

TOWNSVILLE MARKSMEN RIFLE CLUB INC. CONSTITUTION

As at 20th March 2022

1. NAME OF ASSOCIATION

- a) The name shall be the "Townsville Marksmen Rifle Club Inc" (**Club**).
- b) The Club colours are green and maroon. The Club may use these colours to design Club badges, designs, emblems or other logos as required for letterheads, brochures, website, advertising and clothing, etc. to promote the Club.

2. DEFINITIONS

2.1 Definitions

- a) In this Constitution unless the contrary intention appears:

Act means the *Associations Incorporation Act 1981 (QLD)* (as amended).

Annual General Meeting or **AGM** means a meeting of the kind described in **clause 9.1a**).

Committee means the body consisting of the Committee Members and constituting the committee for the purposes of the Act.

Constitution means this constitution of the Club.

Committee Member means a member of the Committee and includes any person acting in that capacity from time to time appointed in accordance with this Constitution.

DRA means District Rifle Association.

Executive Committee or Management Committee means the Captain, Vice Captain, Secretary and Treasurer.

Financial year means the 12 month period for which the shooting year runs (presently 1 January to 31 December).

General Meeting means a general meeting of Members and includes the AGM or any Special General Meeting (**SGM**) convened in accordance with **clause 9**.

Intellectual Property means all rights subsisting in copyright, business names, names, trademarks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to the Club or any activity of or conducted, promoted or administered by the Club in Queensland.

KSO means Kindred Shooting Organisations (including but not limited to NQRA, QTS, other DRAs, etc).

Life Member means an individual appointed life membership of the Club under **clause 5.5**.

NQRA means North Queensland Rifle Association Inc.

NRAA means National Rifle Association of Australia Limited.

Objects means the Objects of the Club in **clause 3**.

OPMs means Open Prize Meetings.

Ordinary Member means a current financial member of the Club and who has a current financial affiliation with TDRA, NQRA and NRAA or QTS and TRA under **clause 5**.

Ordinary Resolution means:

- (a) at a meeting of Members, a resolution passed by a majority of Members present, entitled to vote and voting; or
- (b) at a meeting of the Committee or a committee of the Committee, a resolution passed by a majority of those present, entitled to vote and voting.

Policy or Policies means any policy or policies adopted or approved by the Committee from time to time.

QTS means Queensland Target Sports.

Regulation means a rule, by-law or policy made by the Committee under this Constitution.

Seal means the common seal of the Club.

Special Resolution means a resolution passed at a meeting of the Members if:

- (a) at least 21 days' written notice specifying the intention to propose the resolution as a special resolution has been given to all Members; and
- (b) it is passed at a duly convened meeting of the Members by a majority of members present, entitled to vote and voting.

Sport means the sport of Long Range Target, Field Class and Smallbore Shooting disciplines.

TDRA means Townsville District Rifle Association.

TRA means Target Rifle Australia Limited.

2.2 The Act

- a) Words and phrases which are defined in the Act and not specifically defined in **clause 2.1** above have the same meanings in this Constitution as they do in the Act.
- b) The Model Rules under the Act are expressly displaced by this Constitution.

3. OBJECTS OF THE CLUB

3.1 Objects

The Objects of the Club shall be to:

- a) promote and develop the sport of target, field class and smallbore shooting disciplines;
- b) co-operate with NQRA, its DRAs and affiliated clubs, and QTS and its affiliated clubs;
- c) promote membership whenever possible;
- d) encourage a social atmosphere for all members;
- e) promote respectful behaviour from all members;
- f) raise funds by promoting sponsorship or arranging promotions such as OPMs or any type of functions within the boundaries of the Sport; and
- g) prevent any non-club fundraising on the range at official Club functions other than for profit to the Club.

4. POWERS OF THE CLUB

Solely for furthering the Objects, the Club has the specific rights, powers and privileges conferred on it by section 25 of the Act.

5. MEMBERS

5.1 Categories of Members

- a) The members of the Club shall consist of the following classes:
 - i) Life Members;
 - ii) Ordinary Members;
 - iii) Associate Members being a financial member who is not entitled to shoot or vote; and
 - iv) Probationary Members being a member who has applied for permission to join the Club under **clause 5.2** but has not yet been formally accepted into the Club.
- b) Visitors/Prospective Members are permitted to shoot on three (3) occasions before they must apply to join as a Probationary Member.

c) For the avoidance of doubt the number of members in each of the classes set out at **clause 5.1(a)** is unlimited.

5.2 Admission of Members

a) A candidate for membership must apply to the Committee in writing and the application must be proposed by one member of the Club (**the Proposer**) and seconded by another member (**the Secunder**).

b) The application must:

- i) be in a form approved by the Committee;
- ii) contain full name, address and contact details of the applicant;
- iii) contain any other information prescribed by Regulation for an application for membership;
- iv) include an item that requires the applicant to acknowledge that there is nothing that would prevent them from obtaining or retaining a firearms licence;
- v) sign an acknowledgement that the applicant will abide by the Club's Code of Behaviour at all times; and
- vi) be signed by the applicant and the applicant's Proposer and Secunder.

5.3 Discretion to accept or reject application

a) Membership acceptance or renewal is not automatic. The Committee may accept or reject an application whether the applicant has complied with the requirements in **clause 5.2** or not.

- b)
 - i) A person whose application for membership has been rejected by the Committee may give the Secretary written notice of the person's intention to appeal against the decision;
 - ii) A notice of intention to appeal must be given to the Secretary within one month after the person receives notice of the decision;
 - iii) If the Secretary receives a notice of intention to appeal, the Secretary must, within one month after receiving the notice, call a General Meeting to decide the appeal.
- c)
 - i) The General Meeting to decide an appeal must be held within three months after the Secretary receives the notice of intention to appeal;
 - ii) At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected;
 - iii) Also the Committee who rejected the application must be given a full and fair opportunity to show why the application should be rejected;
 - iv) An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting; and
 - v) If a person whose application for membership has been rejected does not appeal against the decision within one month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the Secretary must, as soon as practicable, refund the member fee paid (if any) by the person.
- d) Membership may be granted conditionally.
- e) If accepted probationary membership begins on (whichever occurs last):
 - i) acceptance of the application by the Committee; or
 - ii) payment of any fees payable by the new Member.

5.4 Probation period for new members

a) Unless resolved to the contrary by the Committee from time to time a candidate must not be admitted as an Ordinary Member before they have first satisfied the requirements of being a Probationary Member as set out in this clause.

- b) Upon acceptance of a new Probationary Membership, the new member will be on probation for a period of six (6) months and 15 shooting activities before being accepted by the Club as an Ordinary Member.
- c) A new member is and will not be permitted to hold office on the Executive Committee, nor will they be provided with keys to the range or access to the range in the absence of a Range Officer or other authorised person, until they have been an Ordinary Member of the Club for at least two years.

5.5 Life Members

- a) Life Membership is the highest honour that can be bestowed by the Club for longstanding and valued service to the Club and/or to the Sport in Queensland.
- b) Any Member may recommend a person for Life Membership by notice in writing to the Committee. A recommendation made under this clause must include a written report outlining the history of services of the nominee, together with comments on the suitability of the honour.
- c) A person may be appointed a Life Member only by Special Resolution put to an AGM by the Committee.
- d) A Life Member has all the rights of an Ordinary Member, subject to NQRA or QTS membership.

5.6 Obligations of Members

Each member must:

- a) treat all staff, contractors and representatives of the Club and KSOs with respect and courtesy at all times;
- b) maintain and enhance the regulations, policies, standards, quality and reputation of both the Club and the Sport;
- c) not act in a manner unbecoming of a member or prejudicial to the objectives, interests or reputation of the Club, KSOs or the Sport; and
- d) abide by the Club's Code of Behaviour at all times.

5.7 Register of Members

- a) Members must provide the Club with the details required by the Club to keep the register complete and up to date.
- b) The Committee must keep a register of members of the Club.
- c) The register must include the following particulars for each member:
 - i) the full name of the member;
 - ii) the postal or residential address of the member;
 - iii) the date of admission as a member;
 - iv) the date of death or time of resignation of the member;
 - v) details about the termination or reinstatement of membership;
 - vi) any other particulars the Executive Committee or the members at a General Meeting decide.
- d) The register must be open for inspection by members of the Club at all reasonable times.
- e) A member must contact the Secretary to arrange an inspection of the register.
- f) However, the Committee may, on the application of a member of the Club, withhold information about the member (other than the member's full name) from the register available for inspection if the Committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

5.8 Prohibition on use of information on Register of Members

- a) A member of the Club must not:
 - i) use information obtained from the register of members of the Club to contact, or send material to, another member of the Club for the purpose of advertising for political, religious, charitable or commercial purposes; or
 - ii) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the Club for the purpose of advertising for political, religious, charitable or commercial purposes.
- b) **Clause 5.8 a)** does not apply if the use or disclosure of the information is approved by the Club.

5.9 Effect of Membership

- a) Members acknowledge and agree that membership of the Club is a privilege and not a right.
- b) This Constitution constitutes a contract between each of the Members and the Club. Each Member is bound by this Constitution and the Regulations.
- c) Each Member is also bound by the rules and regulations governing competitions in which the Member participates.
- d) Neither membership in the Club nor anything in this Constitution give rise to any:
 - i) proprietary right in, to or over the Club or its property or assets;
 - ii) automatic right of renewal of membership of NQRA or QTS; and
 - iii) entitlement to all benefits, advantages, privileges and services of NQRA or QTS membership.
- e) Every member or applicant for membership or other person subject to this Constitution acknowledges and agrees that this clause may be pleaded as an absolute bar to proceedings, suit or action against the Club or any KSO, and agrees that they will not become a party to any suit, at law or equity against the Club or any KSO, or their respective officials until all remedies allowed by this Constitution or any KSO constitution have been exhausted.

6. CESSATION OF MEMBERSHIP

6.1 General

- a) Membership of the Club ceases if the member:
 - i) dies;
 - ii) is dissolved, wound up, liquidated or bankrupted;
 - iii) resigns from membership in accordance with **clause 6.2**;
 - iv) is expelled from the Club under **clause 6.3**;
 - v) is convicted of a serious criminal offence; or
 - vi) has not paid their affiliation fees and such fees are in arrears greater than 60 days.

6.2 Notice of Resignation

- a) A Member may resign from membership of the Club by giving one (1) month's written notice to the Club.
- b) A resigning Member is liable for any outstanding fees or subscriptions which may be recovered as a debt due to the Club.

6.3 Expulsion for breach

- a) Subject to **clause 6.3c)** and despite any Regulations made under **clause 7c)**, the Committee may suspend or expel a Member from membership of the Club if, in the reasonable opinion of the Committee, the member has materially breached any of their obligations under this Constitution or the Regulations.

- b) The Committee may convene a Judiciary Committee under **clause 7c)** to determine an allegation that a Member has materially breached one or more of their obligations under this Constitution or the Regulations. The Committee may rely on the findings, recommendations and decisions of the Judiciary Committee.
- c) A member must not be expelled under **clause 6.3a)** unless the member has been afforded a fair and impartial opportunity to present their defence against any allegation.
- d) A member may be suspended under **clause 6.3a)** if the Committee reasonably considers such suspension is in the best interests of the member, other members, the Club or Shooting to do so or that such suspension is necessary for health and safety reasons.

6.4 Return of Property

A member who ceases to be a member must not thereafter use any property of the Club (including, without limitation, its Intellectual Property) and must immediately return to the Club all of the Club's documents, records, keys or other property in the possession of the former member.

6.5 Membership may be Reinstated

- a) Nothing in this **clause 6** prevents a former Member from applying for readmission to Membership but, in considering the readmission application, the Committee is entitled to take into account the facts and circumstances in which the prior membership/s ceased.
- b) Membership which has ceased under this **clause 6** may be reinstated at the discretion of the Committee, with such conditions as the Committee deems appropriate.

6.6 Refund of Membership Fees

Membership fees or subscriptions paid by the former member may, at the Committee's discretion, be refunded on a pro-rata basis (calculated half-yearly) to the Member on cessation of the membership.

7. GRIEVANCES & DISPUTE RESOLUTION PROCEDURES

- a) The dispute resolution procedure set out in this clause applies to disputes between a Member and:
 - i) another Member, or
 - ii) the Club.
- b) If any party wishes to raise a grievance, this must be presented to the Club Captain verbally or in writing or otherwise, may be presented to the Committee in writing.
- c) The Committee may make Regulations on the process for investigating, hearing and/or determining complaints by or against members and any other matters involving the enforcement of this Constitution or Regulations on members.
- d) Regulations made under **clause 7c)** may:
 - i) provide for one or more Judiciary Committees to investigate, hear and resolve disputes by or against members,
 - ii) prescribe penalties for breaches of this Constitution or the Regulations,
 - iii) invest a Judiciary Committee with power to impose penalties, and
 - iv) otherwise prescribe the procedures for dealing with cases under **clause 7a)**.
- e) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all parties.
- f) Despite any Regulation made under **clause 7c)**, the Committee may itself deal with any disciplinary matter referred to it or appoint a Judiciary Committee to do so.
- g) All proceedings relating to matters under **clause 7c)** must be conducted fairly and impartially.
- h) During investigatory or disciplinary proceedings under this **clause 7**, a respondent may not participate in the Sport, pending the determination of such proceedings (including any available

appeal) unless the Committee decide continued participation is appropriate having regard to the matter at hand.

i) A Member who is dissatisfied with the decision of the Committee or Judiciary Committee under this **clause 7** may appeal that decision to a General Meeting as follows:

i) A General Meeting to decide an appeal of a Committee decision must be held within 3 months after the Secretary receives the notice of intention to appeal.

ii) At the meeting, the appellant must be given a full and fair opportunity to show why the Committee decision should be set aside.

iii) Also, the Committee and the members of the Committee who decided on the grievance must be given a full and fair opportunity to explain the Committee's decision.

iv) An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.

v) If a member with the grievance does not appeal against the Committee decision within one month after receiving written notice of the decision, then the matter can not be appealed to a General Meeting.

j) The Committee may include in any Policy or Policies a final right of appeal to an independent body outside the control of the Sport.

8. SUBSCRIPTIONS AND FEES

8.1 Fees

a) The Committee will:

i) fix annual Club membership subscriptions;

ii) fix such other fees or levies as the Committee considers prudent for the effective and sustainable management of the affairs of the Club; and

iii) determine the time for and manner of payment of the subscriptions, fees and levies by Members to the Club.

b) On admission to membership a new member must pay the current full year's subscription unless the Committee agrees to accept payment in instalments. If joining partway through the shooting year, the fee due may be calculated on a pro-rata basis calculated half yearly.

c) The Committee may waive all or part of a member's subscriptions, fees or levies and may agree terms of payment for a member different from those applicable to other Members if the Committee is satisfied that there are special reasons to do so.

8.2 Non-Payment of Fees

All membership rights including voting and shooting rights:

a) are suspended while the payment of any subscription or other amount determined under **clause 8** is in arrears greater than 30 days; and

b) cease when payment of any subscription or other amount determined under **clause 8** is in arrears greater than 60 days.

9. GENERAL MEETINGS (AGM & SGM)

9.1 General Meetings

a) An AGM of the Club must be held in accordance with the Act and this Constitution on a date, at a venue and by such medium as determined by the Committee.

b) All General Meetings other than the AGM will be **SGMs**.

9.2 Convening General Meetings

a) The Committee may, whenever it thinks fit, convene a SGM of the Club.

- b) A majority of members entitled to vote may requisition a SGM by providing the Committee with a proposal in writing stating the purpose of the meeting. This proposal must be signed by all requisitioning members.
- c) On receiving a requisition proposal from the members, the Committee must convene a SGM for the purpose specified in the requisition within one (1) month of receiving the requisition.
- d) If the Committee does not convene a SGM within one (1) month, the Members making the requisition may convene a SGM to be held not later than three (3) months after the receipt of the requisition.
- e) A SGM convened by Members under this Constitution must be convened in the same manner as a SGM convened by the Committee (in accordance with this Constitution).

9.3 Notice of General Meetings

- a) Notice of every General Meeting must be given to every Member entitled to vote, every Committee Member and to the auditor in writing (which includes electronic transmissions).
- b) A notice of a General Meeting must:
 - i) specify the place, day and hour of the meeting;
 - ii) state the nature and order of the business to be transacted at the meeting; and
 - iii) specify the medium by which the meeting will be held.
- c) At least twenty-one (21) days' notice of a General Meeting must be given to those Members entitled to receive notice, together with:
 - i) the agenda for the meeting,
 - ii) any notice of motion received from Members entitled to vote, and
 - iii) all information required to be included in accordance with the Act.

9.4 Quorum

- a) A quorum for General Meetings is double the number of members on the Committee plus one.
- b) No business may be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business.

9.5 Adjournment of meeting

- a) If a quorum is not present within half an hour of the time appointed for a General Meeting, the meeting must be adjourned to a time and date decided by the Committee.
- b) If, at the adjourned meeting, a quorum is not present within half an hour of the time appointed, those members present will constitute a quorum.

9.6 Chairperson

- a) The Club Captain will, subject to this Constitution, preside as chairperson at every General Meeting except:
 - i) in relation to the election for the position of Club Captain, or
 - ii) where the Club Captain has a conflict of interest, or
 - iii) where the Club Captain is absent.
- b) If the Club Captain is absent or otherwise unable to preside, the Club Vice-Captain will chair the meeting. Otherwise, if necessary, any other member of the Executive as elected by the members present will preside as chair for that meeting only.

9.7 Appointment or election of Secretary

- a) The Secretary must be an individual residing in Queensland who is:
 - i) a member of the Club elected by the Club as Secretary; or
 - ii) any of the following persons appointed by the Committee as Secretary:
 - (1) a member of the Club's Committee,

(2) another member of the Club, or

(3) another person.

b) If a vacancy happens in the office of Secretary, the members of the Committee must ensure a Secretary is appointed or elected for the Club within 1 month after the vacancy happens.

c) If the Committee appoints a person mentioned in **clause 9.7a(ii)(2)** as Secretary, other than to fill a casual vacancy on the Committee, the person does not become a member of the Committee.

d) However, if the Committee appoints a person mentioned in **clause 9.7a(ii)(2)** as Secretary to fill a casual vacancy on the Committee, the person becomes member of the Committee.

e) If the Committee appoints a person mentioned in **clause 9.7a(ii)(3)** as Secretary, the person does not become a member of the Committee.

f) In this clause **casual vacancy** on the Committee, means a vacancy that happens when an elected member of the Committee resigns, dies or otherwise stops holding office.

9.8 Removal of Secretary

a) The Committee may at any time remove a person appointed by the Committee as the Secretary.

b) If the Committee removes a Secretary who is a person mentioned in **clause 9.7 a(ii)(1)**, the person remains a member of the Committee.

c) If the Committee removes a Secretary who is a person mentioned in **clause 9.7 a(ii)(2)**, and who has been appointed to a casual vacancy on the Committee under **clause 9.7 d)**, the person remains a member of the Committee.

9.9 Functions of Secretary

a) The Secretary's functions include, but are not limited to:

(i) 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 Club Captain;

(ii) keeping minutes of each meeting;

(iii) keeping copies of, and ensuring the safe custody of, all correspondence, books, documents, instruments of title and securities of the Club or relating to the Club; and

(iv) maintaining the register of members of the Club.

9.10 Attendance and Voting at General Meetings

a) Each member entitled to vote is entitled to attend at General Meetings.

b) Each Life Member and each Ordinary Member is entitled to one (1) vote at General Meetings (excluding Associate Members). For the avoidance of doubt, no member other than Life Members and Ordinary Members have voting rights.

c) At any General Meeting, a resolution put to the vote will be decided on a show of hands (and will include any proxy votes per **clause 9.11** that were submitted to the Club Captain prior to the meeting).

9.11 Proxy Votes

a) A member who will be absent from any General Meeting may provide their intention to vote on any business to be raised at the meeting.

b) This intention must be provided in writing to the Club Captain in order to be included in the vote in the following or similar form:

[Name of Club]:

I, _____ of _____, being
a member of the Club, appoint _____
of _____

as my proxy to vote for me on my behalf at the (annual) General Meeting of the Club, to be held on the day of 20 and at any adjournment of the meeting.

Signed this day of 20

- c) The instrument appointing a proxy must:
- i) if the appointor is an individual, be signed by the appointor or the appointor's attorney properly authorised in writing; or
 - ii) if the appointor is a corporation:
 - A. be under seal; or
 - B. be signed by a properly authorised officer or attorney of the corporation.
- d) A proxy may be a member of the Club or another person.
- e) The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- f) Each instrument appointing a proxy must be given to the Club Captain before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- g) Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.
- h) If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the following or similar form:

[Name of Club]:

I, of , being
a member of the Club, appoint

 of
as my proxy to vote for me on my behalf at the (annual) General Meeting of the Club, to be held on the day of 20 and at any adjournment of the meeting.

Signed this day of 20

9.12 Business at AGM + Electing the Executive Committee

- a) The ordinary business to be transacted at the AGM is:
- i) the consideration of accounts,
 - ii) the reports of the Committee and auditor/s,
 - iii) the election of the Executive Committee (office bearers),
 - iv) appointment of Committee Members under this Constitution, and
 - v) the appointment of the auditor/s.
- b) No business other than that stated in the notice of meeting may be transacted at a General Meeting.
- c) At each AGM the members of the Executive Committee must retire from office, but are eligible, on nomination, for re-election.
- d) A member of the Executive Committee may only be elected as follows:
- i) any two members of the Club may nominate another member (**the Candidate**) to serve as a member of the Executive Committee;
 - ii) the nomination must be:
 - A. in writing;
 - B. signed by the Candidate and the members who nominated him or her; and

- C. given to the Club Captain at least 14 days before the Annual General Meeting at which the election is to be held;
- iii) each member of the Club present and eligible to vote at the Annual General Meeting may vote for one Candidate for each vacant position on the Executive Committee;
- iv) if, at the start of the meeting, there are not enough Candidates nominated, nominations may be taken from the floor during the meeting.
- e) A person may be a Candidate only if the person:
 - i) is an adult; and
 - ii) is not ineligible to be elected as a member under section 61A of the Act.
- f) A list of the Candidates' names in alphabetical order, with the names of the members who nominated each Candidate, must be posted in a conspicuous place in the office or usual place of meeting of the Club for at least seven days immediately preceding the Annual General Meeting.
- g) If required by the Executive Committee, balloting lists must be prepared containing the names of the Candidates in alphabetical order.
- h) The Executive Committee must ensure that, before a Candidate is elected as a member of the Executive Committee, the Candidate is advised:
 - i) whether or not the Club has public liability insurance; and
 - ii) if the Club has public liability insurance, the amount of the insurance.

9.13 Records + Minutes of Executive Committee Meetings and General Meetings

- a) The Club must comply with the Act in respect of accounts, records and minutes.
- b) A declaration by the chairperson that a resolution has been carried on a show of hands will be entered into the book containing the minutes of the meeting. This confirms that the resolution is true and correct.
- c) The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Executive Committee meeting are entered in a minute book.
- d) To ensure the accuracy of the minutes, the minutes of each Executive Committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next Executive Committee meeting, verifying their accuracy.
- e) The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each General Meeting are entered in a minute book.
- f) To ensure the accuracy of the minutes:
 - i) the minutes of each General Meeting must be signed by the chairperson of the meeting or the chairperson of the next General Meeting, verifying their accuracy; and
 - ii) the minutes of each Annual General Meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the Club that is a General Meeting or Annual General Meeting, verifying their accuracy.
- g) If asked by a member of the Club, the Secretary must, within 28 days after the request is made:
 - i) make the minute book for a particular General Meeting available for inspection by the member at a mutually agreed time and place; and
 - ii) give the member copies of the minutes of the meeting.
- h) The Club may require the member to pay the reasonable costs of providing copies of the minutes.

9.14 Accounting Records

The Club will cause proper accounting and other records to be kept and will distribute copies of financial statements as required by the Act.

9.15 Recording of Signatories to Bank Accounts

- a) The funds of the Club must be kept in an account or accounts in the name of the Club in a financial institution decided by the Executive Committee.

- b) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Club.
- c) All amounts must be deposited in the financial institution account or accounts (as applicable) as soon as practicable after receipt.
- d) The signatories to the Club's bank accounts shall be the Captain, Secretary, Treasurer and Assistant Treasurer of the Club.
- e) The signatories to the Club's bank accounts shall be noted in the minutes of the AGM or any other SGM where office bearers are elected different to those elected at the AGM.
- f) Electronic banking and payments may be used. All electronic payments over \$500.00 must be authorised by an additional signatory approved by the Club. Electronic access by the Treasurer is to be recorded in the AGM minutes.
- g) All expenditure must be approved or ratified at an Executive Committee or Committee meeting.

9.16 General Financial Matters

- a) On behalf of the 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.
- b) The income and property of the Club must be used solely in promoting the Club's objects and exercising the Club's powers.

9.17 Financial Year

The end date of the Club's Financial Year is 31 December in each year.

9.18 Patrons and Vice Patrons

The Club at its AGM may, on the recommendation of the Committee, appoint annually a chief patron and as many vice patrons as it considers necessary, subject to approval of that person or persons.

9.19 Auditor

- a) A Club auditor may be appointed at each AGM to review and verify the Club's records for the current Financial Year.
- b) The auditor has power at any time to call for the production of all books, accounts and other documents relating to the affairs of the Club.
- c) If the AGM appoints an auditor and this office is vacated during the year for any reason, a replacement auditor must be appointed by the Committee.

10. COMMITTEE

10.1 General powers of Committee + Functions of Committee

- a) Subject to the Act and this Constitution, the business of the Club must be managed by the Committee.
- b) The Committee must perform its functions in the pursuit of the Objects and in the interests of the Club as a whole, having regard to the Club's position in the structure of the Sport in Queensland and its role in supporting the Sport's reputation in the State.
- c) The Committee may make, amend or repeal Regulations, that are consistent with this Constitution, for the internal management of the Club.
- d) Without limiting the preceding subclauses in this **clause 10.1**:
 - i) Subject to this Constitution or a resolution of the members of the Club carried at a General Meeting, the Executive Committee has the general control and management of the administration of the affairs, property and funds of the Club.

ii) The Executive Committee has authority to interpret the meaning of this Constitution and any matter relating to the Club on which the Constitution is silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

Note: the Act prevails if the Club's Constitution is inconsistent with the Act – see section 1B of the Act.

iii) The Executive Committee may exercise the powers of the Club:

- A. to borrow, raise or secure the payment of amounts in a way the members of the Club decide;
- B. to secure the amounts mentioned in **clause 10.1(iii)(A)** or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Club in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the Club's property, both present and future;
- C. to purchase, redeem or pay off any securities issued;
- D. to borrow amounts from members and pay interest on the amounts borrowed;
- E. to mortgage or charge the whole or part of its property;
- F. to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Club;
- G. to provide and pay off any securities issued; and
- H. to invest in a way the members of the Club may from time to time decide.

iv) For **clause 10.1(d)(iii)(D)**, the rate of interest must:

- A. not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by the financial institution for the Club; or
- B. if there is more than one financial institution for the Club, the financial institution nominated by the Executive Committee.

10.2 Limitation on powers of Committee

The Club can not disaffiliate from the KSO unless such disaffiliation is approved by Special Resolution of the members in a General Meeting.

10.3 Composition of the Committee

a) The Committee will comprise:

- i) The members of the Executive Committee (Captain, Vice-Captain, Secretary and Treasurer); plus
- ii) at least 2 and no more than 4 other Committee Members (who must all be Ordinary members).

b) If at any stage the number of nominations for the Committee exceeds the number of vacancies then to be filled, an election by secret ballot must be conducted at the AGM.

c) If, at the close of the AGM, vacancies on the Committee remain unfilled, these can be filled during the year by resolution of the Committee members. Additionally:

- i) if a casual vacancy happens on the Executive Committee, the continuing members of the Executive Committee may appoint another member of the Club to fill the vacancy until the next AGM; and
- ii) the continuing members of the Executive Committee may act despite a casual vacancy on the Executive Committee;
- iii) however, if the number of Executive Committee members is less than the number fixed under **clause 11.3** as a quorum, the continuing members may act only to:
 - A. increase the number of Executive Committee members to the number required for a quorum; or
 - B. call a General Meeting of the Club.

- d) The Committee must have a minimum of four (4) members (being the members of the Executive Committee) for the operation of the Club to continue.
- e) All members of the Committee must have been an Ordinary Member of the Club for at least two years.

10.4 Grounds for Termination of Committee Member

The office of a Committee Member becomes vacant if the Committee Member:

- a) dies or suffers from mental or physical incapacity,
- b) becomes bankrupt or forced to make arrangement with their creditors,
- c) resigns their office in writing to the Club or resigns from membership of the Club,
- d) is disqualified from office under section 61A of the Act or is subject to any of the circumstances set out at Section 64(2) of the Act,
- e) would otherwise be prohibited from being a director of a corporation under the *Corporations Act 2001 (Cth)*,
- f) fails to abide by the Club's Code of Behaviour at all times; and
- g) is removed from office at a General Meeting of the Club if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.

11. MEETINGS OF THE COMMITTEE

11.1 Committee Meetings

- a) The Committee must meet as often as it considers necessary in every calendar year for the dispatch of business and no less than once every four calendar months. Subject to this Constitution, the Committee may adjourn and otherwise regulate its meetings as it thinks fit.
- b) Any Committee Member may at any time convene a meeting of the Committee on reasonable notice to the other Committee Members.

11.2 Attendance by Telephone/Electronic Communication

A Committee Member may attend a meeting by telephone or other electronic means by which they can hear and be heard/participate.

11.3 Quorum

At meetings of the Committee the number of Committee Members whose presence is required to constitute a quorum is if the number of Committee Members in office is an:

- a) even number, half of the number of Committee Members plus one; or
- b) odd number, half of the number of Committee Members rounded up to the next whole number.

11.4 Decisions of Committee

- a) Subject to this Constitution, questions arising at any meeting of the Committee may be decided by Ordinary Resolution.
- b) Each Committee Member has one (1) vote on any question. In the event of a tied vote, the chairperson may have the casting vote or may postpone making any decision.

11.5 Resolutions not in Meeting

- a) The Committee may pass a resolution without a Committee meeting being held if all the Committee 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.
- b) The resolution is passed when the last Committee Member signs.
- c) For the purposes of **clause 11.5a**), separate copies of a document may be used for signing by those entitled to vote if the wording of the resolution and statement is identical in each copy.

d) Any document referred to in this clause may be in the form of an electronic transmission.

11.6 Committee Chairperson

The Committee Chairperson shall be the Club Captain or, in their absence at any meeting, the Vice-Captain. Otherwise, if necessary, any other member of the Executive as elected by the remainder of the Committee will preside as chair for that meeting only.

11.7 Committee Members' Duty of Disclosure

The Committee Members must disclose any material personal interests including interests in any matter before the committee including when voting on contracts in which a Committee Member has an interest.

11.8 Attendance at Committee Meetings by non-Committee Members

All members of the Club may attend Committee meetings as spectators, however only Committee Members are able to actively participate and vote on any motions introduced. Such members must leave the meeting if requested by the Committee chair.

12. DELEGATIONS

The Committee may, in writing, establish sub-committees and delegate to each of them the exercise of the functions of the Committee that are specified in the instrument of delegation, other than:

- a) this power of delegation; and
- b) a function imposed on the Committee by the Act, by any other law, or by resolution of the Club in General Meeting.

13. SEAL

- a) The Club will have a Seal on which its corporate name appears in legible characters.
- b) The Seal may not be used without the express authorisation of the Committee and every use of the Seal must be recorded in the minute books of the Club.
- c) The affixing of the Seal must be witnessed by two (2) Committee Members or by one (1) Committee Member and another person authorised by the Committee for that purpose.

14. CONSTITUTION

- a) Subject to the Act, this Constitution may be altered or a new provision may be added by Special Resolution passed at a duly convened General Meeting HOWEVER an amendment, repeal or addition is valid only if it is registered by the Chief Executive pursuant to the Act.
- b) This Constitution shall be reviewed by the Committee on an annual basis to ensure that it is accurate and reflects the current requirements/best interests of the Club.

15. NON-PROFIT CLAUSE

15.1 General Financial Matters + Sole Purpose

- a) On behalf of the Executive Committee, the treasurer must, as soon as practicable after the end of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- b) The income and property of the Club must only be applied towards the promotion of the Objects.

15.2 Payments to members

No income or property will be paid or transferred directly or indirectly to any member except as bona fide compensation for services rendered or expenses incurred on behalf of the Club.

16. DISSOLUTION OF THE CLUB

- a) Subject to this Constitution, the Club may be wound up or deregistered:
 - i) in accordance with the Act; or
 - ii) if financial membership drops below official bearers, which is officially four (4).
- b) Any resolution for dissolution shall be made according to the following procedure:
 - i) At least thirty (30) days written notice must be given to all Members, informing them of a meeting convened expressly to discuss the intention to dissolve.
 - ii) The motion shall require a Special Resolution in order to be passed.
 - iii) A date for dissolution must be set at the meeting and confirmed by a Special Resolution.
- c) In the event of dissolution, all assets and records of the Club shall be provided and/or transferred to NQRA until re-organised or other instructions are issued to NQRA by the last person to hold the office of Captain of the Club PROVIDED ALWAYS THAT if the NQRA no longer exists at that time, all assets and records of the Club shall be provided and / or transferred to another entity having objects similar to the Club's Objects.
- d) The only funds of the Club that maybe distributed are those owing to legitimate creditors; i.e. members who have invested monies, in ammunition, building projects or any other projects to improve facilities of the Club.

17. INDEMNITY

- a) This **clause 17** applies to every person who is or has been:
 - i) a Member of the Executive Committee of the Club; and
 - ii) any other officer or employee (current or former) of the Club or its KSOs.Each person referred to in this **clause 17a)** is referred to as an **Indemnified Officer** for the purposes of the rest of **clause 17**.
- b) The Club will indemnify, out of the property of the Club, each Indemnified Officer against:
 - i) every liability (except liability for legal costs) that the Indemnified Officer incurs as an Officer of the Club or KSO; and
 - ii) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil, criminal or of administrative or investigatory nature, in which the Indemnified Officer becomes involved as an officer of the Club or KSO, unless:
 - iii) the Club is forbidden by statute to indemnify the person against the liability or legal costs; or
 - iv) an indemnity by the Club of the person against the liability or legal costs would, if given, be made void by statute.

18. REGULATIONS DEEMED APPLICABLE

All rules, by-laws, policies and regulations of the Club in force at the date of the approval of this Constitution are deemed to be Regulations and continue to apply unless they are inconsistent with, or have been replaced by, this Constitution.