



Croatian Community Centre (Qld) Limited

ABN 41 010 100 973
210 Dunn Road, Rocklea, Queensland 4106
PO Box 6347, Upper Mt Gravatt Qld 4122
Events bookings: 0431 019 220

Minutes of Extraordinary General Meeting 2024 (EGM) of the Croatian Community Centre (Qld) Limited (CCCQ)

Held at: 210 Dunn Road, Rocklea QLD 4106

On: Sunday, 25 August 2024

Present: Members eligible to vote were present.

Chairman: As per the CCCQ's Constitution, the President chaired the meeting.
Chairperson: Mr Frank Zepackic.

Quorum: Secretary and the Chairperson confirmed a quorum was present. Yellow voting cards were distributed to the members eligible to vote.

Constitution: The proposed changes to the Constitution were presented onscreen and reviewed in detail. The public company constitution annexed to these minutes (**Amended Constitution**) was adopted unanimously.

Resolution: It was resolved by special resolution that CCCQ adopt the Amended Constitution:

That the current Constitution dated 20 September 2020 be replaced with the Amended Constitution and be adopted as the Constitution of the Association.

Closure: There being no further business, the meeting was declared closed.

Signed as a true and correct record on

11/9/24

Chairperson

Amended Constitution

CROATIAN COMMUNITY CENTRE (QLD) LIMITED ACN 010 100 973

A company limited by guarantee

Adopted on: 20 September 2020

Amendment adopted on 25 August 2024

This Amended Constitution replaces all previous Constitutions.



The Croatian Club Brisbane

Croatian Community Centre (QLD) Limited
210 Dunn Road, Rocklea QLD 4106
AUSTRALIA
www.croatianclubbristbane.com.au

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1 Definitions

1.1 In this Constitution of the Croatian Community Centre (QLD) Limited ACN 010 100 973 unless the contrary intention appears or otherwise defined:

“AGM”	means annual general meeting.
“Alternate Director”	means a member who is nominated by the Board by Ordinary Resolution to replace an outgoing Director until the next AGM.
“Annual Membership Fee”	means any amount determined in accordance with article 6.3.
“Association”	means the Croatian Community Centre (QLD) Limited ACN 010 100 973.
“Board”	means the elected Board of Directors of the Association.
“Constitution”	means this constitution and a reference to an article is a reference to an article of this constitution.
“Corporations Act”	means the <i>Corporations Act 2001</i> (Cth).
“Director”	means a person elected to the Board and “Directorship” has an equivalent meaning and where appropriate includes an Alternate Director.
“EGM”	means extraordinary general meeting.
“Members”	means all members of the Association, whether voting or non-voting members.
“Ordinary Resolution”	means a requirement of at least a 50% majority of eligible votes in favour of the motion for it to pass.
“Register of Members”	means the Register of Members of the Association.
“Registered Office”	means the registered office of the Association.
“Secretary”	means a person elected to the Board as a Secretary/Director who performs the duties of a secretary of the Association, and where appropriate, includes an acting Secretary appointed by the Directors.
“Special Resolution”	means the requirement of at least a 75% majority of eligible votes in favour of the motion for it to pass. A special resolution is only for exceptional cases. These include when the company wants to change its name, windup, change its constitution or when outlining the powers and responsibilities of an appointed liquidator. <i>The Corporations Act 2001</i> (Cth) outlines the process for special resolutions.
“the Club”	means the place of business and activities of the Association at 210 Dunn Road, Rocklea, Queensland, 4106.

2 Corporations Act

2.1 In this Constitution unless the contrary intention appears:

- (a) a word or expression defined or used in the Corporations Act has the same meaning when used in this Constitution in a similar context; and
- (b) “section” means a section of the Corporations Act.

2.2 Subject to article 2.3, the Corporations Act overrides any article in this Constitution which is inconsistent with the Corporations Act.

- 2.3 The provisions of the Corporations Act that apply as replaceable rules are displaced by this Constitution and do not apply to the Association.
- 2.4 The Association has the legal capacity and powers of an individual, and all the powers of a body corporate under the Corporations Act.

3 Purpose and objects of the Association

3.1 The purpose and objects of the Association are to:

- (a) establish a cultural and social association of persons of Croatian origin, Australian citizens of Croatian extraction and their families;
- (b) foster the welfare of members of the Association;
- (c) give financial and other assistance to the members of the Association and to persons of Croatian origin living in or near Brisbane who may be in need of such assistance;
- (d) develop and financially assist the education, culture, entertaining and sporting activities of the youth of Croatian origin provided that they work within and at a branch of the Association;
- (e) promote and support all sports and pastimes and to provide playing grounds for soccer and other purposes of the Association and to provide pavilions, club rooms and other conveniences, facilities and amenities in connection therewith;
- (f) to subscribe to become a member of and cooperate with any other club, association or organisation whether incorporated or otherwise, whose objects are altogether or in part similar to those of the Association provided that the Association shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of article 4 of this Constitution;
- (g) enter into any arrangements with any government or other authority, supreme, municipal, local or otherwise, that may seem conducive to the Association's objectives or any of them, and to obtain from and such government or authority any rights privileges and concessions with the Association may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- (h) purchase, take on, lease of in exchange hire and otherwise acquire any lands, buildings, easements or property real and personal and any rights or privileges which may be requisite for the purposes of or capable of being conveniently used in connection with any of the objects of the Association provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts;
- (i) appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association;
- (j) construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds or conveniences which may seem calculated directly or indirectly to advance the Association's interest and to contribute to subsidies or otherwise assist and take part in the construction, improvement, maintenance, developments, working, management, carrying out alterations or control thereof;
- (k) invest and deal with the money of the Association not immediately required in such manner as may be permitted by law;

- (l) subject to clause 13.3, borrow or raise or secure the payment of money in such manner as the Association may think fit and to secure the same or the repayment 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 such security;
- (m) make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- (n) in furtherance of the objects of the Association, sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association;
- (o) take any gift of property whether subject to any special trust or not for any one or more of the objects of the Association but subject always to the provision in article 3.1(h);
- (p) take such steps by personal or written appeals, public meetings or otherwise as may be from time to time be deemed expedient for the purpose of pricing contributions to the funds of the Association in the shape of donations annual subscriptions or otherwise;
- (q) furtherance of any of the objects of the Association, transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the companies, institutions, societies or associations with which the Association is authorised to amalgamate;
- (r) make donations for patriotic or charitable purposes;
- (s) transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged;
- (t) do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association;
- (u) establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Association or the dependents or connection of any such persons, and to grant pensions and allowances, and to make payments towards insurance and to subscribe or guarantee money for charitable or benevolent objects or for any public, general or useful object;
- (v) take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Association's property or whatsoever kind sold by the Association, or any money due to the Association from purchasers and others;
- (w) print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects;
- (x) in furtherance of any of the objects of the Association, amalgamate with any companies, institutions, societies or associations having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Association under and by virtue of article 4 of this Constitution;
- (y) in furtherance of any of the objects of the Association, to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations with which the Association is authorised to amalgamate;

- (z) make regulations and by-laws and to do all such lawful acts and things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association; and
- 3.2 The Association has the power to do any acts necessary to or incidental to the furtherance of the Purpose.

4 Income and property of the Association

- 4.1 All income and assets of the Association must be applied towards the promotion of the Purpose.
- 4.2 The Association must not distribute any income or assets directly to its members, except as provided in article 4.3.
- 4.3 Subject to articles 17.1 and 17.2, article 4.2 does not stop the Association from doing the following things, provided they are done in good faith:
 - (a) paying a member for goods and services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the Association; or
 - (b) making a payment to a member in carrying out the Association's Purpose.

5 Register of Members

- 5.1 The persons the Board admits as members of the Association in accordance with this Constitution are recognised as members of the Association, and their rights, powers, obligations and liabilities as members are to be governed under this Constitution.
- 5.2 The Board shall keep a current Register of Members administered by the Secretary.
- 5.3 The Register of Members must include the following details for each member:
 - (a) the full name of the member;
 - (b) the residential and if available, postal address of the member;
 - (c) the category of member;
 - (d) the date of admission as a member, if possible;
 - (e) the date of death or time of resignation of the member, if possible;
 - (f) details about the termination or reinstatement of membership, if known; and
 - (g) any other details the Board, or the members at a general meeting, decide.
- 5.4 A member must promptly notify the Association of any change in the member's details which are recorded in the Register of Members.
- 5.5 Upon written request, the Register of Members shall be made available and open for inspection by members of the Association at all reasonable times, which will be at the discretion of the Secretary but within 14 days of the request.
- 5.6 However, the Board may, on the application from a member of the Association, withhold information about the Association's members from the Register of Members available to be inspected (other than the members full name, date when membership paid and type of membership) if the Board has reasonable grounds for believing the disclosure of the information would put a member at risk of harm.

- 5.7 The number of members with which the Association proposes to be registered is 250 as of 30 June 2020 but the Board may from time to time record a change in member numbers.
- 5.8 The total amount and number of each type of member of the Association as well as the increase or decrease in member numbers as compared to the previous AGM will be announced by the Secretary as custodian of the Register of Members at the AGM.

6 Membership

- 6.1 There will be the following types of membership of the Association:

- (a) Financial Members;
- (b) Social Members;
- (c) Life Members;
- (d) Foundation Members;
- (e) Gold Members;
- (f) Honorary Members;
- (g) Visitors.

- 6.1.1 **Financial Members** are those persons who are admitted as “Financial Members” of the Association by the Board, and shall be entitled to full voting rights and made eligible by the following criteria:

- (a) any person of Croatian birth;
- (b) persons of at least one of that person’s parents was born in Croatia;
- (c) proven descendancy of Croatian heritage;
- (d) a spouse or de-facto partner of such persons referred to in articles 6.1.1(a), 6.1.1(b) and 6.1.1(c);
- (e) is over 18 years of age; and
- (f) is a Permanent Resident or Citizen of Australia.

- 6.1.2 **Social Members** are those persons who have not attained 18 years of age, qualify in articles 6.1.1(a), 6.1.1(b), 6.1.1(c) and 6.1.1(f), and are admitted as Social Members of the Association by the Board. Social Members shall have no entitlement to vote at general meetings of the Association.

- 6.1.3 **Life Members** are those persons who are eligible Financial Members and satisfy one of the following criteria:

- (a) those persons who have provided 10 years in total of Board service;
- (b) those persons who have provided 10 years in total of service to the Association in any volunteering capacity;

Nominations for Life Members shall:

- (c) be provided to and minuted by the Board;

- (d) be voted by Financial Members of the Association at the next general meeting with a majority consensus ratifying Life Membership for the individual;
- (e) Life Members will not be required to pay an Annual Membership Fee; and
- (f) Life Members will retain full voting privileges.

6.1.4 Foundation Members are:

- (a) those persons who have donated the sum of \$500.00 or more to the funds of the Association prior to the year 2000 and were accepted as Foundation Members by the Board of that time; and
- (b) listed on the honour board at the Club's entrance hall and appropriately classed on the Register of Members.

Foundation Membership:

- (c) is now closed, and no further persons shall be admitted as Foundation Members; and
- (d) shall be transferable only to the spouse or de-facto partner upon the death of that Foundation Member in accordance with article 6.2.2 (only rights but not name change on board).

6.1.5 Gold Members shall be recognised and accepted by meeting the following criteria:

- (a) being a Financial Member of the Association for a continuous period of at least 2 years;
- (b) Gold Membership is considered an honour and recognition of a member's significant contributions to the Association. It is a way for the Association to express gratitude and appreciation for the dedication and support shown by these individuals;
- (c) any changes to the requirements for Gold Membership must be approved by a majority vote of the Financial Members at a general meeting of the Association;
- (d) Financial Members can nominate individuals who meet the requirements for Gold Membership, and the nominations will be presented to the Board for consideration;
- (e) nominations for the Gold Members are to be approved by the Board with the nominations then presented at the next general meeting at which the members of the Association entitled to vote will decide by Ordinary Resolution which persons shall be admitted as Gold Members;
- (f) Gold Members shall retain all voting privileges.

6.1.6 Honorary Members are given to persons that the Board from time to time sees fit to grant Honorary Membership. Honorary Membership shall:

- (a) not be members of the Association and are ineligible for financial membership;
- (b) be entitled to all social benefits, have access to Club facilities and are not required to pay an Annual Membership Fee;
- (c) agree to abide by this Constitution;
- (d) be ineligible to vote or stand for office;
- (e) be ineligible to claim a share of the property of the Association upon its dissolution;
- (f) be assessed on an extraordinary contribution which benefits the Association but with no personal benefit for that person;

- (g) be nominated in writing by a member of the Association with an explanation of the contribution and to be approved by the Board; and
- (h) be presented by the Board at the next general meeting and voted by eligible members by the way of an Ordinary Resolution.

6.1.7 Visitors are:

- (a) those persons that are non members who are visiting the Club and do not fit the criteria pursuant to articles 6.1.1(a) to 6.1.1(d) of this Constitution who visit the Club on a casual basis and in the accompaniment of a Financial or Life Member;
- (b) those persons shall agree to be bound by this Constitution and any other rules, by-laws, policies or other standards prescribed by the Board from time to time; and
- (c) those persons shall not have voting rights; and
- (d) those persons that shall sign a Visitors Register upon entry to the Club.

6.1.8 Foundation Members, Life Members and Gold Members of the Association shall:

- (a) have the sole right to vote for any proposed sale of real property owned by the Association where a fair and market price is to be determined by reasonable methods; and
- (b) view the final contract of sale of the proposed property and thereafter vote for the acceptance or rejection of that offer and conditions bound by the contract.

6.2 Transfers of membership

6.2.1 Subject to article 6.2.2 membership is not transferable, and a member must not sell, transfer or dispose of their interests in the Association to another member or a third party.

6.2.2 Upon the death of a Foundation Member ("**Transferor**"), the Transferor's spouse or de-facto partner ("**Transferee**") may apply to the Board to have the Foundation Membership transferred to the Transferee by submitting a written application to the Board. The Board must consider whether to allow the transfer from the Transferor to the Transferee at the next Board meeting and the Board must notify the Transferee of the final decision to approve the transfer within 30 days.

6.2.3 Membership Fees paid to the Association are not refundable under any circumstances and shall not be held in credit.

6.3 Membership application

6.3.1 New Financial and Social Members may be admitted to the Association subject to the following conditions:

- (a) that a prescribed application form is completed;
- (b) the completed application form is submitted to the Board;
- (c) the Board may decline a membership application if it does not meet the criteria in article 6.1.1 or 6.1.2 (as applicable), if the Board decides it is in the best interests of the Association due to the applicant having engaged in conduct stipulated in article 8.1, or for any other reason which the Board decides is in the best interests of the Association;
- (d) the rejected applicant may notify the Board in writing that he/she intends to appeal the decision of the Board at the next general meeting of the Association, where the members of the Association entitled to vote in accordance with this Constitution can overturn the decision of the Board with a Special Resolution;

- (e) the membership application being approved by the Board at the next Board meeting by a majority vote;
 - (f) the member agrees to adhere to this Constitution and any other rules, by-laws, policies or other standards prescribed by the Board from time to time; and
 - (g) the Board is not required to give reasons for rejection of an application for membership of the Association.
- 6.3.2 The Annual Membership Fee for members shall be determined by the Board and may change from time to time.
- 6.3.3 New members require at least 2 months of membership to be eligible to attend or vote at a general meeting.
- 6.3.4 Renewing members are not subject to article 6.3.1.
- 6.3.5 New membership commences as soon as the Board approves the membership application.
- 6.3.6 If a membership application is rejected, the applicant's joining fee and any Annual Membership Fee paid in advance for that year shall be refunded in full within 30 days of the Board meeting.
- 6.3.7 The Secretary shall notify the acceptance or rejection of the membership application to the applicant in writing and within 30 days of the Board meeting at which the person's membership application was considered.
- 6.4 Membership renewal for existing members**
- 6.4.1 The Board will make available the renewal membership form between 1 July of that year and not later than 28 days prior to the AGM to each existing member.
- 6.4.2 Renewing members shall prescribe to articles 6.3.1(a), 6.3.1(b), 6.3.1(f) and 6.3.2.
- 6.4.3 Membership commences as soon as the renewal form is completed and the Annual Membership Fee is paid.
- 6.4.4 Renewal of membership is permitted to be accepted by payment either electronically or in person throughout the membership year up to and including the day of the AGM but prior to its commencement.
- 6.4.5 Membership shall lapse prior to the commencement of the AGM for that year unless that member pays Annual Membership Fee and/or completes the renewal membership form and returns it to the Secretary prior to commencement of the AGM.
- 6.4.6 Life Membership and Honorary Membership shall not lapse.

7 Membership Year

- 7.1 The membership year will commence on the 1st July and shall end on the 30th June of that financial year.

8 Disciplining Members and Appeal Process

- 8.1 The conduct of a Member that may require disciplinary actions can include but is not limited to conduct whereby the member:
- (a) has wilfully refused or neglected to comply with this Constitution of the Association;
 - (b) has been found to have engaged in conduct subversive to the Purpose of the Association;

- (c) has been found to have engaged in conduct prejudicial to the interests of the Association;
- (d) has been found to have engaged in conduct detrimental to the interests of the Association of which she or he is a member;
- (e) has been convicted of a serious indictable offence;
- (f) has been found guilty of falsely representing him or herself;
- (g) has exhibited behaviour that is unbecoming of a member of the Association; and
- (h) has caused damage to the Association, either by reputation or property damage.

8.2 The Board may by resolution censure, suspend or expel the member from the Association, provided that the following procedure is observed:

- (a) the Board and/or the Secretary must give written notice to the member setting out what is alleged against the member and the member must be given the opportunity to rectify the matter;
- (b) at least 1 week before the Board meeting at which the resolution is to be considered, the member must be given notice of the meeting setting out:
 - (i) what is alleged against the member; and
 - (ii) the intended resolution;
- (c) at the Board meeting, and before voting on the resolution, the member must be given an opportunity to give a written or verbal explanation as the member thinks fit;
- (d) after considering any explanation under article 8.2(c), the Board may:
 - (i) take no further action;
 - (ii) warn the member;
 - (iii) suspend the member's rights as a member for a period of no more than 12 months;
 - (iv) suspend the member for a period of up to 24 months;
 - (v) expel the member; and/or
 - (vi) seek reimbursement from the member for any damage caused.
- (e) the Board cannot fine a member;
- (f) the Secretary must give written notice to the member of the decision under article 8.2(d) as soon as possible; and
- (g) disciplinary procedures must be completed as soon as reasonably practical.

8.3 Any member penalised by the Board pursuant to article 8.2(d) may notify the Board in writing that he/she intends to appeal against the decision of the Board at the next general meeting of the Association where the Members of the Association who are entitled to vote, can overturn the decision of the Board to penalise the member with a special resolution.

8.4 Notice of Intention to Appeal shall be in writing and shall be served to the Secretary. Once a Notice of Intention to Appeal was served to the Secretary, then this matter will be dealt with at the next general meeting of the Association.

- 8.5 Suspended or expelled members may appoint any person or an agent to represent him/her at the hearing of their suspension or expulsion as the case may be.
- 8.6 Any disciplinary action bestowed upon a member shall be recorded by the Secretary in the Register of Members, and shall include:
- (a) the resolution;
 - (b) the date on which the action takes effect; and
 - (c) the time period of the disciplinary action.
- 8.7 Members who are serving a suspension or are censured, shall not be eligible for election during that period.
- 8.8 Any member suspended or censured under article 8.1 is ineligible to hold a Board position of the Association.
- 8.9 Any member expelled from the Association shall not be permitted to attend the premises of the Association.
- 8.10 Past Directors who are found to have not complied with the previous Articles of Association and this Constitution of the Association, and have displayed behaviour pursuant to article 8.1, will be irreversibly banned for life by normal resolution at the next general meeting. This shall be recorded in the Register of Members, and all recognition of their involvement with the Association shall be removed.
- 8.11 Any Director past or present, judged to be guilty of a criminal activity or breach of the Corporations Act which causes damage to the Association, either by reputation or financial shall be expelled automatically and recorded in the Register of Members as such.

9 Cessation of membership

- 9.1 Any member may resign at any time.
- 9.2 If membership is not renewed for 12 months, that membership is considered ceased by default, and the individual will need to reapply for new membership if so desired.
- 9.3 Resignation of a member shall be in writing to the Secretary unless pursuant to article 9.2.
- 9.4 A member who resigns their membership either by letter or by default shall continue to be liable for any outstanding monies, damages or penalties owed to the Association.
- 9.5 Members who cease membership shall not be entitled to a refund of any monies paid for registration or membership.
- 9.6 Expelled members shall have their membership terminated and their name removed from any honour boards if applicable.

10 Eligibility for the Board

- 10.1 The Board shall be responsible for the financial and operational functions of the Association.
- 10.2 The Board shall consist of 9 Directors comprised of 4 executive and 5 non-executive positions.
- 10.3 The 4 executive positions shall be the following positions:
- (a) President;
 - (b) Vice President;

- (c) Secretary; and
 - (d) Treasurer.
- 10.4 The President shall be a Foundation, Life or Gold Member.
- 10.5 The 3 remaining executive positions shall be made up of any Financial Member.
- 10.6 The 5 remaining non-executive positions shall be made up of at least 2 members who are either a Foundation, Life or Gold Member and 3 can be made up of any Financial Member of the Association.
- 10.7 The Board shall subscribe to this Constitution.
- 10.8 Each member of the Board shall hold office until the next AGM at which each member of the Board shall automatically retire from office after all reports and general business has been conducted and prior to the announcement of the new Board.

11 Functions of the Secretary

- 11.1 The functions of the Secretary shall be but are not limited to:
- (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;
 - (b) keeping minutes of each meeting and storing of those minutes electronically and by paper in a secure location at the Registered Office of the Association;
 - (c) keeping copies of all correspondence and other documents relating to the Association; and
 - (d) maintaining the Register of Members of the Association.
- 11.2 A Secretary holds office on the terms and conditions and with the powers, duties and authorities, as determined by the Board. The exercise of those powers and authorities and the performance of those duties by a Secretary is subject at all times to the control of the Board.

12 Functions of the Treasurer

- 12.1 The functions of the Treasurer shall be but are not limited to:
- (a) complete financial management and oversight of the Association;
 - (b) report to the Board at each Board meeting anything relating to the financial management of the Association;
 - (c) appointing a properly qualified auditor, fixing their remuneration and duties in accordance with the Corporations Act and in accordance with this Constitution;
 - (d) preparing and reporting all financial accounts and records of the Association;
 - (e) preparing yearly financial reports to be presented at the AGM;
 - (f) ensuring the registration of the Association with all regulating bodies;
 - (g) upon written request, making the bank statements of the Association available and open for inspection by members of the Association at all reasonable times, which will be at the discretion of the Treasurer but within 14 days of the request;

- (h) complying with requests from government agencies;
 - (i) creating and implementing procedures that minimise financial risk and fraud; and
 - (j) providing a handover for the incoming treasurer of the Association within 7 days of the AGM or if the Treasurer vacates their position.
- 12.2 If the Treasurer is absent or unavailable for a period exceeding 1 month, a stand-in Treasurer shall be appointed from the Board.

13 Functions of the Board

- 13.1 The Directors must comply with their duties as Directors under all applicable laws.
- 13.2 The business of the Association shall be directed by the Board who holds the overall control and administrative management of the affairs, registrations, property and funds of the Association.
- 13.3 The Board may exercise all of its powers of the Association to borrow money (but not in excess of \$50,000 unless approved in a general meeting by a majority of Financial Members eligible to vote in that general meeting) and to 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.
- 13.4 All cheques, promissory notes, bankers' drafts, bills of exchange and other negotiable instruments, electronic funds transfers, and receipts for money paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise executed as the case may be by the Treasurer and any other member of the Board.
- 13.5 Directors have a duty to ensure that a company does not trade whilst insolvent or where they suspect it might be insolvent.
- 13.6 Directors should take reasonable steps to ensure that a company complies with its obligations in the Corporations Act related to the keeping of financial records and financial reporting.
- 13.7 The Board is responsible for:
- (a) lodging information with ASIC and other appropriate bodies;
 - (b) mitigating financial risk and exposure and ensure that all dealings are done to optimise the benefit of the Association;
 - (c) ensuring that all appropriate insurance policies are current at all times;
 - (d) implementing written procedures and processes that allow the seamless transition between the change of Board and Board members; and
 - (e) appointing a properly qualified auditor, fixing their remuneration and duties in accordance with the Corporations Act and in accordance with this Constitution.

14 Accounts

- 14.1 The Board shall cause proper accounting and other records to be kept and, if required, audited in accordance with the requirements of the Corporations Act.
- 14.2 The Board shall distribute profit and loss statements and balance sheets (and any other document required by law) accompanied by the auditor's report at an AGM.
- 14.3 All bank accounts of the Association shall be in the name of the Association or approved incorporated sub-committees.

- 14.4 The President, Treasurer and one other Director shall be authorised to transact on all bank accounts of the Association.
- 14.5 All outgoing transfers shall require the authority of the Treasurer.
- 14.6 No accounts shall be created or ceased without supporting minutes and authority from the Board.
- 14.7 No cash payments are allowable to suppliers of goods and services, and all payments identifying the recipient shall be logged in the bank accounts.
- 14.8 Cash payments may be made from the petty cash float to reimburse members who produce an original tax invoice for purchases which were pre-approved by the Board.
- 14.9 Cash received for services or sale of items by the Association shall be logged with the source of the cash payment.
- 14.10 From time to time, the Association may invest accumulated funds for the benefit of the Association with the following governance:
- (a) the investment name will be that of the Association;
 - (b) investment types may be solely or in part shares in publicly listed companies, property, managed funds, bonds, or other forms that provide a return over a set period of time;
 - (c) an independent financial advisor chosen by the Board shall be appointed to manage the investment(s) and shall have no association to any of the Directors;
 - (d) the investment type shall be presented and agreed upon by way of a majority vote by Foundation, Life and Gold Members; and
 - (e) quarterly performance updates shall be provided to all members by the way of notice.

15 Documents

- 15.1 The Board must ensure the safe custody of books, documents, instruments of title and securities of the Association.
- 15.2 The Board and/or the Secretary shall maintain:
- (a) a book or statement of amounts received and paid;
 - (b) a receipt book of receipt forms;
 - (c) records of accounts the Association keeps with financial institutions that are given to the Association by the financial institution;
 - (d) a Register of Members;
 - (e) a register of assets;
 - (f) a petty cash book; and
 - (g) a minute book of Board meetings, EGMs and AGMs.

16 Sub-Committees

- 16.1 The Board may establish from time to time a sub-committee to assist the Board with particular activities of an ongoing nature by resolution of the Board.

- 16.2 The sub-committee shall consist of members of the Association and at least one Director of the Association who will serve as a representative of the Board.
- 16.3 Members of the sub-committee must act in accordance with this Constitution.
- 16.4 Any sub-committee formed by the Association is an administrative / organisational body only and is not a separate legal entity. The Board shall, at all times, have the power to make final decisions in respect of the role, functions and powers of the sub-committee.

17 Conflict of Interest

- 17.1 Director roles shall be non-paid volunteer positions and a Director must not be remunerated under any circumstances.
- 17.2 Directors shall not be the recipient of any money from the Association whilst holding office either directly or indirectly except for the reimbursement of approved expenditure for the Association, supported by tax invoices and recorded in the minutes at the next Board meeting.
- 17.3 A Director, or other companies, trusts or other business entities linked to a Director (directly or indirectly) (including, without limitation, businesses owned by family of a Director), are prohibited in engaging in paid work for the Association.
- 17.4 A company, trust or other business entity linked to a family member of a Director may only engage in paid work for the Association where they are engaged in accordance with article 17.5.
- 17.5 A company, trust or other business entity linked to a family member of a Director is permitted to quote for work needed by the Association. Such quote is to be strictly governed by a tendering process determined by the Board in its absolute discretion, and the acceptance of any such quote must be approved by Ordinary Resolution of the Board.
- 17.6 If a company, trust or other business entity linked to a family member of a Director is to be considered for paid work under article 17.5, the relevant Director shall be excluded from all voting regarding tendering and any decisions executed in relation to that company.
- 17.7 The Association may only enter into a loan or otherwise borrow money from a Director, or companies, trusts or other business entities related to any of the Directors if:
 - (a) article 3.1(l) and article 13.3 are complied with;
 - (b) such a loan or other borrowing of money is approved by an Ordinary Resolution of the Board; and
 - (c) the interest rate chargeable for such a loan or other borrowing of money is equal to or less than the Commonwealth Bank of Australia's "Excess Drawing rate on Overdraft facilities" at the time of entry into the loan or arrangement to borrow money.
- 17.8 Loans entered into under the conditions of article 17.7 shall have a binding loan agreement and be recorded in the financials of the Association.
- 17.9 Failure to adhere to this article is deemed as a serious breach and if proven shall be penalised by automatic expulsion and the return of all monies to the Association directly or indirectly received by the Director or their organisations current or retrospective.
- 17.10 If a member's suspicion of a Director, or any company, trust or other business entity related to any Director, improperly receiving a paid monetary benefit can be proven, either forensically or otherwise, current or retrospective, directly or indirectly, the member shall document the evidence and provide a written copy to each Director and one Life or Foundation Member, and upon receipt, an EGM will be called within 28 days and a hearing of the evidence will take place where if it is deemed that the Director is guilty then the Director will be subject to article 17.9.

- 17.11 Each Director is responsible for ensuring that its declaration given remains current and any changes (direct or indirect) are appropriately declared and recorded on the Register of Members during the tenure of that Director.

18 Meetings of Board

- 18.1 Subject to this article 18, the Board shall meet and conduct its proceedings as it considers appropriate.
- 18.2 The Board must meet at least once every 2 months to exercise its functions.
- 18.3 The Board must decide how a meeting is to be called.
- 18.4 Notice of a meeting is to be given in the way decided by the Board.
- 18.5 The Board may permit a Director to take part in its meetings by use of technology that reasonably allows the Director to hear and take part in discussions.
- 18.6 A Director who participates in the meeting as per article 18.5 is taken to be present at the meeting.
- 18.7 A motion arising at a Board meeting shall be decided by a majority vote of Directors.
- 18.8 If the votes are equal for a given motion, the chairperson shall cast the deciding vote.
- 18.9 The President shall be the chairperson at a Board meeting.
- 18.10 If there is no President or if the President is not present within 10 minutes after the time fixed for a Board meeting, the other Directors shall choose one of their own to preside as chairperson at the meeting as long as article 19.1 is satisfied.
- 18.11 All Board meetings and discussions of Board matters, including in private chat groups created by the Board, are confidential and deemed to be privileged information.
- 18.12 All acts done at a meeting of the Board, or by a person acting as a Director are, even if it is afterwards discovered that:
- (a) there was a defect in the appointment or continuance in office of a person as a Director or of the person so acting; or
 - (b) a person acting as a Director was disqualified or was not entitled to vote,
- as valid as if the relevant person had been duly appointed or had duly continued in office and was qualified and entitled to vote.

19 Adjournment and Quorum of Board Meetings

- 19.1 A quorum of the Association required to conduct a Board meeting shall be a minimum of 6 Directors, 2 of which shall be executive Directors.
- 19.2 If there is no quorum within 30 minutes after the time fixed for the commencement of the Board meeting, the meeting shall be deemed invalid.
- 19.3 The Directors who are present at a meeting are to decide the day, time and place of the adjourned meeting.
- 19.4 If, at an adjourned meeting mentioned in article 19.3 there is again no quorum within 30 minutes after the time fixed for the meeting, a new meeting time will be set by those Directors present.

- 19.5 If the Secretary receives a written request for an additional Board meeting signed by at least 2 Directors, the Secretary must call a special meeting of the Board by giving each Director notice of the meeting and the business to be discussed within 14 days after the Secretary receives the request.
- 19.6 If at any time a quorum cannot be achieved due to cessation of Director(s) or insufficient numbers to constitute a quorum of the Board at an AGM, the only business allowable by the Board is appointing of Alternate Directors to create the required quorum to conduct activities of the Association.

20 Minutes of Board Meetings

- 20.1 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 and stored in a secure office at the business premises of the Association.
- 20.2 Minutes can additionally be stored in a secured online environment limited to Director access.
- 20.3 To ensure the accuracy of the minutes, the minutes of each Board meeting shall be circulated by the Secretary to all Directors and signed by the chairperson at the next Board meeting, verifying their accuracy.

21 Ineligibility to become a Director

- 21.1 A person cannot be a Director if that person is:
- (a) under the age of 18;
 - (b) an undischarged bankrupt;
 - (c) has entered into a personal insolvency agreement under the *Bankruptcy Act 1966* and failed to fully comply with the terms of the agreement;
 - (d) has been banned by ASIC or a court from managing corporations under the Corporations Act (the length of the banning period will be set by ASIC or the court); or
 - (e) has been convicted of dishonesty-related offences, such as fraud.

22 Cessation of Directors

- 22.1 A Board position shall become vacant if the Director:
- (a) ceases to be a member of the Board by virtue of the Corporations Act;
 - (b) is declared an undischarged bankrupt;
 - (c) enters into a personal insolvency agreement under the *Bankruptcy Act 1966* and failed to fully comply with the terms of the agreement;
 - (d) becomes banned by ASIC or a court from managing corporations under the Corporations Act (the length of the banning period will be set by ASIC or the court);
 - (e) become convicted of dishonesty-related offences, such as fraud;
 - (f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (g) resigns in writing from their Directorship to the Association;

- (h) for more than 6 months is absent without permission from the Board meetings held during that period;
 - (i) does not declare a full company disclosure of all entities involved in;
 - (j) ceases to be a member of the Association; and
 - (k) is a Director on the day of the AGM where the Directorship shall be automatically declared vacant.
- 22.2 Directors can be voted out by members of the Association with a motion of no confidence during a general meeting using an Ordinary Resolution to remove such a Director by those members who are eligible to vote.
- 22.3 Directors cannot vote other Directors out of their position.

23 Vacancies on the Board

- 23.1 If a vacancy occurs on the Board, the continuing members of the Board shall act on behalf of the Association despite that vacancy.
- 23.2 Subject to articles 19.1 and 19.6, if the number of Directors is less than the number to qualify a quorum of the Board, the continuing members may act only to:
- (a) increase the number of Directors to the number required for a quorum; or
 - (b) call a general meeting of the Association for the purpose to appoint members to the Board.
- 23.3 An Alternate Director appointed by the Board to satisfy a quorum may fill the vacancy for the balance of the term until the next AGM.
- 23.4 An Alternate Director shall have all the powers bestowed upon them as a Director of the Association and shall comply to this Constitution but will not have the power to appoint an Alternate Director.

24 Circulating Resolutions

- 24.1 The Board may pass a resolution without a Board meeting being held if all of the Directors entitled to vote on the resolution have consented to the resolution in accordance with this article 24.1. The resolution is passed when the last participating Director consents to the resolution in accordance with this article 24.1. The resolution is not invalidated if it is consented to by a Director who is not entitled to vote.
- 24.2 A Director may consent to a resolution by signing a document that sets out the terms of the resolution and contains a statement to the effect that the Director is in favour of the resolution.

25 General meetings of the Association

- 25.1 An AGM shall be held no later than 30 November each year. All general meetings other than the AGM will be called an EGM.
- 25.2 All general meetings of the Association require notice to members at least 30 days prior to the meeting either by post or electronically.
- 25.3 The notice shall consist of the following:
- (a) an invitation to the meeting setting out the place, date and time for the meeting;
 - (b) an agenda;

- (c) if a Special Resolution is to be proposed at the meeting, a statement of intention to propose the Special Resolution and the resolution;
 - (d) a membership / change of details form;
 - (e) a nomination form for election of office bearers;
 - (f) a proxy voting form for any resolutions and / or election of office bearers;
 - (g) supportive documentation relevant to 25.3(f); and
 - (h) a statement setting out the following information:
 - (i) that the member has a right to appoint a proxy;
 - (ii) that the proxy does not need to be a member of the Association;
 - (iii) that the proxy appointment must be delivered to the Association at least 48 hours before the meeting to its Registered Office or the place or electronic address specified in the notice of meeting.
- 25.4 Subject to this Constitution, the Corporations Act or any other applicable laws, and to any rights and any restrictions attached to any class of members, each member present in person and each other person present as a proxy or attorney of a member has 1 vote.
- 25.5 Only Life, Foundation, Gold and Financial Members who have paid their membership fee for the year during which an AGM or general meeting is held have a right to vote at any such AGM or general meeting. No member shall be entitled to vote at any general meeting if their Annual Membership Fee is more than 1 month in arrears at the date of the meeting.
- 25.6 Subject to the requirements of the Corporations Act and this Constitution, a resolution is taken to be carried if a simple majority of the votes cast on the resolution are in favour of it.
- 25.7 Methods of voting for members eligible to vote are as follows:
- (a) on the day by way of:
 - (i) show of hands for resolutions;
 - (ii) secret ballot for election of Directors if there is more than one nomination for the same position; and
 - (iii) secret ballot for expulsions and suspensions,
 - (b) a proxy.
- 25.8 Proxy voting shall be allowed on the basis of not more than 1 proxy vote per person.
- 25.9 The President of the Association shall be the Chairperson of the general meeting.
- 25.10 If the President is unable or unwilling to fulfil the duty of Chairperson, the Vice President shall chair the meeting.
- 25.11 If articles 25.9 and 25.10 are not able to be fulfilled, the members of the Association shall choose one of their own by way of a show of hands to chair the meeting providing that this person has knowledge of this Constitution.
- 25.12 General meetings require a quorum of 30 members of the Association who are eligible to vote in attendance excluding members of the Board to recognise the general meeting as valid.
- 25.13 A proxy or attorney (except if they are a member) is not to be counted in the quorum.

- 25.14 A member of the Association who is a nominated proxy holder shall retain their individual right to vote.
- 25.15 If a member quorum is not achieved within 15 minutes after the time appointed, the general meeting will be adjourned to a date within 30 days of the original general meeting, the day, time and place of which the Board will appoint by notice to the members and others entitled to notice of the meeting.
- 25.16 An item of business shall not be transacted at a general meeting unless a quorum is present for the item of business that is transacted.
- 25.17 If members in attendance during the general meeting reduce to below the number specified in article 25.12, the general meeting shall be adjourned to a date within 30 days of the original meeting. Only unfinished business is to be transacted at a meeting resumed after an adjournment.
- 25.18 A general meeting is able to be adjourned only after the commencement of the general meeting and by Ordinary Resolution of eligible members of the Association, provided article 25.12 has been satisfied.

26 Notices of General Meetings

- 26.1 Notice of every general meeting shall be given by post and / or electronically herein before authorised to:
- (a) every Financial, Life, Foundation and Gold member;
 - (b) each Director; and
 - (c) for the AGM only, the auditor or auditors engaged by the Association.
- 26.2 Persons not included in article 26.1 are not eligible to receive a notice of general meetings.
- 26.3 To receive a notice of a general meeting, it is the responsibility of the member to keep their address, both postal and electronic, updated with the Association and the Association shall be indemnified from any repercussions if not so done.

27 Extraordinary General Meetings

- 27.1 At least 6 members of the Board may whenever they see fit convene an EGM and on such a request or in default may be convened by such requisitions as provided by the Corporations Act.
- 27.2 Members of the Association eligible to vote can summon an EGM by way of a petition of 5% of members or 30 members (whichever is greater) being presented to each Director of the Board thereafter an EGM shall be convened within 30 days of the receipt of that said petition.
- 27.3 The petition made by the members for an EGM must:
- (a) be in writing;
 - (b) state any resolution to be proposed at the meeting; and
 - (c) be signed by the members making the petition.
- 27.4 Separate copies of a document setting out the petition may be signed by members if the wording of the petition is identical in each copy.

- 27.5 If the Board does not convene the EGM within 21 days of being petitioned under article 27.2, members with more than 50% of the votes of all the members who made the petition may call and arrange to hold an EGM.
- 27.6 To call and hold an EGM under article 27.3 the members must:
- (a) as far as possible, follow the procedures for EGMs as set out in this Constitution;
 - (b) hold the meeting not later than 3 months after the petition is given to the Board; and
 - (c) call the meeting using the list of members on the Register of Members, which the Board must provide to the members making the petition at no cost.
- 27.6.2 The Association must pay the members who summon the EGM any reasonable expenses they incur because the Board did not call and hold the meeting.

28 Annual General Meetings

- 28.1 The first AGM for the Association was held in the month of November 1979.
- 28.2 An AGM shall be held at least once in every calendar year and not later than 30 November each year. All general meetings other than the AGM will either be called an EGM (if a resolution needs to be passed) or a general meeting, as applicable.
- 28.3 Subject to the provisions of the Corporations Act relating to Special Resolutions and agreements for shorter notice, 7 days' notice at least (exclusive of the day on which the notice is served or deemed to be served by inclusive of the day in which it was given), specifying the place, the day and the hour of the meeting and in case of special business the general nature of that business will be given to such persons as are entitled to receive such notices from the Association.
- 28.4 As required by the Corporations Act the following shall be performed at the AGM:
- (a) consideration of the annual financial, profit and loss statement and balance sheet report;
 - (b) consideration of the auditor's report;
 - (c) election of Directors; and
 - (d) appointment of a properly qualified auditor and their remuneration for the following member year fixed.
- 28.5 A members' list based on the Register of Members will be made available and displayed at the AGM and viewable only to members.
- 28.6 Election of the Board for the following membership year will be performed at the AGM.

29 Election of the Board at the AGM

- 29.1 Election of Directors will take place on the day of the AGM.
- 29.2 At each AGM all the Directors shall retire from office and their positions shall be filled by the election of a like number of qualified persons.
- 29.3 The retiring Directors shall retain office until the dissolution or adjournment of the meeting at which their successors are elected.
- 29.4 A retiring Director shall be eligible for re-election.

- 29.5 The retiring Board of Directors shall hold office until the end of that AGM.
- 29.6 Full handover of financials and particulars required to manage and operate the Association shall occur within 10 days of the AGM to the encumbered Board. Secretary will hand over all hard or soft copies of all documents and email correspondence to newly elected Secretary (including passwords to emails and documents stored in an online cloud or OneDrive type of environment. Failure to do so will be a breach of Director's duties.

30 Election of the Board Procedure

- 30.1 An election of members of the Board shall take place in the following manner:
- (a) any 2 members of the Association shall nominate any other member to serve as a member of the Board;
 - (b) nominations forms are to be posted at least 30 days prior to the date of the election to all eligible members;
 - (c) the nomination shall be in writing and signed by the nominated member and their proposer and seconder and shall be lodged with the Secretary at least 14 days prior to the day of the election either electronically to admin@croatianclubbrisbane.com.au or in person and a receipt shall be issued of recognition of the nomination, or sent to the registered mailing address of the Association or as noted on the nomination form;
 - (d) a list of the candidates in alphabetical order and their proposer's names shall be posted in a conspicuous place at the Registered Office of the Association, at the Club and posted on the Club's website and Facebook page;
 - (e) ballot papers will be prepared with the list of candidates in alphabetical order;
 - (f) eligible members on arrival of election day shall register with the Secretary their arrival and shall be provided a ballot paper to complete;
 - (g) the ballot paper will be completed in the designated area;
 - (h) on completion of the voting process ballot papers and proxy votes are to be collated by the 2 members nominated by members present at the meeting by way of a show of hands;
 - (i) successful candidates will be announced at the completion of the agenda of that day;
 - (j) subject to article 19.1, if there are insufficient numbers to constitute a quorum of Directors, nominations shall be open to eligible members on the floor pursuant to articles 10 and 21;
 - (k) eligible members shall then vote by the way of a show of hands; and
 - (l) if a quorum of Directors is still not achieved, the meeting shall end, and the incoming Board shall act in accordance with article 19.6.

31 Appointment of Proxies and Attorneys

31.1 Appointment of a proxy

- 31.1.1 Members (if applicable to their type of membership) shall be able to vote in person or by appointing a proxy to attend and vote at a general meeting on their behalf.
- 31.1.2 A maximum of 1 proxy vote per representative shall be permitted. A person cannot be entitled to cast more than 1 proxy vote.

- 31.1.3 A proxy appointed to attend and vote for a member only has the right to vote as per the prescribed proxy form.
- 31.1.4 Proxy authorisation forms must be received by the Association at the address stated in the notice under article 25.3 or at the Registered Office at least 48 hours prior to the commencement of the general meeting and the overseeing election officers must be provided with the proxy authorisation form as well as the secret ballot form (and any other resolutions voted for) for that member.
- 31.1.5 The proxy authorisation form, once verified, will be provided to the Secretary of the Association and kept securely at the Registered Office of the Association for further scrutiny if the need arises.
- 31.1.6 The instrument of appointing a proxy shall be in writing on the prescribed proxy form and shall be by the hand of the member (or legal power of attorney), signed and dated.
- 31.1.7 A proxy appointment cannot be standing or ongoing.
- 31.1.8 The presence of the represented member at the general meeting voids the proxy.
- 31.1.9 Proxy representatives do not need to be a member of the Association.
- 31.1.10 If a poll is required on the day of the general meeting, the proxy has the power to vote in the manner of their choosing unless prohibited to do so by the member requiring the proxy.

31.2 Right to appoint attorney

- 31.2.1 A member may by power of attorney appoint an attorney to act on the member's behalf at any meeting of the Association that the member is eligible to attend.
- 31.2.2 To be effective, an instrument appointing an attorney under this article, together with any evidence of non-revocation the Board requires, must be received by the Association at least 48 hours before the meeting.
- 31.2.3 A vote cast by a proxy or attorney is valid notwithstanding the previous revocation of this authority by the death of his principal or becoming of unsound mind prior to the commencement of the general meeting or otherwise unless such revocation or transfer has been received, in writing by the member of the Association, at the Registered Office or by the Chairperson of the meeting before the vote is cast.
- 31.2.4 If a general meeting is adjourned to a later date than the date specified in the instrument of proxy or power of attorney, the proxy or attorney retain the right to vote for the member of the Association at the general meeting.

32 Financial Year

- 32.1 The end date of the Association's financial year is 30 June in each year.

33 Notices

- 33.1 Unless expressly stated otherwise in this Constitution, all notices, certificates, statements, demands, appointments, directions and other documents referred to in this Constitution must be in writing.
- 33.2 A notice may be given by the Association to any member:
- (a) personally;
 - (b) by delivering or sending it by post to the member at their registered address or the address supplied by them to the Association;

- (c) by sending it to the electronic address nominated by the member; or
 - (d) by any other means permitted by law.
- 33.3 Where a notice is sent by postal service, the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice.
- 33.4 Electronic delivery of a notice shall be permitted.
- 33.5 The notice will have printed the date on which the notice was produced.
- 33.6 Notices that are time bound will be issued at least 3 days prior to the commencement of the notice period to ensure delivery via normal post.

34 Multimedia

- 34.1 All multimedia and passwords created by the Association shall remain the property of the Association.
- 34.2 The Association on all multimedia platforms shall be known as 'The Croatian Club Brisbane'.
- 34.3 Multimedia administrators shall be members of the Association and adhere to this Constitution.
- 34.4 The Board shall not be liable for views expressed by members or non-members on multimedia platforms.

35 Indemnity and Insurance

- 35.1 Every current and former Director, auditor and other officer of the Association shall be indemnified out of the assets of the Association against:
- (a) any liability incurred by them in that capacity (where that liability pertains to a legal matter);
 - (b) reasonable legal costs incurred in defending any proceedings, whether civil or criminal in which the judgment is given in the favour of that Director or Directors or in which they are acquitted or in connection with any application under the Corporations Act in which relief is granted to them by the court in respect of any negligence, default, breach of duty or trust; and
 - (c) reasonable legal costs incurred in good faith in obtaining legal advice on issues relevant to the performance of their functions and discharge of their duties as an officer of the Association, if that expenditure has been approved in accordance with the Association's policy.
- 35.2 Every current and former Director, auditor and other officer of the Association shall not be indemnified out of the assets of the Association for any liability incurred by the individual in pursuing legal action of a personal nature, such as a defamation claim.

36 Commencement Date

- 36.1 The date of commencement for this Constitution is 20 September 2020 and the commencement of the Amended Constitution is 25 August 2024 as passed by the Special Resolution held on the same date.

37 Amendment of the Constitution

- 37.1 The constitution of the Association may be amended by way of Special Resolution of members entitled to vote at a general meeting.

- 37.2 The amendment shall be presented to members 4 weeks prior to the general meeting, and an invitation for consultation allowed during the first week. If during the first week of the consultation period further amendments are required to be made, final approved version shall be reissued to all members 21 days prior to the general meeting.
- 37.3 The amendment shall abide by the law and the *Corporations Act 2001*.
- 37.4 The amendment shall not:
- (a) diminish the roles and responsibilities of all Directors;
 - (b) diminish the conflict of interest of all Directors;
 - (c) permit Financial Members or any other membership type (except for Life, Foundation and Gold Members) eligibility to vote in respect to sale of property;
 - (d) change the number of proxy votes permitted per proxy holder;
 - (e) provide overriding powers for the Board to adjourn a general meeting; and
 - (f) diminish the Association's responsibility in the provision of soccer.

38 Winding up

- 38.1 Each member undertakes to contribute to the Association's property an amount not more than \$10.00 (the guarantee) to the property of the Association if the Association is wound up while the member is a member, or within 12 months after they stop being a member. This guarantee is for the:
- (a) debts and liabilities of the Association incurred before the member stopped being a member; or
 - (b) costs of winding up.
- 38.2 If the Association is wound up, any surplus assets must not be distributed to a member or a former member of the Association, unless that member or former member is an organisation described in article 38.3.
- 38.3 Subject to the Corporations Act and any other applicable act, and any court order, any surplus assets that remain after the Association is wound up must be distributed to one or more organisations:
- (a) with a purpose(s) similar to, or inclusive of, the Purpose in article 3; and
 - (b) which also prohibit the distribution of any surplus assets to its members to at least the same extent as the Association.
- 38.4 The decision as to the organisation or organisations to be given the surplus assets must be made by a Special Resolution of members at or before the time of winding up. If the members do not make this decision, the Association may apply to the Supreme Court to make this decision.
- 38.5 Each member must also contribute the guarantee amount referred to, and in the circumstances referred to, in article 38.

The liability of members is strictly limited in accordance with article 38.