

BRISBANE DISTRICT GOLF ASSOCIATION INC.

IA04291



Incorporated under the  
*Associations Incorporation Act 1981 (Qld)*

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# CONSTITUTION

REGISTERED 28 MAY 2026

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|-----------|-------------------------------------------------------------------------|-----------|
| <b>1.</b> | <b>INTRODUCTORY PROVISIONS .....</b>                                    | <b>4</b>  |
| 1.1.      | DEFINITIONS .....                                                       | 4         |
| 1.2.      | NAME .....                                                              | 5         |
| 1.3.      | ASSOCIATIONS INCORPORATION ACT 1981 .....                               | 5         |
| 1.4.      | INTERPRETATION .....                                                    | 5         |
| <b>2.</b> | <b>OBJECTS AND POWERS .....</b>                                         | <b>6</b>  |
| 2.1.      | OBJECTS .....                                                           | 6         |
| 2.2.      | POWERS.....                                                             | 6         |
| <b>3.</b> | <b>MEMBERSHIP .....</b>                                                 | <b>6</b>  |
| 3.1.      | CLASSES OF MEMBERSHIP.....                                              | 6         |
| 3.2.      | CAPITATION AND MEMBERSHIP FEES .....                                    | 7         |
| 3.3.      | APPLICATION FOR MEMBER CLUB MEMBERSHIP .....                            | 8         |
| 3.4.      | ADMISSION AND REJECTION OF NEW MEMBER CLUBS.....                        | 8         |
| 3.5.      | ASSOCIATION REGISTERS.....                                              | 8         |
| 3.6.      | PROHIBITION ON USE OF INFORMATION ON REGISTER OF MEMBERS .....          | 9         |
| <b>4.</b> | <b>RESIGNATION, DISCIPLINE AND APPEALS.....</b>                         | <b>9</b>  |
| 4.1.      | RESIGNATION OF A MEMBER.....                                            | 9         |
| 4.2.      | DISCIPLINE .....                                                        | 9         |
| 4.3.      | APPEAL AGAINST REJECTION, SUSPENSION OR TERMINATION OF MEMBERSHIP ..... | 10        |
| 4.4.      | GENERAL MEETING TO DECIDE APPEAL .....                                  | 11        |
| <b>5.</b> | <b>GRIEVANCES .....</b>                                                 | <b>11</b> |
| 5.1.      | GRIEVANCE PROCEDURE .....                                               | 11        |
| 5.2.      | GRIEVANCE PROCEDURE NOT CONTINUED IN PARTICULAR CIRCUMSTANCES .....     | 12        |
| 5.3.      | APPOINTMENT OF MEDIATOR .....                                           | 12        |
| 5.4.      | CONDUCT OF MEDIATION .....                                              | 13        |
| 5.5.      | REPRESENTATION FOR GRIEVANCE PROCEDURE.....                             | 13        |
| 5.6.      | ELECTRONIC COMMUNICATION FOR GRIEVANCE PROCEDURE .....                  | 14        |
| <b>6.</b> | <b>BOARD, SUBCOMMITTEES AND DELEGATION .....</b>                        | <b>14</b> |
| 6.1.      | MEMBERSHIP OF BOARD.....                                                | 14        |
| 6.2.      | TERMS OF OFFICE .....                                                   | 14        |
| 6.3.      | FUNCTIONS AND DUTIES OF BOARD.....                                      | 14        |
| 6.4.      | DELEGATION.....                                                         | 15        |
| 6.5.      | APPOINTMENT OF SUBCOMMITTEES .....                                      | 15        |
| 6.6.      | ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS.....                  | 15        |
| <b>7.</b> | <b>ELECTION, APPOINTMENT AND VACANCIES ON BOARD.....</b>                | <b>16</b> |
| 7.1.      | ELECTING THE BOARD .....                                                | 16        |
| 7.2.      | RESIGNATION, REMOVAL OR VACATION OF OFFICE OF BOARD MEMBER .....        | 17        |
| 7.3.      | VACANCIES ON BOARD .....                                                | 18        |
| <b>8.</b> | <b>MEETINGS OF THE BOARD.....</b>                                       | <b>19</b> |
| 8.1.      | BOARD MEETINGS .....                                                    | 19        |
| 8.2.      | SPECIAL MEETING OF BOARD .....                                          | 19        |
| 8.3.      | MINUTES OF BOARD MEETINGS .....                                         | 20        |
| 8.4.      | QUORUM FOR, AND ADJOURNMENT OF, BOARD MEETING .....                     | 20        |
| 8.5.      | RESOLUTIONS OF BOARD WITHOUT MEETING.....                               | 20        |
| 8.6.      | MATERIAL PERSONAL INTERESTS.....                                        | 20        |
| <b>9.</b> | <b>MEETINGS OF MEMBERS.....</b>                                         | <b>21</b> |
| 9.1.      | ANNUAL GENERAL MEETINGS.....                                            | 21        |
| 9.2.      | GENERAL MEETINGS .....                                                  | 22        |
| 9.3.      | QUORUM FOR, AND ADJOURNMENT OF, GENERAL MEETING.....                    | 23        |
| 9.4.      | PROCEDURE AT GENERAL MEETING .....                                      | 23        |
| 9.5.      | VOTING AT GENERAL MEETING.....                                          | 24        |

|            |                                             |           |
|------------|---------------------------------------------|-----------|
| 9.6.       | PROXIES.....                                | 24        |
| 9.7.       | MINUTES OF GENERAL MEETINGS .....           | 24        |
| <b>10.</b> | <b>SECRETARY.....</b>                       | <b>25</b> |
| 10.1.      | APPOINTMENT OR ELECTION OF SECRETARY .....  | 25        |
| 10.2.      | REMOVAL OF SECRETARY.....                   | 26        |
| 10.3.      | FUNCTIONS OF SECRETARY .....                | 26        |
| <b>11.</b> | <b>FINANCE.....</b>                         | <b>26</b> |
| 11.1.      | FUNDS AND ACCOUNTS .....                    | 26        |
| 11.2.      | ANNUAL FINANCIAL STATEMENT .....            | 27        |
| 11.3.      | GENERAL FINANCIAL MATTERS .....             | 27        |
| 11.4.      | FINANCIAL YEAR.....                         | 27        |
| <b>12.</b> | <b>DOCUMENTS AND LEGAL.....</b>             | <b>28</b> |
| 12.1.      | DOCUMENTS.....                              | 28        |
| 12.2.      | NOTICES.....                                | 28        |
| 12.3.      | COMMON SEAL AND EXECUTION OF DOCUMENTS..... | 28        |
| 12.4.      | ALTERATION OF CONSTITUTION .....            | 28        |
| 12.5.      | BYLAWS.....                                 | 28        |
| 12.6.      | INDEMNITY.....                              | 28        |
| 12.7.      | INSURANCE.....                              | 29        |
| <b>13.</b> | <b>WINDING UP .....</b>                     | <b>29</b> |
| 13.1.      | DISTRIBUTION OF SURPLUS ASSETS.....         | 29        |
| 13.2.      | LIABILITY .....                             | 29        |

|                               |             |
|-------------------------------|-------------|
| Date of adoption              | 7 May 2026  |
| Date of registration with OFT | 28 May 2026 |
| Scheduled for review          | 28 May 2029 |

## 1. Introductory provisions

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### 1.1. Definitions

#### 1.1.1. In this constitution:

- a. **Act** means the *Associations Incorporation Act 1981* as modified and amended from time to time and includes any regulations made under that Act and any exemption or modification to that Act applying to the association;
- b. **association** means Brisbane District Golf Association Inc., the incorporated association to which this constitution applies;
- c. **benefits** means all forms of compensation paid or provided by the association or on behalf of the association in exchange for services;
- d. **board** means management committee, as defined in the Act;
- e. **by lot** means making a determination or choice by lottery. For example, conducting a draw at random;
- f. **capitation fee** means a fee payable to the association by member clubs for the receipt of membership rights and privileges;
- g. **casual vacancy**, on the board, means a vacancy that occurs when a board member resigns, dies or otherwise stops holding office, or a vacancy that occurs if no candidate is elected to any vacant board position at a general meeting;
- h. **constitution** means rules as defined in the Act;
- i. **day / days** means, where a period is expressed to be a specified number of days, the period is to be calculated by including the day on which the act or event provided for occurs;
- j. **ex-officio** means by virtue of their office;
- k. **general meeting** means a meeting of club representatives and includes all general meetings (annual general meetings, general meetings and special general meetings);
- l. **imprest system** means the management of funds in an account whereby a fixed balance is maintained by regular replenishments;
- m. **member** means a member club or person who has been duly accepted as such in accordance with this constitution;
- n. **present** means:
  - i at a board meeting, see clause 8.1.5; or
  - ii at a general meeting, see clause 9.4.2.
- o. **quorum** means the minimum number of board members who must be present at a board meeting or the minimum number of club representatives who must be present at a general meeting in order to constitute a valid meeting;
- p. **relative**, of a person, means a spouse, parent, sibling, child, grandparent or grandchild of the person;

- q. **remuneration:**
    - i includes salary, allowance and other entitlements; and
    - ii does not include reimbursement of out-of-pocket expenses.
  - r. **senior employee** means a person who:
    - i makes, or participates in making, decisions that affect the whole, or a substantial part of the activities of the association; or
    - ii has the capacity to significantly affect the association's financial standing.
  - s. **signed** means agreed in writing;
  - t. **special resolution** means a resolution that is passed at a general meeting by the votes of at least 75% of the club representatives who are present, eligible to vote and voting;
  - u. **surplus assets** mean the assets after payment of the debts and liabilities remaining on a winding-up of the association and the costs, charges and expenses of the winding-up;
  - v. **written / in writing** means, unless the contrary intention appears, all forms of visible words, including printed, hard copy or electronic formats.
- 1.1.2. Words importing the singular include the plural where context requires or permits.

## 1.2. Name

- 1.2.1. The name of the association is Brisbane District Golf Association Inc.

## 1.3. Associations Incorporation Act 1981

- 1.3.1. In this constitution, unless the context requires otherwise, an expression has, in a provision of this constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.
- 1.3.2. The provision at section 47(1) of the *Associations Incorporation Act 1981* does not apply, meaning that the model rules created under the Act are expressly displaced by this constitution.

## 1.4. Interpretation

- 1.4.1. The board has authority to interpret the meaning of this constitution and any matter relating to the association on which the constitution is silent, but any interpretation must have regard to the Act.

## **2. Objects and powers**

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### **2.1. Objects**

- 2.1.1. The objects of the association are to:
- a. foster, encourage, promote and support the game of golf;
  - b. abide by the rules regulating the conduct of golf;
  - c. foster a safe, fair and inclusive environment and encourage a sense of community spirit and social interaction;
  - d. affiliate with Golf Australia and such other bodies as the association deems fit;
  - e. align as necessary with current Golf Australia strategies;
  - f. do such things as are incidental or conducive to the attainment of any or all of these objects.

### **2.2. Powers**

- 2.2.1. The association has the powers of an individual.
- 2.2.2. The association may, for example:
- a. control and regulate golf events played in the association's district, as determined by the board; and
  - b. enter into contracts; and
  - c. acquire, hold, deal with and dispose of property; and
  - d. make charges for services and facilities it supplies; and
  - e. do other things necessary or convenient to be done in carrying out its affairs.

## **3. Membership**

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### **3.1. Classes of membership**

- 3.1.1. The membership of the association consists of the following classes:
- a. individual:
    - i. individual members must be at least 18 years of age, support the objects of the association and abide by the association's constitution, bylaws and policies;
    - ii. individual members are not entitled to vote at general meetings of the association unless they are a member club representative to the association and therefore entitled to vote on behalf of their member club;
    - iii. board members are individual members of the association.

- b. member club:
  - i any golf club which is a legal entity, approved and registered by Golf Australia, supports the objects of the association and abides by the association's constitution, bylaws and codes of conduct, is eligible to be a member club;
  - ii each member club is entitled to nominate two club representatives, each of whom is entitled to vote at general meetings of the association;
  - iii each club representative must be at least 18 years of age and a financial member of the club they represent;
  - iv nomination of club representatives must be in the form decided by the board.
- c. life:
  - i life members must support the objects of the association and abide by the association's constitution, bylaws and policies;
  - ii life membership is open to any person who has rendered extraordinary and meritorious service to the association for an extended period;
  - iii any individual or life member, or any member club president or secretary, may nominate an eligible person for life membership;
  - iv nominations for life membership must be in writing, signed by the person making the recommendation and received by the secretary no less than 14 days prior to the annual general meeting;
  - v on the board's approval of the recommendation, the nominee will be proposed for election as a life member at the next annual general meeting;
  - vi life members must be elected by the votes of at least 75% of the club representatives who are present, eligible to vote and voting;
  - vii life members are not entitled to vote at general meetings of the association unless they are a member club representative to the association and therefore entitled to vote on behalf of their member club.

3.1.2. The number of members in all classes of membership is unlimited.

3.1.3. A right, privilege or obligation which a person has by reason of being a member of the association is not capable of being transferred or transmitted from one person to another person.

### **3.2. Capitation and membership fees**

3.2.1. The capitation fees for each member club are:

- a. the amounts decided by the board; and
- b. payable when, and in the way, the board decides.

- 3.2.2. The board may waive or discount the capitation fees payable by any member club.
- 3.2.3. Each member club must pay its capitation fee and provide the association with a certificate, stating the number of its members, before the end of the association's financial year.
- 3.2.4. A member club which has any capitation fee in arrears for a period of three months may have their membership suspended or terminated.
- 3.2.5. A member club whose membership is suspended or terminated under clause 3.2.4 continues to be liable to pay any unpaid capitation fee.
- 3.2.6. No membership fees are payable to the association by individual members or life members.

### **3.3. Application for member club membership**

- 3.3.1. An application for membership as a member club must be:
  - a. in writing; and
  - b. in the form decided by the board; and
  - c. accompanied by any other documents or evidence of qualification for membership, as determined by the board from time to time.

### **3.4. Admission and rejection of new member clubs**

- 3.4.1. The board must consider an application from any new applicant club at the next board meeting held after it receives the application.
- 3.4.2. The board will consult existing member clubs prior to making any such decision in a manner determined by the board.
- 3.4.3. The board must decide at the meeting whether to accept or reject the application.
- 3.4.4. If a majority of the board members present, eligible to vote and voting at the meeting vote to accept the applicant club as a member, the applicant club must be accepted as a member.
- 3.4.5. If the board decides to reject an application, the secretary must, as soon as practicable, give the applicant club notice of the decision in a manner determined by the board and provide clear reasoning for the rejection.

### **3.5. Association registers**

- 3.5.1. The board must keep a register of members.
- 3.5.2. The register must include the following particulars for each member:
  - a. the name of the member;
  - b. the address of the member;
  - c. contact details of the member;
  - d. the date of admission as a member;



- e. the date of death or time of resignation of the member;
  - f. details about the termination or reinstatement of membership;
  - g. any other particulars the board or the members at a general meeting decide.
- 3.5.3. The register of members is open for inspection only by the secretary, the board and any other person approved by the board.

### **3.6. Prohibition on use of information on register of members**

- 3.6.1. A member of the association must not:
- a. use information obtained from the register of members of the association to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes; or
  - b. disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member for the purpose of advertising for political, religious, charitable or commercial purposes.

## **4. Resignation, discipline and appeals**

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### **4.1. Resignation of a member**

- 4.1.1. A member may resign from the association by giving a written notice of resignation to the secretary.
- 4.1.2. The resignation takes effect at:
- a. the time the notice is received by the secretary; or
  - b. if a later time is stated in the notice, the later time.

### **4.2. Discipline**

- 4.2.1. The board may take action to suspend or terminate a member's membership if it is determined that the member has:
- a. breached, failed, refused or neglected to comply with a provision of this constitution, the association's bylaws or any resolution or determination of the board or any duly authorised subcommittee; or
  - b. acted in a manner injurious or prejudicial to the character and interests of the association; or
  - c. brought themselves, the association, any other member or the game of golf into disrepute; or
  - d. has capitation fees in arrears for at least three months under clause 3.2.4; or
  - e. in the case of an individual or life member, been convicted of an indictable offence.

- 4.2.2. If the board proposes to suspend or terminate a member's membership, the secretary must, within seven days after the decision, give the member written notice:
- a. setting out the proposed suspension or termination of membership by the board and the grounds on which it is based;
  - b. stating that the member may address the board at a meeting to be held not earlier than seven days and not later than 28 days after the service of the notice;
  - c. stating that the member may bring a support person to that meeting;
  - d. stating the date, time and place of that meeting;
  - e. informing the member that the member may do either or both of the following:
    - i attend and speak at that meeting;
    - ii submit to the board at or before the date of that meeting written representations relating to the decision.
  - f. setting out the member's appeal rights.
- 4.2.3. Before the board suspends or terminates a member's membership, the board must:
- a. give the member a full and fair opportunity to make verbal representations at a meeting as mentioned in clause 4.2.2.b;
  - b. give due consideration to any written representations submitted to the board by the member at or before the meeting mentioned in clause 4.2.2.b.
- 4.2.4. If, after considering all representations made by the member, the board decides by resolution to suspend or terminate the membership, the secretary must, within seven days of the meeting mentioned in clause 4.2.2.b, give the member a written notice of the decision.
- 4.2.5. Upon the suspension or termination of their membership, a member shall immediately forfeit all rights, privileges and benefits associated with membership.
- 4.2.6. Clause 4.2.5 shall apply during any appeal process initiated by a member following the suspension or termination of their membership.
- 4.2.7. Nothing in this constitution shall prevent the board from immediately prohibiting a member's right to participate in association activities in circumstances considered by the board to warrant such immediate action, pending the process outlined in clauses 4.2.2 - 4.2.4.

#### **4.3. Appeal against rejection, suspension or termination of membership**

- 4.3.1. An applicant club whose application for membership has been rejected, or a member whose membership has been suspended or terminated may give the secretary written notice of their intention to appeal against the decision.

- 4.3.2. A notice of intention to appeal must be received by the secretary within seven days after the applicant or member receives written notice of the decision.
- 4.3.3. If the secretary receives a notice of intention to appeal, the secretary must, within 14 days of receiving the notice, call a general meeting to decide the appeal.

#### **4.4. General meeting to decide appeal**

- 4.4.1. The general meeting to decide an appeal must be held within 28 days of the secretary receiving the notice of intention to appeal.
- 4.4.2. At the general meeting, the appellant must be given a full and fair opportunity to show why the application should not be rejected or why the membership should not be terminated or suspended.
- 4.4.3. Also, the board must be given a full and fair opportunity to show why the application should be rejected or why the membership should be terminated or suspended.
- 4.4.4. To be upheld, an appeal must be approved by at least 75% of the club representatives present and voting at the meeting.
- 4.4.5. The association's bylaws may provide further detail regarding the conduct and procedures for an appeal at a general meeting.

### **5. Grievances**

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#### **5.1. Grievance procedure**

- 5.1.1. This grievance procedure applies to disputes between:
  - a. a member and another member;
  - b. a member and the board; or
  - c. a member and the association.
- 5.1.2. The grievance procedure cannot be used by a member whose membership has been terminated.
- 5.1.3. A member (the aggrieved party) initiates the grievance procedure in relation to the dispute by giving a notice in writing of the dispute:
  - a. to the other party; and
  - b. if the other party is not the board, to the board.
- 5.1.4. If two or more members initiate a grievance procedure in relation to the same subject matter, the board may deal with the disputes in a single process and the initiating members must choose one of their number to represent the members in the grievance procedure.
- 5.1.5. Subject to clause 5.2, the parties to the dispute shall, in good faith, attempt to resolve the dispute.
- 5.1.6. If the parties to the dispute cannot resolve the dispute within 14 days after the aggrieved party initiates the grievance procedure, the aggrieved

party may, within a further 21 days, ask the association's secretary to refer the dispute to mediation.

- 5.1.7. Subject to clause 5.2, if the aggrieved party asks the association's secretary to refer the dispute to mediation under clause 5.1.6, the board must refer the dispute within 14 days after the request.

## **5.2. Grievance procedure not continued in particular circumstances**

- 5.2.1. This section applies if:

- a. a member initiates a grievance procedure in relation to a dispute and the association or association's board is the other party to the dispute; or
- b. the aggrieved party asks the association's secretary to refer the dispute to mediation under clause 5.1.6.

- 5.2.2. The board does not have to act under clause 5.1.5 or 5.1.7 if:

- a. the aggrieved party has, within 21 days before initiating the grievance procedure, behaved in a way that would give the board grounds for taking disciplinary action under this constitution against the aggrieved party in relation to the matter that is the subject of the grievance procedure; or
- b. before the grievance procedure was initiated, a process had started to take action under this constitution against the aggrieved party or terminate the aggrieved party's membership, as provided for under this constitution, and the dispute relates to that process or to a matter relevant to that process; or
- c. the dispute could reasonably be considered frivolous, vexatious, misconceived, or lacking in substance or the dispute relates to a matter that has already been subject of the grievance procedure.

## **5.3. Appointment of mediator**

- 5.3.1. If a dispute under clause 5.1 is referred to mediation:

- a. the parties to the dispute shall choose a mediator to conduct the mediation; or
- b. if the parties are unable to agree on the appointment of a mediator within 14 days after the dispute is referred to mediation, the mediator must be:
  - i. for a dispute between a member and another member, a person appointed by the board; or
  - ii. for a dispute between a member and the board or the association, a person agreed between the parties, an accredited mediator or a mediator appointed by the director of a dispute resolution centre.

- 5.3.2. An accredited mediator may refuse to be the mediator, or the director of a dispute resolution centre may refuse to appoint a mediator, to mediate the dispute.
- 5.3.3. If clause 5.3.2 applies, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

#### **5.4. Conduct of mediation**

- 5.4.1. If a mediator is appointed under clause 5.3, the mediator must start the mediation as soon as possible after the appointment and try to finish the mediation within 28 days after the appointment.
- 5.4.2. The mediator:
  - a. must give each party to the dispute an opportunity to be heard on the matter that is the subject of the dispute; and
  - b. must comply with natural justice; and
  - c. must not act as an adjudicator or arbitrator; and
  - d. during the mediation, may see the parties, with or without their representatives, together or separately.
- 5.4.3. The parties to the dispute must act reasonably and genuinely in the mediation and help the mediator to start and finish the mediation within the time required under clause 5.4.1.
- 5.4.4. The costs of the mediation, if any, are to be shared equally between the parties unless otherwise agreed.
- 5.4.5. If the mediator cannot resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

#### **5.5. Representation for grievance procedure**

- 5.5.1. A party to a dispute may appoint any person to act on behalf of the party in the grievance procedure.
- 5.5.2. For clause 5.5.1, a person is qualified to act on behalf of a party if the person:
  - a. has sufficient knowledge of the matter that is the subject of the dispute to be able to represent the party effectively; and
  - b. is authorised to negotiate an agreement for the party.
- 5.5.3. If a party appoints a person under clause 5.5.1 to act on the party's behalf, the party must give written notice of the appointment to each of the following entities:
  - a. the other party to the dispute;
  - b. the board;
  - c. if a mediator has been appointed before the party appoints the person, the mediator.

## **5.6. Electronic communication for grievance procedure**

- 5.6.1. Any meeting or mediation session required under the grievance procedure may be conducted by electronic means if the parties to the dispute and, for a mediation, the mediator agrees.

## **6. Board, subcommittees and delegation**

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### **6.1. Membership of board**

- 6.1.1. The board of the association comprises at least three and no more than five members, including:
- a. president;
  - b. treasurer; and
  - c. up to three other members elected at a general meeting.
- 6.1.2. A board member must be a member of the association.
- 6.1.3. The board may not comprise more than two members from any member club.

### **6.2. Terms of office**

- 6.2.1. Subject to clause 6.2.2, the term of office for board members is two years.
- 6.2.2. Board members shall remain in office from the conclusion of the annual general meeting at which they were elected until the second annual general meeting following their election, but are eligible, on nomination, for re-election.
- 6.2.3. The board shall have the power to determine the sequence of retirements for board members to ensure rotational terms, whereby approximately one half of the board members retire in each year.
- 6.2.4. There is no maximum number of consecutive terms for which a board member may hold office.

### **6.3. Functions and duties of board**

- 6.3.1. The board must take all reasonable steps to ensure that the association complies with its obligations under the Act and this constitution.
- 6.3.2. Subject to this constitution, the board has the general control and management of the administration of the affairs, property and funds of the association.
- 6.3.3. The board may exercise all the powers of the association except any powers that the Act or this constitution requires the association to exercise at a general meeting.
- 6.3.4. The board has the power to enforce the observance of all clauses in this constitution and any bylaws made by the board.

- 6.3.5. A board member must exercise their powers and discharge their duties in good faith, in the best interests of the association for proper purpose and with care and diligence.
- 6.3.6. A board member must not improperly use their position, or information obtained as a board member, to:
  - a. gain a benefit or material advantage; or
  - b. cause detriment to the association.
- 6.3.7. Board members have a duty to prevent insolvent trading.

#### **6.4. Delegation**

- 6.4.1. The board may delegate any of its powers and authorities, duties and functions to any person or to any subcommittee except any function that is a duty imposed on the board by the Act or by any other law.
- 6.4.2. Despite any delegation under this clause, the board may continue to exercise all its functions, including any function that has been delegated and remains accountable for the exercise of those functions at all times.

#### **6.5. Appointment of subcommittees**

- 6.5.1. The board may create and dissolve any subcommittees considered appropriate by the board to help with the conduct of the association's operations.
- 6.5.2. Subcommittees shall have such membership, powers and duties as the board shall confer on them, or which the board shall delegate to them.
- 6.5.3. A subcommittee may meet and adjourn as it considers appropriate, or as requested by the board.
- 6.5.4. A member of a subcommittee who is not a board member is not entitled to vote at board meetings.
- 6.5.5. Subject to the board's absolute control and supervision, each subcommittee of the association may manage its own affairs.
- 6.5.6. The president may be an ex-officio member of any subcommittee.

#### **6.6. Acts not affected by defects or disqualifications**

- 6.6.1. An act or omission performed by the board, a subcommittee or a person acting under the direction of the board is taken to have been validly performed.
- 6.6.2. Clause 6.6.1 applies even if the act or omission was performed when:
  - a. there was a defect, informality or irregularity in the appointment of a board member, subcommittee member or person acting under the direction of the board; or

- b. there was an irregularity in the convening or conduct of any board meeting, subcommittee meeting or general meeting that was not discovered until after the conclusion of that meeting; or
- c. a board member, subcommittee member or person acting under the direction of the board was disqualified from acting in that capacity.

## **7. Election, appointment and vacancies on board**

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### **7.1. Electing the board**

7.1.1. A board member may only be elected as follows:

- a. the secretary calls for nominations for board positions with sufficient notice before the general meeting at which the election is to be held;
- b. any two financial members of a member club may nominate an eligible person as per clause 7.1.2 (the ***candidate***) to serve as a board member;
- c. nominations must be:
  - i in writing; and
  - ii signed by the candidate and the people who nominated them; and
  - iii received by the secretary at least 14 days before the general meeting at which the election is to be held.
- d. a list of the candidates' names in alphabetical order, with the names of the people who nominated each candidate, must be open for inspection by members of the association for at least seven days immediately preceding the general meeting;
- e. if required by the board, balloting lists must be prepared containing the names of the candidates in order determined by lot;
- f. each club representative present at the general meeting may vote for one candidate for each vacant position on the board. Any equality in voting is decided as follows:
  - i if there are two candidates for a vacant board position and both candidates receive an equal number of votes, voting is determined by lot;
  - ii if there are three or more candidates for a vacant board position and two or more candidates receive an equal highest number of votes, a second vote is conducted between only those candidates who received the equal highest number of votes. In the event that following the second vote, two or more candidates receive an equal highest number of votes, voting is determined by lot.
- g. if there is only one candidate for a vacant board position, the candidate is declared elected;



- h. if, at the start of the general meeting, there are no candidates nominated for any vacant board position, a casual vacancy is deemed to have occurred in that position.
- 7.1.2. A person is eligible to be a board member only if the person:
  - a. is at least 18 years of age; and
  - b. is eligible to be a board member under the Act; and
  - c. is a financial member of a member club; and
  - d. agrees to become an individual member of the association immediately upon their election or appointment to the board; and
  - e. holds a current blue card or exemption card obtained under the *Working with Children (Risk Management and Screening) Act 2000* or agrees to obtain one immediately upon becoming a board member.
- 7.1.3. The board must ensure that, before a person becomes a board member, the person is advised:
  - a. whether or not the association has public liability insurance; and
  - b. if the association has public liability insurance, the amount of the insurance.

## **7.2. Resignation, removal or vacation of office of board member**

- 7.2.1. A board member may resign from the board by giving written notice of resignation to the secretary.
- 7.2.2. The resignation takes effect at:
  - a. the time the notice is received by the secretary; or
  - b. if a later time is stated in the notice, the later time.
- 7.2.3. A board member may be removed from office at a general meeting of the association if a majority of the club representatives present, eligible to vote and voting at the meeting vote in favour of removing the board member.
- 7.2.4. Before a vote is taken about removing the board member from office, the board member and any other board members must be given a full and fair opportunity to show why the board member should not be removed from office.
- 7.2.5. Also, club representatives and any board members present must be given a full and fair opportunity to show why the board member should be removed from office.
- 7.2.6. A board member must vacate office if that person:
  - a. dies; or
  - b. becomes disqualified from being a board member under the Act; or
  - c. is determined by the Queensland Civil and Administrative Tribunal or the Supreme Court of Queensland to have impaired capacity, as

defined by the *Powers of Attorney Act 1998* or the *Guardian and Administration Act 2000*; or

- d. is convicted of an indictable offence or is made bankrupt; or
- e. fails to disclose the nature of any material personal interest in a matter that relates to the affairs of the association; or
- f. is absent from three consecutive board meetings without approval of the board; or
- g. does not agree to undergo a criminal history check or is disqualified as a result of such a check, if the board requests the board member to undergo a criminal history check; or
- h. if the person is required to undergo a *Working with Children (Risk Management and Screening) Act 2000* check and:
  - i is not eligible to undergo the check; or
  - ii does not agree to undergo the check; or
  - iii is disqualified as a result of the check.

7.2.7. A board member has no right of appeal against their removal from office under clause 7.2.

### **7.3. Vacancies on board**

- 7.3.1. If a casual vacancy occurs on the board, the continuing board members may appoint another person to fill the vacancy for the remainder of the term for that position, provided that the person is eligible to be a board member under clause 7.1.2.
- 7.3.2. The continuing board members may act despite a casual vacancy on the board, provided that:
  - a. the positions of president and treasurer are not vacant; and
  - b. the number of board members is at least three.
- 7.3.3. If a casual vacancy occurs in the position of president or treasurer, the continuing board members may act only to:
  - a. appoint another person to fill the casual vacancy; or
  - b. call a general meeting of the association.
- 7.3.4. If the number of board members is less than three, the continuing board members may act only to:
  - a. increase the number of board members to at least three; or
  - b. call a general meeting of the association.
- 7.3.5. If a casual vacancy occurs in the position of secretary, the continuing board members must ensure a secretary is appointed or elected within one month after the vacancy happens.

## **8. Meetings of the board**

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### **8.1. Board meetings**

- 8.1.1. Subject to this clause, the board may meet and conduct its proceedings as it considers appropriate, provided that the board must meet at least once every four months to exercise its functions.
- 8.1.2. The board must decide how a meeting is to be called.
- 8.1.3. Notice of a meeting is to be given in the way decided by the board.
- 8.1.4. The board may hold meetings or permit a board member to take part in its meetings by using any technology that allows board members to clearly and simultaneously communicate with each participating board member.
- 8.1.5. A board member who participates in the meeting as mentioned in clause 8.1.4 is taken to be present at the meeting.
- 8.1.6. Each board member present is entitled to one vote only.
- 8.1.7. A question arising at a board meeting is to be decided by a majority vote of board members present, eligible to vote and voting at the meeting and, if the votes are equal, the question is decided so as to maintain the status quo.
- 8.1.8. The president is to preside as chairperson at a board meeting.
- 8.1.9. If there is no president or if the president is not present within 30 minutes after the time fixed for a board meeting, the board members may choose one of their number to preside as chairperson at the meeting.

### **8.2. Special meeting of board**

- 8.2.1. If the secretary receives a written request signed by at least 33% of the board members, the secretary must call a special meeting of the board by giving each board member notice of the meeting within 14 days after the secretary receives the request.
- 8.2.2. If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.
- 8.2.3. A request for a special meeting must state:
  - a. why the special meeting is called; and
  - b. the business to be conducted at the meeting.
- 8.2.4. A notice of a special meeting must state:
  - a. the day, time and place of the meeting; and
  - b. the business to be conducted at the meeting.
- 8.2.5. Only the business listed on the notice of a special meeting of the board may be conducted at a special meeting of the board.
- 8.2.6. A special meeting of the board must be held within 14 days after notice of the meeting is given to the board members.

### **8.3. Minutes of board meetings**

- 8.3.1. The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each board meeting are entered in a minute book, which may be in electronic format.
- 8.3.2. To ensure the accuracy of the minutes, the minutes of each board meeting must be signed by the chairperson of the meeting, or the chairperson of the next board meeting, verifying their accuracy.
- 8.3.3. Minutes of board meetings are available for inspection only by the secretary, the board and any other person approved by the board.

### **8.4. Quorum for, and adjournment of, board meeting**

- 8.4.1. At a board meeting, more than 50% of the current board members form a quorum.
- 8.4.2. If there is no quorum within 30 minutes after the time fixed for a special meeting of the board called upon the request of members under clause 8.2.1, the meeting lapses.
- 8.4.3. If there is no quorum within 30 minutes after the time fixed for a board meeting called other than upon the request of board members under clause 8.2.1:
  - a. the meeting is to be adjourned for at least one day; and
  - b. the board members who are present are to decide the day, time and place of the adjourned meeting.
- 8.4.4. If, at an adjourned meeting mentioned in clause 8.4.3, there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

### **8.5. Resolutions of board without meeting**

- 8.5.1. A written resolution agreed in writing by a majority of the board members entitled to vote on the resolution is as valid and effectual as if it had been passed at a board meeting that was properly called and held, provided that every board member has been given an opportunity to read and vote on the resolution.
- 8.5.2. Such a resolution may be validly transmitted and agreed in writing electronically.
- 8.5.3. A resolution mentioned in clause 8.5.1 may consist of several documents in like form, each agreed in writing by one or more board members.

### **8.6. Material personal interests**

- 8.6.1. The secretary shall cause to be kept and updated from time to time a register of declared personal interests of board members.

- 8.6.2. A board member who has a material personal interest in a matter being considered at a board meeting must:
- as soon as the board member becomes aware of the interest, disclose the nature and extent of the interest to the board;
  - not be present while the matter is being considered at the board meeting;
  - not vote on the matter; and
  - disclose the nature and extent of the interest at the next general meeting of the association.
- 8.6.3. The interest must be recorded in the minutes of the board meeting at which the disclosure is made and also in the register of declared interests of board members.
- 8.6.4. Clause 8.6.2 does not apply to a material personal interest:
- that exists only because the member belongs to a class of person for whose benefit the association is established; or
  - that the member has in common with all, or a substantial proportion of, the members of the association.
- 8.6.5. Clause 8.6.2 does not apply if the board, other than the members who have a material personal interest in the matter, decide the member who has a material personal interest in the matter may:
- be present while the matter is being considered at the meeting; or
  - vote on the matter.
- 8.6.6. If the board decides under clause 8.6.5 that a board member who has a material personal interest in a matter may be present at a meeting while the matter is being considered, or may vote on the matter, the board must ensure that:
- the decision is recorded in the minutes of the board meeting and disclosed at the next general meeting of the association; and
  - details of the decision are given to a member of the association, if requested by the member.

## **9. Meetings of members**

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### **9.1. Annual general meetings**

- 9.1.1. The association's annual general meeting must be held within six months after the end date of the association's reportable financial year.
- 9.1.2. Subject to the Act, the following business must be conducted at each annual general meeting of the association:
- receiving and adopting the association's financial statement, and audit report, for the last reportable financial year;
  - appointing an auditor or an accountant for the present financial year;

- c. advising members:
  - i of the association's public liability insurance; or
  - ii if the board has decided that there is no need to have public liability insurance, the reasons for this decision and that this decision means the association's assets would be at risk if there were a successful claim against the association.
- d. electing board members;
- e. in accordance with clause 8.6.6, disclosure of the nature and extent of material personal interests of board members, if applicable;
- f. presentation of the details of any remuneration paid or other benefits given for the financial year to board members and any of their relatives, and to senior employees of the association and any of their relatives, as prescribed by the Act.

## **9.2. General meetings**

- 9.2.1. The secretary must call a general meeting by giving each member club written notice of the meeting within 14 days after:
  - a. being directed to call the meeting by the board; or
  - b. being given a written request signed by the president or secretary of at least 50% of the total number of member clubs.
- 9.2.2. A request mentioned in clause 9.2.1.b must state any proposed resolution to be considered at the general meeting.
- 9.2.3. A general meeting must be held within 28 days after the secretary is directed or requested to call the meeting as mentioned in clause 9.2.1.
- 9.2.4. Written notice of a general meeting must be provided to each member club at least 14 days before the date of the general meeting.
- 9.2.5. A notice of a general meeting must state the business to be conducted at the meeting and must specify the date, time and place for the meeting.
- 9.2.6. If the secretary is unable or unwilling to call a general meeting, the president must call the meeting.
- 9.2.7. If the secretary or president do not within 28 days from the date of receipt of the request mentioned in clause 9.2.1.b duly proceed to call the meeting, the club representatives who made the initial request (or any of them) may themselves call and arrange to hold the meeting.
- 9.2.8. Any meeting called by the club representatives under clause 9.2.7 must be called in the same manner as that in which meetings are called by the board, and must be held not later than three months from the date of receipt of the request mentioned in clause 9.2.1.b.
- 9.2.9. All reasonable expenses of convening and conducting such a meeting shall be borne by the association.

### **9.3. Quorum for, and adjournment of, general meeting**

- 9.3.1. The quorum for any general meeting is at least the number of club representatives equal to the number of board members plus one.
- 9.3.2. No business may be conducted at a general meeting unless there is a quorum of club representatives present.
- 9.3.3. If there is no quorum within 30 minutes after the time fixed for a general meeting called upon the request of club representatives under clause 9.2.1.b, the meeting lapses.
- 9.3.4. If there is no quorum within 30 minutes after the time fixed for a general meeting called other than upon the request of club representatives under clause 9.2.1.b:
  - a. the meeting is to be adjourned for at least seven days; and
  - b. the board is to decide the day, time and place of the adjourned meeting.
- 9.3.5. If at the adjourned meeting under clause 9.3.4 a quorum is not present within 30 minutes from the appointed time for the meeting, the club representatives who are present will be deemed to be the quorum and may transact the business for which the meeting was called.
- 9.3.6. The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- 9.3.7. No business will be transacted at any adjourned general meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 9.3.8. A resolution passed at any adjourned meeting will for all purposes be treated as having been passed on the date when it was in fact passed and will not be deemed to have been passed on any earlier date.
- 9.3.9. When a meeting is adjourned, a new notice of the adjourned meeting is required only if the meeting is adjourned for 14 days or more.

### **9.4. Procedure at general meeting**

- 9.4.1. A club representative may take part and vote in a general meeting in person or by using any technology as approved by the board, that allows all participants to clearly and simultaneously communicate with each other.
- 9.4.2. A club representative who participates in a meeting as mentioned in clause 9.4.1 is taken to be present at the meeting.
- 9.4.3. At each general meeting:
  - a. the president is to preside as chairperson; or
  - b. the club representatives present may choose another person to preside as chairperson; and

- c. the chairperson must conduct the meeting in a proper and orderly way.
- 9.4.4. Club representatives and board members may speak to matters before a general meeting of the association.

## **9.5. Voting at general meeting**

- 9.5.1. At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority vote of the club representatives who participate in the vote for that question, matter or resolution.
- 9.5.2. At a general meeting, a special resolution must be decided by at least 75% of the club representatives present and voting.
- 9.5.3. Each club representative is entitled to one vote only and, if the votes are equal, the question is decided so as to maintain the status quo.
- 9.5.4. A club representative is not entitled to vote at a general meeting if the member club that they represent has any capitation fee in arrears at the date of the meeting.
- 9.5.5. A challenge to a club representative's right to vote at a general meeting:
  - a. may only be made at the meeting; and
  - b. must be determined by the chairperson, whose decision is final.
- 9.5.6. The method of voting at a general meeting is to be decided by the board. However, if at least 20% of the club representatives present demand a secret ballot, voting at the general meeting must be by secret ballot.
- 9.5.7. If a secret ballot is held, the chairperson must appoint two meeting attendees to conduct the secret ballot in the way the chairperson decides.
- 9.5.8. The result of a vote as declared by the chairperson is taken to be a resolution of the meeting at which the vote was held. Neither the chairperson nor the minutes need to state the number or proportion of the votes recorded in favour or against.

## **9.6. Proxies**

- 9.6.1. The association does not allow proxy voting.

## **9.7. Minutes of general meetings**

- 9.7.1. The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book, which may be in electronic format.



- 9.7.2. To ensure the accuracy of the minutes:
- a. the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the association that is a general meeting or annual general meeting, verifying their accuracy; and
  - b. the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy.
- 9.7.3. If asked by a member, the secretary must, within 28 days after the request is made:
- a. make the minutes for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
  - b. give the member a copy of the minutes of the meeting.
- 9.7.4. The association may require the member to pay the reasonable costs of providing copies of the minutes.

## **10. Secretary**

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### **10.1. Appointment or election of secretary**

- 10.1.1. The secretary must be an adult residing in Queensland, or in another state but not more than 65km from the Queensland border, who is:
- a. an eligible person elected as secretary by the club representatives at a general meeting; or
  - b. any of the following people appointed by the board as secretary:
    - i a board member;
    - ii another member of the association;
    - iii another person.
- 10.1.2. If a vacancy occurs in the office of secretary, the board members must ensure a secretary is appointed or elected within one month after the vacancy occurs.
- 10.1.3. If the board appoints a person mentioned in clause 10.1.1.b.ii as secretary, other than to fill a casual vacancy on the board, the person does not become a board member and is ineligible to vote at board meetings.
- 10.1.4. However, if the board appoints a person mentioned in clause 10.1.1.b.ii as secretary to fill a casual vacancy on the board, the person becomes a board member and is eligible to vote at board meetings.
- 10.1.5. If the board appoints a person mentioned in clause 10.1.1.b.iii as secretary, the person does not become a board member and is ineligible to vote at board meetings.

## **10.2. Removal of secretary**

- 10.2.1. A secretary who has been appointed by the board may at any time be removed by the board.
- 10.2.2. If the board removes a secretary who is a person mentioned in clause 10.1.1.b.i, the person remains a board member.
- 10.2.3. If the board removes a secretary who is a person mentioned in clause 10.1.1.b.ii and who has been appointed to a casual vacancy on the board under clause 10.1.4, the person does not remain a board member.

## **10.3. Functions of secretary**

- 10.3.1. The secretary's functions include, without limitation:
  - a. calling meetings of the association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the association; and
  - b. keeping minutes of each meeting; and
  - c. keeping copies of all correspondence and other documents relating to the association; and
  - d. maintaining the register of members.
- 10.3.2. The secretary may delegate some or all of these functions to one or more other persons.

# **11. Finance**

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## **11.1. Funds and accounts**

- 11.1.1. The funds of the association must be kept in one or more accounts in the name of the association and in a financial institution decided by the board.
- 11.1.2. Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
- 11.1.3. All amounts must be deposited in a financial institution account as soon as practicable after receipt.
- 11.1.4. A payment by the association of \$100 or more must be made by electronic funds transfer.
- 11.1.5. Any electronic funds transfer must be signed or approved by any two of the following:
  - a. the president;
  - b. the secretary;
  - c. the treasurer;
  - d. any other person who has been authorised by the board to approve electronic funds transfers by the association.

- 11.1.6. Credit or debit card accounts may be kept on the imprest system and the board must decide the amount of funds to be kept in any such accounts.
- 11.1.7. Any credit or debit card mentioned in clause 11.1.6 may be used only for purchases and may not be used for cash withdrawals.
- 11.1.8. All expenditure must be approved or ratified at a board meeting.

## **11.2. Annual financial statement**

- 11.2.1. On behalf of the board, the treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- 11.2.2. The board must ensure that the association's financial statement is audited by an auditor or an accountant and presented to the annual general meeting for adoption.

## **11.3. General financial matters**

- 11.3.1. The income and property of the association must be applied solely towards the promotion of the objects of the association as set out in this constitution and no portion thereof is to be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or among the individual or life members of the association, provided that nothing herein prevents the payment in good faith of:
  - a. remuneration of any person in return for services actually rendered to the association; or
  - b. repayment for out-of-pocket expenses incurred on behalf of the association; or
  - c. payment for sale or hire of goods or payment of rent for premises let to the association; or
  - d. interest to any person in respect of money advanced by that person to the association or otherwise owing by the association to the person, provided that the rate of interest is not more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by:
    - i the financial institution of the association; or
    - ii if there is more than one financial institution of the association, the financial institution nominated by the board.

## **11.4. Financial year**

- 11.4.1. The association's financial year will end on 31 December each year.

## **12. Documents and legal**

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### **12.1. Documents**

- 12.1.1. The board must ensure the safe custody of books, documents, instruments of title and securities of the association.

### **12.2. Notices**

- 12.2.1. A written notice may be given by the association to any member either personally, electronically or by sending it by post to the member's last address notified in writing to the association.
- 12.2.2. Any notice period referred to in this constitution shall include the day on which a notice is given.
- 12.2.3. Where a notice is sent by post:
- a. service of the notice is effected by properly addressing, pre-paying and posting a letter or packet containing the notice; and
  - b. unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

### **12.3. Common seal and execution of documents**

- 12.3.1. Subject to the Act, the association may have a common seal.
- 12.3.2. If the association has a common seal, the seal must be kept and used in accordance with the Act.

### **12.4. Alteration of constitution**

- 12.4.1. Subject to the Act, this constitution may be amended, repealed or added to by a special resolution carried at a general meeting.
- 12.4.2. However, an amendment, repeal or addition is valid only if it is registered by the chief executive of the relevant government department from time to time having responsibility for supervision of the provisions of the Act.

### **12.5. Bylaws**

- 12.5.1. The board may make, amend or repeal bylaws, consistent with this constitution, for the internal management of the association.
- 12.5.2. A bylaw may be set aside by a majority vote of club representatives at a general meeting of the association.

### **12.6. Indemnity**

- 12.6.1. The association shall indemnify its secretary, board members, employees, individual and life members against all damages and losses (including legal costs) for which any such person may become liable to

any third party in consequence of any act or omission done in good faith for the purpose of exercising the association's functions under the Act.

- 12.6.2. Indemnity under clause 12.6.1 shall not apply to any loss or damage resulting from the wilful misconduct of the person.

## **12.7. Insurance**

- 12.7.1. The association may pay, whether directly or through an interposed entity, a premium for a contract insuring a secretary, board member or employee against liability that the person incurs as an officer of the association including a liability for legal costs.

## **13. Winding up**

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### **13.1. Distribution of surplus assets**

- 13.1.1. This clause applies if the association:

- a. is wound-up under part 10 of the Act; and
- b. has surplus assets.

- 13.1.2. The surplus assets must not be distributed among the individual or life members.

- 13.1.3. The surplus assets must be given to one or more other entities:

- a. having 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.

### **13.2. Liability**

- 13.2.1. A secretary, board member, employee or individual or life member is not personally liable to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association, beyond the property of the association in the person's possession.