amongst members, guests and visitors;
 - c. maintain facilities, amenities and equipment;
 - d. affiliate with Golf Australia and other bodies as the club deems necessary;
 - e. consider environmental factors when conducting golf and any other activities; and
 - f. act in the best interest of the club, members, guests and visitors.

2.2 Powers

2.2.1 The club has the powers of an individual.

2.2.2 The club may, for example:

- a. enter into contracts, acquire, hold, deal with and dispose of property and assets;
- b. make charges for services and things they supply; and
- c. do anything deemed necessary in carrying out its affairs in the best interest of the members and the club.

3. Membership

3.1 Qualification Criteria

- 3.1.1 Membership of the club is open to any person of good character and reputation and whose membership will be compatible with the objectives and Bylaws of the club.

3.2 Categories of Membership

- 3.2.1 The membership categories of the Laidley Golf Club Inc. and limitations are:

- a. **Full Member** – must be 18 years of age or over. They must meet eligibility requirements and are eligible for election to the Management Committee and to vote at general or special meetings.
- b. **Provisional Member** – must be 18 years of age or over. They must meet the eligibility requirements for membership; however, they are not eligible for election to the Management Committee or to vote at general or special meetings. Additionally, they are only eligible to play twenty (20) competition rounds per membership period and are not eligible to win any Honour Board events such as; *Championships, Medal of Medals, Foursomes and/or Match Play events, gross or net or qualifying rounds leading into the finals of those competitions including Monthly Medal.* However, Provisional members may play in the associated daily event and are eligible to win the daily prize.
- c. **Student Member** - must be 18 years of age or over and currently registered as a student with an educational institution. Supporting documentation such as student card will be required.
- d. **Junior Member** - must be under 18 years of age. They are not eligible for election to the Management Committee and are not eligible to vote at general or special meetings.
- e. **Life Member** – must be a Full Member who has rendered extraordinary and meritorious service to the club for an extended period. Any two Full or Life Members may nominate an eligible member in writing to the Secretary of the club. The nomination is to be put forward to the Management Committee for review prior to proceeding to the members with a special resolution at the Annual General

- Meeting requiring a 75 percent majority vote of eligible members in attendance for the nomination to pass.
- f. **Honorary Member** - can be granted by the Management Committee to a person/s determined by the committee to be worthy of honorary membership. The period of honorary membership will be determined by the Management Committee; however, the period cannot be greater than 12 months. An honorary member has full golfing rights of that of a full member; however, they have no voting rights at any meeting and are not eligible to become a member of any committee.

3.3 Limitation on Membership

- 3.3.1 The Management Committee reserves the right to limit the number of members in the categories of membership.
- 3.3.2 The membership of a member is not transferrable to another person.

3.4 Fees and Levies

- 3.4.1 The membership fees for each category of membership, other than life membership are:
- a. the amounts decided by the Management Committee and approved by members at the Annual General Meeting of a majority of 75% of those eligible members attending; and
 - b. payable when and how the Management Committee determines.
- 3.4.2 Members must be given at least one month's written notice, including the due date, of the amount of fees and charges due for their membership in the coming year.
- 3.4.3 A member who has any membership fee or other fee or levy overdue can have their membership immediately suspended. Instalment arrangements for payment can be made through application to the Management Committee.
- 3.4.4 A member who has their membership suspended under clause 3.4.3 continues to be liable to pay any unpaid amount for that membership year before their membership is reinstated.

3.5 Application for membership

3.5.1 An application for membership must be:

- a. in writing; and
- b. in the form described in clause 6.1 of the Bylaws; and
- c. accompanied by payment in full of the prescribed amount and any other documents as determined by the Management Committee.

3.6 Admission and rejection of new members

3.6.1 The Management Committee must consider an application for membership at the next Management Committee meeting held after receiving the application and after the appropriate membership fees have been paid.

3.6.2 The Management Committee must ensure that, as soon as practicable after the person applies to become a member of and before the application is considered by the Management Committee, the applicant is advised:

- a. whether the club has public liability insurance; and
- b. if insured, the amount of the insurance.

3.6.3 The Management Committee must decide at the next meeting whether to accept or reject an application. If the majority of the committee votes to accept the applicant as a member, it must accept the applicant in the class of membership applied for.

3.6.4 In the case where the application for membership is rejected, the Secretary must, as soon as practicable, give the applicant notice of the decision in writing, outlining the grounds for rejecting the application, and refund any membership fees paid by the person.

3.6.5 Any applicant for new membership whose application has been rejected by the Management Committee has no right of appeal to the Laidley Golf Club Inc. against their rejection.

3.7 Membership renewal and rejoining

3.7.1 Existing members will be invited to renew their membership in accordance with the timeframe and procedures set by the Management Committee. A member who resigns from the club or otherwise forfeits their membership may rejoin subject to the process of a new member application.

- 3.7.2 If the Management Committee by majority vote reject a member's application for renewal of their membership, the Secretary must, as soon as practicable, give the applicant written notice of the decision and outline the reasons for the decision and provide advice on their rights and processes in regards an appeal.

3.8 Club Registers

- 3.8.1 The Management Committee must keep a register of members of the club.
- 3.8.2 The register will include the following of each member unless the member desires certain details are not to be retained by the club:
- a. full name and postal address of the member;
 - b. contact phone details, and email address;
 - c. emergency contact details;
 - d. membership category; and
 - e. any other information deemed necessary as determined by the Management Committee in consultation with the member.
- 3.8.3 The register is subject to confidentiality and privacy laws and must only be used to further the objectives of the club. Members can request access, through the Secretary, to their own information only.

4. Resignation, Discipline, Appeals, and Grievances

4.1 Resignation of a member

- 4.1.1 A member may resign from the club by giving a written notice of resignation to the Secretary.
- 4.1.2 The resignation takes effect at the time the notice is received by the Secretary or, if a later time is stated in the notice, the later time.

4.2 Discipline

- 4.2.1 The Management Committee is to address all disciplinary matters and processes. Where possible the process must contain at least one person of the same gender as the person subject to the disciplinary process.

4.2.2 The Management Committee will take action to terminate, suspend or impose any other sanction deemed necessary, if it has been determined the actions of the member:

- a. brought themselves, the club, any other member or the sport of golf into disrepute; or
- b. breached, failed, refused or neglected to comply with a provision of these Rules, the club's Bylaws or any resolution of the club; or
- c. acted in a manner that has caused damage, injury or prejudice to the character and interests of the club.

4.2.3 When the Management Committee propose to terminate, suspend or impose any other sanction, the Secretary must, within seven days after the decision, provide the member written notice of the following:

- a. the sanction imposed on the member and the grounds on which it is based; and
- b. the member can, in consultation with the Secretary, appeal any sanction and arrange to meet and address the Management Committee not earlier than seven days and not later than 28 days after the service of the notice; and
- c. the member can bring a support person to the meeting; and
- d. the member can speak at the meeting and / or provide any written submission to the Secretary within the required timeframe; and
- e. the date, time and place of the meeting.

4.2.4 Prior to the Management Committee taking any action it must:

- a. give due consideration to any verbal or written submission provided to it; and
- b. allow the member a full and fair opportunity to make representation and access to natural justice; and
- c. declare any or no conflict of interest in the matter.

4.2.5 Should the Management Committee decide by majority to terminate, suspend or impose a sanction, the Secretary must, within seven days of the meeting provide the member written notice of the decision.

4.2.6 The Management Committee has the right to immediately suspend a member from attending and/or participating in club activities in circumstances considered by the Management Committee to warrant immediate action, pending the commencement of the process outlined in clause 4.2.2 to 4.2.4.

4.3 Appeal process against termination, suspension or sanction

4.3.1 A person whose membership has been terminated, suspended or has a sanction imposed by the Management Committee must give the Secretary written notice of their intention to appeal the decision within seven days after receiving the written notice of the original decision.

4.3.2 Within seven days of the Secretary receiving written notice of intention to appeal, the Management Committee shall appoint an Appeals Panel of 3 but no more than 5 Management Committee members to hear the appeal. The Appeal Panel must contain at least one person of the same gender as the person making the appeal.

4.3.3 The Appeals Panel must give due consideration to any verbal or written submission provided to it, allow the member a full and fair opportunity to make representation, access to natural justice and declare any or no conflict of interest in the matter.

4.3.4 Any decision by the Appeals Panel must be by a majority vote.

4.3.5 The decision of the Panel is final and not subject to any other process within the club.

4.3.5 In the case where the Appeals Panel sets aside the original decision to terminate or suspend the member, the member's membership shall be reinstated to the former level without any additional cost and renewal shall be subject to payment of any overdue amount.

4.4 Grievance Procedure

4.4.1 The grievance procedure applies to a dispute between:

- a. a member and another member; or
- b. a member and the Management Committee; or
- c. a member and an employee of the club.

- 4.4.2 The grievance procedure is not available to a person who is not a current member of the club or to a person who has had their membership terminated or suspended.
- 4.4.3 The aggrieved person must initiate the grievance process by giving a written notice of the dispute to:
- a. the other party; and
 - b. if the other party is the Management Committee, to the Secretary of the club.
- 4.4.4 If two or more members initiate a grievance in relation to the same matter, the Management Committee may deal with the disputes in a single process and initiating members must choose one aggrieved person as a representative to the grievance process.
- 4.4.5 A party to a dispute may appoint a person to act on their behalf in the grievance process. To work towards a resolution of the grievance, it is recommended the appointed person has sufficient knowledge of the grievance and can effectively represent the relevant party.
- 4.4.6 Should a person be appointed to act on behalf of a party in the grievance process, written notice of the appointment is to be provided to the other party and the Secretary. If a Mediator has been appointed, written advice must be given to the Mediator.
- 4.4.7 All parties to the dispute must act in good faith in an attempt to resolve the issue/s and all parties must be afforded access to natural justice.
- 4.4.8 If the grievance cannot be resolved to the satisfaction of all parties with 14 days after the commencement of the procedure, the aggrieved party may, within 21 days, request the club in writing to refer the matter to mediation. The club is not responsible for any costs associated with a grievance process of which they are not one of the parties.
- 4.4.9 If the aggrieved party requests the club Secretary in writing to refer the dispute to mediation under clause 4.4.8, the Management Committee must refer the dispute within 14 days after the request.

4.5 Grievance procedure not continued in particular circumstances

4.5.1 The grievance procedure will not continue at Management Committee level if the aggrieved party requests in writing the dispute be referred for mediation.

4.5.2 The Management Committee does not have to act if:

- a. the aggrieved party has, within 21 days before initiating the grievance process, behaved in a way that would give the Management Committee grounds for acting under clause 4.2 of these Rules; or
- b. the dispute relates to circumstances outlined in clause 4.5.2a of these Rules; or
- c. the dispute relates to an obligation of the club to act under the provisions of the *Liquor Act 1992* to prevent entry or to remove the aggrieved party from the licenced premises of the club or to refuse service of alcohol; or
- d. the dispute could reasonably be considered frivolous, vexatious, misconceived, lacking in substance or has already been subject to a grievance process.

4.5.3 Subject to clause 4.5.2, the club or a member who is the subject of the grievance has no requirement to participate in the grievance process or participate in any mediation process.

4.6 Appointment of Mediator

4.6.1 Mediation involves the intervention of a third person, or mediator, into a dispute to assist the parties in negotiating jointly acceptable resolution of issues in conflict. The mediator meets with the parties at a neutral location where the parties can discuss the dispute and explore a variety of solutions.

4.6.2 If the dispute is referred to mediation as outlined in clause 4.4.8 of these Rules:

- a. the parties in the dispute must agree in writing upon the appointment of the mediator; and
- b. agree in writing on paying associated costs of mediation.

4.6.3 Should an accredited mediator refuse to be the mediator or the Dispute Resolution Centre refuse to appoint a mediator, the parties can seek to resolve the dispute otherwise at law.

4.7 Electronic communication for grievance procedure

Any meeting, grievance, mediation or any process may be conducted by electronic means if the parties agree.

4.8 Notices

4.8.1 A written notice may be given by the club to any member either personally, electronically or by sending it by post to the member's last address notified in writing to the club.

4.8.2 Any notice period referred to in these Rules shall include the day on which a notice is given.

4.8.3 Where a notice is sent by post:

- a. service of the notice is affected by properly addressing, pre-paying and posting a letter or packet containing the notice; and
- b. unless the contrary is proved, service will be taken to have been completed at the time at which the letter or packet would be delivered in the ordinary course of post.

5. Management Committee, Subcommittees and Delegation

5.1 Management Committee

5.1.1 The Management Committee of the club must comprise of at least six members but no more than ten (10) members and must include:

- a. President;
- b. Vice President;
- c. Secretary;
- d. Treasurer;
- e. Men's and Ladies Captain; and
- f. no more than sufficient committee members to make up a total of ten (10) management committee members.

5.1.2 Management Committee members shall remain in office from the conclusion of the Annual General Meeting at which they were elected until the next Annual General Meeting following their election. They are then eligible, upon nomination, for re-election. There is no maximum term for Management Committee members to hold office.

- 5.1.3 Notwithstanding the membership rights, any person who is a member and current paid employee of the club is only eligible to hold office as a Management Committee member if the employee has been elected by the members through the Annual General Meeting or Special Meeting election process, only, regardless if the member is elected unopposed.
- 5.1.4 A person convicted of any indictable offence or a summary offence and sentenced to a term of imprisonment (other than in default of payment of fine) can be a member of the Management Committee after a rehabilitation period of five years. The five-year period begins on the later of the following dates:
- a. the day the conviction is recorded; or
 - b. the day the person is released from prison; or
 - c. the day any other order relating to the conviction or term of imprisonment is satisfied.

5.2 Functions and duties of Management Committee

- 5.2.1 The Management Committee must take all reasonable steps to ensure the club complies with all its legislative, rules and By-law obligations.
- 5.2.2 The Management Committee has the general control of administrative affairs, property and funds of the club.
- 5.2.3 The individual roles of the Management Committee and staff as set out in clause eleven (11) of the *Laidley Golf Club Inc. By-laws 2026* must be discharged in good faith, in the best interests of the club, with a degree of care and diligence that a reasonable person would exercise in the circumstances.
- 5.2.4 A Management Committee member must not improperly use their position or information obtained in their role to:
- a. gain benefit or material advantage; or
 - b. cause detriment to any member or bring the club into disrepute.

5.3 Delegation of Powers

5.3.1 The Management Committee may delegate any of its authorities and functions to any person or any subcommittee except:

- a. the actual power to delegate; and
- b. a function that is imposed on the Management Committee through legislation, via these Rules or the club By-laws.

5.3.2 Regardless of any delegation under this clause, the Management Committee must continue to exercise all functions, including any function that has been delegated, and remains accountable for the exercise of those functions at all times.

5.4 Subcommittee powers and function

5.4.1 The Management Committee can create or dissolve any subcommittee they agree by majority to be in the best interest of the club's operations.

5.4.2 Any subcommittee shall have such membership, powers and duties that the Management Committee, by majority vote, deem appropriate.

5.4.3 A subcommittee must meet and adjourn as it considers appropriate or as directed by the Management Committee.

5.4.4 A member of a subcommittee member who is not a Management Committee member, is not entitled to vote at a Management Committee meeting.

5.4.5 Any subcommittee must in the exercise of powers delegated to them, comply with any regulation/s or restrictions the Management Committee may impose upon them and refer their decision to the Management Committee for ratification.

5.4.6 A subcommittee must maintain records and minutes of their meetings and produce those records and minutes when required by the Management Committee.

5.4.7 The President is by virtue of the office an ex-officio member of any subcommittee.

5.5 Unintentional negligent act or omissions

5.5.1 Any act or omission performed by the Management Committee, subcommittee or a person acting under the direction of the Management Committee is considered to be a valid act or omission if:

- a. the act or omission occurs independently of the exercise of the committee or person's will; or
- b. is an event that-
 - i. the committee or person does not intend or foresee as a possible consequence; and
 - ii. an ordinary person would not foresee as a possible consequence.

6. Election, Appointment and Vacancies on Management Committee

6.1 Election of Management Committee

6.1.1 A Management Committee member shall only be elected in the following manner:

- a. the Secretary calls for nominations for Management Committee positions at least 28 days before the Annual General Meeting at which the election will be held;
- b. any two members of the club, who are eligible to vote at a general meeting, may nominate another eligible member to serve as a Management Committee member;
- c. nominations must be:
 - i. in writing on the appropriate nomination form; and
 - ii. signed as accepted by the candidate and the nominating members; and
 - iii. received by the Secretary at least 14 days before the Annual General Meeting.
- d. each member who is eligible to vote, shall vote once for their preferred candidate for each vacant Management Committee position.
- e. a member who cannot attend the Annual General Meeting to vote can, in writing to the Secretary, nominate a proxy to vote on their behalf by completing the prescribed form.

The proxy must be eligible to vote and be in attendance at the meeting.

- f. in the event there is more than one candidate for a vacant position, the election for the position will be conducted by secret ballot.
- g. if there are two or more candidates for a vacant Management Committee position and two or more candidates receive an equal number of votes; the successful candidate is determined by:
 - i. a check is made to ensure the count is correct;
 - ii. if the count was correct, a second vote being taken involving the eligible members to vote;
 - iii. if the vote count has not changed, the incumbent retains the position; or
 - iv. if the incumbent is not one of the candidates who received equal votes, the position is declared vacant and another general meeting is to be held within 28 days and the election process is repeated.
- h. if there is only one candidate for a vacant Management Committee position, the candidate is declared elected if approved by a majority of members voting on that position. If the candidate is not approved, a casual vacancy is deemed to occur for the position.
- i. if there are no candidates nominated for a vacant Management Committee position, a casual vacancy is deemed to have occurred in that position.
- j. the results of the Management Committee election are to be announced at the commencement of the General Meeting with members taking office upon commencement of the General Meeting.

6.1.2 A person is eligible for election to the Management Committee or appointed to a casual vacancy, if the person:

- a. is eligible to be elected or appointed to the Management Committee under the Act and these Rules; and
- b. holds or is eligible or exempt to hold a Blue Card under the Working with Children (Risk Management and

Screening Act 200) and agrees to apply immediately if and when required to do so.

6.1.3 The Management Committee must ensure before a candidate is appointed to the Management Committee or to a casual vacancy, the candidate is advised:

- a. whether or not the club has public liability insurance and if so the amount of the insurance.

6.2 Resignation, removal or vacation of Management Committee member

6.2.1 A Management Committee member who resigns from the Management Committee must give written notice of their resignation to the Secretary. The resignation is to take effect:

- a. at the time the notice is received by the Secretary; or
- b. if a time is stated in the notice, at the later time.

6.2.2 A Management Committee member shall be removed from office at a general meeting of the club as long as:

- a. the meeting meets the quorum requirements;
- b. the majority of the eligible members present vote to remove the member;
- c. prior to a vote being taken, the member is given an opportunity to address the meeting and show why they should not be removed; and
- d. the members have been given a full and fair explanation by the Management Committee as to why the member should be removed.

A Management Committee member has no right of appeal against their removal from the committee.

6.2.3 A Management Committee position is considered vacated if:

- a. the member is now deceased; or
- b. the member becomes disqualified from being a Management Committee member under the Act; or
- c. it is determined by the Queensland Civil and Administrative Tribunal or the Supreme Court or a Medical Practitioner that the member has impaired capacity; or

- d. the member has acted in a manner that would bring the club into disrepute; or
 - e. the member fails to disclose the nature of material personal interest in a matter that relates to the affairs of the club; or
 - f. the member is required to undergo a *Working with Children (Risk Management and Screening) Act 2000* check and:
 - i. is not eligible to undergo the check;
 - ii. does not agree to undergo the check; or
 - iii. is disqualified as a result of the check; or
 - g. is absent from 5 consecutive Management Committee meetings without prior advice or providing acceptable reason/s to the Management Committee; or
 - h. the Management Committee requests a member to undergo a criminal history check and the member does not agree to do so, or is disqualified as a result of the check as per clause 5.1.4.
- 6.2.4 A Management Committee member who has their membership of the club suspended or terminated may not return to the Management Committee.

6.2.5 Clause 6.2.4 does not apply when a decision to terminate or suspend a member is subsequently set aside by the Appeal Panel.

6.3 Management Committee Vacancies

- 6.3.1 If a casual Management Committee vacancy occurs, the continuing Management Committee members may appoint another eligible member to fill the vacancy until the Annual General Meeting.
-
- 6.3.2 With the exception of President and Treasurer, the continuing members of the Management Committee may continue to perform the role despite a casual vacancy.
- 6.3.3 If the number of Management Committee members is less than the number fixed in clause 7.4.1 as a quorum, the continuing members of the Management Committee may act only to:

- a. increase the number of Management Committee members to the number required for a quorum; or
 - b. call a general meeting of the club.
- 6.3.4 If a casual vacancy occurs in the positions of President or Treasurer, the continuing members of the Committee may only act to:
 - a. appoint another member of the club to fill the vacancy; or
 - b. call a general meeting of the club.
- 6.3.5 If a casual vacancy occurs in the position of Secretary, the continuing members of the Committee must ensure a Secretary is appointed or elected within one month after the vacancy occurs.

7. Management Committee meetings

7.1 Management Committee

- 7.1.1 Subject to this clause, the Management Committee shall meet and conduct proceedings as it considers appropriate, provided the Committee must meet at least once every month to exercise its functions.
- 7.1.2 Management Committee members can participate in the meetings by using a technology which allows members to clearly and simultaneously communicate with each participating member. The member is considered to be present at the meeting.
- 7.1.3 A question arising at a Management Committee meeting is to be decided by a majority vote of committee members present. "One vote one member" applies and should the vote not have a majority, the matter is to maintain the status quo.
- 7.1.4 The President is to preside as Chairperson at a Management Committee meeting or in their absence, the Committee will choose one of the Management Committee members to preside as Chairperson for the meeting.

7.2 Special meeting of the Management Committee

- 7.2.1 In the case where the Secretary receives a written request, signed by 33% of the Management Committee members, the

Secretary must call a special meeting of the Management Committee by giving each member notice of the meeting within fourteen (14) days after receipt of the request.

7.2.2 If the Secretary be unable or unwilling to call the special meeting, the President must call the meeting.

7.2.3 A request for a special meeting must state:

- a. the reason the special meeting is called; and
- b. the business to be discussed at the meeting.

7.2.4 A notice of special meeting must state:

- a. the day, date, time and place of the meeting; and
- b. the business to be conducted at the meeting.

7.2.5 Only the business listed on the notice of the special meeting may be conducted at the meeting.

7.2.6 A special meeting of the Management Committee must be held within 14 days after notice of the meeting is given to Management Committee members.

7.3 Minutes of meetings

7.3.1 The Secretary must keep full and accurate minutes of all questions, matters, resolutions, and other proceedings of each Management Committee Meeting, Special Meeting and General Meeting and Sub Committee meetings. The minutes are entered and maintained in a minute book or in electronic format.

7.3.2 To ensure accuracy of the minutes, each meeting minutes must be adopted and seconded at the next committee meeting verifying their accuracy prior to distribution to the members.

7.3.3 If asked by a member of the club, the Secretary must, within 28 days after the request is made:

- a. make the minutes for the particular meeting available for inspection by the member/s at a mutually agreed time and place; and
- b. give the member/s a copy of the minutes of the meeting.

- 7.3.4 The club can require the member to pay the reasonable costs of providing copies of the minutes.

7.4 Quorum for, adjournment of, meetings

- 7.4.1 A Management Committee meeting and special meeting requires more than 50% of the number of elected members as at the close of the last meeting to form a quorum.
- 7.4.2 If there is no quorum for a Management Committee meeting or a special meeting within 30 minutes after the fixed time:
- a. the Management Committee meeting is to be adjourned for at least one day; and
 - b. the members of the Management Committee who are present are to decide the new time, date and place for the adjourned meeting.
 - c. if there is no quorum within 30 minutes for a special meeting the meeting lapses and the process for a special meeting recommences.
- 7.4.3 The Annual General Meeting shall have a quorum that is at least the number of members equal to double the number of Management Committee members plus one.
- 7.4.4 In the case a quorum is not present at the Annual General Meeting, within 30 minutes after the fixed time of the meeting, the meeting lapses and a new time date and place is set for the meeting.

7.5 Resolutions of Management Committee without meeting

- 7.5.1 A resolution agreed in writing by a majority of the Management Committee members entitled to vote on the resolution is as valid as if passed at a Management Committee meeting that was properly called and held, provided that every Management Committee member has been given an opportunity to read and vote on the resolution.
- 7.5.2 Such resolution may be transmitted and agreed in writing electronically.

7.6 Declaration of material and or personal interests

- 7.6.1 The Secretary shall keep a current register of declared personal interests of management committee members.

- 7.6.2 A Management Committee member who has material personal interest in a matter being considered at a Management Committee meeting must:
- a. as soon as the member becomes aware of the interest, disclose the nature and extent of the interest to the Management Committee; and
 - b. not be present while the matter is being considered at the meeting; and
 - c. not vote on the matter.
- 7.6.3 The interest must be recorded in the minutes of the Management Committee meeting at which the disclosure is made and in the register of declared interests of Management Committee members.
- 7.6.4 Clause 7.6.2 does not apply to a material personal interest:
- a. that exists only because the member belongs to a class of person for whose benefit the club is established; or
 - b. that the member has in common with all, or a substantial number of members of the club.
- 7.6.5 Clause 7.6.2 does not apply if the Management Committee, other than the member/s who have personal interest in the matter, decide the member who has material personal interest in the matter may:
- a. be present while the matter is being considered at the meeting; or
 - b. vote on the matter.
- 7.6.6 If the Management Committee decides under clause 7.6.5 that the Management Committee member who has a personal interest in a matter may be present or may vote on a matter, the Management Committee must ensure:
- a. the decision is recorded in the minutes; and
 - b. details of the decision are given to any full member of the club if requested.

8. Meetings of members

8.1 Annual General Meeting

- 8.1.1 The club's Annual General Meeting must be held within six months after the end of the club's reportable financial year.
- 8.1.2 Subject to the Act, the following business must be conducted at each annual general meeting:
- a. presentation of a written report of the club's operations throughout the year; and
 - b. receiving and adopting the club's financial statement and auditor's report for the last financial year; and
 - c. appointing an auditor or an accountant for the present financial year; and
 - d. advising members of the club's liability insurance status; and
 - e. electing Management Committee members; and
 - f. in accordance with clause 7.6, disclosure of the nature and extent of material personal interests of Management Committee members, if applicable; and
 - g. present details of any gift or benefit given in the financial year to Management Committee members and any of their relatives and to employees of the club and any of their relatives, as prescribed by the Act.

8.2 General meetings

- 8.2.1 The Secretary must call a general meeting by giving each member of the club written notice of the meeting within 14 days after:
- a. being directed by the Management Committee; or
 - b. being given a written request signed by at least 20% of the members of the club who, when the request is signed, are entitled to vote at general meetings.
- 8.2.2 A request outlined in clause 8.2.1.b must state any proposed resolution to be considered at the general meeting.
- 8.2.3 A general meeting must be held within 28 days after the Secretary is directed or requested to call the meeting.

- 8.2.4 A notice of a general meeting must state the business to be conducted at the meeting and must specify the date, time and place for the meeting.
- 8.2.5 If the Secretary is unwilling to call the meeting, the President must call the meeting with 28 days.
- 8.2.6 In the event the meeting is not called as prescribed in clause 8.2.4 or 8.2.5, the members who made the initial request may arrange the meeting in the prescribed manner within 28 days from the original request.

8.3 Quorum for, and adjournment of, general meeting

- 8.3.1 The quorum for a general meeting is at least the number of members equal to double the number of Management Committee members present plus one. No business can be conducted without a quorum.
- 8.3.2 If no quorum is present within 30 minutes after the fixed time of commencement, the meeting lapses.
- 8.3.3 If no quorum is present within 30 minutes after the fixed time of commencement, other than upon a request of members of the club under clause 8.2.1.b:
 - a. the meeting is to be adjourned for at least 7 days; and
 - b. the Management Committee is to decide the day, time and place of the adjourned meeting.
- 8.3.4 Should a quorum not be present at the rescheduled meeting within 30 minutes of the appointed time, the members who are present and entitled to vote will be deemed to be a quorum and may transact the business for which the meeting was called.
- 8.3.5 With the consent of any meeting at which there is a quorum, the Chairperson must, if directed by the members, adjourn the meeting from time to time.
- 8.3.6 No business will be transacted at any adjourned general meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 8.3.7 A resolution passed at any adjourned meeting will for the purposes be treated as having been passed on the date

when it was in fact passed and will not be deemed to have passed on any earlier date.

8.3.7 When a meeting is adjourned, a new notice of the adjourned meeting is required only if the meeting is adjourned for 14 days or more.

8.4 Procedure at General Meeting

8.4.1 An eligible voting member may participate and vote in a general meeting in person or by using technology approved by the Management Committee that allows members to clearly communicate with each participating member.

8.4.2 A member who participates using approved technology outlined in clause 8.4.1 is taken to be present at the meeting.

8.4.3 At each general meeting:

- a. the President is to preside as Chairperson; and
- b. the Chairperson must conduct the meeting in a proper and orderly manner.

8.5 Voting at General Meetings

8.5.1 Each question, matter or resolution, other than a special resolution, must be decided by a majority vote of eligible voting members.

8.5.2 At a general meeting, a special resolution must be decided by at least 75% of the eligible voting members present.

8.5.3 Each member present and eligible to vote is entitled to one vote only and, if the votes are equal, the question is decided so as to maintain the status quo.

8.5.4 A member is not entitled to vote at a general meeting if the member has any membership fee, other fee or levy in arrears at the date of the meeting.

8.5.5 A challenge to a member's right to vote at a general meeting must be made at the meeting and the outcome must be determined by the Chairperson whose decision is final.

8.5.6 The Management Committee has authority to determine the method of voting at a general meeting. However, if at least 20% of the members present require a secret ballot, voting in person at a general meeting must be by secret ballot.

- 8.5.7 If a secret ballot is held, the Chairperson must appoint two members to conduct the secret ballot in the way the Chairperson decides.
- 8.5.8 The result of a vote as declared by the Chairperson is taken to be a resolution of the meeting at which the vote was held. Neither the Chairperson nor the minutes needs to state the number or proportion of the votes recorded in favour or against.

8.6 Proxy Voting

- 8.6.1 An instrument appointing a proxy must be in writing in the prescribed format stated in Appendix E of the Laidley Golf Club Inc. By-Laws.
- 8.6.2 Each proxy document must be given to the Secretary before the start of the meeting or adjourned meeting in which the person named in the document proposes to vote.
- 8.6.3 Unless otherwise instructed by the appointor, the proxy can vote as the proxy considers appropriate.
- 8.6.4 The member appointed as Proxy is restricted to one proxy vote per meeting and must be an eligible voting member of the Laidley Golf Club Inc.

9. Secretary

9.1 Appointment or election of secretary

- 9.1.1 The Secretary must be a person 18 years of age or over, an eligible voting member of the Laidley Golf Club Inc., residing in Queensland, or in another State but not more than 65 kilometres from the Queensland border. The Secretary will be:
- a. elected as Secretary by the members at a general meeting;
or
 - b. any one of the following people appointed by the Management Committee as secretary:
 - i. a member of the club's Management Committee; or
 - ii. another eligible member of the club; or
 - iii. another person.

- 9.1.2 If a vacancy occurs in the position of secretary, the members of the Management Committee must ensure a secretary is appointed or elected within one month after the vacancy occurs.
- 9.1.3 If the Management Committee appoints a person mentioned in clause 9.1.1.b.ii as secretary, other than to fill a casual vacancy on the Management Committee, the person does not become a Management Committee member and is ineligible to vote at Management Committee meetings.
- 9.1.4 However, if the Management Committee appoints a person mentioned in clause 9.1.1.b.ii as secretary to fill a casual vacancy on the Management Committee, the person becomes a Management Committee member and is eligible to vote at Management Committee meetings.
- 9.1.5 If the Management Committee appoints a person mentioned in clause 9.1.1.b.iii as secretary, the person becomes a member of the Management Committee.

9.2 Removal of secretary

- 9.2.1 A secretary who has been appointed by the Management Committee may at any time be removed by the Management Committee.
- 9.2.2 If the Management Committee removes a secretary who is a person mentioned in clause 9.1.1.b.i, the person remains a Management Committee member.
- 9.2.3 If the Management Committee removes a secretary who is a person mentioned in clause 9.1.1.b.ii and who has been appointed to a casual vacancy on the Management Committee under clause 9.1.4, the person does not remain a Management Committee member.

9.3 Functions of Secretary

- 9.3.1 The Secretary's functions include, without limitation:
- a. calling meetings of the club, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the President of the club; and
 - b. keeping minutes of each meeting; and

- c. keeping copies of all correspondence and other documents relating to the club; and
- d. maintaining the register of members of the club.

10. Finance

10.1 Funds and accounts

- 10.1.1 The funds of the club must be kept in one or more accounts in the name of the club and in a financial institution decided by the Management Committee.
- 10.1.2 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the club.
- 10.1.3 All amounts must be deposited in a financial institution account as soon as practicable after receipt.
- 10.1.4 Any electronic funds transfer must be signed or approved by any one of the following:
 - a. the President; or
 - b. the Secretary; or
 - c. the Treasurer; or
 - d. any other person who has been authorised by the Management Committee to approve electronic funds transfers by the club.
- 10.1.5 Debit card accounts may be kept on the imprest system, and the Management Committee must decide the amount of funds to be kept in any such accounts.
- 10.1.6 Any credit or debit card in the name of the club may be used only for purchases on behalf of the club and may not be used for cash withdrawals.
- 10.1.7 All expenditure must be approved or ratified at a Management Committee meeting.

10.2 Annual financial statement

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

- 10.2.2 The Management Committee must ensure that the club's financial statement is audited by an auditor and presented to the Annual General Meeting for adoption.

10.3 General financial matters

- 10.3.1 The income and property of the club must be applied solely towards the promotion of the objects of the club as set out in these Rules.
- 10.3.2 No portion thereof is to be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or among the members of the club.
- 10.3.3 However, provided that nothing herein prevents the payment in good faith of:
- a. remuneration of any person in return for services actually rendered to the club; or
 - b. repayment for out-of-pocket expenses incurred on behalf of the club; or
 - c. payment for sale or hire of goods or payment of rent for premises let to the club; or
 - d. interest to any member in respect of money advanced by that member of the club or otherwise owing by the Club to the member, provided that the rate of interest is not more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by:
 - i. the financial institution of the club; or
 - ii. if there is more than one financial institution of the club, the financial institution nominated by the Management Committee.
- 10.3.4 The club precludes the payment to an officer or employee of the club of an amount by way of commission or allowance calculated by reference to the quantity of liquor sold or supplied by the club or the receipts of the club for such liquor.

10.4 Financial year

The club's financial year will end on 30 June each year.

11. Documents and Legal Requirements

11.1 Documents

- 11.1.1 The Management Committee must ensure the retention and safe custody of books, documents, instruments of title and securities of the club.
- 11.1.2 In accordance with Australian Taxation Office all financial documents are to be kept for a period in accordance with the relevant legislation. Refer to www.ato.gov.au *Record Keeping Evaluation Tool* for additional information.

11.2 Common seal and execution of documents

- 11.2.1 Subject to the Act, the club may have a Common Seal.
- 11.2.2 If the club has a Common Seal, the seal must be:
 - a. kept securely by the Management Committee; and
 - b. used only under the authority of the Management Committee.
- 11.2.3 Each instrument to which the seal is attached must be signed by a Management Committee member and countersigned by:
 - a. the Secretary;
 - b. another Management Committee member; or
 - c. someone authorised by the Management Committee.

11.3 Alteration of Rules

- 11.3.1 Subject to the Act, these Rules may be amended, repealed or added to by a special resolution carried at a special or general meeting.
- 11.3.2 However, an amendment, repeal or addition is valid only if it is registered by the club with the relevant government authority who from time to time has responsibility for supervision of the provisions of the Act.

11.4 By-laws

- 11.4.1 The Management Committee may make, amend or repeal By-laws, consistent with these Rules, for the internal management of the club.

- 11.4.2 A By-law may be set aside by a majority vote of members at a general meeting of the club.

11.5 Indemnity

- 11.5.1 The club indemnifies its Management Committee members, employees and members against all damages and losses (including legal costs) for which any such person may become liable to any third party in consequence of any act or omission done in good faith for the purpose of exercising the club's functions under the Act.
- 11.5.2 Indemnity under clause 11.5.1 shall not apply to any loss or damage resulting from the wilful misconduct of the person.

12.Distribution of Assets

12.1 Distribution of surplus assets to another entity

- 12.1.1 This rule applies if the club:
- a. is wound-up under Part 10 of the Act; and
 - b. has surplus assets.
- 12.1.2 The surplus assets must not be distributed among the members of the club.
- 12.1.3 The surplus assets must be given to one or more other entities:
- a. having objectives similar to the Club's objectives; and
 - b. the rules of which prohibit the distribution of the entity's income and assets to its members.

12.2 Liability

- 12.2.1 A management committee member, employee or member of the club is not personally liable to contribute towards the payment of any debts and liabilities of the club or the costs, charges and expenses of the winding up of the club, beyond:
- a. the property of the club in the person's possession; and

b. the amount, if any, unpaid by the person in respect of membership of the club.