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# **THE PINE RIVERS A.H. & I. ASSOCIATION**

COMPANY LIMITED BY GUARANTEE AND NOT HAVE A SHARE CAPITAL

## **CONSTITUTION**

**VERSION UPDATED NOVEMBER 2020**

AS APPROVED BY ASIC

Following meeting 5<sup>TH</sup> October 2020

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**1 DEFINITIONS AND INTERPRETATION** in these rules:

(1) The Company	means the company limited by guarantee called <b>The Pine Rivers A.H. &amp; I. Association</b> , also known as The Pine Rivers Show Society.
(2) Law	means the law according to the <i>Corporations Act</i>
(3) Position Statements	means Board of Directors of Directors position overviews, position descriptions and appropriate position task sheets
(4) Company Policies and Procedures	means the Company's management, administration policies, procedures and agreements, operating requirements, communication, codes of conduct and policies and/or procedures
(5) Member	means a person admitted as a member of the Company in accordance with these Rules
(6) The Board of Directors	means the Board of Directors of Management of the Company
(7) Director	means a person elected to the Board
(8) Seal	means the common seal of the Company
(9) State	means the State of Queensland
(10) Public Officer	means any person appointed public officer of the Company for the purposes of the <i>Income Tax Assessment Act 1997</i>
(11) General Meetings	means any Annual General Meeting (AGM), General Meetings or General Member Meetings
(12) Special Meeting	means any Special Meeting of the Company requiring members' consideration other than the Company's AGM
(13) Auditor	means a Certified Accountant and or Certified Auditor qualified in accordance with the Law who is not a member of the Board of Directors
(14) Family Member	means any person or persons who are related by birth, marriage or adoption, which includes partners and their family and includes any persons living or cohabitating with one another regardless of their relationship
(15) Company Groups	means operational groups, sub-boards, sub-groups, project groups and/or teams of individuals selected by the Board of Directors to assist
(16) Membership Fee	means the Company's membership only and doesn't refer to operating, activity, program or event costs and or fees
(17) Activity Fees and Charges	means the Company capitation, affiliation, operating, activity, program and or event costs, fees and/or levies
(18) Club Membership Agreement	refers to the co-signed 'Membership Agreement' for member classes determined by the Board of Directors from time to time which is required before membership is confirmed
(19) Volunteer	as mentioned in Rule <u>9 (1)</u> refers to Board of Directors personnel and any key volunteers appointed by the Board to deliver the showground operations, programs and services for the facility and its operations in an official capacity <b>all year round</b>
(20) Administrator	means the employed person responsible to the Board of Directors for the day to day management, company secretary responsibilities and the conduct of business of the Company
(21) Secretary	means the Administrator appointed to perform the duties of a secretary of the Company
(22) Incorporated body/Legal Identity	refers to a not-for-profit incorporated compliant with the Office of Fair Trading (OFT) or Company Limited by Guarantee compliant with the Australian Securities and Investment Commission (ASIC)

(23) Returning Officer	means the person appointed as Returning Officer for a postal ballot in accordance with these Rules
(24) Technology	means the use of any technology for the purpose of communication in accordance with the Company's communication policy and procedure
(25) Active Life Member	means a Life Member who actively participates in or contributes to a company or the company's programs and services within the year
(26) Signed by nominee	as mentioned in <u>Rule 21 (4)</u> means electronic email or written confirmation by the nominee for a candidate for Director of the Board of Directors
(27) An ordinary resolution	subject to Law, a resolution of any business at any general meeting shall be decided by a majority of votes
(28) Special resolution	these Rules, or any other Rules for the time being in force, may be altered, rescinded or repealed and new Rules may be made by special resolution passed by at least 75% of the votes cast by Members of the Company present and eligible to vote
(29) Words	importing any gender include the other genders
(30) The singular	includes the plural and vice versa
(31) Reference to Statute, code or law	a reference to a statute, code or the Law (or to a provision of same) means the statute, code, Law (or provision of same) as modified or amended and in operation for the time being, or any statute, code or provision enacted (whether by the State or Commonwealth of Australia) in lieu thereof and includes any regulation or Rule for the time being in force under the statute, code or Law
(32) An expression	an expression used in a particular part or division of the Law that is given by that part or division a special meaning for the purposes of that part or division has, in any of these Rules that deals with the matter dealt with by that part or division, unless the contrary intention appears, the same meaning as in that part or division
(33) Headings	are inserted for convenience and do not affect the interpretation of these Rules
(34) Board Meeting Attendance	as mentioned in <u>Rule 23 (2)</u> means: when a member is elected or appointed to the Board their attendance at official Board meetings is expected to ensure the business of the Company can be discharged, if a Board Member does not attend such meetings for two (2) consecutive months, irrespective if the person has provided a written apology their position will be declared vacant and will be filled under <u>Rule 22</u> .

**The Pine Rivers A.H. & I. Association**

A company limited by guarantee not having a share capital

**2 NAME**

The name of the company is **The Pine Rivers A.H. & I. Association**, also known as The Pine Rivers Show Society.

**3 REPLACEABLE RULES**

This constitution displaces the Replaceable Rules

**4 OBJECTS**

The objects of the Company are:

- (1) To promote the development of the agricultural, horticultural and industrial resources of the Pine Rivers District in the State of Queensland and to hold an annual Show at the Showgrounds in Lawnton in the said State, or at another venue in the Pine Rivers District, as may from time to time be deemed suitable for the purpose and to also provide or contribute towards the provision of prizes, awards and distinctions for competitors at such shows.
- (2) To manage the Pine Rivers showground facility and to prepare, develop, improve and maintain such grounds for shows and other purposes deemed from time to time by the Board.
- (3) To manage, administer and promote the Pine River Showgrounds and its community.
- (4) To provide a home for various community organisations from time to time
- (5) To provide opportunity for community to access and utilise the facility and surrounds on offer

**5 POWERS**

- (1) Solely for the purpose of carrying out the objects in Rule 4 and not otherwise, the Company shall have all the powers of a person and any other powers of a company under the Law. Without limiting the foregoing, the Company has power to act as trustee or any trust or fund which may be established in furtherance of the Company's objects.

**6 APPLICATION OF INCOME AND PROPERTY**

- (1) The income and property of the Company shall be applied solely towards the promotion of the objects of the Company and no portion shall be paid or transferred directly or indirectly by way of bonus, dividend or otherwise by way of profit to the Members of the Company provided that nothing prevents the payment in good faith of:
  - (a) reimbursement of out-of-pocket expenses to any of the Directors, officers or employees of the Company or to any Member of the Company for expenses incurred in the conduct of services rendered to the Company; receipts for expenses incurred must be supplied to the Company for any entitlement to reimbursement to arise;
  - (b) remuneration to any Director or Member of the Company in return for any services actually rendered to the Company or for goods supplied in the ordinary and usual course of business; and
  - (c) a financial benefit to a Director to which section 211(2) of the Law refers or payment of an insurance premium in respect of a contract insuring a Director to which section 212(1) of the Law refers.

**7 AMALGAMATION**

- (1) In furtherance of the objects and purposes of the Company, the Company may amalgamate with any one or more organisations having objects similar to those of the Company and which shall prohibit the distribution of its or their income and property amongst its or their Members to an extent at least as great as that imposed upon the Company.

## 8 WINDING UP OR DISSOLUTION

- (1) Every Member of the Company undertakes to contribute to the assets of the Company in the event of its being wound up while that Member is a Member or within one (1) year afterwards for payment of the debts and liabilities of the Company contracted before that person ceases to be a Member and the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves provided that the amount that may be required from any Member shall not exceed \$20.
- (2) If upon the winding up or dissolution of the Company there remains, after the satisfaction of all debts and liabilities, any property at all then such property shall not be paid to or distributed among the Members of the Company but shall be given or transferred to some other organisation having objects similar to those of the Company and which shall prohibit the distribution of its or their income and property among its or their Members.
- (3) The liability of the Members is limited.

## 9 CLASSES OF MEMBERS

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

- 1) Full Member
- 2) Club Member
- 3) Show Volunteer Member
- 4) Life Member

- (1) **FULL MEMBERS** shall be any persons who support the objectives of the Company or who Volunteers their services as described in Rule 1 (19) on payment of the subscription or such other sum as may nominate time to time by the Board of Directors and or declared upon the Company at any General Meeting.

**Full Members shall be:-**

- (a) subject to the provisions of these Rules
- (b) when participating in activities provided by the Company subject to the rules stipulated by the Company
- (c) members over the age of eighteen (18) years on payment of their membership and activity fees, shall be entitled to one vote
- (d) members under the age of eighteen (18) years on payment of their membership and activity fees shall be entitled to one vote per family by a parent or legal guardian over the age of eighteen (18) years.
- (e) A full member as defined in subclause (c) shall be entitled to hold office or otherwise take part in the management of the Company and all privileges connected therewith.
- (f) A full member as defined in subclause (d) parent or legal guardian is entitled to hold office or otherwise take part in the management of the Company and all privileges connected therewith.
- (g) An Official Volunteer of the Company as described in Rule 1 (19) shall be exempt from the payment of membership fees

Full Members shall be unlimited.

- (2) **CLUB MEMBERS:** An incorporated body who actively participates at the Show and or on site and whose objectives promote opportunities for the local Pine Rivers and surround communities and on approval of its application and on payment of the subscription or such other sum as may be determined from time to time by the Board.

**A Club Member shall be:**

- (a) subject to the provisions of these Rules and the signed Membership Agreement
- (b) provided the use of Member services at the cost specified from time to time by the Board

- (c) on payment of their fees, entitled to one (1) vote if the member club is a compliant legal identity as described in Rule 1 (22).

The Club Members number shall be limited. This number shall be determined from time to time by the Board of Directors or the Members at a General Meeting of the Company.

- (3) **SHOW VOLUNTEER MEMBERS** shall be a person who are not a full member, parent or legal guardian of a full member who serves as a official show day volunteer on agreement to provide volunteer services and payment of the subscription or such other sum as may nominate time to time by the Board of Directors and or declared upon the Company at any General Meeting.

**Show Volunteer Member shall be:-**

- (a) be subject to the provisions of these Rules
- (b) entitled to show day entry fee reductions determined by the Board of Directors from time to time
- (c) not entitled to vote at General Meetings of the Company
- (d) afforded entitlements offered by the Board of Directors from time to time

The Volunteer Members shall be unlimited.

- (4) **LIFE MEMBER:** shall be a person who has provided meritorious services to the Company and meets the criteria as set by the Company and whose nomination has been passed by the Board of Directors at a Board Meeting which should be held in September each year. All financial members are able to nominate other members to the Board for consideration.

**Life Members shall be:**

- (a) subject to the provisions of these Rules
- (b) exempt from the payment of membership fees
- (c) will be entitled to vote at a General Meeting if the life member is an active participant as described in Rule 1 (25) in company activities, but if the life member is a non-active member within the Company, they will be entitled to speak at General Meetings of the Company but not entitled to vote
- (d) entitled to hold office or otherwise take part in the management of the Company and shall be entitled to all privileges connected therewith.

The Life Members numbers shall be limited to a number such as decided by the Board from time to time. There is no requirement to issue life memberships every year .

## 10 FEES AND CHARGES

- (1) The membership fee as mentioned in Rule 1 (16):
- (a) is the amount decided by the members from time to time at a General Meeting; and
- (b) is payable when, and in the way, the Board of Directors decides.
- (2) Activity Fees and Charges (Registration) as mentioned in Rule 1 (17):
- (a) is the amount decided by the Board of Directors from time to time and
- (b) is payable when, and in the way, the Board of Directors decides.

## 11 ADMISSION AND REJECTION OF NEW MEMBERS

- (1) The Board of Directors must consider an application for membership at the next Board of Directors Meeting held after it receives the application for membership and fees.
- (2) Such persons or bodies as may be admitted to membership in accordance with the Rules shall be entered in the Register and shall be Members of the Company unless and until such membership is terminated by virtue of any of the powers contained in these Rules.
- (3) Every applicant for membership shall apply in such form and manner and to such person or Committee as the Board of Directors may from time to time prescribe.



- (4) The applicant shall agree that if admitted as a Member he or she or it will be bound by the provisions of the Rules of the Company and of the by-laws and pronouncements of the Board of Directors then in force or which may from time to time be in force.
- (5) The person or Committee specified by the Board of Directors under subrule (2) may in its discretion and without being required to assign any reason reject any application for admission to membership of the Company.
- (6) Upon acceptance or rejection of an application for membership, the Secretary shall give the applicant notice in writing of the Board's acceptance or rejection. If an application is rejected, the Secretary will return the membership fee to the applicant together with notice of the rejection.
- (7) The Secretary must issue a certificate of membership on payment of any required fee, to the required classes of membership determined by the Board of Directors from time to time.

## 12 WHEN MEMBERSHIP ENDS

- (1) A person shall cease to be a Member if:
  - (a) he or she dies or;
  - (b) he or she resigns;
  - (c) in the case of a person admitted as a Company Member on behalf of an unincorporated body, he or she has his or her authority to represent the Company Member revoked if revocation of the authority has been notified to the Secretary in writing;
  - (d) he or she is adjudicated bankrupt or enters into a deed of arrangement or assigns his or her estate for the benefit of his or her creditors;
  - (e) he or she is incapable of continuing to act as a Member due to physical or mental incapacity with "mental incapacity" being as defined under any legislation relating to mental health;
  - (g) he or she is convicted of an indictable offence and the rehabilitation period has not expired;
  - (h) he or she ceases to be eligible for admission to the class of membership in which he or she was admitted;
  - (i) he or she is found by the Board of Directors to have failed to comply with these Rules and any regulations or by-laws of the Company; or
  - (j) he or she is excluded by the Members of the Company, whether or not on the recommendation of the Board, by the passing of an ordinary resolution as defined in Rule 1 (27) in general meeting that he or she be excluded from the Company.
- (2) A body admitted to membership shall cease to be a Member if it:
  - (a) resigns;
  - (b) has a liquidator, provisional liquidator, receiver, receiver and manager or official manager or Administrator appointed to it;
  - (c) resolves to wind-up or is subject to an order to wind-up;
  - (d) enters into a scheme of arrangement with its creditors or otherwise compromises or compounds with its creditors;
  - (e) is found by the Board of Directors to have failed to comply with these Rules and any regulations or by-laws of the Company;
  - (f) is excluded by the Members of the Company (whether or not on the recommendation of the Board) by the passing of an ordinary resolution as defined in Rule 1 (27) in a general meeting that it be excluded from the Company; or
  - (g) is in arrears of membership fees for more than three (3) months without just cause having been demonstrated to the satisfaction of the Board.
- (3) If the member or body withdraws from the Company, they must pay all outstanding membership, activity fees, and any other money due to the Company.

## 13 APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

- (1) An applicant whose application is rejected may, within one (1) month of receiving written notice as provided for in Rule 11, lodge with the Secretary written notice of their intention to appeal against the decision of the Board.
- (2) Upon receipt of a notification of intention to appeal against rejection of membership the Secretary shall convene, within three (3) months of the date of receipt by the Secretary of such notice, a meeting of the Board of Directors to determine the appeal.
- (3) A person may not have a legal representative or any other individual to speak or act on their behalf at any meeting of the Directors of the Company and or a General Meeting to decide an appeal against rejection or termination of membership
- (4) The appeal shall be determined by the vote of the Directors present at such meeting and shall be final, unless 75% of the Directors of the Company present determine an appeal against a members rejection or termination is to be presented to members for decision.

#### **14 GENERAL MEETING TO DECIDE APPEAL**

If 75% of the Directors of the Company determine an appeal against a members rejection or termination is to be presented to members for decision the following rules will apply:

- (1) The General Meeting to decide an appeal must be held within three (3) months after the Secretary receives the notice of intention to appeal.
- (2) The Secretary shall give every Member to be excluded from membership under Rules 12 (1) (j) or 12 (2) (f) a statement outlining the reasons for their proposed exclusion at least 28 days prior to a general meeting being convened for that purpose.
- (3) At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
- (4) Also, the Board of Directors and the members of the Board of Directors who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.
- (5) An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.

#### **15 RESIGNATION OF MEMBERS**

- (1) Any Member may resign from the Company at any time by giving his or her written resignation to the Secretary. The resignation shall take effect at the time the written resignation is received unless a later date is specified in the notice when it shall take effect on that later date.

#### **16 RIGHTS OF MEMBERS**

- (1) A right, privilege or obligation of a person by reason of membership:
  - (a) is not capable of being transferred or transmitted to another person or Body; and
  - (b) terminates upon the cessation of membership, whether by death, resignation or otherwise.

#### **17 REGISTER OF MEMBERS**

- (1) The Board of Directors must keep a register of members in accordance with the Law.

#### **18 PROHIBITION ON USE OF INFORMATION ON REGISTER OF MEMBERS**

- (1) A member of the Company must not:
  - (a) use information obtained from the register of members of the Company to contact, or send material to, another member of the Company for the purpose of advertising for political, religious, charitable or commercial purposes; or

(b) 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 Company for the purpose of advertising for political, religious, charitable or commercial purposes.

(2) Subrule (1) does not apply if the use or disclosure of the information is approved by the Company.

## 19 PATRON

(1) The Company may from time to time appoint and remove a patron or patrons of the Company.

## 20 MEMBERSHIP OF BOARD

(1) The Company shall be Managed by a Board of Directors comprising of a minimum of five (5) and a maximum of eight (8). The Board of Directors of the Company shall consist of:

- (1) President
- (2) Vice President
- (3) Company Secretary (Appointed Administrator)
- (4) Treasurer
- (5) General Director
- (6) General Director
- (7) General Director
- (8) Grounds and Facility Director

General Directors may not be appointed by the Board.

- (2) A member of the Board of Directors must satisfy the requirements of Rule 21 (2).
- (3) The Office Bearers of the Company shall be positions one (1), three (3), and four (4).
- (4) At each Annual General Meeting (AGM) of the Company, the members of the Board of Directors must retire from office in line with Sub rule (5) and are eligible, on nomination, for re-election in line with Sub rule (6).
- (5) At the Annual General Meeting of the Company the members of the Board of Directors shall on even years retire from office all persons holding even numbered positions and on odd years retire all persons holding odd numbered positions but shall be eligible upon nomination for re-election subject to Sub rule (6) and Sub rule (7).
- (6) Removed as approved by ASIC 2016
- (7) A member of the Company may be appointed to a casual vacancy on the Board of Directors under Rule 22(1).

## 21 ELECTING DIRECTORS OF THE BOARD

The election of Directors shall be conducted as follows:

- (1) Any two (2) Financial Members of the Company at the time of the nomination may nominate another member who is the “**candidate**”, not in conflict with Rule 20 (4) and or Sub rule 2, to stand as a Director of the Board.
- (2) A person may be a candidate only if the person:
  - (a) is a natural person;
  - (b) is an adult over the age of 18 (eighteen) years; and
  - (c) is a member of the Company as defined in these rules.
- (3) All nominations for Directors are to be in writing and in the hands of the Secretary fourteen (14) days prior to the Annual General Meeting; and
- (4) All candidates will be required to indicate in writing their ability to meet the skills, tasks and time required for the applied position as defined by the Company's Position Statements. All prospective

candidates will be required to complete the Board's Position Statement nomination form and have it signed by the candidate and the two (2) nominees as mentioned in Rule 1 (26);

- (5) Candidates' application forms must be posted in a conspicuous place in the office, on the web or usual place of meeting of the Company for at least seven (7) days immediately preceding the Annual General Meeting;
- (6) Each member of the Company present and eligible to vote at the Annual General Meeting may vote by Ballot for (1) candidate for each vacant position on the Board;
- (7) In the absence of any valid written nominations, candidates may be called or accepted from the floor of the Annual General Meeting. Those nominating from the floor will be required to verbally provide the members with the evidence of their ability to meet skills, tasks and time required for the specified position as defined by the Board's Position Statements. The members present and eligible to vote may vote by Ballot to accept or reject the candidate's nomination based on the information provided by the candidate;
- (8) If any position has only one (1) candidate, the members present and eligible to vote will vote by Ballot to accept or reject the nomination based on the Candidate's ability to meet the Position Statement duties, if it is known. If the candidate's nomination has been rejected the position shall remain vacant until a suitable volunteer can be found under Rule 22, or the Company has the ability to buy in the services of skilled personnel;
- (9) Balloting lists shall be prepared for all vacant positions, containing the names of the accepted candidates in alphabetical order for each position and each voting member present at the Annual General Meeting shall be entitled to vote;
- (10) If after a vote has been conducted and candidates for one (1) position remains tied and deadlocked, the members present and entitled to vote will vote by Ballot to accept or reject both candidates;
- (11) If both candidates are accepted the number of Committee members may be increased by one (1) additional position until such time as the position is up for re-election as defined in Rule 20 (4);
- (12) If rejected, then the position shall remain vacant until a suitable volunteer can be found under Rule 22 (1) or that the Company has the ability to buy in the services of skilled personnel.

## 22 VACANCIES ON BOARD

- (1) If a casual vacancy happens on the Board, the continuing members of the Board of Directors may appoint another member of the Company to fill the vacancy in line with Rule 21 until the next Annual General Meeting.
- (2) The continuing members of the Board of Directors may act despite a casual vacancy on the Board.
- (3) However, if the number of Board of Directors members is less than the number fixed under Rule 28 (1) as a quorum of the Board, the continuing members may act only to:
  - (a) increase the number of Board of Directors members to the number required for a quorum; or
  - (b) call a General Meeting of the Company.

## 23 CESSATION OF MEMBERSHIP OF THE BOARD

- (1) A Director shall cease to be a Director and his or her position as Director shall become vacant accordingly if:
  - (a) he or she dies;
  - (b) he or she retires or resigns his or her position by notice in writing to the Secretary;
  - (c) without permission of the Board, he or she fails to attend three (3) consecutive meetings of the Board;
  - (d) he or she is adjudicated bankrupt or enters into a deed of arrangement or assigns his or her estate for the benefit of his or her creditors;
  - (e) he or she is incapable of continuing to act as a Director due to physical or mental incapacity with "mental incapacity" being as defined under any legislation relating to mental health;

- (f) he or she is convicted of an indictable offence and the rehabilitation period has not expired;
  - (g) he or she fails to comply with these Rules or any regulations or by-laws of the Company;
  - (h) he or she fails to deliver their position responsibilities as stipulated in the Company Position Descriptions and Operational Tasks Sheets as defined in Rule 1 (3)
  - (i) he or she is excluded from the Board of Directors by the Members of the Company, whether or not on the recommendation of the Board.
- (2) If it is proven a Director is unable to deliver their position responsibilities as stipulated in the organisation Position Descriptions and Operational Tasks Sheets as defined in Rule 1 (3) or if they fail to attend official meetings of the Management Committee as described in Rule 1(25), may be removed from their elected position but retain a Directorship in a more suitable position and/or portfolio until the next General Meeting of the Company.

## 24 NOTICE OF PROPOSED EXCLUSION OF DIRECTORS

Notwithstanding anything to the contrary:

- (1) The Directors shall not be required to give notice of any meeting convened for the purpose of expelling a Director under Rules 23 (f), 23 (h) or 23 (i) to the Director who is the subject of the meeting.
- (2) The Directors may meet for the purposes of making a recommendation to the Members to exclude a Director under Rules 23 (f), 23 (h) or 23 (i), without the Director who is sought to be expelled being present.
- (3) If the Directors determine that the Director should be expelled from the Board of Directors under Rules 23 (f), 23 (h) or 23 (i) then the Directors shall convene a Board of Directors meeting and give the Director two (2) months' notice in writing sent to him or her of the Board of Directors meeting and such notice shall contain a draft of the proposed resolution to be put to the Members and a statement outlining the reasons for proposing such resolution and such Director may attend the Board of Directors meeting and shall be given the opportunity to place before the Board of Directors orally and in writing any explanation or defence he or she may think fit but shall not be entitled to vote on the resolution.

## 25 COMPLIANCE WITH RULES

- (1) Each Director shall be deemed to have agreed to be bound by these Rules and any regulations and by-laws as may be made from time to time by the Board.

## 26 MEETINGS OF BOARD

- (1) Subject to this Rule, the Board of Directors may meet and conduct its proceedings as it considers appropriate.
- (2) The Board of Directors must meet at least four (4) times a year to exercise its functions.
- (3) The Board of Directors must decide how a meeting is to be called.
- (4) Notice of a meeting is to be given in the way decided by the Board.
- (5) The Board of Directors may hold meetings, or permit a Board of Directors member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (6) A Board of Directors member who participates in the meeting as mentioned in Sub rule (5) is taken to be present at the meeting.
- (7) The President is to preside as Chairperson at every meeting of the Board.
- (8) If there is no Chairperson or the Chairperson is not present at any meeting within 15 (fifteen) minutes after the time appointed for the holding of such meeting or is unwilling to act, the Vice President shall be Chairperson or if the Vice President is not present at the meeting then the Directors may choose one of their number to be Chairperson of the meeting.

- (9) Subject to Rule 24, each Director present shall be entitled to one (1) vote on any question arising at any meeting of the Board.
- (10) A question arising at a Board of Directors Meeting is to be decided by a majority vote of members of the Board of Directors present at the meeting and, if the votes are equal, the motion, matter or resolution shall be determined to be defeated.
- (11) A member of the Board of Directors must not vote on a question about a contract or proposed contract with the Company if the member has an interest in the contract or proposed contract and, if the member does vote, the member's vote must not be counted.
- (12) Once an actual, potential or perceived conflict of interest is identified, it must be entered into the Pine Rivers A.H. & I. Association's register of interests, as well as being raised with the Board of Directors.

The register of interests must be maintained by the Company Secretary. The register must record information related to the conflict of interest (including the nature and extent of the conflict of interest and any steps taken to address it).

## **27 RESOLUTIONS OF BOARD OF DIRECTORS WITHOUT MEETING**

- (1) A resolution in writing signed by all Directors shall be as valid and effective as if it had been passed at a meeting of the Board of Directors duly called and constituted.
- (2) Any such resolution may consist of several documents in like form each signed by one (1) or more Directors.
- (3) Any such resolution shall take effect upon the last signature of the Directors.

## **28 QUORUM FOR BOARD OF DIRECTORS MEETING**

- (1) A quorum shall consist of at least four (4) Directors and no business shall be transacted at any meeting of the Board of Directors unless a quorum is present at the commencement of the meeting.
- (2) If a quorum cannot be achieved, the continuing members may act as required under Rule 22 (3).

## **29 SPECIAL MEETING OF BOARD**

- (1) The Chairperson or any two (2) Directors may requisition a special meeting of the Board of Directors at any time whereupon the Secretary shall convene a meeting of the Board.
- (2) If the Secretary is unable or unwilling to call the special meeting, the Chairperson must call the meeting.
- (3) Except as provided in Rule 24, at least fourteen (14) days' notice of the time and place of a special meeting of the Board of Directors shall be given in writing to every Director as determined under Rule 26 (4).
- (4) The business of the meeting need not be specified in the notice and the accidental omission to give notice or the non-receipt of any such notice by any of the Directors shall not invalidate any resolution passed at any such meeting.

## **30 MINUTES OF BOARD OF DIRECTORS MEETINGS**

- (1) The Secretary shall cause minutes to be duly entered in the books provided for the purpose of recording:
  - (a) all elections of Directors of the Board;
  - (b) the names of the persons present at each meeting of the Board of Directors and general meeting;
  - (c) all resolutions and proceedings of each meeting of the Board of Directors and general meeting;
  - (d) all resolutions and recommendations of any Committees appointed by the Board.

- (2) For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every meeting of the Board of Directors or general meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding Board of Directors meeting verifying their accuracy.
- (3) The minute book for general meetings shall be open to the inspection by any Member of the Company who applies to the Secretary for such inspection.

### 31 TRANSACTIONS WITH DIRECTORS

- (1) Directors shall not receive any salary or dividend for their services as Directors. By resolution of the Board, a reasonable sum for expenses (if any) may be allowed for attendance by a Director at each general meeting of the Company or meeting of Directors.
- (2) A Director shall not be at liberty to enter into any contract for goods with the Company either as vendor, purchaser or otherwise for a reward or remuneration provided that if a Director or Administrator becomes aware of a direct or indirect interest in any such contract with the Company, he or she shall disclose the same to the Board of Directors at or prior to the meeting of the Board of Directors at which the contract is considered and provided that he or she shall not, unless invited by the Board of Directors to do so, take part in any discussion or debate and shall not vote on any resolution relating to any such contract.
- (3) Sub rule (2) does not preclude a Director from contracting with the Company for the provision of services.
- (4) Once an actual, potential or perceived conflict of interest is identified, it must be entered into the Pine Rivers A.H. & I. Association's register of interests, as well as being raised with the Board of Directors.

The register of interests must be maintained by the Company Secretary. The register must record information related to the conflict of interest (including the nature and extent of the conflict of interest and any steps taken to address it).

### 32 FUNCTIONS OF BOARD

- (1) Subject to the Law and to any other provision of these Rules, the Board:
  - (a) shall have the general control and management of the administration of the affairs, property and funds of the Company; and
  - (b) may exercise all such powers of the Company as are not, by the Law or by these Rules, required to be exercised by the Company in general meeting.
- (2) The Board of Directors may exercise the powers of the Company to:
  - (a) borrow or raise or secure the payment of money in such manner as the Members of the Board of Directors may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Company in any way;
  - (b) charge any property or business of the Company;
  - (c) issue debentures or give any other security for a debt, liability or obligation of the Company or of any other person or body corporate;
  - (d) invest in such manner as the Board of Directors may from time to time determine;
  - (e) make, amend or repeal by-laws or regulations, not inconsistent with these Rules for the general conduct and management of the Company and the business of the Board of Directors provided that any by-law may be set aside by a general meeting of Members;
  - (f) appoint, employ, remove or suspend such employees, contractors, agents, consultants and other persons as may be necessary or convenient for the purposes to or from the Company on such terms and conditions as shall be determined by the Board; and

- (g) enter into any trust arrangements with a trustee, corporate or otherwise, for the purpose of creating a trust fund or funds.

### **33 DUTIES AND RESPONSIBILITIES**

#### **(1) The duty of the Company to the Directors of the Company**

Shall be to:

- (a) ensure all individual Board of Directors personnel are compensated for the costs associated with completing their duties in accordance with the 'Company's Reimbursement Policy and Procedures'.
- (b) provide the support and training required to complete the tasks required of their position according to the Company's 'Volunteer' policies and procedures by ensuring that all Board of Directors personnel receive appropriate:
  - (i) 'Board of Directors Induction Training' prior to the commencement of their duties; and
  - (ii) 'Board of Directors Task Sheet'; and
  - (iii) 'Education and/or training' required to complete their tasks or position requirements at the Company's expense.

#### **(2) The duties of the Board of Directors of Directors to the Company**

Shall be to:

- (a) continue to develop the Company by implementing modern, efficient and effective administration, management and financial practices that support the longevity of the Company
- (b) continue to develop administration policies and procedures that support the delivery and development of the Company in Queensland
- (b) effectively and efficiently deliver their responsibilities as stipulated under their Position Statements and Operational Task Sheets
- (c) attend meetings, actively and constructively participate in the discussions and decision making process and know that non-attendance or disruptive behaviour may result in disciplinary action or expulsion
- (d) provide members with the support they require to develop within the constraints of the Company's financial and human capacity
- (e) not dismiss or disregard lightly the concepts, issues or advice provided, raised or presented by members
- (f) ensure that the differences and variances in usage and volunteer contributions are reflected in the members' affiliation fee/s and charges.

#### **(3) The duties of the Board of Directors to the Company Workforce Paid and/or Volunteer**

The duty to Staff shall be to:

- (a) undertake ongoing recruitment to ensure there are appropriately qualified and motivated personnel with sufficient time to fulfil all paid positions in the Association.
- (b) place staff based on experience, skills and/or their potential to develop the skills
- (c) provide staff with a document that clarifies the requirements of the paid position such as length of tenure, hours, entitlements, line manager, reporting process, communication requirements, review process and
- (d) provide all staff with a Position Description, Task sheet and Codes of Conduct and Behaviour.

The duty to Volunteers shall be to

- (e) undertake ongoing recruitment to ensure there are appropriately qualified and motivated personnel with sufficient time to fulfil all volunteer positions in the Association
- (f) place Association volunteers based on experience, skills and/or their potential to develop the skills in order that no volunteer is placed knowingly in a position or given a task that is beyond



his or her known capabilities unless adequate support is provided. If the skills cannot be obtained or supported, the volunteer shall be removed from the position or task with the option of being redeployed to a new position or task that better suits their situation and ability.

- (g) If the skills cannot be obtained or supported, the volunteer shall be removed from the position or task with the option of being redeployed to a new position or task that better suits their situation and ability
- (h) ensure that all operational and general volunteers on duty throughout a twelve month cycle are rested from all voluntary duties within or for the Company for a period of not less than one (1) year after six (6) consecutive years continuous service
- (i) ensure the needs of the Company's most valued resource, its volunteer workforce, are supported by modern volunteer policies, procedures, codes and practices
- (j) recognise and reward the commitment and contribution of the volunteers according to the Company's volunteer policies, procedures and industry standards
- (k) if the Company is unable to recruit personnel with the appropriate skills, time or commitment to key and/or highrisk positions, the Board of Directors will buy in the service/s at the members' cost.

**(4) The duty of Workforce Paid and/or Volunteer to the Company**

Shall be to:

- (a) effectively and efficiently deliver their roles and responsibilities as stipulated under their Position Statements and/or Operational Task Sheets
- (b) uphold the vision, values, goals, policies and procedures of the organisation
- (c) follow the rules of the Company, rules of the activity, codes of conduct and codes of behaviour, the Company and the rules of land owners and/or land managers
- (e) when representing the Company, do so in a manner that reflects and promotes the objectives of the Company
- (f) know the Company is empowered to set the standard and penalties for non-compliance.

**(5) The duty of the Board of Directors to Operational Groups/Individuals**

Shall be to:

- (a) provide the support required for the group and or individuals to achieve the objective/s set by the Board
- (b) provide the group and or individuals with realistic objectives.

**(6) The duty of Operational Groups/Individuals to the Board**

Shall be to:

- (a) contribute to the development the Company, (insert)s and technical personnel
- (b) provide the Board of Directors with realistic options for consideration within the timeframe and in the format required by the Board of Directors
- (c) operate according to the roles, responsibilities and procedures established by the Board
- (d) know the Company is empowered to set the standard and penalties for non-compliance.

**(7) The duty of Member Clubs to the Company**

Shall be to:

- (a) notify the Secretary of the Company of any change in the particulars given on the application form within fourteen (14) days of the change occurring
- (b) sign and operate within the confines of the Club Membership Agreement
- (c) provide two (2) Club Committee Members of which one (1) member must be an executive member of the Club's Board of Directors to represent the Club and/or provide two (2) Club representatives empowered to make decisions on behalf of your organisation if they are compliant with Rule 9

- (d) attend meetings, actively and constructively participate in the discussions and decision making process and know that non-attendance or disruptive or disrespectful behaviour may result in individual and/or Company disciplinary action or expulsion
- (e) follow the rules of the Company, management, administration, processes, policies and procedures, rules of the Company, Code of Conduct and Codes of Behaviour of the Company, and its representatives, land owners and/or land managers
- (f) be responsible for the actions of your organisation's members and those visitors attending or participating in the Company's activities and or events
- (g) know the Company is empowered to set the standard and penalties for non-compliance.

**(8) The duty of all Members, Visitors, Patrons to the Company**

Shall be to:

- (a) follow the rules of the Company, rules of the activity, codes of conduct and codes of behaviour of the Company, the Company and land owners and/or land managers
- (b) when representing the Company, do so in a manner that reflects and promotes the objectives of the Company
- (c) know the Company is empowered to set the standard and penalties for non-compliance.

**34 APPOINTMENT OF OPERATION GROUPS**

- (1) The Board of Directors may appoint a group consisting of members of the Company considered appropriate by the Board of Directors to help with the conduct of the Company's operations.
- (2) The Board of Directors will determine the manner in which the group will operate and report from time to time.

**35 ANNUAL GENERAL MEETINGS (AGM)**

- (1) Subject to the Law, the annual general meetings of the Company shall be held in each year at such time and place or by such other lawful means or combination of means of communication as the Board of Directors may determine.

**36 BUSINESS TO BE CONDUCTED AT ANNUAL GENERAL MEETING**

The business of the annual general meeting shall be:

- (1) to confirm minutes of the previous annual general meeting and of any extraordinary general meeting held during the preceding year;
- (2) to receive the annual reports;
- (3) to receive the auditor's report;
- (4) to receive the accounts;
- (5) to appoint an auditor (if an auditor is required);
- (6) to elect the Directors;
- (7) to fix membership fees;
- (8) to appoint and/or remove a patron or patrons; and
- (9) to consider any other business the general nature of which shall have been specified in the notice convening the meeting or which the Chairperson of the meeting permits to be brought before the meeting, including declaring the results of any postal ballot.

**37 NOTICE OF ANNUAL GENERAL MEETING AND GENERAL MEETINGS**

- (1) The Secretary may call a General Meeting of the Company.
- (2) The Secretary must give at least fourteen (14) days' notice of the meeting.
- (3) If the Secretary is unable or unwilling to call the meeting, the President must call the meeting.
- (4) The Board of Directors may decide the way in which the notice must be given.

- (5) However, notice of the following meetings must be given in writing:
  - (a) a meeting called to hear and decide the appeal of a person against the Board's decision—
    - (i) to reject the person's application for membership of the Company; or
    - (ii) to terminate the person's membership of the Company
  - (b) a meeting called to hear and decide a proposed special resolution of the Company.
- (6) A notice of a General Meeting must state the business to be conducted at the meeting.

### **38 QUORUM FOR, AND ADJOURNMENT OF, ALL GENERAL MEETINGS**

- (1) The quorum for a General Meeting is 10 (ten) members present and eligible to vote.
- (2) No business may be conducted at a General Meeting unless there is a quorum of members when the meeting proceeds to business.
- (3) If there is no quorum within one (1) hour after the time fixed for a General Meeting called on the request of members of the Board of Directors or the Company, the meeting lapses.
- (4) In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board of Directors may determine, and if at the adjourned meeting a quorum is not present within one (1) hour from the time appointed for the meeting, the members present shall be a quorum.
- (5) The Chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- (6) If a meeting is adjourned under sub rule (4), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (7) The Secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least thirty (30) days.
- (8) If a meeting is adjourned for at least thirty (30) days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

### **39 PROCEDURE AT GENERAL MEETING**

- (1) A member may take part and vote in a General Meeting in person, or by using any technology as described in Rule 1 (24) that reasonably allows the member to hear and take part in discussions as they happen.
- (2) A member who participates in a meeting as mentioned in sub rule (1) is taken to be present at the meeting.
- (3) At each General Meeting the Chairperson shall preside as Chairperson at every general meeting unless the Board of Directors appoints a person who is not a Director of the Company as Chairperson by giving notice of such appointment to the Members in the notice convening the general meeting;
- (4) If there is no Chairperson or if the Chairperson is not present within 15 (fifteen) minutes after the time fixed for the meeting or is unwilling to act, the members of the Company present and eligible to vote must elect one (1) of their number to be Chairperson of the meeting; and
- (5) The Chairperson must conduct the meeting in a proper and orderly way; and
- (6) Accordingly members must conduct their manner and behaviour properly and according to the direction of the Chairperson and the majority of members' wishes.

### **40 VOTING AT AGM OR GENERAL MEETING OF THE ASSOCIATION**

- (1) At a General Meeting, each question, matter or ordinary resolution, must be decided by a majority of votes while a special resolution as defined in Rule 1 (28) must be decided by a 75% of votes of the members present and eligible to vote.

- (2) Each member present and eligible to vote under these rules is entitled to one (1) vote and, if the votes are equal, the motion, matter, or resolution shall be determined to retain the status quo.
- (3) A member is not entitled to vote at a General Meeting if the member's annual subscription is in arrears at the date of the meeting or if they are not a compliant legal identity as mentioned in Rule 9 (1)(d).
- (4) The method of voting or speaking to matters is to be decided by the Board.
- (5) However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- (6) If a secret ballot is held, the Chairperson must appoint two (2) members to conduct the secret ballot in the way the Chairperson decides.
- (7) The result of a secret ballot as declared by the Chairperson is taken to be a resolution of the meeting at which the ballot was held. After the ballot results are announced, any member present at the AGM may request a recount. If a recount is requested by a member, then two new scrutineers must be chosen and the recount done. At the end of the AGM the ballot papers will be destroyed by the Board on the night of the AGM.
- (8) A declaration by the Chairperson of the meeting that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the minute book of the Company shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against such resolution.
- (9) In the case of any dispute as to the admission or rejection of a vote, the Chairperson of the meeting shall determine the dispute and such determination made in good faith shall be final and conclusive.

#### 41 SPECIAL GENERAL MEETING

- (1) The Secretary must call a Special General Meeting by giving each member of the Company notice of the meeting within fourteen (14) days after:-
  - (a) being directed to call the meeting by the Board; or
  - (b) being given a written request signed by the President or any two (2) Directors or four (4) Members eligible to vote under Rule 9
  - (c) being given a written notice of an intention to appeal against the decision of the Board of Directors to reject an application for membership or to terminate a person's membership.
- (2) A request mentioned in sub rule (1) must state the reasons why such special general meeting is being convened and the nature of the business to be transacted at such meeting.
- (3) A Special General Meeting must be held within three (3) months after the Secretary:
  - (a) is directed to call the meeting by the Board; or
  - (b) is given the written request mentioned in sub rule (1) (b); or
  - (c) is given the written notice of an intention to appeal mentioned in Sub rule (1) (c).
- (4) If the Secretary is unable or unwilling to call the special meeting, the President must call the meeting.
- (5) All business that is transacted at a special general meeting shall, subject to the Law, these Rules or a decision of the Board, be special business.

#### 42 MINUTES OF GENERAL MEETINGS

- (1) The Secretary must ensure full and accurate minutes of all questions, matters, resolution as defined in Rules 1 (27) and (28) and other proceedings of each General Meeting are entered in a minute book.
- (2) To ensure the accuracy of the minutes:

- (a) 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
  - (b) 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 Company that is a General Meeting or Annual General Meeting, verifying their accuracy; and
  - (c) the minutes compiled by the Secretary and duly signed by the Chairperson authenticating their accuracy shall be deemed as the official minutes.
- (3) If asked by a member of the Company, the Secretary must, within 28 (twenty-eight) days after the request is made:
- (a) make the minute book for a particular General Meeting available for inspection by the member at a mutually agreed time and place; and
  - (b) give the member copies of the minutes of the meeting.
- (4) The Company may require the member to pay the reasonable costs of providing copies of the minutes.

#### **43 PROXY**

- (1) The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointor duly authorised in writing. A proxy must be a Member of the Company. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.
- (2) The instrument appointing a proxy to be on the Company's endorsed form.
- (3) The instrument appointing a proxy shall be deposited at the registered office of the Company or at such other place as is specified for that purpose in the notice convening the meeting, not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- (4) A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or unsoundness of mind of the principal, or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the Company at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.
- (5) No member of the company shall be permitted to hold more than two proxies for other members not present.

#### **44 BUSINESS TO BE CONDUCTED AT GENERAL MEMBERS MEETINGS**

- (1) A minimum of four (4) General Members meetings are to be conducted yearly.
- (2) The following business must be conducted at General Members Meetings of the Company:
  - (a) update members on all alterations to budget projection that may impact member or the financial status of the Company
  - (b) update members on all facility alterations and/or development that may impact the members and/or clubs
  - (b) raise and/or discuss all items requiring the Board's consideration or attention
  - (c) discuss the date, needs, requirements, process and policies for the future events and or shows

**45 INTERPRETATION OF RULES**

- (1) If any doubt shall arise as to the proper construction or meaning of any of these Rules or of any expression used therein the decision of the Board of Directors thereon shall be final and conclusive provided such decision be reduced to writing and recorded in the minute book of the proceedings of the Board.

**46 ALTERATION OF RULES**

- (1) These Rules, or any other Rules for the time being in force, may be altered, rescinded or repealed and new Rules may be made by special resolution passed by at least 75% of the votes cast by Members of the Company present in person and entitled to vote on the resolution in a general meeting in the manner prescribed by the Law. Nothing whether contained in the Rules for the time being in force or otherwise howsoever shall be construed as implying or creating any privilege, priority or right in favour of any Member so as to limit the power of the Company at any time to alter, rescind or repeal the same to make new Rules in their place.

**47 PUBLIC OFFICER**

- (1) The Secretary shall be the Public Officer as mentioned in Rule 1 (10) of the Company.

**48 COMPANY SEAL**

- (1) The Company may execute a document without a Seal in accordance with the Corporations Law.
- (2) The Directors may obtain and provide for the safe custody of a Seal.
- (3) The Seal shall only be used with the authority of the Board of Directors and every document to which the Seal is affixed shall be signed by the President and Secretary or any two (2) Directors appointed by a resolution of the Board of Directors to sign under Seal that document or a class of documents in which that document is included.

**49 INSPECTION OF RECORDS**

- (1) The accounting records and other documents of the Company will be open to the inspection of Directors during normal business hours.
- (2) Inspection by Members shall be determined by the Directors and Directors shall determine whether and to what extent and at what time and places and under what conditions the accounting records and other documents of the Company or any of them will be open for the inspection of Members other than Directors. A Member does not have the right to inspect any document of the Company except as provided by Law or authorised by the Directors or by the Company in general meeting.

**50 FUNDS AND ACCOUNTS**

- (1) The funds of the Company must be kept in an account in the name of the Company in a financial institution decided by the Board
- (2) All moneys when received on account of the Company shall be paid into the account or accounts of the Company at a financial institution decided by the Board.

Sections 3 (a), (b), 4 and 5 removed as approved by ASIC 2016

- (6) All amounts must be deposited in the financial institution account/s as soon as practicable after receipt.
- (7) Proper records of account shall be kept and maintained correctly recording the financial affairs of the Company and the particulars usually shown in records of accounts of a like nature.
- (8) The Board of Directors may authorise the operation of any accounts by way of electronic banking or funds transfers with its financial institution which it considers necessary and it may authorise any Director or Member of the Company not a family member as defined in Rule 1 (14) to sign or endorse any instrument required from time to time or authorise the operation of such accounts by electronic means in such manner as it may determine.

- (9) A payment by the Company of \$500 (five hundred dollars) or more must be made by cheque or electronic funds transfer.
- (a) A payment of \$10,000 or more must be preapproved by the Board. Ongoing utility charges do not need to be preapproved by the Board but must be ratified at the next board meeting.
- (10) All electronic funds transfers, bills of exchange, promissory notes or other negotiable instruments shall be accepted, made, drawn or endorsed on behalf of the Company by any two (2) Directors or officers not a family member as defined in [Rule 1 \(14\)](#) authorised to accept, make, draw or endorse electronic funds transfers, bills of exchange, promissory notes or other negotiable instruments on behalf of the Company from time to time by the Board of Directors or in such other manner as the Board of Directors determines.
- However, one (1) of the persons who signs the cheque or authorises the payment electronically must be the Chairperson, the Company Secretary or the Treasurer.
- (11) Cheques or other negotiable instruments paid to the financial institution of the Company for collection requiring the endorsement of the Company may be endorsed in such a manner as the Board of Directors determines.
- (12) The Board of Directors may authorise the operation of any imprest account with its financial institution which it considers necessary and it may authorise any Director or officer of the Company to sign or endorse any negotiable instrument drawn on such imprest account under such conditions as it may prescribe from time to time or authorise the operation of such imprest account in such other manner as it may determine.
- (13) All expenditure must be approved or ratified at a Board of Directors Meeting.

## 51 GENERAL FINANCIAL MATTERS

### (1) The duty of Board

Shall be:

- (a) The Board of Directors will set, administer and manage payment and payment compliancy utilising modern financial management practice.
- (b) Manage the Company under a user pays financial management system and ensure this system applies to all users irrespective of their membership status or usage.
- (c), (d) and (e) - removed as approved by ASIC
- (f) The income and property of the Company must be used solely in promoting the Company's objects and exercising the Company's powers.

### (2) The duty of Treasurer

Shall be to:

- (a) Provide a written financial statement at every official Board meeting  
– amended and approved by ASIC 2016
- (b) Removed as approved by ASIC 2016
- (c) on behalf of the Board, 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 in the manner required by Law as defined in [Rule 1 \(2\)](#).

## 52 AUDIT OF ACCOUNTS

- (1) The auditors of the Company shall be appointed by the Members and shall be qualified in accordance with the Law provided that no person who is a Director of the Company may be appointed auditor of the Company.

- (2) The accounts of the Company for each year ended 30 September shall be examined and reported on by one (1) or more auditors.
- (3) The auditors shall hold office until their successors are appointed and they shall be eligible for reappointment.
- (4) The Board of Directors shall fill any casual vacancy in the office of auditor but while any such vacancy continues the surviving or continuing auditor or auditors (if any) may act.
- (5) At each annual general meeting the accounts of the Company for the previous year ended 30 September shall be received and considered.

### 53 FINANCIAL YEAR

The end date of the Company's financial year is 30 September in each year.

### 54 INDEMNITY AND INSURANCE

- (1) To the extent permitted by the Law, the Company indemnifies every person who is or has been an officer of the Company and where the Board of Directors of Directors considers it appropriate to do so, any person who is or has been an officer of a related body corporate of the Company against any liability incurred by that person in his or her capacity as an officer of the Company or of the related body corporate (as the case may be).
- (2) In accordance with section 199A of the Law, the Company must not indemnify a person against:
  - (a) any of the following liabilities incurred as an officer of the Company:
    - (i) a liability owed to the Company or a related body corporate;
    - (ii) a liability for a pecuniary penalty order under section 1317G of the Law or a compensation order under section 1317H of the Law; or
    - (iii) a liability that is owed to someone other than the Company or a related body corporate and did not arise out of conduct in good faith; or
  - (b) legal costs incurred in defending an action for a liability incurred as an officer of the Company if the costs are incurred:
    - (i) in defending or resisting proceedings in which the person is found to have a liability for which they could not be indemnified under sub rule (2)(a);
    - (ii) in defending or resisting criminal proceedings in which the person is found guilty;
    - (iii) in defending or resisting proceedings brought by the Australian Securities and Investments Commission or a liquidator for a court order if the grounds for making the order are found by the Court to have been established; or
    - (iv) in connection with proceedings for relief to the person under the Law in which the Court denies the relief.

sub rule (2)(b)(iii) does not apply to costs incurred in responding to actions taken by the Australian Securities and Investments Commission or a liquidator as part of an investigation before commencing proceedings for a court order.

  - (c) For the purposes of sub rule (2)(b) the outcome of proceedings is the outcome of the proceedings and any appeal in relation to the proceedings.
- (3) An officer must:
  - (a) give notice to the Company promptly on becoming aware of any Claim against the officer that may give rise to a right to be indemnified under sub rule (1);
  - (b) take such action as the Company reasonably requests to avoid, dispute, resist, appeal against, compromise or defend any Claim or any adjudication of a Claim;
  - (c) not make any admission of liability in respect of or settle any Claim without the prior written consent of the Company;
  - (d) allow the Company or its insurers to assume the conduct, negotiation or defence of any Claim and, on request by the Company, render all reasonable assistance and co-operation to the Company or its insurers in the conduct of any Claim, including giving the Company or its



insurers any document, authority or direction that the Company or its insurers may reasonably require for the prosecution or advancement of any counterclaim or cross-claim;

- (e) on request by the Company or its insurers, do everything necessary or desirable which the Company reasonably requests to enable the Company or its insurers (so far as it is possible) to be subrogated to and enjoy the benefits of the officer's rights in relation to any counterclaim or cross-claim or any claims against any third party and render such assistance as may be reasonably requested by the Company or its insurers for that purpose; and
  - (f) notify any Claim to an insurer or any other person who may be liable to indemnify the officer in respect of that Claim and promptly take all reasonable steps to enforce all the officer's rights against the insurer or other person.
- (4) In sub rule (3) Claim means:
- (a) any writ, summons, cross-claim, counterclaim, application or other originating legal or arbitral process against an officer as an officer of the Company;
  - (b) any hearing, complaint, inquiry, investigation, proceeding or application commenced or originating against an officer as an officer of the Company; or
  - (c) any written or oral demand or threat that might result in the officer reasonably believing that any such process, hearing, complaint, inquiry, investigation, proceeding or application referred to in sub rule (4)(a) or (4)(b) may be initiated.

## 55 INSURANCE

- (1) The Company may pay or agree to pay a premium in respect of a contract insuring a person who is or has been an officer of the Company or a related body corporate of the Company against any liability incurred by the person as an officer of the Company or a related body corporate except a liability (other than one for legal costs) arising out of:
  - (a) conduct involving a wilful breach of duty in relation to the Company; or
  - (b) a contravention of section 182 or 183 of the Law.
- (2) Despite anything in this constitution, a Director is not precluded from voting in respect of any contract or proposed contract of insurance, merely because the contract insures or would insure the Director against a liability incurred by the Director as an officer of the Company or of a related body corporate.
- (3) An officer of the Company is not liable for the Law, neglect or default of any other officer or for joining in any act or for any other loss, expense or damage which arises in the execution of the duties of his or her office unless it arises through his or her own negligence, default, breach of duty or breach of trust.

Meaning of "officer" for the purposes of sub rule (1), (2), (3) and (4) officer means a Director or Secretary of the Company.