

Constitution of ANZ Banking Group Retired Officers' Club (Qld)

1. Name

The name of the Club shall be: *"ANZ Banking Group Retired Officers' Club (Qld)"*

2. Objects

The objects of the Club shall be:

- (a) to foster fellowship and harmony among members;
- (b) to do all such things as in the opinion of the Committee will contribute to the welfare of its Members and Retired Officers;
- (c) to maintain a definite link with the ANZ Banking Group.

3. Categories of membership

(a) General Membership

Eligibility for membership of the Club shall vest in officers and service staff who have retired from, been retrenched from, or resigned from the Union Bank, Bank of Australasia, ANZ Bank Limited, ES&A Bank Limited, Bank of Adelaide, National Mutual Royal Bank, F.C.A. and ANZ Banking Group Limited, and provided such personnel will have served a minimum of 10 years at the time of termination of service irrespective of the age of the officer, or as the committee in its discretion may think fit.

(b) Life Membership

Any member who has rendered valuable service to the Club or the former Clubs now merged to form ANZ Banking Group Retired Officers' Club (Qld), may be elected a Life Member at either a Special General Meeting or Annual General Meeting. The nomination for life membership shall be in writing by the proposer and seconder, both of whom shall be financial members of the Club. Life Members enjoy the same rights and privileges and are subject to the same obligations as ordinary members, save that they shall not be liable for the payment of annual subscription.

(c) Honorary Membership

Any member who shall attain the age of 75 years shall automatically be entitled to Honorary Membership for life and shall enjoy the same rights and privileges and are subject to the same obligations as ordinary members, save that they shall not be liable for the payment of annual subscription.

(d) Lifetime membership

Any member who has 30 years' service with ANZ and currently qualifies for the ANZ retired Officer privileges package can make a once only payment of \$10.00 and become a lifetime club member and are subject to the same obligations as ordinary members, save that they shall not be liable for the payment of annual subscription.

4. Subscription

The subscription shall be such sum as the members may decide upon at the Annual General Meeting of the Club and shall become payable on joining, and be payable by 30th April in each calendar year thereafter. The financial year shall commence on January 1st.

5. Office Bearers

The office bearers of the Club shall be elected at the Annual General Meeting for a term as outlined in rule 8 (3) and shall be:

President, Treasurer

Secretary (either appointed by the management committee or by election at the AGM)

Newsletter Editor (either appointed by the management committee or by election at the AGM)

The president, treasurer and secretary form the management committee along with any other management committee members elected at an AGM.

6. Appointment or election of secretary

(1) The secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is—

(a) a member of the association elected by the association as secretary; or

(b) any of the following persons appointed by the management committee as secretary

(i) a member of the association's management committee;

(ii) another member of the association;

(2) If a vacancy happens in the office of secretary, the members of the Management Committee must ensure a secretary is appointed or elected for the association within 1 month after the vacancy happens.

(3) If the Management Committee appoints a person mentioned in subrule (6)(1)(b)(ii) as secretary to fill a casual vacancy on the management committee, the person becomes a member of the management committee.

(4) In this rule— **casual vacancy**, on a management committee, means a vacancy that happens when an elected member of the management committee resigns, dies or otherwise stops holding office.

7. Management

The Committee shall manage all the affairs of the Club and in all matters their decisions shall be final subject only to an appeal to the members at a special meeting called for the purpose of considering such appeal. The Committee shall have power to frame by-laws and regulations for the conduct of the Club and the duties of the various officers.

Should any doubt arise as to the meaning or application of any rules, regulations or by-laws, the Committee shall have the power to decide the matter finally. The Committee may fill any vacancies among officer bearers which may occur.

All monies received on behalf of the Club shall be banked in an account in the name of the Club, such account to be under the absolute control of the Committee and the operations thereon to be by any two of the management committee appointed to conduct the affairs of this club. or otherwise as the Committee may from time to time determine.

8. Membership of Management Committee

(1) The Management Committee of the association consists of the President, Secretary and Treasurer, and any other members the association members elect at a general meeting.

(2) A member of the management committee must be a member of the association.

(3) At each annual general meeting of the association, the members of the management committee must retire from office, but are eligible, on nomination, for re-election.

(4) A member of the association may be appointed to a casual vacancy on the management committee.

9. Electing the Management Committee

(1) A member of the management committee may only be elected as follows—

(a) any 2 members of the association may nominate another member (the **candidate**) to serve as a member of the management committee;

(b) the nomination must be—

(i) in writing; and

(ii) signed by the candidate and the members who nominated him or her; and

(iii) given to the secretary at least 14 days before the annual general meeting at which the election is to be held;

(c) each member of the association present and eligible to vote at the annual general meeting may vote for 1 candidate for each vacant position on the management committee;

(d) if, at the start of the meeting, there are not enough candidates nominated, nomination may be taken from the floor of the meeting.

(2) A person may be a candidate only if the person—

(a) is an adult; and

(b) is not ineligible to be elected as a member under section 61A of the Act.

(3) If required by the management committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.

(4) The management committee must ensure that, before a candidate is elected as a member of the management committee, the candidate 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.

10. Resignation, removal or vacation of office of management committee member

(1) A member of the management committee may resign from the committee by giving written notice of resignation to the secretary.

(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.

(3) A member may be removed from office at a general meeting of the association if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.

(4) Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.

(5) A member has no right of appeal against the member's removal from office under this rule.

(6) A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

11. Vacancies on management committee

(1) If a casual vacancy happens on the management committee, the continuing members of the committee may appoint another member of the association to fill the vacancy until the next annual general meeting.

(2) The continuing members of the management committee may act despite a casual vacancy on the management committee.

(3) However, if the number of committee members is less than the number fixed under rule 19 as a quorum of the management committee, the continuing members may act only to—

(a) increase the number of management committee members to the number required for a quorum; or

(b) call a general meeting of the association.

12. Functions of management committee

(1) Subject to these rules or a resolution of the members of the association carried at a general meeting, the management committee has the general control and management of the administration of the affairs, property and funds of the association.

(2) The management committee has authority to interpret the meaning of these rules and any matter relating to the association on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

Note—

The Act prevails if the association's rules are inconsistent with the Act—see section 1B of the Act.

(3) The management committee may exercise the powers of the association—

(a) to borrow, raise or secure the payment of amounts in a way the members of the association decide; and

- (b) to secure the amounts mentioned in paragraph (a) 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, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the associations property, both present and future; and
 - (c) to purchase, redeem or pay off any securities issued; and
 - (d) to borrow amounts from members and pay interest on the amounts borrowed; and
 - (e) to mortgage or charge the whole or part of its property; and
 - (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association; and
 - (g) to provide and pay off any securities issued; and
 - (h) to invest in a way the members of the association may from time to time decide.
- (4) For subrule (3)(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of 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 management committee.

13. Meetings of management committee

- (1) Subject to this rule, the management committee may meet and conduct its proceedings as it considers appropriate(2) The management committee must meet at least once every 4 months to exercise its functions.
- (2) The management committee must decide how a meeting is to be called.
- (3) Notice of a meeting is to be given in the way decided by the management committee.
- (4) The management committee may hold meetings, or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (5) A committee member who participates in the meeting as mentioned in sub rule (5) is taken to be present at the meeting
- (6) A question arising at a committee meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the question is decided in the negative.
- (7) A member of the management committee must not vote on a question about a contract or proposed contract with the association if the member has an interest in the contract or proposed contract and, if the member does vote, the members vote must not be counted.
- (8) The president is to preside as chairperson at a management committee meeting.
- (9) If there is no president or if the president is not present within 10 minutes after the time fixed for a management committee meeting, the members may choose 1 of their number to preside as chairperson at the meeting.

14 Resolutions of management committee without meeting

- (1) A written resolution signed by each member of the management committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.
- (2) A resolution mentioned in subrule (1) may consist of several documents in like form, each signed by 1 or more members of the committee.

15. Patron

The Patron(s) of the Club shall be such person(s) who may be elected at the Annual General Meeting and also the Chief Executive Officer of the ANZ Banking Group in Queensland.

16. Auditor

At each Annual General Meeting a member of the Club, not being a member of the committee shall be elected to serve as Auditor for the ensuing year. He shall audit the accounts of the Club not later than 14 days before the Annual General Meeting.

17. Annual General Meeting

The annual general meeting of members shall be held not later than the month of February in each year to receive the Committee's report and the financial statement for the previous 12 months ended on 31st December, duly audited, to elect Office Bearers, Patron(s) and Auditor and to discuss matters related to the affairs of the Club. All members who are financial in the Club's previous financial year are deemed to be so in the current year until completion of the Annual General Meeting.

18. Special Meeting

Special Meetings of the Club may be called by the Committee or by requisition signed by at least five (5) members, such requisition to state the business proposed to be dealt with. The Committee shall fix the date of special meetings. Special meetings called as a result of requisition by at least five members shall be held not more than 14 days from the date of receipt of such requisition. Members shall be notified by the Secretary of the date of special meetings by circular letter and/or e-mail.

19. Quorum for Meetings

The quorum for a management committee meeting shall be two members where the committee is two and 50% of its members where the number of committee numbers is more than two. A quorum for a general meeting, annual general meeting, or special meeting is the number of the management committee plus 5.

20. Interpretation and Repeal Clause.

This Constitution may be added to, repealed or amended by resolution at any annual general or special general meeting provided that no resolution shall be deemed to have been passed unless it is carried by a majority of at least two-thirds of the members present. If such resolution is passed by the required majority, it shall be binding on all members.

21. Dissolution of the Club

The Club may be dissolved by resolution of at least three-fourths of the members present at a Special General Meeting of which fourteen days notice shall be given to members by circular letter and/or e-mail. Upon dissolution the property of the Club shall be realised and the net proceeds, if any, donated to a deserving charity.

PREVIOUS AMENDMENTS

3rd October, 2005.

6th February, 2006.