

CORPORATIONS ACT 2001

COMPANY LIMITED BY GUARANTEE

**THE GOLD COAST BRIDGE CLUB**  
**ACN 009 877 749**

**CONSTITUTION**

**ROBERTS**LAW  
SOLICITORS & NOTARY  
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**CORPORATIONS ACT 2001**  
**CLUB LIMITED BY GUARANTEE**  
**CONSTITUTION**  
**OF**  
**THE GOLD COAST BRIDGE CLUB**

**PRELIMINARY**

In this Constitution if not inconsistent with the subject or context, the words standing in the first column of the following table shall bear the meaning set opposite them respectively in the second column thereof.

<b>WORDS</b>	<b>MEANING</b>
The Club	The Gold Coast Bridge Club ACN 009 877 749
The Act	<i>Corporations Act</i> (Cth) 2001
Board Members	Board Members for the time being of the Club, and include an alternate or substituted Board Member(s) and Directors for the time being of the Club.
The Board	The whole or any number of Board Members of the Club for the time being assembled at a meeting of Board Members in accordance with the Constitution of the Club and not being less than a quorum.
The Statutes	Corporations Act 2001 and every other Act for the time being in force affecting the Club.
This Constitution	This Constitution as originally framed or as from time to time altered by special resolution.
The Office	The registered office of the Club.
Member	A financial Member for the time being of the Club, whose membership has not been cancelled or suspended (or otherwise restricted).
Paid QBA	Paid or credited as paid. Queensland Bridge Association Inc ABN 16 455 215 118

The Seal	The Common Seal of the Club.
The Statutory Secretary	The person appointed by the Board Members to perform the duties of Secretary of the Club (the Secretary).
ABF	Australian Bridge Federation
General Meeting	Is a meeting of the Members properly called.
Special Resolution	Has the meaning assigned thereto by the Corporations Act 2001.
Month	Any calendar month.
Year	Any calendar year.
Auditors and Bankers	Those representative appointees from time to time of the Club.
In Writing	Written, Printed or Emailed or in any other mode of representing or reproducing visual form.

Unless the context otherwise requires and save as aforesaid any words or expressions defined in the Act shall bear the same meaning for this Constitution.

Words importing the singular shall include the plural and vice versa.

Words importing the masculine gender, include the feminine gender.

Words importing person include Corporations.

The heading notes shall form no part of this Constitution.

1. The Name of the Club is: **THE GOLD COAST BRIDGE CLUB**

### **Objectives**

2. The objectives of the Club are:

- (a) To promote, foster and encourage the playing of Bridge;
- (b) To promote, foster and encourage public participation in Bridge;
- (c) To establish and conduct schools, lectures, courses, seminars and to teach, train and instruct persons, and other forms of education, in Bridge;
- (d) To promote competitions in Bridge;
- (e) To affiliate and cooperate with other organizations or associations whose aims and objects are similar to those of the Club;

(f) To provide premises, facilities and resources for the attainment of the objectives of the Club.

3 The assets and income of the Club shall be applied solely in furtherance of its above-mentioned objectives and no portion shall be distributed directly or indirectly to the Members of the Club except as bona fide compensation for services rendered or expenses incurred on behalf of the Club.

### **Powers of the Club**

4. The Club shall have the powers of an individual.

5. The Club may, for example:

- (a) enter into contracts;
- (b) acquire, hold, deal with and dispose of property;
- (c) make charges for services and facilities it supplies; and
- (d) do other things necessary or convenient to be done in carrying out its affairs.

6. The liability of the Members is limited.

7. Every Member of the Club undertakes to contribute to the property of the Club in the event of the Club being wound up while he or she is a Member, or within one year after he or she ceases to be a Member, for payment of

- (a) the debts and liabilities of the Club contracted before he or she ceases to be a Member; and
- (b) the costs, charges and expenses of winding up; and
- (c) for the adjustment of the rights of the contributories among themselves;

The Member's liability amount is not to exceed ten dollars (\$10.00).

### **MEMBERSHIP**

8.1 (a) All individual persons interested in the Objectives of the Club shall be eligible to apply to become a Member of the Club.

(b) Every application for Membership of the Club shall be made in writing, signed by the applicant and two current Members of the Club, together with payment of the appropriate fee at the time. If an applicant has, within the previous 5 years been suspended or expelled from a bridge club, that fact must be disclosed on the

Application, to be eligible for consideration. If not disclosed, the Board may summarily expel such person from Membership.

- (c) At the next meeting of the Board after the receipt of any application for Membership, such application shall be considered and admitted or deferred or rejected. No reason for rejection is required.
- (d) When an applicant has been accepted for Membership the Membership Secretary shall forthwith send to the applicant notice of their acceptance and enter their details in the Register of Members, at which point in time they become Members of the Club. The Secretary shall promptly advise an Applicant of the Board's decision to admit or reject the application.

8.2. The Membership of the Club shall consist of:

- Ordinary Members;
- Interstate Members;
- Life Members.

#### **Number of Members:**

9. The number of Members of the Club is not to exceed seven hundred Members. The Board may from time to time move an increase of Members.

#### **Interstate Members**

10. Interstate membership may be granted to persons residing interstate. Such Members may be entitled to attend any meeting but may not exercise a vote. Such Members will be liable for their QBA fees.

#### **Life Members**

11. Life Membership may be granted to Members for meritorious service to the Club upon the recommendation of the Board accepted by a simple majority at an Annual General Meeting of the Club. A Life Member shall not be obliged to pay QBA and ABF levies and shall otherwise be subject to the same obligations and entitled to the same privileges as other Members. All annual Club fees, QBA and ABF fees will be paid by the Club.

#### **Eligibility**

12. The rights and privileges of every Member shall be personal and shall not be transferable by his or her own act or operation of law.

## **Fees**

13. The annual subscription fee for each person's membership:
  - (a) is the amount decided by the Board from time to time; and
  - (b) is payable when, and in the way, the Board decides; and

An applicant for membership shall be liable to pay a joining fee to be determined by the Board from time to time.

The subscription year shall be twelve calendar months, commencing on such date as the Board determines, from time to time.

14. The subscription fee of a Member shall be the full subscription if joining during the first six months of the subscription year and half the subscription if joining during the second six months of the subscription year.
15. A Member whose subscription fee is in arrears, or who is currently suspended from the Club, is only entitled to such rights the Act provides to Members, and otherwise is not entitled to any benefits that the Club provides (including but not limited to, any discounted entrance or playing fee Members enjoy).
16. The entrance or playing fee shall be determined by the Board from time to time. Such fee may be set at one amount for Members and a higher amount for non-Members.

## **Levies**

17. The Club may from time to time, by resolution at a General Meeting called for that purpose, impose a levy or call on all Ordinary Members of the Club or any group or groups of Members. The total amount of such levies or calls imposed on a Member during any year shall not exceed the amount of the annual subscription of that Member for that year.

## **Resignation**

18. A Member may resign at any time by giving notice to the Club. A Member must give written notice to the Secretary of his/her wish to resign one month before the expiration of the subscription year, or he/she will be liable for the subscription fee for the ensuing year.
19. The Board may accept a purported resignation of a Member in any manner it deems appropriate in the circumstances.

## **Cessation of Membership**

- 20 A Member shall cease to be a Member if:
- (a) he/she resigns;
  - (b) he/she fails to pay any sum of money due by him/her to the Club within six weeks of such sum becoming payable. A Member so ceasing to be a Member shall be re-admitted upon payment of all arrears due. The amount of the subscription arrears, if any, is what would have been due from him or her if he/she had continued to be a Member up to the time of his/her re-admission;
  - (c) if he/she is found or becomes unsound of mind;
  - (d) he/she is expelled, pursuant to Clauses 8.1(b) or 49(a);
  - (e) he/she dies.

## **Register of Members**

21.1 In addition to any register of Members the Club is required to maintain under the Act, the Club may set up and maintain a Club Database of Members. The Club Database may be kept on computer. The Club Database may have, as one of its elements, the Members register that is required to be kept under the Act.

21.2 The Club Database may include any one or more of the following particulars for each Member—

- 21.2.1 the name of the Member.
- 21.2.2 the address of the Member.
- 21.2.3 the home telephone number of the Member.
- 21.2.4 the work telephone number of the Member.
- 21.2.5 the mobile telephone number of the Member.
- 21.2.6 the fax number of the Member.
- 21.2.7 the electronic mail address of the Member.
- 21.2.8 the class of membership to which the Member belongs.
- 21.2.9 the last subscription year to which the Member paid any subscription fee.
- 21.2.10 the date payments in respect to an annual subscription fee have been received from the Member.
- 21.2.11 whether the Club has received an objection from the Member to the effect that the Member asks that any telephone number not be disclosed.
- 21.2.12 whether the Club has received an objection from the Member to the effect that the Member asks that his or her address not be disclosed. If there is such objection, then the Secretary shall promptly determine if the Club has reasonable grounds for believing the disclosure of the information would put the Member or some other person at risk of harm. The Secretary shall notify the Member of his or her determination, and record such determination in the Club Database.

- 21.2.13 If the person's membership was terminated by the Board but was reinstated on appeal, the register shall include details of the reinstatement of membership.
  - 21.2.14 the Australian Bridge Federation Masterpoints earned and the Masterpoint status of the Member.
  - 21.2.15 the results of any bridge games the Member has played.
  - 21.2.16 any disciplinary complaints relating to the Member.
  - 21.2.17 any other particulars the Board or the Members at a general meeting decide. If the Board does so decide, the nature of the other particulars being kept shall be set out in the Privacy Policy Guidelines adopted by the Club and made available upon request to any Member of the Club.
22. (a) The Register of Members required by the Act must be open for inspection by Members at all reasonable times.
- (b) Any Member upon written request to the Secretary shall be permitted to inspect the Register of Members.
- (c) For the avoidance of doubt, this Constitution does not give any rights to inspect the Club database.
23. Unless the use or disclosure of the information on the Club database is approved by the Board, a Member of the Club may not:
- (a) use information obtained from the Register of Members or Club Database to contact, solicit or send material to another Member of the Club for personal purposes or for advertising for political, religious, charitable, vexatious or commercial purposes; or
  - (b) disclose information obtained from the Register of Members or the Club Database to someone else, knowing that the information is likely to be used to contact, solicit or send material to another Member of the Club for personal purposes or for advertising for political, religious, charitable, vexatious or commercial purposes.

In this clause "personal purposes" does not extend to merely using information for arranging bridge games for Club Members.

## **MEETINGS**

### **Meetings of Members**

24. An Annual General Meeting shall be held in accordance with the provisions of the Act in each calendar year, not more than 13 calendar months after the date of the previous Annual General Meeting, for the purpose of:
- (a) Confirmation of the Minutes of the last Annual General Meeting;
  - (b) Receiving the Annual Reports of the Board;
  - (c) Receiving the Statement of Accounts for the year;
  - (d) The election of the officers for the ensuing year;

- (e) The appointment of the Auditor;
- (f) Discussing and voting upon motions, for which twenty-one days prior written notice by no less than 5 Members has been given to the Secretary;
- (g) Discussing and voting upon motions, proposed by the Board;
- (h) General discussion.

24A. The business of the election of Board Members in place of those retiring, and the fixing of the remuneration of the auditors, if any, may be transacted at any general meeting whether the annual general meeting or otherwise.

## **25. Notice of AGM**

25.1 Despite anything else in this Constitution, the Club will be deemed to have given notice of an AGM to each of the Members if:

- (a) Notice of the AGM is placed on the Club's website at least 28 days before it is held; and
- (b) Notice of the AGM is affixed to the notice Board in the playing area of the Club at least 28 days before it is held; and
- (c) The date, time and place of the AGM is announced in public during, or immediately before the commencement of two sessions of bridge conducted at the Club's premises held on two different days of the week no earlier than 42 days and no later than 28 days before it is held.

25.2 Each Member is hereby deemed to have nominated the notice Board in the playing area of the Club as an address at which notice of an AGM can be given to the Member, provided the notice is affixed to the notice board at least 28 days before the AGM.

25.3 If a notice of an AGM is deemed to have been given under this Clause, it is deemed to have been given 28 days before the AGM.

## **26. Contents of notice of meetings of Members**

26.1 A notice of a meeting of the Club's Members must:

- (a) set out the place, date and time for the meeting (and, if the meeting is to be held in 2 or more places, the technology that will be used to facilitate this); and
- (b) state the general nature of the meeting's business; and
- (c) if a special resolution is to be proposed at the meeting—set out an intention to propose the special resolution and state the resolution; and

- (d) if a Member is entitled to appoint a proxy—contain a statement setting out the following information:
- i. that the Member has a right to appoint a proxy;
  - ii. whether or not the proxy needs to be a Member of the Club;
  - iii. the specific motion upon which the proxy may vote.

## **General Meetings**

27. Subject to the provisions of the Act relating to resolutions and agreements for shorter notice, twenty one (21) days prior notice at the least must be given to all persons as are entitled to receive notices from the Club and a copy of such Notice must be placed upon the notice Board of the Club at least 21 days before the meeting and the Club shall endeavour to ensure that the Notice so remains until the meeting is held.
28. Any Board Member may, with the written agreement of one third of the remaining Board whenever they think fit convene a general meeting, and general meetings may also be convened as provided by the Act. Section 249D(1)(b) of the Act shall apply as if the phrase “100 Members” was replaced by 10 Members or Members with at least 5% of the votes (or such greater number as the Club determines).
29. At all General Meetings the President, and in his or her absence, the Vice President, shall be entitled to take the Chair and in the absence of the President and Vice President, the meeting shall elect the Chair.
30. No business shall be transacted at any general meeting unless a quorum of Members is present at the time when the meeting proceeds to business. Fifteen Members present in person or by duly appointed representatives and entitled to vote shall be a quorum.
31. For the purpose of this Constitution, the contemporaneous linking together by telephone, radio, closed-circuit television or other electronic means of audio or audiovisual communication or other means of communication of a number of the Members or their duly authorised representatives, not less than the quorum, whether or not any one or more of the Members is out of the Commonwealth of Australia, shall be deemed to constitute a meeting of the Members and all the provisions in this Constitution as to meetings of the Members shall apply to such meetings.
32. A minute of the proceedings at such meeting by telephone or other means of communication shall be sufficient evidence of such proceedings and of

the observance of all necessary formalities if certified as a correct minute by the Chair of the Meeting.

33. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of the Members will be dissolved; in any other case it shall stand adjourned, if the date is not specified by the Directors, to the same day in the next week at the same time and place and if at the adjourned meeting a quorum is not present within fifteen (15) minutes from the time appointed for the meeting then it shall be dissolved.
34. The Chair of a meeting shall, in the case of an equality of votes, have a casting vote and any vote they have if they are a Member.
35. The Chair 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 (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
36. Subject to the Act, no Member can move at any general meeting any resolution not previously approved of by the Board Members unless they have given not less than twenty-one (21) days notice of their intention to move such resolution at such meeting by leaving a copy of the resolution at the Club, signed by at least 5 Members in the manner described in Clause 27 hereof.
37. A Member shall not vote in respect of any contract or proposed contract with the Club in which he or she is financially interested, or any related matter; and if he or she does so, his or her vote shall not be counted.
- 38.1 A Resolution put to the vote at a meeting of the Club's Members must be decided on a show of hands unless a poll is demanded.
- 38.2 Before a vote is taken, the Chair must inform the meeting whether any proxy votes have been received and how the proxy votes are to be cast.
- 38.3 On a show of hands, a declaration by the Chair is conclusive evidence of the result, provided that the declaration reflects the show of hands and the votes of the proxies received. Neither the Chair nor the Minutes need to state the number or proportion of the votes recorded in favour or against.

Note: Even though the Chair's declaration is conclusive of the voting results, the Members present may demand a poll (see Clause 44).

39. If a poll is duly demanded in the manner described in Clause 44 it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the Chair directs, but a poll demanded on the election of a Chair or on a question of adjournment shall be taken forthwith. The result of the poll shall be the resolution of the meeting at which the poll was demanded.

## **Proxy**

39.1 A Member who is entitled to attend and cast a vote at a meeting of the Club's Members may appoint another member as the Member's proxy to attend and vote for the Member at the meeting. To be valid and effective, a proxy must be in the form required by the Act, and the proxy procedure must meet the requirements of the Act, including any required documentation being received by the Club at least forty-eight (48) hours before the Members meeting.

39.2 A proxy appointed to attend and vote for the Member has the same rights as the Member to:

- (a) speak at the meeting; and
- (b) vote (but only to the specific motion(s) nominated by the appointment); and
- (c) join in a demand for a poll.

39.3 A proxy's authority to speak and vote for a Member at a meeting is suspended while the Member is present at the meeting.

40. If a Member is of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the Act relating to mental health, their trustee or such other person as properly has the management of their estate may exercise any rights of the Member in relation to a general meeting as if the trustee or other person were the Member.

41. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes.

42. Any such objection made in due time shall be referred to the Chair of the meeting, whose decision shall be final and conclusive.

43. A Member may vote in person or by duly appointed proxy. An instrument appointing a proxy who is a Member shall be in writing under the hand of the appointor or of the appointor's attorney duly authorised in writing. An instrument appointing a proxy shall not be treated as valid unless the instrument is signed and a certified copy has been delivered to the Club not less than 48 hours prior to the day of the meeting.
44. Each Member is entitled to one vote, both on a show of hands and a poll.

### **Polling**

44.1 A poll may be demanded on any Resolution.

44.2 A demand for a poll may be withdrawn.

44.3 At a meeting of the Club's Members, a poll may be demanded by:

- (a) at least 15 Members entitled to vote on the Resolution; or
- (b) Members with at least five per cent (5%) of the votes that may be cast on the Resolution on a poll; or
- (c) The Chair.

Note: A proxy may join in on the demand for a poll (see Clause 39.2(c)).

44.4 The percentage of votes that Members have is to be worked out as at the midnight before the poll is demanded.

44.5 The poll may be demanded:

- (a) before a vote is taken; or
- (b) before the voting results on a show of hands are declared.

44.6 A poll demanded on a matter other than the election of a Chair or the question of an adjournment must be taken when and in the manner the Chair directs.

### **BY-LAWS**

45. The Board may make, amend or repeal by-laws, not inconsistent with these clauses, for the internal management of the Club and publish the same.

46. This includes, but is not limited to, the power to make by-laws as if the Club were a Regulatory Authority under the Laws of Duplicate Bridge insofar as the subject matter of the by-laws relates to the conduct of bridge at tournaments or events organised by or hosted by the Club, or held at the Club's Premises. For the avoidance of doubt, this includes by-laws concerning disciplinary issues and their adjudication.
47. A By-law:
- (a) May be set aside by resolution of the Club;
  - (b) Shall not take effect until 21 days of the later of:
    - (i) Its terms have been placed on the Club's website;
    - (ii) Its terms have been affixed to the notice Board in the playing area of the Club; and
    - (iii) Notice that a new by-law has been made by the Board of Directors has been announced in public during, or immediately before the commencement of two sessions of bridge conducted at the Club's premises.
  - (c) A certificate signed by the President or Secretary of the Club, stating the date a By-law came into effect is, until the contrary is proved, sufficient evidence as to that fact.
48. Unless and until the Club's By-Laws otherwise provide the QBA regulations shall, where circumstances reasonably allow, apply to bridge play and events hosted by the Club or played at the Club's premises.

### **DISCIPLINARY PROVISIONS**

Unless and until Club By-Laws otherwise provide, the following disciplinary provisions apply:

49. (a) If any Member willfully refuses or neglects to comply with the provisions of the Constitution of the Club or shall be found guilty by the Board of any conduct which in the opinion of the Board is unbecoming of a Member or prejudicial to the interest of the Club or otherwise undesirable behaviour, the Board shall have the power by resolution to censure, suspend for up to 6 months any rights the Member has, or expel the Member from the Club. At least one week before the meeting at which such resolution may be considered the Member(s) shall have had notice in writing of such meeting and brief details of the alleged behaviour. Before any passing of such a resolution the Member shall have had an opportunity of giving orally or in writing an explanation or defence to the matters put. The censure, suspension or expulsion of a Member must be voted upon and carried by a two third majority of the Board Members present and entitled to vote thereon.

- (b) The Member, the complainant (if any) and any witness are entitled to be represented or assisted by a person of their choosing at the hearing. However, such representation or assistance may not be by an Australian Legal Practitioner unless the Board, in its absolute discretion, allows.
  - (c) The Secretary must promptly give the Member notice of the decision of the Board.
  - (d) Any Member so censured, suspended or expelled shall have a right of appeal by way of re-hearing before the Board comprising all its available members plus two additional Members nominated by the President and also two additional Members nominated by the appealing Member upon serving upon the Secretary a Notice thereof containing the grounds for re-hearing, given to the Secretary within 7 days of the original Hearing. The decision of 2/3 of those present at the appeal shall be final and binding upon the Member.
50. A Member may be evicted or prohibited from attending the Club Premises for up to 21 days by written notice given to the Member signed by any two or more Board Members. No reason needs to be given nor any opportunity afforded to the Member for him or her to make representations as to whether it is appropriate to give such notice.

## **ALTERATION OF THIS CONSTITUTION**

51. Subject to the Act, this Constitution may be amended, repealed, or added to by a special resolution carried at a General Meeting.
52. However, an amendment, repeal or addition is valid only if it is registered with ASIC in accordance with the Act.
- 52A. A copy of the Special Resolution and a copy of the Constitution or modification of the Constitution (as applicable) shall be lodged with the Australian Securities and Investments Commission as required by the Act.

## **BOARD MEMBERS: APPOINTMENT, REMOVAL AND REMUNERATION**

### **General**

#### **Duties of Board Members**

53. Disclosure of, and voting on matters involving, material personal interests:

- 53.1 A Board Member of the Club who has a material personal interest in a matter that relates to the affairs of the Club must give the other Board Members notice of the interest, with such notice to be recorded. A contravention of this requirement by a Board Member does not affect the validity of any act, transaction, agreement, instrument, resolution or other thing, but such Board Member's vote will not be counted.
- 53.2 A Board Member of the Club who has an interest in a matter may give the other Board Members standing notice of the nature and extent of the interest in the matter. Any standing notice must be recorded. A contravention of this requirement by a Board Member does not affect the validity of any act, transaction, agreement, instrument, resolution or other thing.
- 53.3 If a Board Member of the Club has a material personal interest in a matter that relates to the affairs of the Club and:
- (a) under Section 191 of the Act the Board Member discloses the nature and extent of the interest and its relation to the affairs of the Club at a meeting of the Board Members; or
  - (b) the interest is one that does not need to be disclosed under Section 191 of the Act;
- then:
- (i) Subject to Clause 54.3, the Board Member may vote on matters that relate to the interest; and
  - (ii) any transactions that relate to the interest may proceed; and
  - (iii) the Board Member may retain benefits under the transaction even though the Board Member has the interest; and
  - (iv) the Club cannot avoid the transaction merely because of the existence of the interest.

If disclosure is required under Section 191, paragraphs (iii) and (iv) apply only if the disclosure is made before the vote is taken and the transaction is entered into.

#### **54. Restrictions on voting**

- 54.1 A Board Member who has a material personal interest in a matter that is being considered at a Board Members' meeting must not:

- (a) be present while the matter is being considered at the meeting; or
- (b) vote on the matter.

54.2 Clause 54.1 does not apply if:

- (a) Section 195 (2) or (3) of the Act allows the Board Member to be present; or
- (b) the interest does not need to be disclosed under Section 191 of the Act.

54.3 The Board Member may be present and vote if Board Members who do not have a material personal interest in the matter have passed a resolution that:

- (a) identifies the Board Member, the nature and extent of the Board Member's interest in the matter and its relation to the affairs of the Club; and
- (b) states that those Board Members are satisfied that the interest should not disqualify the Board Member from voting or being present.

54.4 If there are not enough Board Members to form a quorum for a Board Members' meeting because of Section 195 (1) of the Act, 1 or more of the Board Members (including those who have a material personal interest in that matter) may call a general meeting and the general meeting may pass a resolution to deal with the matter.

54.5 A contravention by a Board Member of this provision does not affect the validity of any resolution.

## **55. Powers of Board Members**

55.1 The business of the Club is to be managed by or under the direction of the Board Members.

55.2 The Board Members may exercise all the powers of the Club except any powers that the Act or elsewhere in this constitution requires the Club to exercise in general meeting.

55.3 The Board Members shall not cause the Club to borrow more than \$10,000 (or such higher amount as the Club, by

resolution, specifies), without the authority of a resolution of the Club.

- 55.4 The Board Members shall not cause the Club to give security over its assets to secure a liability of more than \$10,000 (or such higher amount, as the Club, by resolution, specifies), without the authority of a resolution of the Club.

**56. Negotiable instruments**

- 56.1 Any 2 Board Members of the Club may sign, draw, accept, endorse or otherwise execute a negotiable instrument.
- 56.2 The Board Members may determine that a negotiable instrument may be signed, drawn, accepted, endorsed or otherwise executed in a different way, but any negotiable instrument for \$5,000.00 (or such higher amount as the Board, by resolution, specifies) must be signed, drawn, accepted, endorsed or otherwise executed by two or more Board Members of the Club.
- 56.3 Any payment, electronic or otherwise, in excess of \$5,000.00 or such other amount as may be determined from time to time by the Board must be first approved in writing by three or more Board Members.

**57. Manager and Managing Board Member**

- 57.1 With the approval of a resolution of the Club, the Board Members of the Club may confer on a Manager or a managing Board Member appointed under clause 65 any of the powers that the Board Members can exercise.
- 57.2 The Board Members may revoke or vary a conferral of powers on the Manager or managing Board Member.
- 57.3 Any Manager or managing Board Member shall receive such remuneration as the Club, by resolution, determines.

**58. Delegation**

- 58.1 The Board Members of the Club may delegate any of their powers to:
- (a) a committee of Board Members; or
  - (b) a Board Member;
  - (c) an employee of the Club; or
  - (d) any other person; or

- (e) a Committee comprising one or more Board Members, employees or other persons (whether Members of the Club or not).

Note: The delegation must be recorded in the Club's minute book.

- 58.2 The delegate(s) must exercise the powers delegated in accordance with any directions of the Board Members.
- 58.3 The exercise of the power by the delegate is as effective as if the Board Members had exercised it.
- 58.4 The internal procedures and processes of any delegate shall, so far as practicable, be as if it were the full Board of Members.
- 58.5 Unless expressly provided for in the delegation, in any delegate committee:
- No resolution of the delegate committee shall have force or be binding unless it is confirmed by the Board.
  - Non-Members of the Club shall not be entitled to vote in the proceedings of the delegate committee.
  - No person who is not a Board Member shall be entitled to chair a meeting of the delegate committee if a Board Member is present and willing to act as Chair.

## **59. Number and Classification of Board Members**

- 59.1 Until the Club otherwise determines, the Club must have no more than 11 Board Members. Of these Board Members, one shall be eligible to hold office as President, one as Vice-President, one as Treasurer and one as Secretary.
- 59.2 For the avoidance of doubt, the Board Member holding office as Secretary under this provision is not necessarily the Statutory Secretary appointed by the Board Members.
- 59.3 The Club may, by resolution, with effect as from the next General Meeting, increase or reduce the number of Directors allowed by Clause 59.1.

## **60. Who can be a Board Member**

Only an individual who is a Member of the Club may be appointed and/or continue as a Board Member of the Club. The individual must

give a signed consent to act as Board Member of the Club before being appointed.

**61. Who can be President**

- 61.1 No person shall hold office as President for more than 2 successive terms (or 3 successive terms if those 3 terms are, in total, less than 800 days).
- 61.2 The Club may, by special resolution, extend the period for which the same person can hold office as President for one further term at a time.
- 61.3 When a person is prohibited by this provision from holding office as President, he or she shall not be eligible to again hold office as President until 350 days have passed since he or she last held office as President.

**62. Special rules for the appointment of two or more Board Members**

- 62.1 A resolution passed at a general meeting of the Club appointing or confirming the appointment of 2 or more Board Members is void unless:
  - (a) the meeting has resolved that the appointments or confirmations may be voted on together; and
  - (b) no votes were cast against the resolution.
- 62.2 This section does not affect:
  - (a) a resolution to appoint Board Members by an amendment to the Club 's constitution; or
  - (b) a ballot or poll to elect 2 or more Board Members if the ballot or poll does not require Members voting for 1 candidate to vote for another candidate.
- 62.3 For the purposes of clause 62.2(b), a ballot or poll does not require a member to vote for a candidate merely because the Member is required to express a preference among individual candidates in order to cast a valid vote.

**63. Club may appoint a Board Member**

- 63.1 The Club may appoint a person as a Board Member by resolution passed in general meeting.
- 63.2 A Board Member may only be appointed as follows—

- (a) any 2 Members of the Club may nominate another Member (the ***candidate***) to serve as a Board Member;
- (b) the nomination must be—
  - (i) in writing;
  - (ii) signed by the candidate and the Members who nominated him or her;
  - (iii) state whether the candidature is for one or more of the President, Vice-President, Treasurer or Secretary;
  - (iii) given to the Club at least 21 days before the general meeting at which the election is to be held;
- (c) if, at the start of the election meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting without any other formalities (provided the candidate has complied with any requirements imposed by the Act, including giving consent in writing).

63.3 Board Members are to be elected in the following order: President, Vice-president, Treasurer, Secretary, other Board Members.

63.4 If

- (a) the number of candidates who qualify for an office does not exceed the number of persons to be elected at the close of qualifying, or
- (b) those remaining after the withdrawal of candidates before the election does not exceed the number of persons to be elected,

they are declared elected as unopposed candidates and their name shall not appear on the ballot.

63.5 In the event of more candidates being nominated for an office than there are vacancies, the election shall be held by secret ballot.

63.6 Where a secret ballot is necessary, it shall be held and conducted as follows:

- (a) the President (or such other person, if any, determined by the Board) is to determine the order in which the names of candidates are set out on the voting paper by drawing lots. The drawing of lots

shall take place at the Club in public view, at a time and place announced to Members present at the Club's premises immediately before or during the holding of a regular bridge playing session that takes place within 1 month prior to the election, or during the holding of the general meeting of the Club.

- (b) two scrutineers shall be chosen by the Chair of the meeting from among the Members who are not candidates for Board membership, and they shall conduct the ballot and shall certify to the Chair the names of the person/s elected;
- (c) if, before the ballot be taken, the number of candidates for any such position is reduced, by withdrawal or otherwise, to the number required to fill the vacancies for that position, that candidate or those candidates remaining shall be declared elected to the position or respective positions by the Chair without ballot;
- (d) A voter is to mark his or her vote on the voting paper by placing the figure 1 in the square opposite the name of the candidate for whom that person votes as his or her first preference. He or she also may give contingent votes for all the remaining candidates by placing the figures 2, 3, 4 (and so on, as the case requires) in the squares opposite their names so as to indicate the order of his or her preference for them.

63.7 Where a person nominated as a candidate at an election withdraws his or her nomination:-

- (a) if his or her withdrawal reduces the number of candidates to a number not exceeding the number of offices to be filled, the scrutineers are to abandon the election and declare the remaining candidates to have been elected; or
- (b) in any other case, proceed with the conduct of the election, disregarding any votes cast for that person.

63.8 The candidate who has received the fewest first-preference votes must be excluded and, unless the exclusion reduces the number of candidates to the number of offices to be filled, each voting paper counted to that candidate must be

counted to the candidate next in order of the voter's preference.

- 63.9 If the number of candidates still exceeds the number of offices to be filled, the process of excluding the candidate who has the fewest votes and counting each of that candidate's voting papers to the unexcluded candidate next in order of the voter's preference must be repeated until the number of candidates remaining equals the number of offices to be filled.
- 63.10 When the number of candidates remaining equals the number of offices to be filled, the scrutineers are to declare those remaining candidates elected.
- 63.11 Where the number of votes cast at an election for 2 or more candidates is the same, the ranking of those candidates is to be determined by lot by the scrutineers.

**64. Board Members may appoint other Board Members**

The Board Members of the Club may appoint a person as a Board Member (including the President, Vice President, Treasurer or Secretary) if the relevant position is vacant. This can be either as an addition to the existing Board Members (provided the total number of Board Members does not exceed the maximum number of permitted Board Members), or to fill a casual vacancy. A person can be appointed as a Board Member in order to make up a quorum for a Board Members' meeting even if the total number of Board Members of the Club is not enough to make up that quorum.

**65. Appointment of managing Board Member or Manager**

The Directors of the Club may appoint

- (a) 1 or more of themselves to the office of managing Board Member of the Club under Section 201J of the Act, or
- (b) 1 or more third parties to the position of Manager of the Club

for a period not exceeding to the next AGM , and on the terms (other than in respect to remuneration), as the Board Members see fit. Any terms in respect to remuneration must be provided for in a resolution of Members.

**66. Alternate Board Members**

- 66.1 With the other Board Members' approval, a Board Member may appoint an Alternate to exercise some or all of the Board Member's powers for a specified period.

- 66.2 If the appointing Board Member requests the Club to give the Alternate notice of Board Members' meetings, the Club must do so.
- 66.3 When an Alternate exercises the Board Member's powers, the exercise of the powers is just as effective as if the powers were exercised by the Board Member.
- 66.4 The appointing Board Member may terminate the Alternate's appointment at any time.
- 66.5 An appointment or its termination must be in writing. A copy must be given to the Club .

Note: ASIC must be given notice of the appointment and termination of appointment of an alternate (see subsections 205B(2) and (5) of the Act.

## **67. Remuneration of Board Members**

- 67.1 The Board Members of the Club are to be paid the remuneration, if any, that the Club determines by resolution.
- 67.2 The Club may also pay the Board Members' travelling and other expenses that they properly incur:
- (a) in attending Board Members' meetings or any meetings of committees of Board Members; and
  - (b) in attending any general meetings of the Club; and
  - (c) in connection with the Club's business.

## **Resignation, Retirement or Removal of Directors**

### **68. Automatic Retirement of Board Members**

A Board Member shall, unless he or she resigns, is removed or otherwise ceases to be a Board Member, remain in office until the election of Board Members at the AGM next held after his or her appointment. At such AGM, each Board Member shall retire, but, subject to this constitution and the Corporations Act, shall be eligible for re-election.

### **69. Removal by Members**

The Club may by resolution remove a Board Member from office in accordance with Section 203D of the Corporations Act.

**70. Board Member cannot be removed by other Board Members**

A resolution, request or notice of any or all of the Board Members of the Club is void to the extent that it purports to:

- (a) remove a Board Member from their office; or
- (b) require a Board Member to vacate their office.

**71. Termination of appointment of Managing Board Member**

71.1 A person ceases to be Managing Board Member if they cease to be a Board Member.

71.2 The Board Members may revoke or vary an appointment of a Managing Board Member or a Manager appointed under Section 201J.

**72. Automatic disqualification – Corporations Act**

A person ceases to be a Board Member if he or she is disqualified from being a director under the Corporations Act.

**73. Automatic Removal - Failure to attend Board Members' meetings**

A person ceases to be a Board Member if he or she is absent (without permission of the Board Members) for more than 3 months from all meetings of the Board Members held during that period.

**74. Resignation and Death**

The office of Board Member shall become vacant if the Board Member:

- (i) resigns their office by notice in writing to the Club;
- (ii) dies

**Secretary**

**75. How Statutory Secretary is appointed**

This constitution recognises that Section 204A of the Act requires the Club to have a secretary, and Section 204D requires the Club's Secretary to be appointed by its Board Members, not its Members. A meeting of Board Members shall be held promptly after any AGM (and preferably on the same day, immediately after the AGM). At such meeting, the Board Members shall consider the appointment of a Secretary for the purposes of Section 204D of the Act, with the appointment of Statutory Secretary to cease when the Statutory Secretary ceases to be Secretary. The Board Members shall consider a resolution appointing the Secretary holding office under

clause 59.1 as Statutory Secretary for the purposes section 204D of the Act.

Note 1: The Club must notify ASIC of the appointment within 28 days (see subsection 205B(1)).

Note 2: Section 188 deals with the responsibilities of secretaries for contraventions by the Club

## **76. Terms and conditions of office of the Statutory Secretary**

The Club's Statutory Secretary appointed under Section 204D holds office (as Statutory Secretary) on the terms and conditions (other than in respect to remuneration), as the Board Members see fit. Any terms in respect to remuneration must be provided for in a resolution of Members.

### **Duties**

77. The Secretary shall perform the duties prescribed for him or her by the Board. It shall, in particular, be the duty of the Secretary to ensure that a register of Members showing their names and addresses is maintained. This task may be delegated to be carried out by a Member appointed by the Board.

## **BOARD MEMBERS MEETINGS**

### **78. Circulating resolutions**

78.1 The Board Members of the Club may pass a resolution without a Board Members' meeting being held if all the Board Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.

78.2 Separate copies of a document may be used for signing by Board Members if the wording of the resolution and statement is identical in each copy.

78.3 The resolution is passed when the last Board Member signs.

Note: Passage of a resolution under this section must be recorded in the Club's minute books.

### **79. Calling Board Members' meetings**

79.1 A Board Members' meeting may be called by a Board Member giving reasonable notice individually to every other Board Member.

Note: A Board Member who has appointed an alternate Board Member may ask for the notice to be sent to the alternate Board Member.

79.2 The Board Members may resolve to hold Board Members meetings periodically at the same day of each month (for instance on the second Wednesday of each month or on the 10<sup>th</sup> day of each month) at the same time and place. In that case, meetings are called automatically in accordance with such resolution and it shall not be necessary to give notice of individual meetings.

A resolution to hold meetings at the same day of each month at the same time and place may be varied or repealed from time to time .

## **80. Frequency of Board Members' meetings**

80.1 A Board Members' meeting shall, unless otherwise determined by the Club by resolution, be held at least once a month from February to December each year.

## **81. Use of technology**

81.1 A Board Members' meeting may be called or held using any technology consented to by all the Board Members. The consent may be a standing one. A Board Member may only withdraw their consent within a reasonable period before the meeting.

81.2 A Board Member who participates in a meeting under clause 81.1 is taken to be present at the meeting.

## **82. Chairing Board Members' meetings**

82.1 The President (or if he or she is not available or declines to act, the Vice-President) is to chair meetings of Board Members unless the Board Members elect some other Board Member to chair their meetings.

82.2 The Board Members may elect a Board Member to chair their meetings. The Board Members may determine the period for which Board Member is to be the Chair.

82.3 The Board Members must elect a Board Member present to chair a meeting, or part of it, if

- (a) the President (or if he or she is not available or declines to act, the Vice President) should chair the meeting but is not available or declines to act, or
- (b) a previously elected Chair is not available or declines to act,

for the meeting or the part of the meeting.

**83. Quorum at Board Members' meetings**

The quorum for a Board Members' meeting is 50% of the number of Board Members and the quorum must be present at all times during the meeting.

**84. Passing of Board Members' resolutions**

84.1 A resolution of the Board Members must be passed by a majority of the votes cast by Board Members entitled to vote on the resolution.

84.2 The Chair has a casting vote if necessary in addition to any vote they have in their capacity as a Board Member.

Note: The Chair may be precluded from voting, for example, by a conflict of interest.

**SEAL**

85. The Club may have a Common Seal, which shall be kept in the safe custody of the Secretary at the office for the time being of the Club.

86. The Seal shall not be affixed to any instrument except by the authority of a resolution of the Board of Board Members and in the presence of any two (2) Board Members of the Club or any one (1) Board Member and countersigned by any one (1) Secretary or such other persons as the Board Members appoint for the purpose or in such other manner as the Board Members may from time to time determine. If the Seal is affixed without the authority of the Board Members the affixing of the Seal shall nevertheless be valid and shall bind the Club if such affixation of the Seal is subsequently ratified by the Board Members at any time thereafter.

**ACCOUNTING AND REPORTING OBLIGATIONS**

87. The Club must keep, in accordance with Section 286 of the Act, written [financial records](#) (as defined by Section 9) that:

- (a) correctly record and explain its [transactions](#) and financial position and performance; and

- (b) would enable true and fair [financial statements](#) to be prepared and [audited](#).
- 88. The [financial records](#) must be retained for 7 years after the [transactions](#) covered by the records are completed.
- 89. The Treasurer shall affix to a notice Board in the playing area at the Club's premises
  - (a) within 14 days after each monthly Board meeting, a report of the receipts and payments for the preceding month (or for December and January, if no monthly Board meeting was held in January), which report shall remain posted until replaced by the next month's report of receipts and payments.
  - (b) At least 4 days immediately before any AGM a copy of the statement of financial position (balance sheet), statement of financial performance (profit and loss account), and statement of cash flows for the last financial year prior to the AGM. The financial year's figures shall have comparative figures for the preceding period.
- 90. Copies of these documents shall be made available upon written request by a Member received by the Club during the time the documents are required to be affixed to the Notice Board. If copies are requested otherwise, reasonable notice thereof must be given and the Club may impose a reasonable charge for the copies.
- 91. Club or Board Members may allow Member to inspect books**
  - 91.1 A Member may be permitted:
    - (a) by a resolution passed at a general meeting, or
    - (b) by any two Board Members of the Club (by a written determination signed by the relevant Board Members)to inspect (and/or take copies of) books of the Club.
  - 91.2 Such authorisation may require the Member to pay the costs of the inspection or copying of books and if so, may require the Member to pay the Club a deposit of the estimated costs of providing such facilities, including the time costs (at a reasonable commercial rate) of persons to supervise the inspection and/or copying.

## **NOTICES**

92. Any notice to be given under this Constitution shall be deemed to be duly given on the day, if handed to the person to whom the notice is given personally, or if emailed or if left at his address as appearing in the Club Register or if posted to him by pre-paid post, addressed to him at such address.

Any notice so posted shall be deemed to be received on the third business day after the day following the postal thereof, and one business day after the notice was emailed.

93. If a Member has no registered address in Australia or has not supplied to the Club an address within Australia for the giving of notices, to them, a notice addressed to them and placed on the Club's notice Board shall be deemed to be duly given to them one business day after the notice appears on the notice Board. This does not limit any other way a notice may be given to the Member.

## **WINDING UP**

94. In the event of the Club being dissolved/deregistered, the amount that remains after such dissolution/deregistration and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not carried on for the profit or gain of its individual Members.
95. If permitted by Clause 94, the amount shall be transferred to the Queensland Bridge Association Inc.
96. If Clause 94 does not permit the amount to be transferred to the Queensland Bridge Association Inc. it shall be transferred to some organisation permitted by Clause 94 that the Club determines.

## **INDEMNITY**

97. Every Board Member and every manager and officer of the Club or any other person (whether an officer of the Club or not) employed by the Club for the time being shall be indemnified out of the assets of the Club against any liability incurred by them in defending any proceedings, whether civil or criminal brought against them in respect to the lawful business of the Club, in which judgment is given in their favour or in which they are acquitted or in connection with any application under the Act in which relief is granted to them by the Court in respect of any negligence, default, breach of duty or breach in trust.
98. Subject to the provisions of the Act every Board Member and every manager and officer of the Club or any other person (whether an officer of

the Club or not) employed by the Club shall be indemnified by the Club against all costs, losses, expenses, and liabilities honestly and reasonably incurred by them in the lawful course of the business of the Club. It shall be the duty of the Club to pay and satisfy such costs, losses, expenses and liabilities incurred by them.

### **SELF PROMOTION OF MEMBERS**

99. No business prospectus, visiting card, advertisement or note heading of a Member of the Club shall bear the title of the Club or a reference to a fact that he is a Member of the Club.
  
100. No Member of the Club shall describe himself as such, or as holding any office or position in connection with the Club or its sub-Board Members, upon any printed or published document, which does not deal with matters directly concerning the Club or its sub-Board Members.