



# INSTRUMENT OF RECOGNITION

*Fair Work (Registered Organisations) Act 2009*  
Sch.2 Cl. 1 – Recognition of State-registered association

**The Registered and Licensed Clubs Association of Queensland, Union of Employers**  
(R2016/65)

MR ENRIGHT

MELBOURNE, 12 SEPTEMBER 2016

## *Recognition of State-registered association*

[1] On 22 April 2016, the Fair Work Commission received an application from The Registered and Licensed Clubs Association of Queensland, Union of Employers for recognition as a State-registered association pursuant to Schedule 2 of the *Fair Work (Registered Organisations) Act 2009* (the RO Act). Further material was lodged in support of the application on 25 August 2016 6 September 2016.

[2] Being satisfied that the applicant is a State-registered association, that the association has no federal counterpart, that the association has been registered under the *Industrial Relations Act 1999 of Queensland*, and that the application was accompanied by the information as set out in subclause 1(3) of Schedule 2 of the RO Act, I hereby grant the application.



DELEGATE OF THE GENERAL MANAGER

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## ELLIOTT, Mark

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**From:** Wally Lee <[REDACTED]>  
**Sent:** Tuesday, 6 September 2016 8:03 AM  
**To:** ELLIOTT, Mark  
**Subject:** Re: RLCAQ Application for Recognition

Hi Mark,

Thanks for this update.

Yes the list of officers provided with the amended application is still current and will not change until the AGM in 2017.

Kind regards,

### Wally Lee

Workplace Relations Business Manager  
Clubs Queensland

The information we have provided is governed by our terms and conditions of membership. We have based our views and recommendations given to you on the information we have been provided with by you, and our interpretation of the relevant materials. As such, our recommendations are not legal advice. You should obtain your own legal advice about the issues. Clubs Queensland will not be held liable for any claim, action, damages or loss you may incur as a result of following our recommendations. Our recommendations are general in nature, and you should decide for yourself whether you think it is in your interests to follow our recommendations or not. You accept all risks and responsibility for losses, damages, costs and other consequences resulting directly or indirectly from following our recommendations.

Clubs Queensland is the peak industry association of registered and licensed community clubs in Queensland. Community clubs are not-for-profit, member-owned and community-orientated associations of people who come together to pursue and promote their common recreational interests. There are approximately 1,400 sporting, returned services leagues, surf lifesaving, cultural, ethnic and special interests clubs in Queensland. Together, they hold 3.4 million memberships, employ close to 27,000 people, return \$670 million in cash and in-kind support for various community projects and generate economic activity valued over \$2 billion in the Queensland economy.



**Our address:** 55 Holland Street, Northgate, Qld 4013 T: (07) 3252 0770 F: (07) 3252 0971 W:  
[www.clubsqld.com.au](http://www.clubsqld.com.au).

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**From:** "ELLIOTT, Mark"  
**Date:** Monday, 5 September 2016 at 4:48 PM  
**To:** Wally Lee  
**Subject:** FW: RLCAQ Application for Recognition

Good afternoon Wally,

Further to our exchange below, the certificate of recognition as been prepared for the Delegate's signature when he returns from leave later this week.

Can you confirm that the information in Attachment 5 remains correct, it having been prepared a some time ago.

Thanks in advance,

**Mark Elliott**  
Regulatory Compliance Branch

**Fair Work Commission**

Tel: 03 8656 4687

Fax: 03 9655 0410

[REDACTED]  
11 Exhibition Street, Melbourne, Victoria 3000  
GPO Box 1994, Melbourne, Victoria 3001

[www.fwc.gov.au](http://www.fwc.gov.au)

Please be aware my telephone number has changed. My new phone number is 03 8656 4687. Please update your records accordingly

---

**From:** ELLIOTT, Mark  
**Sent:** Friday, 26 August 2016 10:50 AM  
**To:** 'Wally Lee'  
**Subject:** RE: RLCAQ Application for Recognition

Good morning Wally,

The matter will be placed before the Delegate in the second half of next week. I expect the application will be granted.

Regards,

**Mark Elliott**  
Regulatory Compliance Branch

**Fair Work Commission**

Tel: 03 8656 4687

Fax: 03 9655 0410

11 Exhibition Street, Melbourne, Victoria 3000  
GPO Box 1994, Melbourne, Victoria 3001

[www.fwc.gov.au](http://www.fwc.gov.au)

Please be aware my telephone number has changed. My new phone number is 03 8656 4687. Please update your records accordingly

---

**From:** Wally Lee [REDACTED]  
**Sent:** Friday, 26 August 2016 8:59 AM  
**To:** ELLIOTT, Mark  
**Subject:** FW: RLCAQ Application for Recognition

Hi Mark,

Hope things are going well there at the FWC and with you.

Could you please let me know how things are going with the amended application for recognition of The Registered and Licensed Clubs Association of Queensland under Schedule 2 of the RO Act and if we need to do anything more on that front?

Thanks & kind regards,

**Wally Lee**

Workplace Relations Business Manager  
Clubs Queensland

The information we have provided is governed by our terms and conditions of membership. We have based our views and recommendations given to you on the information we have been provided with by you, and our interpretation of the relevant materials. As such, our recommendations are not legal advice. You should obtain your own legal advice about the issues. Clubs Queensland will not be held liable for any claim, action, damages or loss you may incur as a result of following our recommendations. Our recommendations are general in nature, and you should decide for yourself whether you think it is in your interests to follow our recommendations or not. You accept all risks and responsibility for losses, damages, costs and other consequences resulting directly or indirectly from following our recommendations.

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**From:** Wally Lee <[REDACTED]>  
**Date:** Friday, 22 July 2016 at 11:41 AM  
**To:** "[REDACTED]" <[REDACTED]>  
**Subject:** RLCAQ Application for Recognition

Hi Mark,

Following on from our telephone conversation of 11 July 2016 regarding the above, I have redrafted the application with the changes and additional argument you suggested and in the form of a normal declaration as suggested. I have also included renumbered attachments.

This declaration was signed by the President and the Vice President at their recent Board Meeting in Townsville on 19 July 2016.

Could you please consider our application for recognition as a State Registered Association under Schedule 2 of the *Fair Work (Registered Organisations) Act 2009* dated 19 April 2016, with these amendments.

Kind regards,

Wally Lee

Workplace Relations Business Manager

Clubs Queensland

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**Commonwealth of Australia**  
**DECLARATION**

**FAIR WORK COMMISSION**

We, Donald Harry Seccombe, [REDACTED] of [REDACTED] and John Kenneth McCallum OAM, [REDACTED], make application to the General Manager, Fair Work Commission for recognition of -

**The Registered and Licensed Clubs Association of Queensland, Union of Employers (hereinafter referred to as the RLCAQ),**


which trades as Clubs Queensland, the office of which is situated at 55 Holland Street, Northgate QLD 4013, as a State-registered association under Schedule 2 of the *Fair Work (Registered Organisations) Act 2009* and make the following declaration:

- 1) The RLCAQ is an association of employers (presently registered under the *Industrial Relations Act 2009* in Queensland - see **Attachment 1, Attachment 2**);
- 2) The *Industrial Relations Act 1999* (Qld) is an Act prescribed for the purposes of Schedule 2 (See Schedule 1 AA of Fair Work (Registered Organisations) Regulations);
- 3) The Registered and Licensed Clubs Association of Queensland, Union of Employers (trading as Clubs Queensland) has coverage limited to Queensland;
- 4) The RLCAQ has no federal counterpart organisation. Existing federally registered organisations covering registered and licensed clubs are -
  - a) Community Clubs Victoria, which has coverage limited to clubs in Victoria (Rule 5) and is not a federal counterpart of the RLCAQ; and
  - b) Clubs Australia Industrial, which has membership comprised of registered and licensed clubs (Rule 5), but is not a federal counterpart of the RLCAQ and does not have eligibility Rules that are substantially the same as those of Clubs Australia Industrial -
    - i) The Rules of Clubs Australia Industrial do not provide for branches and the RLCAQ has never functioned as a branch of Clubs Australia Industrial;
    - ii) The RLCAQ does not have a history of integrated operation with Clubs Australia Industrial, in that -
      - (1) Clubs Australia Industrial has provided industrial representation only on request for the RLCAQ in the past;
      - (2) Clubs Australia Industrial does not have a right under its Rules, to directly represent other than its members, which are individual registered and licensed clubs; and
      - (3) Clubs Australia Industrial does not have a right under its Rules to directly represent State Clubs Associations like the RLCAQ or their members.
- 5) We, the Applicants, are officers of the association, and are authorised to make this application for recognition of The Registered and Licensed Clubs Association of Queensland, Union of Employers as a State-registered association under Schedule 2 of the *Fair Work (Registered Organisations) Act 2009*.



- 6) We hereby verify the facts stated in this application and the documents attached as lodged with this application, including –
- a) **Attachments 1** being the current Certificate of Registration of the RLCAQ under the Industrial Relations Act 1999 (Qld);
  - b) **Attachment 2** being the Certificate of Registration of the RLCAQ under the *Industrial Conciliation and Arbitration Act 1961-1976* (Qld) as from 18 July 1977;
  - c) **Attachment 3** being the rules of the RLCAQ;
  - d) **Attachment 4** – Being details of a resolution of the Board from its meeting on 19 April 2016, in favour of pursuing recognition as a State-registered association under Schedule 2 of the RO Act;
  - e) **Attachment 5** being a list of Officers of the RLCAQ, showing the name and postal address of each Officer;

We believe that the statements in this declaration are true in every particular.

<b>Date:</b> 19 JUL 2016	
<b>Signatures of applicants:</b>	
 _____ Signature	 _____ Signature
<b>Names:</b> Donald Harry Seccombe	John Kenneth McCallum
<b>Offices held:</b> ██████████	██████████

QUEENSLAND INDUSTRIAL REGISTRAR

*Industrial Relations Act 1999*  
(Sections 474 and 478)

*(Matter Nos. RIO/2014/103 and RO/2014/104)*

**CERTIFICATE OF REGISTRATION OF AMENDMENT OF ELIGIBILITY  
RULE AND OTHER RULES**

I hereby certify that pursuant to the Industrial Relations Act 1999, the amendments to the Eligibility rule numbered 5, and other rules numbered 2, 3, 4, 7, 8, 11, 12, 14, 16, 21, 24, 25, 26, 27, 31, 32, 36, 37, 40, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55 and the Table of Contents of the Rules of The Registered and Licensed Clubs Association of Queensland, Union of Employers, have been approved and registered on 8 September 2014.

Dated at Brisbane this ninth day of September 2014.



G.D. SAVILL,  
Industrial Registrar

[Form 15

Reg No. 241.

*Industrial Conciliation and Arbitration Act 1961-1976*  
(Section 55, Regulation 13)

Certificate of Registration of an Industrial Union

I hereby certify that on the eighteenth day of July, one thousand nine hundred and seventy-seven, "The Registered and Licensed Clubs Association of Queensland, Union of Employers" was, at Brisbane, in the State of Queensland, registered by that name under the *Industrial Conciliation and Arbitration Act 1961-1976*, as an Industrial Union of Employers.

Dated at Brisbane, in the State of Queensland, this eighteenth day of July, 1977.  
(Sgd.) C.G. HANCOCK,  
Industrial Registrar.

---

HEREBY CERTIFY that this is a true and correct copy of the Certificate of Registration of an Industrial Union of the "The Registered and Licensed Clubs Association of Queensland, Union of Employers" which was registered as an industrial Union of Employers on the eighteenth day of July, 1977.

Dated at Brisbane this twenty-fifth day of September, 1995

  
H. BLUMSON  
Industrial Registrar.

  
INDUSTRIAL REGISTRAR  
25 SEP 1995  


UNION ARCHIVE

**Resolution Approved by the Board of The Registered and Licensed Clubs Association, Union of Employers Trading As Clubs Queensland**

**Date of Meeting:**

19 April 2016

**Resolution Approved**

The Board authorizes the CEO to withdraw the application for full registration of the Registered and Licensed Clubs Association, Union of Employees T/A Clubs Queensland (RLCAQ) under the *Fair Work (Registered Organisations) Act 2009* and to pursue recognition of the RLCAQ as a State-registered association under Schedule 2 of that Act.

Form 66 Version 1	Officers Register  <i>Industrial Relations Act 1999, section 547</i>	R.202
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## INDUSTRIAL REGISTRAR

Industrial Relations Act 1999, section 547

## REGISTER OF OFFICERS OF AN [EMPLOYEE] [EMPLOYER] ORGANISATION

[TO: The Industrial Registrar, Industrial Registry, Level 21, Central Plaza 2, 66 Eagle Street, (Corner Creek and Elizabeth Streets), Brisbane 4000, GPO Box 373, Brisbane Q 4001  
Phone: (07) 3227 8060 Fax: (07) 3221 6074]

Name of Organisation: Registered and Licensed Clubs Association of Queensland Union of Employers  
(trading as Clubs Queensland)

Address: 55 Holland Street, Northgate Qld 4013.

Telephone No. 3252 0770

Fax No. 3252 0971

Name of officer ( <i>in full</i> )	Title of office ( <i>see end note 3</i> )	Last date of election declaration or appointment	Residential address	Date person ceased to be an officer ( <i>see end note 4</i> )
Donald Seccombe		12.03.2014		
John Kenneth McCallum		28.04.2015 24.03.2015		
Terence Gregory McDonald		17.04.2013		24.03.2015
Dermot John McEnroe		24.03.2015		
Lyndon Edward Broome		12.03.2014		
Malcolm Scott Cochrane		24.03.2015		
Michael Callighan		12.03.2014		
Peter Garrod		24.03.2015		
Allan Coe		12.03.2014		
Antonio Castro		24.03.2015		
Peter William Schroeder		12.03.2014		

Barry William Jansen		12.03.2014		
Karla Meredith Malouf		12.03.2014		
Maria Johnstone		17.04.2013		24.03.2015
Zygmunt Grubczynski		24.03.2015		

I certify that the above is a full and true list of the officers of the above-named employer organisation as at 4 August 2016 and reflects change of residential address for President Donald Seccombe, and all such officers are over the age of 18 years.

Dated at Brisbane on Tuesday 4 August

2015

  
Doug Flockhart  
Chief Executive Officer

- End notes:
1. To be filed current as at the beginning of each year.
  2. To be filed within 30 days of any elections, appointments or resignations of officers.
  3. For example, President, Vice President, Secretary, Treasurer, Trustee, Committee Member. Also insert any other position of "office" as defined by the Act (section 412)
  4. If a person ceased to hold an office after the last election declaration or appointment, all details are to be inserted in the relevant columns.

Form 66, R.202.

QUEENSLAND INDUSTRIAL REGISTRAR

*Industrial Relations Act 1999*  
(Sections 474 and 478)

*(Matter Nos. RIO/2014/103 and RO/2014/104)*

**CERTIFICATE OF REGISTRATION OF AMENDMENT OF ELIGIBILITY  
RULE AND OTHER RULES**

I hereby certify that pursuant to the Industrial Relations Act 1999, the amendments to the Eligibility rule numbered 5, and other rules numbered 2, 3, 4, 7, 8, 11, 12, 14, 16, 21, 24, 25, 26, 27, 31, 32, 36, 37, 40, 44, 45, 46, 47, 48, 49, 50, 51, 52, 53, 54, 55 and the Table of Contents of the Rules of The Registered and Licensed Clubs Association of Queensland, Union of Employers, have been approved and registered on 8 September 2014.

Dated at Brisbane this ninth day of September 2014.



G.D. SAVILL,  
Industrial Registrar



THE REGISTERED AND LICENSED CLUBS ASSOCIATION OF QUEENSLAND UNION OF EMPLOYERS



RULES

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#### Name

1. The name of the Association will be The Registered and Licensed Clubs Association of Queensland, Union of Employers (in these Rules called "Association"), an Industrial Organisation of Employers.

#### Registered Office

2. The registered office of the Association is 55 Holland Street, Northgate, Q 4013 or such place as the board determines from time to time.

#### Objects

3. The objects for which the Association is established are:
  - (1) to promote and protect the interests of affiliated registered clubs in all matters affecting their welfare;
  - (2) to discuss and consider, at meetings of delegates from the affiliated registered clubs constituting the Association, questions concerning and affecting the common and separate interests of the clubs, and to collect and disseminate information on matters affecting these matters;
  - (3) to communicate the opinions of affiliated registered clubs separately or unitedly to any government, or to the various government departments, by letter, memorial, deputation or otherwise;
  - (4) to petition parliament on any matters affecting affiliated registered clubs collectively or individually;
  - (5) to originate and promote improvements in the law as affecting the interests of affiliated registered clubs, and to support or oppose alterations of the law, and to effect improvements in administration, and to promote or oppose legislation and other measures affecting clubs, and to take other steps and proceedings as may be deemed expedient;
  - (6) to diffuse information on all matters affecting affiliated registered clubs, and to collect and circulate statistics and other information in regard to clubs or any legislation affecting them;
  - (7) to assist and advise members of the Association on matters affecting relationships as between employees and employers, or between employees and employees; or between employers and employers;
  - (8) to raise funds for carrying on the business of the Association by subscriptions and charges from members or any other means deemed advisable by the Board;
  - (9) to cultivate and maintain reciprocal relations with kindred bodies or institutions in other places;
  - (10) to borrow and invest in any manner for the benefit of the Association or members or otherwise authorised by the Rules of the Association moneys not immediately required for other purposes of the Association;
  - (11) to indemnify any member of the Association in respect of any action taken or to be taken or any liability incurred or to be incurred by such member in any manner which the Association may consider would further the objects and policy of the Association; and
  - (12) to do all lawful acts and things as are incidental or conducive to the attainment of the above objects.

#### Powers

4.
  - (1) The Association has, in the exercise of its affairs, all the powers of an individual.
  - (2) The Association may, for example:
    - (a) enter into contracts;
    - (b) acquire, hold, deal with and dispose of property;
    - (c) make charges for services and facilities it supplies; and
    - (d) do other things necessary or convenient to be done in carrying out its affairs.



- (3) The Association will have the power and capacity to perform all acts necessary to attain any of the objects of the Association, in particular, the following:
  - (a) to represent the interests of its members in hearings, dispute conferences and discussions conducted by the relevant industrial relations tribunal or authority including on all matters which may have an effect whether adverse or beneficial for the majority of members of this Association; and
  - (b) to provide its members with up-to-date information on industrial relations and related matters, including any awards and industrial instruments that may be operative at any time which may embrace the employees of any members of the Association;
- (4) The Association may also issue secured and unsecured notes, debentures and debenture stock for the Association.

#### **Membership**

5. (1) The Association shall consist of unlimited number of clubs registered under any Act or Acts in force in the State of Queensland relating to clubs which employ or usually employ labour and/or utilise volunteers in Queensland.
- (2) Other organisations which provide financial support, goods or services to clubs in Queensland may be admitted as associate members of the Association. Associate members will have the right to attend general meetings and to receive other benefits as determined by the Board, but they will have no right to vote as members under these Rules.
- (3) Applications for membership must comply with either sub-rule (1) or (2) above, must be in writing, and must be sent to the Chief Executive Officer of the Association, and applicants must agree to be bound by the Rules of the Association and any by-laws approved by it.
- (4) Consistent with Sections 531 and 532 of the Industrial Relations Act 1999, if an applicant for membership meets the requirements of sub-rule (3) above, and complies with the Association's Rules, including paying the membership fee in accordance with Rule 6, their application for membership of the Association shall be accepted by the Board within 3 months of the date the above conditions are met.
- (5) Applications meeting the conditions referred in sub-rule (4) above, will be brought before the Board at the next or subsequent meeting, when the majority of the members of the Board present shall note the admittance of the applicant as a member.
- (6) Membership can only be refused if the applicant is not eligible or has not complied with the Rules of the Association as referred to in sub-rule (4) above.
- (7) Applicants for membership will be advised in writing of:
  - (a) the various benefits of membership;
  - (b) the financial obligations arising from membership; and
  - (c) the circumstances and manner in which a member may resign from the Association.

#### **Membership Fees**

6. (1) An entrance fee determined by the Board will be payable on application.
- (2) The Board may remit the entrance fee in appropriate cases.
- (3) The annual subscription of clubs will be determined by the Board, payable initially on admission, and afterwards in advance either annually or otherwise as determined by the Board.
- (4) The annual subscriptions payable under these Rules may be suspended by the Board for a period as the Board decides.



### Withdrawal from Membership

7. A member of the Association may resign from membership of the Association in accordance with Section 539 of the Industrial Relations Act 1999 or as follows:
- (1) A member of the Association may resign from membership by written notice addressed and delivered to the Chief Executive Officer.
  - (2) A notice of resignation takes effect;
    - a) where the member ceases to be eligible to become a member of the Association
      - i) on the day on which the notice is received by the Association, or
      - ii) on the day specified in the notice, which is a day not earlier than the day when the member ceases to be eligible to become a member;  
whichever is the later, or
    - b) in any other case
      - i) at the end of two weeks after the notice is received by the Association, or
      - ii) on the day specified in the notice;  
whichever is the later.
  - (3) Any dues payable but not paid by a former member of the Association, in relation to a period before the member's resignation from the Association took effect, may be sued for and recovered in the name of the Association, in a court of competent jurisdiction, as a debt due to the Association, subject to Section 542 of the Industrial Relations Act 1999 (i.e. Proceedings must be commenced within three years from when the member's liability first became payable).
  - (4) A notice delivered to the Chief Executive Officer shall be taken to have been received by the Association when it was delivered.
  - (5) A notice of resignation that has been received by the Association is not invalid because it was not addressed and delivered in accordance with sub-rule 1.
  - (6) A resignation from membership of the Association is valid even if it is not effected in accordance with this Rule if the member is informed in writing by or on behalf of the Association that the resignation has been accepted.

### Termination of Membership

8. (1) Membership of the Association of a member club will terminate on the passing by the Board of a resolution that the name of the member be removed from the register of members of the Association on the grounds that the member has:
- (a) failed to comply with any of the provisions of these Rules; or
  - (b) conducted itself in a manner considered to be injurious or prejudicial to the reputation or interests of the Association;
- provided the Board does not resolve the member be removed from the register of members unless:
- (i) the member has been charged in writing at least 1 month previously with a breach of the Rules or with the commission of an action contrary to the interests of the Association;
  - (ii) a copy of the charge has been forwarded to the member at least 1 month previously; and
  - (iii) the member has been afforded the opportunity of appearing before the Board for the purpose of answering the charge;
- (2) The member club concerned will be given a full and fair opportunity of presenting the member's case and if the Board resolves to terminate the membership it will instruct the Association to advise the member in writing.
  - (3) Where a member club ceases operating and does not recommence operations within a period of 6 months, its membership will be withdrawn.



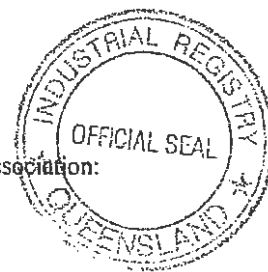
- (4) (a) Where a member club has subscriptions or charges overdue for 6 months:
- (i) notice of the overdue charges will be sent to the club by the Chief Executive Officer and
  - (ii) if the club does not pay the subscription or charges within 7 days of the notice, the Club's name may be removed from the Register and its membership terminated.
- (b) A club whose name has been removed from the register under this Rule 8 may apply at any time for reinstatement and the Board may reinstate the club.

#### **No Rights on Termination**

9. (1) Any club which withdraws from membership, or whose membership is terminated under these Rules, will cease to have any claim or interest of any nature (whether in law, in tort, contract, statute law, equity or otherwise) to or in:
- (a) any of the funds or assets of the Association;
  - (b) against any member of the Board; or
  - (c) against any member of the salaried staff of the Association;
- however that member will remain liable for and pay to the Association any moneys due by the member at the time of the cessation of the membership subject to any Act limitations.
- (2) Upon termination of membership the member must deliver up to the Association all signs, logos and other promotional material of the Association which the member may hold.

#### **Register of Members**

10. (1) The Board will cause to be kept at the Association's registered office in respect of each year, a register of members in which will be recorded:
- (a) the name and;
    - (i) in the case of a natural person who is an individual, the address of a person's ordinary place of residence;
    - (ii) in the case of a corporation that is a member, the address of its registered office;
    - (iii) in the case of an unincorporated association, the current address of the Association;
  - (b) the date on which each club became a member;
  - (c) the date on which each club ceased to be a member during the year for which the register is kept; and
  - (d) any other particulars as the Board may direct.
- (2) A register required by this Rule may be kept in the form of a book or books or a computer printout.
- (3) Particulars required by this Rule are to be entered opposite the name of the relevant club.
- (4) Where the membership of the Association is greater than 100 the register must have an index of names of members in alphabetical order.
- (5) The Association must list members in the register according to the particular Zone of which they are a member.
- (6) An entry in the register will be evidence of membership of the Association.
- (7) The register will be open for inspection at all reasonable times by any member who previously applies for such inspection.



### Register of Officers

11. (1) The Association must record the following particulars for each officer of the Association:
- (a) the officer's name;
  - (b) where the officer ordinarily lives;
  - (c) the day the officer was declared elected; and
  - (d) if that person stops being an officer during the year for which the Register is kept, the day the person stopped being an officer.
- (2) Within 30 days of the appointment or resignation of an officer of the Association, the Registrar, Queensland Industrial Relations Commission must be notified in writing of their appointment or resignation.

### President

12. (1) The President will preside at all meetings which he or she is present and will be an ex-officio member of all committees and have a deliberative as well as a casting vote.
- (2) He or she must retire after 2 years but will be eligible for re-election.
- (3) To be eligible for the election to the position of President, the nominee must have either served at least one year on the Board within the previous three years or served on the committee/board of a member club for two of the previous three years.
- (4) An incumbent Zone representative must vacate their position as Zone representative if elected as President of the Association. The casual vacancy will be filled in accordance with Rule 30.
- (5) Financial Members of all zones elect the President pursuant to rules 19-28.
- (6) The President or in his or her absence the Vice President or in his or her absence a member of the Board, must notify the relevant industrial tribunal or authority in the prescribed manner of the existence or likelihood of industrial disputes involving members of the Association.

### Vice-President

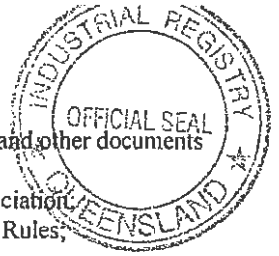
13. In the absence of the President from any meeting of the Association or Committee the chair will be taken by the Vice President but should he or she not be present then the meeting will appoint a Chairperson for that meeting.

### Chief Executive Officer

14. (1) Notwithstanding anything else in these Rules, the Chief Executive Officer shall attend to the following duties:
- (a) only in accordance with delegations or directions given by the Board or any Board member authorised by the Board from time to time, for the purpose of implementing existing policy of the Association or decisions concerning the Association; and
  - (b) shall not in any case have any voting rights at meetings of, or elections for positions on, the Board of the Association.

Subject to the above, the Chief Executive Officer shall perform the following duties --

- (c) receive all moneys on behalf of the Association and ensure the Association keeps a separate account of every particular fund and keep separate accounts of the expenses of management and of all contributions.
- (d) ensure the accounts of the Association are duly audited once a year, at the end of the financial year or more frequently as determined by the Board;
- (e) keep charge of all books and records of the Association and shall be responsible for their safe custody and also for the safe custody of such other papers and property belonging to the Association as the Board shall direct and be responsible for the same to the Board;



- (f) responsible for all correspondence involving the Board and sign all notices and other documents on behalf of the Association;
  - (g) keep minutes of all meetings of the Association and committees of the Association;
  - (h) keep a record of members of the Association as detailed in Rule 10 of these Rules;
  - (i) be responsible for the general administration of the Association.
- (2) The Chief Executive Officer must receive all moneys on behalf of the Association and ensure the Association keeps a separate account of all moneys received or paid on account of every particular fund and will keep separate accounts of the expenses of management and of all contributions.
- (3) The Chief Executive Officer must ensure the accounts of the Association are duly audited once a year, at the end of the financial year or more frequently as determined by the Board.
- (4) The Chief Executive Officer is responsible for all correspondence involving the Board. He or she will prepare and sign all notices and other documents on behalf of the Association.
- (5) The Chief Executive Officer must keep a record of members of the Association as detailed in Rule 10 of these Rules.

#### **Auditor**

15. The Board will at its first meeting after election appoint a competent person within the meaning of the Act as auditor whose duty is to carry out an annual audit of the books and vouchers of all receipts of expenditure of the Association and who will certify to the correctness of the Association's annual statement of accounts prepared by the Chief Executive Officer and will be paid a sum as the Board may decide.

#### **Registered Officer**

16. (1) Acting under the authority of the Board, the Chief Executive Officer will be the registered officer of the Association.
- (2) Every registered club being a member of the Association will be entitled to:
- (a) nominate one member from it's own body as a delegate to General Meetings of the Association;
  - (b) may complete a proxy in the form provided by the Chief Executive Officer with the notice of meeting; or
  - (c) nominate a delegate not necessarily a member of the club provided that the delegate is a member of another club forming part of the Association.
- (3) Notice of this nomination, with the name, address, and description of the person nominated, must be furnished in writing by the club to the Chief Executive Officer of the Association not less than 24 hours before any meeting.
- (4) A delegate duly nominated will continue to represent the club for which he or she has been nominated until notice of the revocation of his or her appointment has been given in writing to the Chief Executive Officer of the Association.

#### **Membership of the Board**

17. (1) The management of the Association is vested in a Board of 13 persons comprising the President and 12 Board members each elected by and from the member clubs of each of the 12 Zones set out in Rule 18 using the direct multiple voting system set out in Rule 19(6).
- (2) Each Board member elected will be the Chairperson of that Zone and will be required to regularly report on Board decisions to the member clubs of that Zone at properly constituted Zone meetings.
- (3) A Vice-President will be elected annually by and from the elected members of the Board at the first meeting of the Board after the election of Board members. Such nomination will be referred to the Electoral Commission of Queensland for its due process as to election. The person elected will act as President in the absence of the President for whatever period is required.





- (4) The Association must give the Returning Officer the names and addresses of the Board members and the Returning Officer will issue a nomination form to each board member.
- (5) Any Board member, except the President, may nominate for the position of Vice President by nominating in writing on the nomination form provided by the Electoral Commission. Nomination forms will be forwarded by the Electoral Commission to each member of the Board, except the President, within two weeks of the declaration of the election of the Board of the Association.
- (6) If only one nomination is received by the Electoral Commission for the position of Vice President, then the candidate will be declared elected.
- (7) Should more than one candidate nominate, the electoral Commission will conduct a secret ballot of the Board.
- (8) The ballot will remain open for 21 days from the date of opening.
- (9) The ballot paper will list the surname of the candidate first, followed by the candidate's other names.
- (10) The Board members will indicate their preference by placing a cross in the box beside the candidate's name, place the ballot paper in the envelope provided by the Returning Officer and post it to the Electoral Commission.
- (11) The Returning Officer will count the votes received and the candidate receiving the most votes will be declared elected.
- (12) A Board Member who is absent and unable to vote in the normal manner, may vote by appointing a proxy to vote in their stead, by completing the following statement and forwarding it to the returning officer: I, ....., of ....., hereby appoint as my proxy ..... of ....., to vote at the election of the Vice President of The Registered and Licensed Clubs Association of Queensland, Union of Employers and will sign and date the proxy form. The proxy form will be forwarded to the Electoral Commission within one week of the opening of the ballot. Receipt of the said proxy form will result in a ballot paper being sent to the person nominated as proxy. The proxy will complete the ballot paper in accordance with Rule 17(10).
- (13) Candidates may appoint scrutineers in accordance with Rules 27(3) to 27(8) inclusive.
- (14) No officer of the Association will hold office for more than 2 years without re-election.
- (15) Twelve Zone representatives will be elected to the Board using the direct multiple voting system set out in Rule 19(6) by postal ballot prior to the first Annual General Meeting after the adoption of these Rules. To be eligible for election as a Zone representative a person must be a financial member of a financial member club in the Zone.
- (16) At the first Annual General Meeting following the registration of these Rules, the Returning Officer will determine by lot which 6 Zones (comprising three country and three South East Queensland Zones) will be elected for an initial period of one year. At the following Annual General Meeting and on alternate years thereafter, these 6 Zone representatives will be elected using the direct multiple voting system set out in Rule 19(6) for a period of 2 years.
- (17) The Zone representatives for the remaining 6 Zones will hold office for 2 years from the first Annual General Meeting.
- (18) Rules 17(16) and 17(17) above will result in half the Zone representatives being eligible for election in each year. Retiring members will be eligible for re-election.
- (19) Subject to Rule 30(2), if the representative of a particular Zone dies, retires or resigns the casual vacancy must be filled by the Board on the recommendation of the Zone Committee for the balance of the term when that person will be eligible for re-election.
- (20) A person will be eligible for election or appointment to the Board as a Zone representative if nominated by a member club which operates within the relevant Zone.



## Zones

18. (1) The State of Queensland will be divided into the following Zones for the purposes of the Association the boundaries of which are to be determined by the Board and each member Club will be allocated to a Zone:

### South East Queensland Zones:

- (a) Gold Coast Zone;
- (b) Brisbane South East Zone;
- (c) Brisbane West;
- (d) Darling Downs and South-Western Zone;
- (e) Sunshine Coast Zone;
- (f) Brisbane North Zone.

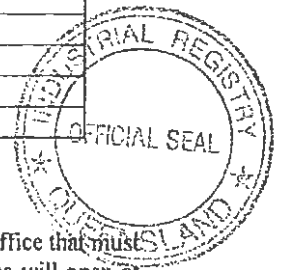
### Country Zones:

- (g) Wide Bay Zone;
  - (h) Capricornia Zone;
  - (i) Whitsunday Zone;
  - (j) Northern Zone;
  - (k) Far Northern Zone; and
  - (l) Western Zone.
- (2) A club may be reallocated to another Zone if it is more conveniently located in that Zone by applying in writing to the Chief Executive Officer.
- (3) The business of each Zone will be conducted by a Zone Committee consisting of a Chairperson (who will be the elected Board representative from that Zone) and other committee members chosen at the Annual General Meeting of the Zone under rule 40(1) including an Executive Officer.
- (4) Each Zone Committee will meet at least twice a year and have quorum of 4 people in attendance.

## Election of Members

19. (1) All elections for office are to be conducted by the Electoral Commission.
- (2) The Rules relating to elections for office also relate to elections for all offices in the Association including Zones.
- (3) Subject to rule 17(3), election of officers must be by the direct multiple voting system set out in Rule 19(6).
- (4) The Board will appoint each year a Returning Officer to be the manager of the Association's elections.
- (5) Employees of the Association and consultants to the Association will not be eligible for election to any office of the Association or in the Zones.
- (6) The number of votes to be cast by any financial member is to be in accordance with the level of annual subscription, with a maximum of five (5) votes as follows (called the "direct multiple voting system"). For the purpose of this rule, a 'financial member' is one who is financial 30 days before the starting time for nominations:

Present Annual Subscription	Number of Votes
\$100 - \$600	1
\$601 - \$1720	2
\$1721 - \$6000	3
\$6001 - \$12000	4
\$12000 +	5

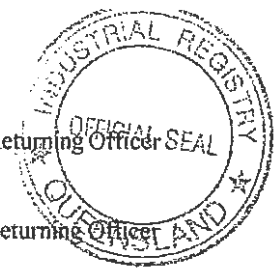


#### Pre-election Procedures

20. (1) The Returning Officer must fix the opening day and closing day for nominations for office that must be at least 28 days after the notice calling for nominations is given. The nominations will open at midday on the opening day and close at midday on the closing day. Nominations will open at least two months prior to the Annual General Meeting.
- (2) The Returning Officer must fix the starting and finishing days for all ballots to decide the result of the election if ballots become necessary under Rule 22. This starting day must not be before the closing day for nominations for the officers to be filled at an election.

#### Nominations

21. (1) The Returning Officer must call for nominations for the offices to be filled by notice given to members in one of the following ways:
- (a) by post to each member; or
  - (b) by advertisement:
    - (i) if the Association publishes a journal or newsletter that it gives to members free of charge in the journal or newsletter; or
    - (ii) in a daily newspaper circulating in the area where the Association's members live or work.
- (2) The notice must state:
- (a) the closing day for nomination; and
  - (b) that nominations close on midday on the closing day; and
  - (c) that nominations for office must be written, signed by the nominee (who if nominating for the office of President or Zone representative, must be a financial member of the member club nominating the nominee) and by an authorised officer of the nominating member club, and given to the Returning Officer before nominations close; and
  - (d) the starting and finishing days for a ballot to decide the result of the election if ballots become necessary under Rule 22, and
  - (e) that only financial members of the Association when nominations close may vote in the elections using the direct multiple voting system set out in Rule 19(6). For the purpose of the Rule, a financial member must be financial in accordance with Rule 19(6) and remain financial to the close of the ballot.
- (3) A nomination for office must be written, signed by the nominee (who, if nominating for the office of President or Zone representative, must be a financial member of the member club nominating the nominee) and by an authorised officer of the nominating member club and given to the Returning Officer before nominations close.
- (4) A person may nominate for both the office of President and Zone representative.
- (5) If a nomination complies with Rule 21(3), the Returning Officer must accept it.



- (6) A candidate may withdraw the candidate's nomination by written notice given to the Returning Officer no later than 7 days after nominations close.
- (7) If a nomination is given to the Returning Officer after nominations have closed the Returning Officer must reject it.
- (8) If a nomination is not written or is not signed by the Nominee or an authorised officer of the nominating member club, or is otherwise defective, the Returning Officer must before rejecting a person's nomination as defective (other than because the person is not qualified to hold the office that the nomination is for):
  - (a) notify the person of the defect; and
  - (b) where practicable, give the person the opportunity of remedying the defect within such period as is applicable under the rules, which must, where practicable, be not less than 7 days after the person is notified.
- (9) If practicable, the notice must be given before nominations close.
- (10) Failure to give the notice does not invalidate the election.

#### **When a Ballot must be held**

- 22 (1) If there are more candidates for election to an office than the number to be elected, the Returning Officer must conduct a ballot under Rules 24 - 27
- (2) The ballot must be a secret postal ballot.
- (3) The secret ballot in Rule 22(2) is to be in accordance with the direct multiple voting system set out in Rule 19(6)

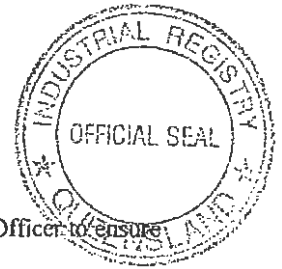
#### **Election without Ballot**

23. The Returning Officer must declare a candidate elected to an office if:
  - (1) nominations have closed; and
  - (2) the candidate does not hold another office; and
  - (3) the candidate has:
    - (a) not nominated for a higher office; or
    - (b) nominated for a higher office and is not elected to the higher office; and
    - (c) if the election is for:
      - (i) President - the candidate is the only candidate;
      - (ii) Zone representative - the candidate is the only candidate; or
      - (iii) another type of office - the number of candidates for the office is not more than the number of offices of the same type to be elected at the same time.

#### **Conducting Ballots**

24. (1) Subject to Rule 23 ballots must be held for the positions of President and the 12 Board members representing each Zone.
- (2) A roll for each ballot must be prepared at the direction of the Returning Officer.
- (3) The Returning Officer must ensure the roll is completed when nominations for the election close and that the roll states:
  - (a) the name of each Club which is a financial member (refer to clause 19(6)) of the Association when nominations for the election close:

- (i) in alphabetical order;
- (ii) with each Club's address, opposite their name.



- (4) The Association must give the Returning Officer:
  - (a) a copy of its member's register; and
  - (b) access to the Association's records reasonably necessary for the Returning Officer to ensure the roll is accurate; and
  - (c) access to the member's subscription records.
- (5) The Returning Officer must make the roll for the election available for inspection:
  - (a) in the period of time that:
    - (i) starts on the day after the roll is completed under Rule 24(3); and
    - (ii) ends 30 days after the result of the election is declared; and
  - (b) at the Association's registered office when it is open for business.
- (6) A candidate, member or other person authorised by the Returning Officer may at the times and places stated in the above Rule:
  - (a) inspect the roll, free of charge; or
  - (b) take a copy of the roll or part of the roll.
- (7) Despite Rule 24(3), if a financial Club's name does not appear on the roll, the member may apply to the Returning Officer to have the member's name included on the roll.
- (8) If the Returning Officer is satisfied the Club was a financial member (refer to clause 19(6)) when nominations for the election closed, the Returning Officer must include the Club's name on the roll.
- (9) The Association must give each candidate equal opportunity to express their views to the Association's members in a statement for the election. The statement must be:
  - (a) posted by the Returning Officer to each:
    - (i) voter with the voting material for the election under Rule 25(4); and
    - (ii) member who is not a financial member.

#### **Voting Material**

- 25. (1) The ballot paper for the election must:
  - (a) be a different colour from the colour used for ballot papers at the 2 previous elections held for the Association; and
  - (b) list the names of each candidate once only, with the surname first, followed by the candidate's other names; and
  - (c) state how the voter may vote; and
  - (d) state that the voter must fill in and sign the voting declaration or the vote will not be counted; and
  - (e) state that the voter must return the ballot paper to the Returning Officer by posting the ballot papers to the Returning Officer so they are received before or on the finishing day of the ballot.
- (2) The order of names on the ballot papers must be decided by lot.



- (3) If 2 or more candidates have the same surname and first names, the candidates must be distinguished in an appropriate way.
- (4) The Returning Officer must post each candidate's statement and the following things ("voting material") to each voter:
  - (a) the number of ballot papers each member is entitled to under the direct multiple voting system set out in Rule 19(6), each having been initialled by the Returning Officer;
  - (b) an unsealed reply paid envelope (a "return envelope") addressed to the Returning Officer which is an outer envelope that the Returning Officer is satisfied is large enough to have a declaration envelope placed in it for return to that person;
  - (c) a declaration envelope (a "declaration envelope") for each ballot paper;
  - (d) other material the Returning Officer considers appropriate for the ballot including, for example, directions or notes to help the voter to comply with relevant regulations and cast a valid vote or votes.
- (5) Voting material must be posted to each voter:
  - (a) in a sealed envelope to the voter's address on the roll; and
  - (b) as soon as practicable but not earlier than 2 days before the starting day of the ballot.
- (6) The voting declaration must state *"I certify that I am the person whose name appears on this envelope and I have voted on the ballot paper contained in the envelope and I have not voted before in this ballot"*.
- (7) If a voter gives a Returning Officer notice that the voter will be absent from the address stated on the roll when voting material is to be given, the Returning Officer must post the material to the address stated in the notice.
- (8) Before posting voting material to a voter, the Returning Officer must mark a different ballot number for each voter on:
  - (a) the roll against the voter's name; and
  - (b) a declaration envelope or envelopes; and
  - (c) the return envelope.
- (9) The ballot numbers must start with a number chosen by the Returning Officer.
- (10) A ballot paper or a declaration envelope must not be marked in a way that could identify the voter.
- (11) After posting the voting material, the Returning Officer must obtain a ballot box. The Returning Officer must:
  - (a) keep the box in a safe place; and
  - (b) seal the box in a way that:
    - (i) allows voting material to be placed in it until the ballot finishes; and
    - (ii) prevents voting material from being taken from it until votes for the ballot are to be counted.
- (12) If voting material posted to a voter:
  - (a) has not been received by the voter; or



- (b) has been lost or destroyed; or
  - (c) if the document is a ballot paper - has been spoilt;
- the voter may apply to the Returning Officer for a duplicate of the document. This application must:
- (d) be received by the Returning Officer on or before the finishing day of the ballot; and
  - (e) state the grounds on which it is made; and
  - (f) if practicable - be substantiated by evidence verifying, or tending to verify the grounds; and
  - (g) state that the voter has not voted at the ballot; and
  - (h) if the document is a spoilt ballot paper - be accompanied by the ballot paper.
- (13) If the application complies with Rule 25(12) above, the Returning Officer must:
- (a) if the document is a spoilt ballot paper:
    - (i) mark spoilt on the paper; and
    - (ii) initial the paper where marked and keep the paper; and
    - (iii) give a fresh ballot paper to the voter; or
  - (b) if the document is not a spoilt ballot paper - give a duplicate of the document to the voter.

#### **Voting**

26. (1) A ballot must remain open for at least 21 days and no longer than 49 days.
- (2) A voter may vote only by completing the following steps:
- (a) completing a ballot paper by:
    - (i) writing a tick or a cross in the square opposite the name or names of the candidate or candidates the voter may vote for under Rule 26(3); and
    - (ii) complying with the instructions on the paper;
  - (b) putting each ballot paper in a separate declaration envelope;
  - (c) sealing the declaration envelope; and
  - (d) filling in and signing a voting declaration for each declaration envelope;
  - (e) complying with any direction under Rule 25(4)(d);
  - (f) returning the return envelope to the Returning Officer before voting closes by posting it to the Returning Officer so that the envelope is received before or on the finishing day of the ballot.
- (3) A voter may only vote for the following number of candidates on a ballot paper:
- (a) for an election for President - 1 candidate;
  - (b) for an election of a Zone representative - 1 candidate; and
  - (c) for an election for another type of office - not more than the number of offices to be filled for the types.

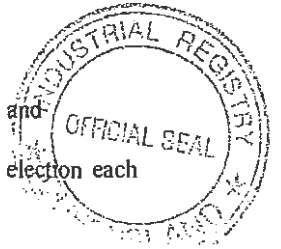
#### **Counting and Scrutiny of Votes**

27. (1) The Returning Officer must place voting material for the ballot that has been returned to the Returning Officer in a ballot box until the votes have been counted.





- (2) If, after the finishing day for the ballot, the Returning Officer receives a return envelope purporting to contain a ballot paper or papers for the ballot, the Returning Officer must:
- (a) keep the envelope sealed; and
  - (b) mark the envelope "*received by the Returning Officer after the finishing day for the ballot*"; and
  - (c) keep the envelope in safe custody, separately from return envelopes received before or on the finishing day; and
  - (d) identify the voter on the roll from the ballot number or numbers on the envelope; and
  - (e) record on the roll that the voter's return envelope was returned after the finishing day.
- (3) A candidate may:
- (a) act personally as a scrutineer; or
  - (b) appoint another person as a scrutineer for the candidate.
- (4) An appointment must be in writing and signed by the candidate.
- (5) A candidate must notify the Returning Officer of the name of his or her appointee as soon as possible after he or she is appointed.
- (6) The Returning Officer may refuse to allow an appointee to attend the counting of the votes in the election or act as a scrutineer if:
- (a) the Returning Officer asks to inspect the form of appointment; and
  - (b) the appointee does not produce it.
- (7) Subject to Rule 27(8), a scrutineer may be present at the:
- (a) preparation and giving of voting material for a ballot; or
  - (b) receipt of voting material on placing the material in safe custody under Rule 27(1) and 27(2); or
  - (c) counting of votes.
- A scrutineer may make an objection or advise the Returning Officer if the scrutineer considers an error has been made under Rule 27(19)(b).
- (8) Each candidate may only have 1 scrutineer exercising a right under Rule 27(7) for each electoral officer present.
- (9) As soon as possible after the finishing date for the ballot, the Returning Officer must:
- (a) seal any ballot box in a way that prevents anything from being placed in it; and
  - (b) take the ballot box to the place where votes are to be counted; and
  - (d) deal with the voting material under the Rules.
- (10) After the ballot box has been taken to the place where votes are to be counted, the Returning Officer must:
- (a) unseal the ballot box and take out the return envelopes; and



- (b) open each return envelope and take out each declaration envelope or envelopes; and
  - (c) examine each declaration and mark off the voter's name on the roll for the election each declaration relates to; and
  - (d) check the ballot number on each declaration against the ballot number marked against the voter's name on the roll for the election each declaration relates to; and
  - (e) ensure each declaration is signed.
- (11) After complying with Rule 27(10), the Returning Officer must remove the declarations from the declaration envelopes and place them into separate containers for each election if satisfied:
- (a) each declaration is signed; and
  - (b) the ballot number on each declaration corresponds with the ballot number marked beside the voter's name on the roll for the election each declaration relates to.
- (12) However the Returning Officer must not put a ballot envelope or a declaration in the containers mentioned in Rule 27(11) if:
- (a) the Returning Officer reasonably believes the voter to whom it was sent did not sign the declaration; or
  - (b) the person named on the declaration is the not the person to whom it was sent.
- (13) The Returning Officer must keep ballot envelopes and declarations excluded under Rule 27(12) separate from other ballot envelopes and declarations.
- (14) Rule 27(12) does not apply if the Returning Officer is satisfied the person who filled and signed the declaration:
- (a) is a voter and has not previously voted in the ballot; and
  - (b) has a reasonable explanation for using the ballot material.
- (15) If Rule 27(11) or 27(14) apply, the Returning Officer must:
- (a) accept the declaration as valid; and
  - (b) note the acceptance on the declaration; and
  - (e) record the correct ballot number on the roll against the name of the voter who signed the declaration.
- (16) After separating the declaration envelopes and the declarations, the Returning Officer must do the following in order:
- (a) seal the container holding declarations;
  - (b) open the declaration envelopes not excluded under Rule 27(11) and take out the ballot papers;
  - (c) put all of the declaration papers in the ballot box.
- (17) To count votes the Returning Officer must:
- (a) admit the valid votes and reject the informal votes; and
  - (b) count the valid votes, and record the number for each candidate; and
  - (c) count the informal votes.
- (18) A vote is only informal if:



- (a) the ballot paper is not initialled by the Returning Officer and the Returning Officer is not satisfied the paper is authentic; or
  - (b) the ballot paper is marked in a way that allows the voter to be identified; or
  - (c) the ballot paper is not marked in a way that makes it clear how the voter meant to vote; or
  - (d) the ballot paper does not comply with the direction given under Rule 25(4); or
  - (e) the ballot paper was taken from a ballot envelope that contained another ballot paper
- (19) At the counting of votes a scrutineer may:
- (a) object to a ballot paper being admitted as valid or rejected as informal by the Returning Officer; or
  - (b) advise the Returning Officer if the scrutineer considers an error has been made in conducting the ballot or counting votes.
- (20) If an objection is made, the Returning Officer must:
- (a) decide whether the ballot paper is to be admitted or rejected; and
  - (b) note the decision on the ballot paper and initial the note.
- (21) If the Returning Officer is advised under Rule 27(19), the Returning Officer must:
- (a) decide whether the error has been made; and
  - (b) if appropriate - direct action to correct or mitigate the error.
- (22) The Returning Officer may direct a person to leave the place where votes are being counted if the person:
- (a) does not have the right to be present, or remain present at the count; or
  - (b) interrupts the count other than to exercise a scrutineer's right.

#### **Election Result**

28. (1) If only 1 office is to be filled in an election, the candidate with the most formal votes is elected.
- (2) If more than 1 office is to be filled, that number of candidates corresponding with the number of offices to be filled who have the most formal votes are elected.
- (3) If the votes cast for 2 or more candidates for a particular office are equal, the Returning Officer must decide which candidate is elected by drawing lots. This decision must be made in the presence of any scrutineer who wishes to attend.
- (4) A candidate must not be elected to an office, other than as Vice President, if the candidate holds another office.
- (5) If a candidate is elected to an office, other than as a Vice President, and the candidate is also elected to a higher office, the Returning Officer may only declare the candidate elected to the higher office.

#### **Resignation or Removal from Elected Office**

29. (1) An elected officer may be removed from office if that member is found by a majority vote of the remaining members of the Board to be guilty of:
- (a) misappropriation of the funds of the Association;



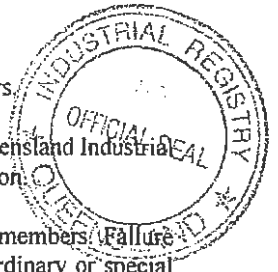
- (b) a substantial breach of the Rules;
  - (c) gross misbehaviour or gross neglect of duty; or
  - (d) if the member has ceased to be eligible to hold office under these Rules; or
- (2) The procedure to be followed in determining a matter under Rule 29(1) will be as near as possible to the procedures provided for under Rule 8 in the case of a complaint against a member provided that the member in question is afforded the right to express their point of view and that the rules of natural justice are observed.

#### Casual Vacancies

30. (1) The Board will have power to fill any casual vacancy on the Board, from the Zone in which the vacancy occurs, or of any position of office for the balance of the unexpired term.
- (2) An ordinary election using the direct multiple voting system set out in Rule 19(6) must be held for the office if the unexpired part of the term of office is longer than the greater of:
- (a) 1 year; or
  - (b) three-fourths of the term of office.

#### Functions of the Board

31. (1) Except as otherwise provided by these Rules and subject to resolutions of the members of the Association carried at any general meeting the Board has:
- (a) the general control and management of the administration of the affairs, property and funds of the Association; and
  - (b) authority to interpret the meaning of these Rules and any matter relating to the Association on which these Rules are silent.
- (2) The Board may exercise all the powers of the Association:
- (a) to borrow or raise or secure the payment of money in such manner as the Board 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 Association in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Association's property, both present and future, and to purchase, redeem or pay off any of these securities;
  - (b) to borrow amounts from members and to pay interest on the amounts borrowed, and to mortgage or charge its property or any part thereof and to issue debentures and other securities whether outright or as security for any debt, liability or obligation of the Association and to provide and pay off any of these securities;
  - (c) to take a lease of or purchase an office for the use of the Association; and
  - (d) to invest in accordance with the policy the members of the Association determine.
- (3) For Rule 31(2)(b), the rate of interest must not be more than the rate for the time being charged for overdrawn accounts on money lent (whatever the term of the loan) by:
- (a) the financial institution for the Association; or
  - (b) if there is more than 1 financial institution for the Association - the financial institution nominated by the Association.
- (4) The Board will be the sole authority for the interpretation of these Rules and any By-laws and any



decision made on these Rules and By-laws will be final and binding on the members

- (5) The Board will ensure the Chief Executive Officer advises the Registrar of the Queensland Industrial Relations Commission on an annual basis, the number of members of the Association.
- (6) Attendance at Board meetings is an express requirement and obligation of all Board members. Failure to attend a meeting of the Board without reasonable excuse for 3 consecutive ordinary or special meetings (unless leave of absence is granted by the Board) will be considered a substantial breach of these Rules.
- (7) Board members with financial management duties shall undertake financial training as approved by the Registrar, Queensland Industrial Relations Commission. The training must be completed:
  - (a) within 3 months after the Registrar approves the training; and
  - (b) at least every two-year period that the officer performs financial management functions.

#### Meetings of the Board

32. (1) The Board will meet at least once every 2 calendar months to exercise its functions.
- (2) In respect of Board Meetings Members will be notified at least 14 days prior to any meeting.
- (3) At every meeting of the Board a simple majority of a number equal to the number of members elected and appointed to the Board as at the close of the last general meeting of the members, will constitute a quorum.
- (4) Subject to Rule 32(1), the Board may meet together and regulate its proceedings as it thinks fit.
- (5) Any questions arising at any meeting of the Board will be decided by a majority of votes and, in the case of equality of votes, the question will be deemed to be decided in the negative.
- (6) A member of the Board will not vote in respect of any contract, proposed contract or matter arising out of a contract with the Association in which the member is interested, and if the member does vote the member's vote will not be counted.
- (7) Not less than 14 days' notice will be given by the President to members of the Board of any special meeting of the Board.
- (8) The notice will clearly state the nature of the business to be discussed at the meeting.
- (9) Despite rules 32(8) and 32(9), shorter notice may be given for special meetings of the Board if all members of the Board consent in writing.
- (10) The President will preside as chairperson at every meeting of the Board. If the President is not present within 10 minutes after the time appointed for holding the meeting, the Vice-President will be chairperson or if the Vice-President is not present at the meeting then the members may choose one of their number to be chairperson of the meeting.
- (11) If within half an hour from the time appointed for the commencement of a Board meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Board shall lapse.
- (12) In any other case it will stand adjourned to the same day in the next week at the same time and place, or to another day, time and place as the Board 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 meeting will lapse.
- (13) The Board may meet by any acceptable means of telecommunication provided all Board members have been given reasonable prior notice of the meeting and have a copy of the agenda and accompanying papers.

#### Delegation of Powers of the Board



33. (1) The Board may delegate any of its powers to a subcommittee consisting of such members of the Association as the Board thinks fit.
- (2) Any subcommittee formed will in the exercise of the powers delegated conform to any regulations that may be imposed on it by the Board.
- (3) A subcommittee may elect a chairperson of its meetings.
- (4) If no chairperson is elected, or if at any meeting the chairperson is not present within 10 minutes after the time appointed for holding the meeting, the members present may choose one of their number to be chairperson of the meeting.
- (5) A subcommittee may meet and adjourn as it thinks proper.
- (6) Questions arising at any meeting will be determined by a majority of votes of the members present and, in the case of an equality of votes, the question will be deemed to be decided in the negative.

#### **Acts not affected by Defects or Disqualification**

34. All acts done by any meeting of the Board or of a subcommittee or by any person acting as a member of the Board will, despite it being discovered afterward that there was some defect in the appointment of any the member of the Board or person acting, or that the members of the Board or any of them were disqualified, be as valid as if each person had been duly appointed and was qualified to be a member of the Board.

#### **Resolutions of the Board without Meeting**

35. (1) A resolution in writing signed by all the members of the Board entitled to receive notice of a meeting of the Board will be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held.
- (2) Any such resolution may consist of several documents in like form, each signed by one or more members of the Board.

#### **Annual General Meetings**

36. (1) Each Annual General Meeting must be held:
- (a) at least once each year; and
- (b) within 5 months after the end of the Association's previous financial year.
- (2) Notice of the Annual General Meeting and of the business to be transacted at it will be given by 1 calendar month notice in writing to all members of the Association.
- (3) The annual report of the Auditor and financial statements of the Association must be forwarded free of charge to the members of the Association no less than 28 days prior to the Annual General Meeting.
- (4) The Annual General Meeting may pass a resolution that binds the Board of the Association.
- (5) Full time officers and employees of the Association cannot hold the position of delegate to any Annual General or special meeting of the Association.

#### **Business to be Transacted at Annual General Meeting**

37. The following business must be transacted at every Annual General Meeting:
- (1) the receiving of the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Association for the last financial year in the form of a general purpose financial report in accordance with the relevant Australian Accounting Standard;
- (2) the receiving of the auditor's report on the financial affairs of the Association for the last financial

- year;
- (3) the presenting of the audited statement to the meeting for adoption;
  - (4) the presenting by the Board of a report of its activities for the year; and
  - (5) the declaration of the outcome of the election of members of the Board.



#### Special General Meeting

38. (1) The President, Vice-President or 2 members of the Board may convene a special general meeting by sending out notice of the meeting within 14 days of:
  - (a) being directed to do so by the Board; or
  - (b) being given a requisition in writing signed by 15 members of the Association and forwarded to the Chief Executive Officer.
- (2) A requisition mentioned in rule 38(1)(b) must clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted at the meeting.
- (3) If a special general meeting is not convened within 14 days of a requisition being received by the Chief Executive Officer, the requisitionists may themselves convene the special general meeting and the expense of convening the meeting will be defrayed by the Association.
- (4) Notice of the meeting must be given to all members of the Association at least 1 calendar month prior to the date of the special general meeting.

#### Quorum at General Meeting

39. (1) At any general meeting the number of members required to constitute a quorum will be double the number of Board members personally present plus one.
- (2) No business will be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- (3) A General Meeting, on the recommendation of the Board, may change the number of elected members of the Board.
- (4) For the purposes of this Rule "member" includes a person attending as a proxy or as representing a corporation which is a member. A person may hold more than one proxy.
- (5) 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 Board or the Association, will lapse.
- (6) In any other case it will 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 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 will be a quorum.
- (7) The chairperson may, with the consent of any meeting at which a quorum is present (and will if so directed by the meeting), adjourn the meeting, but no business will be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (8) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting will be given as in the case of an original meeting.
- (9) Except as provided by this Rule it will not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.



### Zone Meetings

40. (1) An Annual General Meeting of member clubs in each Zone will be held between 1 August and 30 September in each year.
- (2) In addition to the Annual General Meeting, each Zone will meet at least twice a year.
- (3) 2 members of each Zone Committee may convene a general meeting of each Zone by sending out notice of the meeting within 14 days of:
- (a) being directed to do so by the Zone Committee; or
  - (b) being given a requisition in writing signed by 15 members of the Zone and forwarded to the Chairperson of the Zone.
- (4) A requisition mentioned in rule 40(3)(b) must clearly state the reasons why such a general meeting is convened and the nature of the business to be transacted at the meeting.
- (5) If a general meeting is not convened within 14 days of a requisition being received by the Chairperson, the requisitionists may themselves convene the general meeting and the expense of convening the meeting will be defrayed by the Zone.
- (6) The business to be conducted at Zone meetings may include:
- (a) considering, and if deemed necessary, submitting to the Board any matters effecting the interest of the Club industry which may require action by the Board;
  - (b) dealing with any local matters that may arise;
  - (c) taking any action locally required to promote the objects of the Association as set out in Rule 3 provided that this action will not contravene and will be consistent with these Rules;
  - (d) taking action required to ensure maximum membership of the Association within the Zones; and
- (7) Each Zone's activities shall be constrained to arranging for and resourcing the meetings and business referred to in (1) to (6) above and will be funded independently by the relevant Zone Committee.
- (a) minutes of all Committee and General Meetings in the Zone shall be taken by the designated Zone Executive Officer and along with statements accounting for finances relating to those meetings or business and shall be kept and retained by the Zone Chairman. Upon the giving of 14 days' notice by the Chief Executive Officer to the Zone Chairman, or upon resolution passed at an Annual General Meeting of the Association and with 14 days' notice to the Zone Chairman, nominated minutes together with any associated statements accounting for finances for the Zone shall be delivered to the Chief Executive Officer;
  - (b) to be clear, Members of Zone Committees are holders of honorary positions;
  - (c) no staff shall be employed by Zone Committees;
  - (d) whilst Zone Committees are elected in accordance with relevant legislation and nominate members for positions on the Board of the Association in accordance with these rules, they operate as advisory bodies and not as branches under the Industrial Relations Act 1999 (Qld) or the Fair Work (Registered Organisations) Regulation 2009;
  - (e) consistent with the above, Zone Committee meetings and business is funded and administered by the Zone and no revenue is earned, debts incurred, expenses paid or assets purchased or any other financial transaction entered into for or on behalf of the Association.

### Notice of General Meeting

41. (1) The Chief Executive Officer will convene all general meetings of the Association by giving not less





- than 14 days' notice of any meeting to the members of the Association.
- (2) The manner by which the notice will be given will be determined by the Board.
  - (3) However, notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of the member's membership by the Board, will be given in writing.
  - (4) Notice of a general meeting must clearly state the nature of the business to be discussed at the meeting.

#### Procedure at General Meeting

42. (1) Unless otherwise provided by these Rules, at every general meeting:
- (a) the President will preside as Chairperson, or if there is no President, or if the President is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President will be the chairperson or if the Vice-President is not present or is unwilling to act then the members present will elect one of their number to be chairperson of the meeting; and
  - (b) the chairperson will maintain order and conduct the meeting in a proper and orderly manner; and
  - (c) every question, matter or resolution will be decided by a majority of votes of the members present; and
  - (d) the number of each member's vote or votes is to be based on the direct multiple voting system set out in Rule 19(6) and in the case of an equality of votes the chairperson will have a second or casting vote; and
  - (e) however, no member will be entitled to vote at any general meeting if the member's annual subscription is more than 1 month in arrears at the date of the meeting; and
  - (f) voting will be by show of hands or a division of members, unless not less than 20% of the votes cast by the members present demand a ballot, in which event there will be a secret ballot; and
  - (g) the chairperson will appoint 2 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
  - (h) a member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member will have the votes the member is allocated under the direct multiple voting system set out in Rule 19(6) and in a secret ballot or a division every member present in person or by proxy or by attorney or other duly authorised representative will again have the votes the member is allocated under the direct multiple voting system set out in Rule 19(6); and
  - (i) the instrument appointing a proxy will be in writing, in the common or usual form, under the hand of the appointer or of the appointer's attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised; and
  - (j) a proxy may, but need not be, a member of the Association; and
  - (k) the instrument appointing a proxy will be deemed to confer authority to demand or join in demanding a secret ballot; and
  - (l) where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy will be in the following form or as similar as circumstances permit:



**The Registered and Licensed Clubs Association of Queensland, Union of Employers**

I, ..... Of .....  
being a member of the this Association appoint .....  
of.....or failing the member, of  
..... as my proxy to vote for me on my behalf at the (annual)  
general meeting of the Association to be held on ..... 20.... and at any adjournment of it.

SIGNED on .....20....

Signature .....

This form is to be used \*in favour of/\*against the resolution.

\* Strike out whichever is not desired. (Unless otherwise instructed the proxy may vote as he or she thinks fit); and

- (m) the instrument appointing a proxy will be deposited with the Chief Executive Officer prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote; and
  - (n) the Chief Executive Officer will cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Board meeting and 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 Chief Executive Officer for that inspection.
- (2) For the purposes of ensuring the accuracy of the recording of the minutes, the minutes of every Board meeting must be signed by the chairperson of that meeting or the chairperson of the next succeeding Board meeting verifying their accuracy.
  - (3) Similarly, the minutes of every general meeting must be signed by the chairperson of that meeting or the chairperson of the next succeeding general meeting.
  - (4) However, the minutes of any Annual General Meeting must be signed by the chairperson of that meeting or the chairperson of the next succeeding general meeting or Annual General Meeting.

**By-laws**

43. The Board may at any time make, amend or repeal by-laws, not inconsistent with these Rules or the Act, for the internal management of the Association and any by-law may be set aside by a general meeting of members.

**Alteration of Rules**

44. Subject to the provisions of the *Industrial Relations Act 1999* and the *Industrial Relations Regulation 2011*, these Rules may be amended, rescinded or added to from time to time by:

- (1) two-thirds majority vote at any general meeting; or
- (2) a postal ballot of all members utilising all relevant provisions from Rules 19 - 28,

provided that the Board may make any changes to the Rules required by amendments to the Industrial Relations Act 1999 and the Industrial Relations Regulation 2011.

**Common Seal**

- 45. (1) The Board will provide for a common seal and for its safe custody.
- (2) The common seal will only be used by the authority of the Board and every instrument to which the seal is affixed must be signed by a member of the Board and will be countersigned by a second member of the Board or by some other person appointed and so authorised by the Board for the purpose.



## Funds and Accounts

46. (1) The Association shall develop and implement policies and procedures relating to the expenditure of the Association in accordance with the Industrial Relations Act 1999 and the Industrial Relations Regulation 2011.
- (2) The funds of the Association must be kept in the name of the Association in a financial institution decided by the Board.
- (3) The assets and income of the Association shall be applied solely in furtherance of its objects and no portion shall be distributed directly or indirectly to the members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association. No fines or forfeitures will be imposed on member clubs.
- (4) Proper books and accounts must be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature.
- (a) In accordance with Schedules 3 and 4 of the Industrial Relations Regulation 2011; and
- (b) Showing the relevant figures from the preceding year's accounts; and
- (c) If members of the Association paid, or were liable to pay a compulsory levy or contribution to the Association for a particular purpose –
- (i) The purpose of the levy or contribution;
- (ii) The total paid by the organisation's members for the levy or contribution.
- (5) The Association must prepare the accounts and other statements (accounts) prescribed under Schedules 3 and 4 of the Industrial Relations Regulation 2011 for each financial year as soon as practicable after the year ends;
- (6) Accounting records which explain the methods and calculations about how the Association's accounts are made up and which correctly record and explain the Association's transactions and financial position must be kept for a period of 7 years.
- (7) All moneys must be deposited as soon as practicable after receipt of them.
- (8) All amounts of \$200 or over must be paid by cheque or electronic funds transfer (EFT) signed by any 2 of the President, Chief Executive Officer, other Board member authorised by the Board or by another employee of the Association authorised by the Chief Executive Officer under a power to sub-delegate approved by the Board.
- (9) Cheques must be crossed "not negotiable" except those in payment of wages, allowances or petty cash recoupments which may be open.
- (10) The Board will determine the amount of petty cash to be kept on an imprest system.
- (11) All expenditure will be approved or ratified at a Board meeting.
- (12) The Association and its Zones must not make a loan, grant or donation of more than \$1,000 unless the Board:
- (a) approves the payment;
- (b) is satisfied if the payment can be made under these Rules;
- (c) is satisfied, if the payment is a loan, the security for the loan is sufficient; and
- (d) the proposed arrangements to repay the loan are satisfactory.
- (13) As soon as practicable after the end of each financial year the Chief Executive Officer will cause to be prepared a statement containing particulars of:
- (a) financial statements containing –



- (i) profit and loss statement, or other operating statement; and
  - (ii) a balance sheet; and
  - (iii) a statement of cash flows; and
  - (iv) any other statements required by the Australian Accounting Standards; and
- (b) notes to the financial statements containing –
    - (i) notes required by the Australian Accounting Standards; and
    - (ii) information required by any associated Reporting Guidelines; and
  - (c) any other reports or statements required by Reporting Guidelines.
  - (d) the assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.
- (14) The auditor must examine the financial statements, notes to the financial statements and other reports or statements prepared under Rule 46(13) and present a report on it to the Chief Executive Officer by 30 April following the financial year for which the audit was made.
- (15) In accordance with Sections 557A to 557I of the Industrial Relations Act 1999, the Association is to keep registers and publish them on the publicly accessible part of the website recording –
- (a) Gifts, Hospitality and Other Benefits Given and Received;
  - (b) Political Spending in accordance with Rule 50;
  - (c) Loans, Grants and Donations
- (16) The content of financial registers described above must –
- (a) continue to be published on the website for a period of 2 years;
  - (b) as soon as practicable, but no later than 5 days after the emergence of a new matter, amend the relevant register available on the website; and
  - (c) keep the registers for a period of 7 years.

#### **Disclosure of Officer's Relevant Remuneration and Non-Cash Benefits**

47. (1) Each officer of the Association shall disclose to the Association any remuneration paid to the officer:
- a) because the officer is a member of the board, if:
    - i. the officer is a member of the board only because the officer is an officer of the Association; or
    - ii. the officer was nominated for the position as a member of the board by the Association; or
    - iii. by any related party of the Association in connection with the performance of the officers' duties as an officer.
- (2) The disclosure required by sub-rule (1) shall be made to the Association
- a) as soon as practicable after the remuneration is paid to the officer; and
  - b) in writing.
- (3) The Association shall disclose to the members of the Association:
- a) the identity of the officers who are the ten highest paid in terms of relevant remuneration for the disclosure period as above, and
  - b) for those officers:
    - i. the actual amount of the officers' relevant remuneration for the disclosure period; and
    - ii. either the value of the officers' relevant non-cash benefits, or the form of the officers' relevant non-cash benefits, for the disclosure period.
- The above shall not include payments made to the officer for travel and accommodation associated with attending Board meetings.
- (4) The Association shall publish on the website, a copy of the above financial disclosure statement –
- a) as soon as practicable, but no later than 5 business days after the end of the financial period within which the disclosure statement is made; and
  - b) before 31 July each year updated for the 6 month period to 30 June each year.
- (5) For the purposes of sub-rule (3), the disclosure shall be made:
- a) in relation to each financial year;
  - b) within six months after the end of the financial year; and



c) in writing.

#### **Disclosure of Officer's Material Personal Interests**

48. (1) Each officer of the Association shall disclose to the Association any material personal interest in a matter that:
- a) the officer has or acquires; or
  - b) a relative of the officer has or acquires;
- that relates to the affairs of the Association
- (2) The disclosure required by sub-rule (1) shall be made to the Association:
- a) as soon as practicable after the interest is acquired; and
  - b) in writing.
- (3) The Association shall disclose to the members of the Association any interests disclosed to the Association pursuant to sub-rule (1).
- (4) For the purposes of sub-rule (3), the disclosures shall be made:
- a) in relation to each financial year;
  - b) within six months after the end of the financial year; and
  - c) in writing.
- (5) The Association shall maintain a register of the above disclosure notices for a period of 7 years showing—
- a) the name of the officer;
  - b) the date the disclosure notice was given; and
  - c) a copy of the disclosure notice.
- The register may be inspected for free, during business hours, by a member of the Management Committee.

#### **Disclosure by Organisation of Payments**

49. (1) The Association shall disclose to the members of the Association either:
- a) each payment made by the Association, during the disclosure period:
    - i. to a related party of the Association; or
    - ii. to a declared person or body of the Association; or
  - b) the total of the payments made by the Association, during the disclosure period:
    - i. to each related party of the Association; or
    - ii. to each declared person or body of the Association.
- (2) Sub-rule (1) does not apply to a payment made to a related party if the payment consists of amounts deducted by the Association from remuneration payable to officers or employees of the organisation.
- (3) For the purposes of sub-rule (1), the disclosures shall be made:
- a) in relation to each financial year;
  - b) within six months after the end of the financial year; and
  - c) in writing.

#### **Documents**

50. The Board must provide for the safe custody of books, documents, instruments of title and securities of the Association.

#### **Execution of Documents**

51. (1) Subject to any contrary provision of any relevant legislation the Chief Executive Officer acting on the authority of the Board, will execute all documents and/or agreements relating to industrial matters.
- (2) In all other matters the Chief Executive Officer together with the President or the Vice-President and in their absence another officer authorised by the Board will execute all documents required by law.
- (3) All these documents will be executed under the Seal of the Association and only after authority of a resolution of the Board. The Seal will be affixed in the presence of 2 witnesses.

### Financial Year

52. The financial year of the Association will close on 31 December in each year.



### Distribution of Surplus Assets

53. (1) If at any General Meeting a resolution for the dissolution of the Association is passed by a two-thirds majority of the member clubs represented, the Association may be dissolved.
- (2) If upon dissolution there are surplus assets, the surplus assets must not be distributed among the members but must be given to another entity:
- (a) that has objects similar to the Association's objects; and
  - (b) the rules of which prohibit the distribution of the entity's income and assets to its members.

### Indemnification

54. (1) All officers of the Association and every member of its committees will be indemnified against all costs, losses and expenses which they may incur or become liable for due to any contract entered into or deed done by him or her in the discharge of his or her duties.
- (2) This indemnity does not extend to any officer for costs, losses, charges and expenses due to liability that has occurred through his or her own wilful default.
- (3) Any officers or members of committees of the Association entitled to such an indemnity will, on the establishment of his or her claim, have a lien over the property of the Association for the amount of the claim.
- (4) If at any time it is expressed in a minute of the Board that a particular officer or committee member ceases to be indemnified then that person will immediately cease to be indemnified and the Board will immediately take all reasonable steps to notify this person that he or she has ceased to be indemnified.
- (5) Every member of the Association agrees not to sue or take legal proceedings of any nature to seek to recover loss or damage to any person whether natural or corporate occurring as a result of any opinions, advice or information provided to any persons by the Association, its servants or agents.

### Definitions

55. (1) "Act" means the *Industrial Relations Act 1999* as amended or re-enacted in replacement legislation.
- (2) "Officer" for the purposes of Rules 47 & 48 means a person who holds a 'management office' in terms of Sections 530C and 412(a) and (b) of the *Industrial Relations Act 1999* and includes –
- (a) the office of President, Vice President, Secretary or Assistant Secretary of the industrial association; and
  - (b) the office of a member of the management committee of the industrial association.