



**THE UNIVERSITY OF  
QUEENSLAND CLUB INC**

**CONSTITUTION**

SEPTEMBER 2008



**The University of Queensland Club Inc**  
**RULES AND BY-LAWS**

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# **The University of Queensland Club Inc**

## **RULES**

### **1. Name**

The name of the incorporated association is The University of Queensland Club Inc (the Club).

### **2. Objects**

The Objects of the Club are to:

- 1) provide a social club of people who are or have been connected with the University of Queensland or any other university;
- 2) maintain and manage a club house and facilities of a high standard at The University of Queensland for the use of Members and their guests;
- 3) promote a supportive and close relationship between the University and the Club;
- 4) promote good fellowship among Members; and
- 5) operate for the benefit of Members.

### **3. Powers**

The Club has the powers of an individual. For the purposes of implementing and furthering its Objects, the Club may:

- 1) own and manage any funds and property associated with the operations of the Club;
- 2) subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Club provided that the Club shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its Members;
- 3) buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the Members of the Club or persons frequenting the Club's premises;

- 4) purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the Objects of the Club;
- 5) enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the Objects and the exercise of the powers of the Club; obtain from any such Government or Authority any rights, privileges and concessions which the Club may think it desirable to obtain; and carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- 6) appoint, employ, remove or suspend such managers and staff, including non-paid workers and other persons, as may be necessary or convenient for the purposes of the Club;
- 7) remunerate any persons or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the incorporated association, or in or about the incorporated association or promotion of the incorporated association or in the furtherance of its Objects;
- 8) subject to approval by Senate, construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Club's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
- 9) invest and deal with the money of the Club not immediately required;
- 10) take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate;
- 11) lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate;
- 12) borrow or raise money either alone or jointly with any other person or legal entity, in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as

aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated association's property or assets present or future and to purchase, redeem or pay-off any such securities;

- 13) draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- 14) sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Club;
- 15) take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Club's property of whatsoever kind sold by the Club, or any money due to the Club from purchasers and others;
- 16) take any gift of property whether subject to any special trust;
- 17) take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Club, in the shape of donations, annual subscriptions or otherwise;
- 18) print and publish any newspapers, periodicals, books or leaflets that the Club may think desirable;
- 19) amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Club and which shall prohibit the distribution of its or their income and property among its or their members;
- 20) purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Club is authorized to amalgamate;
- 21) transfer all or any part of the property, assets, liabilities and engagements of the Club to any one or more of the incorporated associations with which the Club is authorised to amalgamate;
- 22) arrange insurances covering Members for liability arising in the performance of their duties and those of the employees of the Club; and
- 23) do all such other things as are incidental or conducive to operating a licensed club and the attainment of the Objects and the exercise of the Powers of the Club.

## **4. Interpretation**

In these Rules:

- 1) The term “the Club” means The University of Queensland Club Inc.
- 2) The term “Member” means and includes any person elected or admitted to any class of membership of the Club.
- 3) The term “the University” means The University of Queensland.
- 4) The term “Senate” means the Senate or governing body of The University of Queensland.
- 5) The term “the Committee” means the Club Committee of the Club.
- 6) A reference to a statute, by-law, policy or document includes all amendments or supplements to, or replacements or novations of, that statute, by-law, policy or document.

## **5. Patron**

Members may elect a Patron for a term at the Annual General Meeting or a Special General Meeting in the event that the office is vacated or vacant prior to an Annual General Meeting. If the Patron so elected is not a Member of the Club at the time of election, the person is entitled to the privileges of a Member of the Club without payment of any entrance fee or subscription for the period the person elected remains as Patron.

## **6. Classes of Members**

- 1) The Membership of the Club consists of Ordinary Members and any of the following classes of Members which are unlimited:
  - a) Life Members;
  - b) Visiting Members;
  - c) Honorary Life Members.
- 2) The number of Ordinary Members is unlimited.
- 3) Members are not less than eighteen years of age.

## 7. Qualifications for membership

### 1) *Ordinary Members*

Eligibility for Ordinary Membership is open to graduates and staff of the University, people with a connection with the University, graduates of any other university and any person whom the Committee determines.

### 2) *Life Members*

The following persons are eligible for Life Membership.

Members who are retired and/or their spouses may take up Life Membership on the payment of a once-only subscription fee equivalent to five times the annual subscription that would otherwise be applicable. Life Members are entitled to all the rights of, and are subject to the rules applying to, Ordinary Members except that they are not liable for annual subscriptions.

### 3) *Visiting Members*

The privileges of Visiting Membership may be granted by the Club Committee as follows:

- a) to any member of a club of a kindred nature with which the Committee may from time to time make reciprocal arrangements or, for a period of up to six months, to any temporary visitor to Brisbane who is employed in a research or tertiary education institution;
- b) for a period not exceeding six months to distinguished visitors to the University; or
- c) for a period not exceeding four weeks to any delegate to or person attending a seminar, convention, congress, symposium, or similar gathering held at or by the University, and which, in the opinion of the Club Committee, is sponsored or approved by the University.

The General Manager or any member of the Club Committee may confer visiting membership under this Rule until the next Committee meeting at which such membership must be confirmed or discontinued.

Visiting Members, other than Honorary Life Members, may not vote for the election of a candidate, or take part in any Special or General Meeting, or in any other business of the Club.

The name of every person to whom the privilege of visiting membership is

granted under Rule 7(3) shall be entered in a book to be kept by the General Manager called the “Visiting Members’ Register”. If any Visiting Member be proposed for election as an Ordinary Member, their visiting membership under Rule 7(3) ceases.

The Club Committee may cancel a visiting membership at any time.

#### 4) *Honorary Life Members*

Any Member who has rendered valuable service to the Club may be elected an Honorary Life Member. The proposed Honorary Life Member shall be nominated and seconded by two Members who shall set out in writing the said valuable service of the proposed Honorary Life Member. The nomination shall be endorsed by at least 20 Members. The Club at the next General Meeting shall approve or reject such proposal and if approved by a majority the nominee will be an Honorary Life Member, and shall be entitled to all the privileges of the Club without payment of any fee or subscription.

There shall not be more than 30 Honorary Life Members at any time.

### **8. Application and election of Members**

- 1) Every candidate for Ordinary Membership of the Club shall be proposed by one Member of the Club and seconded by another Member, to both of whom the candidate is personally known. The application must be in writing and must contain the full name, address, occupation and qualification of the candidate. The form must be signed by the proposer, seconder and candidate and delivered to the General Manager. The candidate shall undertake in writing to abide by the rules and by-laws of the Club if elected. The proposer and seconder shall, if required by the Club Committee, attend and furnish a detailed written statement of the candidate’s qualifications and give any further information which may be deemed necessary.
- 2) Particulars of all proposals for membership of the Club shall be entered in the order of time in which such proposals are received by the General Manager in a book (hereinafter referred to as the “Proposed Members’ Register”) to be kept by the General Manager (every such entry setting forth the full name and address of the person proposed and the time and date of receipt of the proposal).

## **9. Entrance fee**

- 1) The fee for entrance to Club membership is such sum as the Members from time to time at an Annual General Meeting so determine. Any proposal for change in such fee shall be in the form of a motion which shall not be subject to amendment at the Annual General Meeting and notice of which shall be given by circular sent to the Members at least seven days before the Annual General Meeting.
- 2) The Club Committee has power in its discretion to waive payment in whole or in part of the entrance fee.

## **10. Membership subscriptions**

- 1) The annual membership subscription is such sum as the Members from time to time at an Annual General Meeting so determine. Any proposal for change in such subscription shall be in the form of a motion which shall not be subject to amendment at the Annual General Meeting and notice of which shall be given by circular sent to the Members at least seven days before the Annual General Meeting.
- 2) The Club Committee has power in its discretion to waive payment in whole or in part of the annual subscription of a Member.
- 3) The annual subscription shall be due in advance at the beginning of the period of membership covered, and shall be paid in such a manner as the Club Committee shall from time to time determine. In the case of membership commencing during the period of membership, the subscription payable shall be calculated on a pro-rata basis.

## **11. Admission and rejection of Ordinary Members**

- 1) At the next meeting of the Club Committee after receipt of any application and the entrance fee applicable for Ordinary Membership, such application shall be considered by the Club Committee, whose members shall, if satisfied that the applicant is eligible for membership, instruct the General Manager to place on the notice board provided for that purpose the applicant's name, qualification and address together with the name of the applicant's proposer and seconder. The decision of the Committee shall be arrived at by ballot, but such decision may be reconsidered in the event of sufficient evidence of a material character being forthcoming.

- 2) The applicant's name shall be kept on the notice board for not fewer than 10 days before the applicant can come up for election.
- 3) Every applicant, on receiving notification from the General Manager that his or her name will come up for election, shall have the privilege of visiting membership until their election or rejection. In order that Members may become personally acquainted with applicants, every applicant is expected to use this privilege. Until election, applicants cannot vote in any election or take part in any Special or General Meeting or in any other business of the Club.
- 4)
  - a) Election for ordinary membership shall be by ballot of the Club Committee and shall take place at the next Committee meeting or at such time or times as the Committee shall think fit.
  - b) When an applicant has been duly elected, notice to that effect shall be sent to the candidate by the General Manager as soon as practicable.
  - c) If an applicant for election is rejected, the General Manager shall as soon as practicable notify the applicant, proposer and seconder to that effect and remit to the applicant the entrance fee (if any) paid; there shall be no obligation to notify the applicant or their proposer or seconder of the reason for such rejection.
  - d) A duly elected applicant shall be a Member of the Club duly entitled to all its benefits and privileges and shall be bound by the Rules and By-laws of the Club.
  - e) No elected applicant shall be allowed to exercise the privileges of a Member until the entrance fee and subscription have been paid and failure to pay these dues within one month after notice of the applicant's election has been given to them shall render the election void; but the Committee may, if sufficient reason be given, extend the period to three months, even after the expiration of the one month.
- 5)
  - a) A person whose membership has been rejected may, within one month of receiving written notification thereof, lodge with the General Manager written notice of the said person's intention to appeal against the decision of the Club Committee.
  - b) Upon receipt of a notification of intention to appeal against rejection of membership the General Manager shall convene, within two months of the date of the receipt by the General Manager of such appeal, a General Meeting to determine the appeal. At any such meeting the applicant shall be given the opportunity to fully present a case and the Club Committee or those members

thereof who objected to the membership, subsequently, shall likewise have the opportunity of presenting its or their case. The appeal shall be determined by the vote of the Members present at the meeting.

## **12. Termination of membership**

- 1) A Member may resign from the Club at any time by giving notice in writing to the General Manager. Such resignation shall take effect at the time such notice is received by the General Manager unless a later date is specified in the notice when it shall take effect on that later date.
- 2) Members who resign shall be liable for the current year's pro-rata subscription.
- 3) If a Member
  - a) is convicted of an indictable offence, or
  - b) fails to comply with any of the provisions of these rules or by-laws, or
  - c) has membership fees or account in arrears for a period of two months or more, or
  - d) engages in conduct in a manner considered to be injurious or prejudicial to the character or interests of the Club,

the Club Committee shall consider whether the membership shall be terminated.

- 4) The Member concerned shall be given a full and fair opportunity to present his or her case and if the Club Committee resolves to terminate the membership it shall instruct the General Manager to advise the Member in writing accordingly.

## **13. Appeal Against termination of membership**

- 1) A person whose membership has been terminated may, within one month of receiving written notification thereof, lodge with the General Manager written notice of his or her intention to appeal against the decision of the Club Committee.
- 2) Upon receipt of a notification of intention to appeal against termination of

membership, the General Manager shall convene, within three months of the date of receipt of such notice, a General Meeting to determine the appeal. At any such meeting the applicant shall be given the opportunity to present a case and the Club Committee or those members thereof who terminated the membership subsequently shall likewise have the opportunity to present its or their case. The appeal shall be determined by the vote of the Members present at such meeting.

#### **14. Register of Members**

- 1) A register of the Members of the Club shall be kept by the General Manager. There shall be entered in the register the name in full and residential address of each Member, the date of their election and the date of resignation. Such register shall be called the "Register of Members".
- 2) Each Member shall notify the General Manager in writing of any change of his or her residential address and such changes will be registered in the Register of Members.
- 3) The General Manager shall from time to time, when authorised by the Committee, strike off from the Register of Members the name of any person who has ceased from any cause whatsoever to be a Member of the Club and such person shall cease to be entitled to any rights or privileges as a Member of the Club.
- 4) The General Manager shall keep a list showing the names of all persons whose names have been struck off the Register of Members and date and reason therefor.
- 5) The removal from the Register of Members of the name of a Member for whatever cause or reason shall not relieve them from liability for payment of any moneys due or payable to the Club at the time of such removal.
- 6) A person whose name has been removed from the Register of Members for any reason under Rule 12 shall not (whether as a guest or otherwise) enter the Club while their name remains so removed.
- 7) The Register of Members must include the following particulars for each member:
  - i) details about any termination or reinstatement of membership;
  - ii) any other particulars the Committee or the Members at a General Meeting decide.

- 8) The Register of Members shall be open for inspection at all reasonable times by any Member who applies to the General Manager for such inspection.
- 9) The Club must comply with privacy legislation. Information on members held within Club records shall be used for no purpose other than Club purposes.

## **15. Notices**

All letters and notices to be sent and/or given under these rules may be sent by ordinary post or email, addressed to the Member at the address registered in the Register of Members.

## **16. Guests**

- 1) Members may introduce guests to the Club.
- 2) A Member introducing a guest shall at the time of such introduction enter the name and address of the guest in the Guests' Book and sign the entry.
- 3) A Member introducing a guest shall be responsible to the Club for the acts and obligations of the guest.
- 4) The General Manager shall have power to exclude guests, individually or collectively, at any time.
- 5) The General Manager may extend, limit or suspend the admission of guests to the Club for any function or at any time.

## **17. Control of the Club**

- 1) The control and governance oversight of the Club shall be vested in a Club Committee consisting of the President, Immediate Past President, Vice-President, Honorary Treasurer, Honorary Secretary, General Manager ex-officio (referred to in these rules as "officers") and six others. A Committee Member must be a Member of the Club.
- 2) In the event of the office of Immediate Past President becoming vacant at any time, the Committee shall appoint to fill the vacancy the most recent Past President who is willing to accept such office and such Past President shall hold office until the appointment of a new President.

- 3) A casual vacancy occurring in the office of President shall be filled by the Vice-President who shall hold office until the next Annual General Meeting.
- 4) The Members elected or declared as aforesaid shall, subject to Rule 18, hold office until the next Annual General Meeting of the Club.
- 5) A Member shall not hold the office of President for more than two consecutive years.
- 6) In the event of the Office of Vice-President becoming vacant at any time, the Club Committee shall appoint one of their Members to be Vice-President and such Vice-President shall hold office until the next Annual General Meeting.
- 7) The role of the Honorary Treasurer shall be to exercise a general supervision over the accounting and financial affairs of the Club. It shall also involve providing assistance and advice to the General Manager in reporting on the Club's financial performance to the Club Committee. It shall also involve presentation of the Club's Annual Financial Statements to the Annual General Meeting, having previously presented them to the Club Committee for endorsement and recommendation for submission to the Annual General Meeting. In the event of the office of Honorary Treasurer becoming vacant at any time, the Club Committee shall appoint one of their Members to be Honorary Treasurer and such Honorary Treasurer shall hold office until the next Annual General Meeting.
- 8) The role of the Honorary Secretary will include the recording of minutes of meetings, unless otherwise determined by the Committee. In the event of the office of Honorary Secretary becoming vacant at any time, the Club Committee shall appoint a Member of the Club to carry out the role.
- 9) Members of the Club Committee, other than the Immediate Past President shall be elected at the Annual General Meeting and shall retire annually, but shall be eligible for re-election. If nominations are received from more than the number required, a ballot shall be taken at the Annual General Meeting.
- 10) Members of the Club Committee shall not hold office or membership of the Club Committee for more than six consecutive years.
- 11) Where practicable, the Club Committee should avoid a situation where all officers retire at the same time. At the time of election, the Committee and Members of the Club should be mindful to ensure some continuity of existing service on the Committee.

## **18. Election of Club Committee**

The election of officers and other members of the Club Committee shall take place in the following manner.

- a) Any two financial Members of the Club shall be at liberty to nominate any other financial Member to serve as an officer or other member of the Club Committee.
- b) The nomination, which shall be in writing and signed by the Member and a proposer and seconder, shall be lodged with the General Manager at least fourteen days before the Annual General Meeting at which such election is to take place.
- c) A list of the candidates' names, with the proposers' and seconders' names, shall be posted on the Official Notice Board of the Club for at least seven days immediately preceding the Annual General Meeting.
- d) The officers of the Club other than the Immediate Past President shall each be elected in a series of separate ballots held for each of the positions in the order of naming given in Rule 17 (1).
- e) The further members of the Club Committee shall be elected in a common ballot for all such positions, which ballot shall be held after the election of officers.
- f) Any member who is nominated for more than one position on the Club Committee shall, upon being elected to any position, withdraw nomination for any position to be decided by a subsequent ballot.
- g) Balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each Member present at the Annual General Meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.
- h) Should, at the commencement of such meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.
- i) Two scrutineers shall be appointed by the presiding officer at every General Meeting where a ballot is taken, and it shall be the duty of the scrutineers to report, to the presiding officer only, the result of the ballot.
- j) In the event of a tie for the lowest place on the list of those to be elected, a

further ballot shall then be taken and if still tied, the presiding officer shall have a casting vote to determine the result.

- k) The Honorary Secretary shall be the presiding officer for the election of a President who, upon election, shall take over as presiding officer for the remainder of the election: in the absence of the Honorary Secretary, the President or both, the Vice President shall be the presiding officer, and in the absence of the Vice President, members of the Committee present shall appoint a person from among themselves to be presiding officer for the election.

## **19. Termination of membership of the Club Committee**

- 1) The office of a member of the Club Committee shall be vacated if:
  - a) the member of the Club Committee resigns from membership of the Committee at any time by giving notice in writing to the Committee, but such resignation shall take effect at the time such notice is received by the Committee unless a later date is specified in the notice when it shall take effect on that later date; or
  - b) the member of the Club Committee ceases to be a Member of the Club.
- 2) Any member of the Club Committee may be removed from office at a General Meeting of the Club where that member shall be given the opportunity to fully present a case. The question of removal shall be determined by the vote of the Members present at such a General Meeting.

## **20. Non-attendance by Members of the Club Committee**

Any Member of the Club Committee who is absent from the meetings of the Committee for two consecutive months (without leave of absence), shall be deemed to have vacated their position on the Committee.

## **21. Vacancies on Club Committee**

- 1) The Club Committee shall have power at any time to appoint any Member of the Club to fill any casual vacancy on the Club Committee until the next Annual General Meeting.
- 2) The continuing members of the Club Committee may act notwithstanding any casual vacancy in the Club Committee, but if and so long as their number is

reduced below the number fixed by or pursuant to these rules as the necessary quorum of the Club Committee, the continuing member or members may act for the purpose of increasing the number or of summoning a General Meeting of the Club, but for no other purpose.

## **22. Powers and duties of Club Committee**

Without limiting the general powers expressly conferred or implied by these rules, the Club Committee shall exercise and perform the following powers and duties:

- a) to interpret the meaning of these rules and any matter relating to the Club on which the rules are silent;
- b) the control and governance oversight of the affairs, property and funds of the Club;
- c) to enter into such contracts on behalf of the Club as they think advisable and subject to these rules at all times deal with the funds and property of the Club as it thinks fit for carrying out the Objects of the Club provided always that it may not sell, transfer or mortgage any land or building of the Club or seek to raise funds by other means without first obtaining the consent of the Members by way of a resolution passed at a General Meeting of the Club;
- d) to invest such funds of the Club as are not required for the immediate and foreseeable needs of the Club;
- e) to appoint as General Manager any person, and pay the person such salary as it may determine in accordance with an employment agreement signed by all relevant parties. No Member (including Members of the Club Committee) shall have any right to give a direction to the General Manager unless authorised to do so by the Committee;
- f) approve annually the Club's business plan and financial budget, to be prepared by the General Manager;
- g) to apply a portion of the funds of the Club to defraying expenses of entertainment to official or distinguished visitors on behalf of Members;
- h) to appoint Members outside the Club Committee to assist the Committee in any special duties, if deemed advisable to do so;
- i) to set apart any room or rooms in the Club premises for any special meeting or purpose by posting a notice within the Club to that effect. No Member shall

have any right of access to such room or rooms so set apart except for the purpose of joining in the meeting or object for which the room or rooms shall have been set apart if the Member shall be entitled so to do;

- j) to grant honoraria to any Members performing work in an honorary capacity for the Club if the services shall be of such a nature or involving work for which the Club Committee considers an honorarium should be paid and to pay for any professional services rendered to the Club by an accountant, auditor, architect, engineer, solicitor or other professional person;
- k) notwithstanding anything to the contrary in these rules contained, to limit the credit of or refuse credit to any Member or Members;
- l) to arrange a social program in each year to provide a range of suitable activities for Members to attend and entertain their guests; and
- m) subject to these rules, to make, enforce, vary and repeal such by-laws for the regulation and conduct of the business and affairs of the Club and for the carrying out of these rules, by-laws and the objects of the Club, as it may think fit.

### **23. Meetings of Club Committee**

- 1) The Club Committee shall meet for the transaction of business at least nine times in each year at such times as they may decide. Minutes of all resolutions and proceedings of the Committee shall be recorded.
- 2) The General Manager shall at any time convene a meeting of the Club Committee upon being required to do so by the President or by a requisition in writing signed by three members of the Committee and stating the business to be transacted at the meeting. The General Manager shall give at least twenty-four hours notice of such business with the notice convening the meeting.
- 3) At every meeting of the Club Committee, more than fifty percent of the Members elected and/or appointed to the Club Committee as at the close of the last General Meeting of the members, shall constitute a quorum.
- 4) If within fifteen minutes from the time set for the commencement of a Club Committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Club Committee, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Club Committee may determine, and if at the adjourned meeting a quorum is not

present within fifteen minutes from the time appointed for the meeting, the meeting shall lapse.

- 5) Subject as previously provided in this Rule, the Club Committee may meet together and regulate its proceedings as it thinks fit: provided that questions arising at any meeting of the Club Committee shall be decided by a majority of votes of Members present and, in the case of equality of votes, the question shall be deemed to be decided in the negative.
- 6) A member of the Club Committee shall not vote in respect of any contract or proposed contract with the Club in which the said person is interested, or any matter arising therefrom, and if the said person does so vote the said person's vote shall not be counted.
- 7) The President shall preside as chairperson, or if there is no President, or if the said person is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall be the chairperson or if the said person is not present or is unwilling to act then the members present shall elect one of their number to chair the meeting.
- 8) The Club Committee shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Club Committee meeting to be recorded and available for inspection at all reasonable times by any financial Member who applies to the General Manager for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Club Committee meeting shall be determined as accurate by the Committee and ratified in the minutes of the subsequent meeting.

#### **24. Sub-committees of Club Committee**

- 1) The Club Committee may form a sub-committee consisting of such Members of the Club as the Committee thinks fit. Any sub-committee so formed shall conform to any regulations that may be imposed on it by the Club Committee. Any sub-committee so formed shall operate in conformity with these rules.
- 2) Sub-committees will have no decision-making authority: they will act in an advisory (to the Club Committee or General Manager) capacity only. Sub-committees will not be standing committees: they will operate in a temporary capacity on a project-by-project basis, as determined by the Club Committee. Sub-committees will not be formed for the carrying out of any on-going business or activity of the Club: such business and activity will be managed by the General Manager.

- 3) The Club Committee will appoint a chairperson of the meetings of any sub-committee. If at any meeting the chairperson is not present within ten minutes after the time appointed for holding the meeting the members present may choose one of their number to chair of the meeting. Two Members shall constitute a quorum of any sub-committee.
- 4) A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.
- 5) All subcommittees shall report their proceedings regularly to the Club Committee.

## **25. Validity of actions of Club Committee**

All acts done by any meeting of the Club Committee or of a subcommittee or by any person acting as a Member of the Club Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Club Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Club Committee.

## **26. Validity of resolutions of Club Committee**

A resolution in writing signed by all members of the Club Committee for the time being entitled to receive notice of a meeting of the Club Committee shall be as valid and effectual as if it had been passed at a meeting of the Club Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Club Committee.

## **27. Role of General Manager**

Without limiting the general powers conferred upon the Committee by these rules and by-laws to provide control and governance oversight of the Club, it shall be the special duty of the General Manager to:

- a) manage all aspects of the Club's operations and administration in accordance with policies and directions provided by the Club Committee and in accordance with all relevant workplace legislation and regulations;

- b) appoint, suspend or dismiss employees of the Club and determine their designation or titles and duties and fix their salaries, wages and other remuneration;
- c) collect and receive all moneys due and payable to the Club and pay the same into the banking account of the Club;
- d) keep full and accurate accounts of all sums of money received or expended on account of the Club;
- e) provide a business plan and financial budget by the end of April in each year to the Club Committee with respect to the operations of the Club for the following financial year;
- f) provide a report as at the end of every month to the Club Committee on the financial performance of the Club;
- g) provide a report as at the end of every month to the Club Committee on the operations of the Club;
- h) in consultation with the Honorary Treasurer, prepare up to the 30th day of June every year the Annual Financial Statements for submission to the Club Committee and Members at the Annual General Meeting;
- i) give notice of all General Meetings and all Club Committee Meetings and of all business to be brought before them;
- j) ensure the Minute Book for each General Meeting and Club Committee Meeting is open for inspection at all reasonable times by any Member who previously applies for the inspection;
- k) subject to the direction of the Club Committee, make all disbursements of the funds of the Club to be drawn on the Bank at which the account of the Club is kept and obtain receipts and discharges for the same; and
- l) bring to the notice of the Club Committee any matter affecting the welfare or governance of the Club.

## **28. General Meetings of Members**

An annual general meeting of Members shall be called the “Annual General Meeting” and all other general meetings shall be called “Special General Meetings”. The Club Committee shall cause full and accurate minutes of all questions, matters, resolutions

and other proceedings of every General Meeting to be recorded.

## **29. Annual General Meeting**

- 1) The Annual General Meeting shall be held within three months of the close of the financial year.
- 2) The business to be transacted at every Annual General Meeting shall be:
  - a) receiving the outgoing Club Committee's report (generally presented by the President) for the preceding financial year;
  - b) receiving the report on the Club's financial performance for the preceding year from the Honorary Treasurer;
  - c) receiving the Auditor's report upon the Club's books and accounts for the preceding financial year;
  - d) election of members of the Club Committee;
  - e) appointment of an Auditor;
  - f) electing a Patron when necessary;
  - g) transacting ordinary business; and
  - h) transacting any special business of which notice shall have been given in accordance with these rules.

## **30. Special General Meetings**

The General Manager shall convene a Special General Meeting:

- 1) as and when directed to do so by the Club Committee; or
- 2) within twenty-one days of receipt of a requisition in writing signed by no fewer than one-third of the members presently on the Club Committee or no fewer than the number of Ordinary Members of the Club which equals double the number of members presently on the Club Committee plus one. Such requisition shall clearly state the reasons why such Special General Meeting is being convened and the nature of the business to be transacted thereat.

### **31. Quorum**

- 1) At any General Meeting the number of members required to constitute a quorum shall be twenty members.
- 2) No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- 3) If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Club Committee or the Club, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Club Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
- 4) The chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

### **32. Notice of General Meetings**

- 1) The General Manager shall convene all General Meetings of the Club by giving not less than fourteen days' written notice of any such meeting to the members of the Club.
- 2) Notice of all business to be transacted at any general meeting shall be given by circular sent to the members at least seven days before the said meeting.

### **33. Proceedings of General Meetings**

- 1) A member may take part and vote in a general meeting in person, by proxy, by attorney or by using any technology 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.

Unless otherwise provided by these rules, at every general meeting:

- a) the President shall preside as chairperson, or if there is no President, or if the said person is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall be the chairperson or if the said person is not present or is unwilling to act then the members present shall elect one of their number to chair the meeting;
- b) the chairperson shall maintain order and conduct the meeting in a proper and orderly manner;
- c) every resolution shall be decided by a majority of votes of the Members present;
- d) every Member present shall be entitled to one vote and in the case of an equality of votes the chairperson shall have a second or casting vote: provided that no member shall be entitled to vote at any General Meeting if the member's annual subscription is more than one month in arrears at the date of the meeting;
- e) voting shall be by show of hands or a division of members, unless not less than one-fifth of the members present demand a ballot, in which event there shall be a secret ballot. The chairperson shall appoint two members to conduct the secret ballot in such manner as the chairperson shall determine and the result of the ballot as declared by the chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded; and
- f) The General Manager shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every general meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the General Manager for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every General Meeting shall be signed by the chairperson of that meeting or the Chairperson of the next succeeding general meeting, the accuracy of the minutes having been verified by the Members who were present at the meeting in question; provided that the minutes of any Annual General Meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding General Meeting or Annual General Meeting.

### 34. Proxies

- 1) An instrument appointing a proxy must be in writing and be in the following or similar form

The University Club Inc

I, (name) of (address), being a member of the Club, appoint (name) of (address) as my proxy to vote for me on my behalf at the (annual or special) general meeting of the Club, to be held on the day of (month), (year) and at any adjournment of the meeting.

Signed this day of 20 .

Signature

- 2) The instrument appointing a proxy must:
  - a) If the appointor is an individual—be signed by the appointor or the appointor’s attorney properly authorised in writing.
- 3) A proxy may be a member of the Club or another person.
- 4) The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- 5) Each instrument appointing a proxy must be given to the secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- 6) Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.
- 7) 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:

The University Club Inc

I, (name) of (address), being a member of the Club, appoint (name) of (address) as my proxy to vote for me on my behalf at the (annual or special) general meeting of the Club, to be held on the day of (month), (year) and at any adjournment of the meeting.

Signed this day of 20 .

Signature

This form is to be used \*in favour of\*/against [*strike out whichever is not wanted*] the following resolutions— [*List relevant resolutions*].

### **35. By-laws**

The Club Committee may from time to time make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Club and any by-law may be set aside by a General Meeting of Members.

### **36. Alteration of Rules**

Subject to the provisions of the Associations Incorporation Act 1981, these rules may be amended, rescinded or added to from time to time by a special resolution carried at any General Meeting: provided that such amendment, rescission or addition shall be submitted to and registered by the Chief Executive, Office of Fair Trading.

### **37. Common Seal**

The Management Committee shall provide for a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the Management Committee and every instrument to which the seal is affixed shall be signed by a member of the Management Committee and shall be co-signed by the Secretary or by a second member of the Management Committee or by some other person appointed by the Management Committee for the purpose.

### **38. Funds and Accounts**

- 1) The funds of the Club shall be banked in the name of the Club in such bank or other financial institution as the Club Committee may from time to time direct.
- 2) Proper books and accounts shall be kept and maintained showing correctly the financial affairs of the Club and the particulars usually shown in books of a like nature.
- 3) All moneys shall be banked as soon as practicable after receipt thereof.
- 4) All amounts of five thousand dollars or over shall be paid by cheque signed by any two of the President, Vice-President, General Manager, or other persons authorised from time to time by the Club Committee. The cheque-signing financial control should not inhibit the day-to-day operations of the Club. The General Manager should be given authority by the Committee to place orders and incur expenditures which are within the approved budget and which are necessary for the day-to-day operations of the Club.

- 5) Cheques shall be crossed “not negotiable” except those in payment of wages, allowances or petty cash recoupments which may be open.
- 6) The Club Committee shall determine the amount of petty cash which shall be kept on the imprest system.
- 7) As soon as practicable after the end of each financial year the General Manager shall cause to be prepared a statement containing particulars of:
  - a) the income and expenditure for the financial year just ended; and
  - b) the assets and liabilities and of all mortgages, charges and securities affecting the property of the Club at the close of that year.
- 8) All such statements shall be examined by a qualified auditor who shall present the auditor’s report upon such audit to the General Manager prior to the holding of the Annual General Meeting next following the financial year in respect of which such audit was conducted.

### **39. Documents**

The Club Committee shall provide for the security and control of books, documents, instruments of title and securities of the Club.

### **40. Financial year/subscription year**

The financial year and subscription year shall begin on 1 July of each year and close on 30 June in the following year.

### **41. Indemnity**

- 1) Members of the Club Committee and other Members for the time being acting in relation to any of the affairs of the Club, and every one of them, and every one of their heirs, executors and administrators shall be indemnified and secured harmless out of the funds and property, and the profits of the Club from and against all liability, actions, costs, charges, losses, damages, and expenses, which they or any of them, their or any of their heirs, executors and administrators shall or may incur or sustain by or by reason of any act done, concurred in or omitted to be done in or about the execution of their duty or supposed duty in their respective offices, except such (if any) as they shall incur and sustain by or through their own willful neglect or default respectively

and none of them shall be answerable for the acts or defaults of the other or others of them or the acts or defaults of any bankers or other persons with whom any moneys or effects belonging to the Club shall be placed out or invested, or for any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts or in relation thereto except if the same shall happen by or through their own willful default respectively.

- 2) The Club shall not be liable for any injury suffered by any Member nor for any loss or injury or damage to the property of any Member which may occur on any part of the Club property or arise in respect or out of any incident or happening on any part of the Club property and whether or not the injury or the loss, injury or damage was caused or contributed to by the willful act or omission or by the negligence of any Member or any employee or agent of the Club.

#### **42. Rules**

- 1) A copy of these rules shall be placed on the Club's website. These rules are amended from time to time and shall be binding upon each Member of the Club whether they have received a copy or not.
- 2) Amendments to the rules shall be placed on the Club's website within seven days of their approval, and the General Manager shall keep one copy at least of the rules in a file with all amendments or alterations and the same shall be known as the "Official Copy". The Official Copy of the rules shall be available for inspection by Members, but shall remain in the custody of the General Manager, or such other person as the Club Committee may determine.

#### **43. Official Notice Board**

The Committee shall provide a notice board to be called the "Official Notice Board" in some suitable position in the Club premises for the posting up of notices required to be posted on the Club Notice Board in accordance with these rules.

#### **44. Distribution of surplus assets**

If the Club shall be wound up in accordance with the provisions of the Associations Incorporation Act 1981, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Club, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Club, such institution or

institutions to be determined by the Members of the Club and meeting the requirements of Section 78A(1) of the Income Assessment Act.

## **BY-LAWS**

### **1. Club hours**

The Club and premises shall be open to Members at all times authorised by the Club Committee.

### **2. Gambling**

No gambling shall be allowed in the Club and the Club Committee has the right to limit stakes in games of skill.

### **3. Club property**

No Member or guest of any Member of the Club shall take away from the Club premises or deface any article that is the property of the Club. Any Member or guest of any Member injuring, removing or causing the loss of any article being the property of the Club shall pay restitution at a price to be fixed by the Club Committee.

### **4. Animals**

No Member or any other person shall bring any animal into the rooms of the Club.

### **5. Complaints against staff**

A Member shall not reprimand or direct any staff member of the Club. Complaints against a staff member shall be made to the General Manager and shall be dealt with by the General Manager.

### **6. No staff member to be sent out of the Club**

No staff member of the Club shall be sent out of the Club upon an errand or for any other purpose under any pretext, except with the consent of the General Manager.

## **7. Lending or borrowing**

No Member shall lend money to, or borrow from, a staff member of the Club.

## **8. Inducement to staff**

No Member shall endeavour to induce any staff member to leave the service of the Club.

## **9. Conducting interviews**

No Member shall make use of the common areas of the Club for the purpose of interviewing any person responding to an advertisement and no Member shall allow the address of the Club to appear in any advertisement or on any circular, letter, or in any prospectus or other similar document issued in connection with any organisation, company, proposed company or business undertaking.

## **10. Advertising**

Members shall not use the name of the Club in any advertisement or circular for professional purposes, nor shall any member put up any written or printed notice in the Club Rooms, or organise or advertise any subscription or undertaking whatever in the name of the Club, without the previous sanction of the Club Committee.

## **11. Selling**

No article shall be exposed for sale, and no subscription list or raffle shall be canvassed or permitted in the Club without the approval of the Club Committee.

## **12. Personal property**

Personal property is the responsibility of its owner.

## **13. Members not to enter certain places**

Members (including Members of the Club Committee) may not enter the kitchen, office, cellar nor go behind the bar counters or any back-of-house area without the approval of the General Manager.

#### **14. Parking**

Vehicles (and any other items therein) parked on any part of the Club premises are left at the owners' responsibility.

#### **15. Cashing of cheques**

Cheques from Members will be accepted as payment for club meals, beverages, services and functions at the discretion of the General Manager. No cheques will be cashed for any person.

#### **16. Right to refuse service of alcohol**

The Club reserves the right, under Responsible Service of Alcohol licensing regulations, to refuse service of alcohol to any Member or guest who is visibly intoxicated or who, on request, cannot provide identification verifying that the Member or guest is eighteen years of age or older.

#### **17. Smoking**

Members and guests are not permitted to smoke anywhere on the Club premises.

#### **18. Disturbances**

Should any person create a disturbance in the Club or interfere with the peaceable enjoyment of the Club by Members, such person may be ordered to quit the premises by the General Manager and shall thereupon leave the premises

#### **19. Benefits to Members**

No Member shall be entitled to any benefit or advantage from the Club which is not shared equally by every Member thereof.

#### **20. Liquor sales**

- 1) The General Manager, and every officer or servant of the Club, and every other person, are expressly forbidden to supply liquor or other refreshment to any person who is not a Member of the Club, unless such person is accompanied

by a Member, invited by the Member to partake of such liquor or refreshment in the Club premises, and properly recorded as a guest in the Guest Register.

- 2) No liquor shall be sold or supplied for consumption outside the Club premises, except to a Member on the premises, and for the Member's own consumption.
- 3) No liquor shall be sold or supplied to any person under eighteen years of age.



