

NOOSA BRIDGE CLUB INC.

RULES

Index

<u>Clauses</u>		<u>Pages</u>
1-3	General; Name; Objects of the Association	2
4	Powers of the Association	3-5
5-11	Membership; Fees; Admission; Termination; Appeals; Register	5-8
12-14	Management Committee; Membership	9-12
15	Management Committee; Functions	12
16-18	Management Committee; Meetings, Sub-committees	13-15
19-27	General Meetings; Notices; Voting; Minutes	15-19
28-31	By-Laws & Regulations; Altering Rules; Seal	20
32-34	Funds & Accounts; Documents; Financial Year	21-22
35	Distribution of Surplus Assets	22
36	Notices	23
37	Model Rules	23

GENERAL

- 1 The Noosa Bridge Club is an incorporated association incorporated under the provisions of the Associations Incorporation Act 1981 (in these Rules referred to as the "Act", and that reference includes that Act as amended or replaced from time to time). It is noted that, pursuant to the provisions of section 71 of the Act, these Rules constitute the terms of a contract between the Association and its members.

NAME

- 2 The name of the incorporated association is NOOSA BRIDGE CLUB INC. (in these Rules called the "Association").

OBJECTS OF THE ASSOCIATION

- 3 The objects for which the Association is established are:
 - (1) The promotion, control and advancement of card games, particularly contract bridge, amongst its members.
 - (2) The conducting of bridge games, whether in the form of tournaments or congresses.
 - (3) To affiliate and co-operate with other organisations or associations whose aims and objects are like and similar.
 - (4) The interpretation of the laws of all, or any, of such games and the settlement of disputes arising in relation to them.
 - (5) The publication of matter relating to all or any of such games.
 - (6) The establishment of club rooms.
 - (7) To enter into contracts and any other legal obligations in order to carry out these objects.

POWERS OF THE ASSOCIATION

4 The powers of the Association are:

- (1) To take over the funds and other assets and liabilities of the unincorporated association formerly known as the "NOOSA BRIDGE CLUB".
- (2) To subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether, or in part, similar to those of the Association. However, the Association must 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 Rule 32 (10).
- (3) In furtherance of the objects of the Association, to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the benefit of members of the Association or persons frequenting the Association's premises.
- (4) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purpose of, or capable of being conveniently used in connection with, any of the objects of the Association. However, if the Association takes or holds any property which may be subject to any trusts, the Association shall only deal with the same in such manner as is allowed by the law relating to such trusts.
- (5) To enter into any arrangements with any government or authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association; to obtain from any such government or authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (6) To 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.
- (7) To remunerate any person or body corporate for services rendered or to be rendered to the Association in the furtherance of its objects.

- (8) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute to, subsidise or otherwise assist and to take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control of any of these.
- (9) To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit and proper.
- (10) To take, or otherwise acquire, and hold, shares, debentures or other securities of any company or body corporate.
- (11) In furtherance of the objects of the Association to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate.
- (12) To borrow or raise money, either alone or jointly with any other person or legal entity, in such manner as may from time to time be thought fit and proper.
- (13) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (14) In furtherance of the objects of the Association, to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise to deal with all or any part of the property and rights of the Association.
- (15) To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others.
- (16) To take any gift or 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 proviso in sub-rule (4).
- (17) To take such steps, by personal or written appeals, public meetings or otherwise, as may from time to time be deemed to be expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise.

- (18) To print and publish any newspapers, periodicals, books or leaflets that the Association may from time to time think desirable for the promotion of the objects of the Association.
- (19) In furtherance of the objects of the Association, to amalgamate with any one or more incorporated 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 or by virtue of Rule 32 (10).
- (20) In furtherance 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 incorporated associations with which the Association is authorised to amalgamate.
- (21) In furtherance of the objects of the Association, to transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated associations with which the Association is authorised to amalgamate.
- (22) To make donations for patriotic, charitable or community purposes.
- (23) To 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.
- (24) To 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.

CLASSES OF MEMBERS

5

- (1) The membership of the Association shall consist of the following classes of members:
 - (a) Ordinary Members; and
 - (b) Honorary Life Members.
- (2) To become and remain a Member in the relevant class of membership referred to in sub-rule (1), a person must follow and abide by the conditions referred to in the relevant paragraph below and otherwise in these Rules:
 - (a) Ordinary Members: the person must first be proposed and seconded as a member by other members, and then accepted by the Management Committee as a member, all in accordance with the provisions of Rules 6 and 8; the person must also have duly paid all membership application and other membership fees due

and payable to the Association; such person shall, once these conditions have been satisfied, but subject to these Rules, be deemed to be a member of the Association.

- (b) Honorary Life Members: The person must first be a member of the Association for a continuous period of not less than 10 years. To become an Honorary Life Member a member must be appointed to that class of membership by the Management Committee, who may only do so if they are satisfied that that member has provided sufficient meritorious services to the Association over a period of not less than 5 years. An Honorary Life Member shall not be obliged to pay all or such part of any annual membership fee as is determined by the Management Committee from time to time, or to pay any table fee allowing that member to participate in particular bridge games, in the form of tournaments (but must pay an entry fee in respect of congresses), conducted by the Association, but shall otherwise be subject to the same obligations and entitled to the same privileges as other members.
- (3) The number of Ordinary Members and Honorary Life Members shall be limited to a total of 500. Respective numbers as are from time to time determined by the members of the Association at a general meeting of the members of the Association.

MEMBERSHIP

6

Every applicant for any class of membership of the Association shall be proposed by one member of the Association and seconded by another member. The application for membership shall be made in writing, signed by the applicant, and by the proposer and seconder, and shall be in such form as the Management Committee from time to time prescribes. The application must be accompanied by the payment to the Association of all application and other membership fees provided for in Rule 7.

MEMBERSHIP FEES

7

- (1) The membership fees for each class of membership shall be such sum as the Management Committee shall from time to time determine.
- (2) The membership fees for each class of membership shall be payable at such time and in such manner as the Management Committee shall from time to time determine.

**ADMISSION OR REJECTION
OF APPLICATIONS FOR MEMBERSHIP**

8

- (1) At the next meeting of the Management Committee after the receipt of any application and the fees applicable for the relevant class of membership being applied for, and after due compliance with any administrative requirement of the Association, such application shall be considered by the Management Committee, who shall thereupon determine whether to accept or reject the application.
- (2) Upon the acceptance or rejection of an application for any class of membership the Secretary shall as soon as practicable give the applicant notice in writing of such acceptance or rejection.
- (3) There is no right of appeal by a person whose application for membership has been rejected. A person whose application for membership has been rejected may, after a period of one year, re-apply for membership.
- (4) The Secretary shall forthwith refund the amount of any fee paid by a person whose application for membership is rejected.

TERMINATION OF MEMBERSHIP

9

- (1) A member may resign from the Association at any time by giving notice in writing to the Secretary. Such resignation shall take effect at the time such notice is received by the Secretary, unless a later date is specified in the notice in which case it shall take effect on that later date.
- (2) A person's membership shall automatically cease upon death.
- (3) If a member:
 - (a) is convicted of an indictable offence; or
 - (b) fails to comply with any of the provisions of these Rules; or
 - (c) has membership fees in arrears for a period of 2 months or more; or
 - (d) conducts himself/herself in a manner considered to be injurious or prejudicial to the character or interests of the Association

the Management Committee shall consider whether the membership should be suspended or terminated.

- (4) The member concerned shall be given a full and fair opportunity of

presenting his/her case and shall be advised as soon as practicable of the outcome of such adjudication, and in particular, if the Management Committee resolves to suspend or terminate the membership, it shall instruct the Secretary to advise the member in writing accordingly.

- (5) The Management Committee may, in accordance with Rule 29, from time to time make by-laws, not inconsistent with these Rules or the Act, concerning matters of conduct and etiquette and dealing with the manner in which conduct or etiquette that falls within sub-rule (3) (d) of this Rule may be dealt with, including the way in which any suspension or termination of membership is decided.

APPEAL AGAINST TERMINATION OF MEMBERSHIP

10

- (1) A person whose membership has been terminated may, within 1 month of receiving written notification of that outcome, lodge with the Secretary written notice of his/her intention to appeal against the decision of the Management Committee.
- (2) Upon receipt of notification of intention to appeal against termination of membership, the Secretary shall convene, within 3 months of the date of receipt by the Association of such notice, a general meeting to determine the appeal. At any such meeting the applicant shall be given the opportunity to fully present his/her case and the Management Committee or those members thereof who terminated the membership subsequently shall likewise have the opportunity of presenting their case. The appeal shall be determined by the vote of the members present at such meeting. Any such determination must be by a special resolution of such members.

REGISTER OF MEMBERS

11

- (1) The Management Committee shall cause a Register of members to be kept in which the following information and details shall be entered:
 - (a) the names and, where possible, up to date residential and/or postal addresses of all persons admitted to membership of the Association;
 - (b) the class of membership to which that member belongs;
 - (c) the date of a member's admission to membership;

- (d) where the person is an Honorary Life Member, the date that person became a member of that class, and, where relevant, the date that member ceased to be such a member; and
 - (e) where provided by the member to the Association, details of any email address, or other telephonic, computer or digital means of communication agreed to by the member for the purposes of Rule 36.
- (2) Particulars shall also be entered into the Register of deaths, resignations, suspensions, terminations and reinstatements of membership, and any further particulars as the Management Committee may from time to time require.
 - (3) The Register shall be open for inspection at all reasonable times by any member who previously applies to the Secretary for such inspection, but such inspection shall be limited to that member viewing his or her own details, only. A member must comply with all reasonable conditions that may be imposed as a condition of such inspection.
 - (4) The Register may be kept in computer or other digital form, as approved by the Management Committee, provided that it may be read or inspected without undue difficulty.

MEMBERSHIP OF THE MANAGEMENT COMMITTEE

12

- (1) The Management Committee of the Association shall consist of the following officers of the Association, namely the President, Vice-President, Secretary and Treasurer, as well as such number of other members as the members of the Association at any general meeting may from time to time elect or appoint. Such number of other members shall not, unless the members of the Association otherwise agree in general meeting, exceed 8. All persons on the Management Committee must, whilst they so hold office, be and remain members of the Association.
- (2) At the annual general meeting of the Association, all the members of the Management Committee for the time being shall, subject to sub-rule (4), retire from office, but shall be eligible upon nomination for re-election. However, except as provided in this Rule, a person who has held the one position of President or Vice-President, as the case may be, for 3 consecutive years or Secretary or Treasurer, as the case may be, for 5 consecutive years is not eligible for re-election to that office the following year. In the event that the circumstances referred to in the last sentence of this Rule apply in respect of the relevant position, but no new candidate is nominated for the position of Secretary or Treasurer, as the case may be, or such a person is so nominated but fails to be elected or appointed to the position, the President is authorised to invite the existing

holder of the position in question to remain on in that position, despite the foregoing restrictions, for a period of 1 year, or until such a new candidate is so nominated and elected or appointed in his or her place, whichever is the earlier.

- (3) The election of officers of the Association and of other members of the Management Committee shall take place in the following manner:
 - (a) any 2 members of the Association shall be at liberty to nominate any other member to serve as an officer or other member of the Management Committee; where the nomination is to serve as an officer, and that person fails to be appointed to that office, the nomination shall, unless the person indicates otherwise (and whether at the time of the nomination or at the meeting at which such nomination is being considered), be taken to stand and to apply equally as a nomination to be such other member of the Management Committee;
 - (b) the nomination, which shall be in writing and signed by the member and a proposer and seconder, shall be lodged with the Secretary at least 14 days before the annual general meeting at which the election is to take place;
 - (c) a list of the candidates' names in alphabetical order, with the proposers' and seconds' names, shall be posted in a conspicuous place in the Association's premises for at least 7 days immediately preceding the annual general meeting;
 - (d) balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each member present at the annual general meeting, or, if not present, by postal vote, shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;
 - (e) if, at the commencement of such meeting, there is an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.
- (4) Unless otherwise provided in these Rules, all successful candidates shall hold office from the close of the annual general meeting at which they were elected, until the close of the next annual general meeting. However, if a member of the Management Committee dies, or is absent from more than 2 consecutive meetings of the Management Committee without the prior consent of the Management Committee or the President or, in his or her absence, the Vice-President, that member shall thereupon cease to be a member of the Management Committee.
- (5) For the purposes of section 69 of the Act, it is declared that no person may hold the office of Secretary if he or she holds any other office in the Association, including that of auditor.

- (6) No person may be appointed to or hold the office of Secretary unless that person complies with the requirements of section 66 of the Act.
- (7) No person may be, or continue to be, an officer or member of the Management Committee if he or she does not comply with section 61A of the Act.
- (8) The office of an officer of the Association and of any other member of the Management Committee becomes vacant in the circumstances set out in section 64 of the Act.
- (9) The office of Secretary also becomes vacant in the circumstances referred to in section 69 of the Act.

RESIGNATION AND REMOVAL OF OFFICERS AND OF MEMBERS OF THE MANAGEMENT COMMITTEE

13

- (1) Any officer of the Association or other member of the Management Committee may resign from membership of the Management Committee at any time by giving notice in writing to the Secretary. Such resignation shall take effect at the time such notice is received by the Secretary, unless a later date is specified in the notice, in which case it shall take effect on that later date. Where it is the Secretary who is resigning the notice shall be to the President.
- (2) The Secretary, where that person has been appointed by the Management Committee, may be removed from office by the Management Committee in accordance with section 67 of the Act.
- (3) Any officer of the Association or other member of the Management Committee may also be removed from office by a special resolution of the members of the Association passed at a general meeting of the members of the Association. At that meeting the officer or member in question of the Management Committee shall be given the opportunity to fully present his/her case. The proposer and seconder of the proposed resolution must both attend the meeting and be prepared to fully present their respective cases, failing which the motion will lapse. There is no right of appeal against an officer's or member's removal from office under this sub-rule.

VACANCIES IN THE POSITION OF OFFICER OR OTHER MEMBERS OF THE MANAGEMENT COMMITTEE

14

- (1) The Management Committee shall, in accordance with section 62 of the Act, have power at any time to appoint any member of the Association to fill any casual vacancy in the position of an officer of the Association or other member of the Management Committee to hold office until the

- close of the next annual general meeting of members of the Association.
- (2) Where the vacancy is in the position of Secretary the Management Committee must have due regard to section 65 of the Act.
 - (3) The continuing members of the Management Committee may act notwithstanding any casual vacancy in the Management Committee, but if and so long as their number is reduced below the number fixed by or pursuant to these Rules as the necessary quorum of the Management Committee, the continuing member or members may act for the purpose of increasing the number of members of the Management Committee to that number or of summoning a general meeting of the members of the Association, but for no other purpose.
 - (4) This Rule applies equally to or in respect of any casual vacancy in relation to any member of the Management Committee who is an officer of the Association. However, if there is a vacancy, at the same time, in respect of all of the officers, the remaining members of the Management Committee must first, in accordance with section 65 of the Act, appoint an interim Secretary, and then summon a general meeting of the members of the Association to deal with the matter.

FUNCTIONS OF THE MANAGEMENT COMMITTEE

15

- (1) Except as otherwise provided by these Rules, and subject to any still standing resolution of the members of the Association carried at any general meeting, including any further resolution that may have been passed at the time of or subsequent to their appointment, the Management Committee from time to time:
 - (a) shall have the general control and management of the business and operations and the administration of the affairs, property and funds of the Association;
 - (b) may, but subject to sub-rule (2) and sub-rule (3) of this Rule, exercise all of the powers of the Association; and
 - (c) shall have authority to interpret the meaning of these Rules and any other matter relating to the Association on which these Rules are silent.
- (2) The exercise by the Management Committee of any power to borrow money or to invest money (other than in deposits with an Australian-regulated bank), may only be made if the members of the Association have approved that exercise in advance at a meeting of the members of the Association, and must comply with the terms of any resolution of the members of the Association imposing conditions or restrictions on the exercise by the Management Committee of that power.

- (3) The Management Committee will regularly notify members of the Association of capital expenditure and disposal budgets, and, when appropriate, will seek the prior formal approval of members for major items of expenditure or disposal.

MEETINGS OF THE MANAGEMENT COMMITTEE

16

- (1) The Management Committee shall meet at least once every calendar month to exercise its functions.
- (2) At every meeting of the Management Committee at least 50% of the number of members (including the officers of the Association) then serving on the Management Committee shall constitute a quorum. Where such number of members is an even number, then the quorum must comprise at least one half of such members, plus one.
- (3) Subject as otherwise provided in this Rule, the Management Committee may meet together and regulate its proceedings as it thinks fit. However, questions arising at any meeting of the Management Committee shall be decided by a majority of votes and, in the case of equality of votes, the Chairperson shall have a second or casting vote.
- (4) A member of the Management Committee shall not vote in respect of any contract or proposed contract with the Association or in respect of any other matter or issue in which he/she is interested or could reasonably be perceived to have a conflict of interest, or any matter arising from the foregoing, and if he/she does so vote his/her vote shall not be counted.
- (5) A special meeting of the Management Committee shall be convened by the Secretary on the requisition in writing signed by not less than one-third of the members of the Management Committee, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.
- (6) Not less than 7 days notice shall be given by the Secretary to members of the Management Committee of any special meeting of the Management Committee. Such notice shall clearly state the nature of the business to be discussed at that meeting. In special circumstances the Management Committee may be convened at shorter notice by the Secretary, after consultation with the President or the Vice-President, for any time or place, but such a meeting will not be valid or effective unless a quorum of the Management Committee attends.
- (7) The President shall preside as Chairperson at every meeting of the Management Committee, or if there is no President, or if at any meeting he/she is not present within 10 minutes after the time appointed for holding the meeting, the Vice-President shall be Chairperson. If the Vice-President is not present at the meeting then the members may

choose one of their number to be Chairperson of the meeting.

- (8) If within half an hour from the time appointed for the commencement of a Management Committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.
- (9) A resolution in writing signed by all the members of the Management Committee for the time being entitled to receive notice of a meeting of the Management Committee shall be as valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Management Committee.
- (10) The Management Committee may hold meetings, or permit a member of the Management Committee to take part in its meetings, by using any technology that reasonably allows all members participating in the meeting to hear and take part in discussions as they happen.
- (11) Any member of the Management Committee who participates in the meeting held in accordance with sub-rule (10) is taken to be present at the meeting.

DELEGATION TO SUB-COMMITTEES

17

- (1) The Management Committee may delegate any of its powers to a sub-committee consisting of such members of the Association as the Management Committee thinks fit. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations or other conditions or requirements that may be imposed on it by the Management Committee.
- (2) A sub-committee may elect a Chairperson of its meetings. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within 10 minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairperson of the meeting.
- (3) Subject to sub-rule (1), a sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be referred to the Management Committee for determination.

VALIDITY OF ACTS OF COMMITTEES AND SUB-COMMITTEES

- 18 All acts done by any meeting of the Management Committee or of a sub-committee, or by any person acting as a member of the Management Committee or such a sub-committee, shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Management Committee or sub-committee, or that the members of the Management Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Management Committee or sub-committee, as the case may be. However this does not apply where the member or person has or could reasonably be perceived to have a conflict of interest, as provided for in Rule 16 (4).

ANNUAL GENERAL MEETINGS OF MEMBERS

19

- (1) The annual general meeting of members shall be held within 3 months of the close of each financial year.
- (2) The business to be transacted at every annual general meeting of members shall be:
 - (a) the receiving of the Management Committee's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Association for the preceding financial year;
 - (b) the receiving of the auditor's report upon the books and accounts for the preceding financial year;
 - (c) the presenting of the audited statement to the meeting for adoption;
 - (d) the receiving of the Management Committee's report on the question of public liability insurance for the Association and its officers and other members of the Management Committee, as required by section 70 of the Act;
 - (e) the tabling and consideration of motions of which notice has been given to the Secretary at least 21 days prior to the meeting;
 - (f) the election of officers of the Association and other members of the Management Committee; and
 - (g) the appointment of an auditor for the ensuing financial year, who shall be a member of the Institute of Chartered Accountants in Australia or the Australian Society of Certified Practising Accountants.

- (3) At the annual general meeting there shall be no other general business conducted. But a special general meeting may be convened immediately after the close of the annual general meeting at which general business may be conducted.

SPECIAL GENERAL MEETINGS OF MEMBERS

20 The Secretary shall convene a special general meeting of members:

- (1) when directed to do so by the Management Committee; or
- (2) on the requisition in writing signed by not less than one-third of the members presently on the Management Committee or not less than 30 members of the Association; such requisition shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted at that meeting; or
- (3) on being given notice in writing of an intention to appeal against the decision of the Management Committee to terminate the membership of any person.

QUORUM FOR GENERAL MEETINGS OF MEMBERS

21

- (1) Subject to section 57A of the Act, at any general meeting of members the number of members required to constitute a quorum shall be 30.
- (2) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to the item of business in question. If any decision is made at a general meeting at a time when a quorum is not present, the decision has no effect.
- (3) If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee or the Association, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

ADJOURNMENT OF GENERAL MEETINGS OF MEMBERS

- 22 The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Otherwise, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

MANNER OF GIVING NOTICE OF GENERAL MEETINGS OF MEMBERS

23

- (1) The Secretary shall convene all general meetings of members of the Association by giving not less than 14 days' notice of any such meeting to the members of the Association.
- (2) The manner by which such notice shall be given shall be determined from time to time by the Management Committee. However, notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the termination of that person's membership of the Association by the Management Committee, must be given in writing.
- (3) Notice of a general meeting of members shall clearly state the nature of the business to be discussed at that meeting.

CHAIRPERSON OF GENERAL MEETINGS OF MEMBERS

24 Unless otherwise provided by these Rules, at every general meeting of members:

- (1) The President shall preside as Chairperson, or if there is no President, or if he/she is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall be the Chairperson. However, if the Vice-President is not present, or being present is unwilling to act, then the members present shall elect one of their number to be Chairperson of the meeting.
- (2) The Chairperson shall maintain and conduct the meeting in a proper and orderly manner.

VOTING AT GENERAL MEETINGS OF MEMBERS

25 Unless otherwise provided by these Rules, at every general meeting of members:

- (1) Every question, matter or resolution shall, except where these Rules provide otherwise, be decided by a majority of votes of the members present at the meeting.
- (2) Where these Rules require that a determination be by a special resolution of the members of the Association, that determination must be carried by a three quarters majority of those members present at the meeting.
- (3) Every member present at the meeting shall be entitled to one vote and, in the case of an equality of votes, the Chairperson shall have a second or

casting vote. However, no member shall be entitled to vote at any general meeting if such member's annual subscription is more than one month in arrears at the date of the meeting.

- (4) Voting shall be by show of hands or a division of members, unless not less than one-fifth of the members present demand a ballot, in which event there shall be a secret ballot. The Chairperson shall appoint 2 members to conduct the secret ballot in such manner as he/she shall determine and the result of the ballot as declared by the Chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded.
- (5) Where a member is unable to attend a general meeting of members and wishes to vote on the question of the election of officers or members of the Management Committee, a form allowing an absentee vote on that question will be available to members from the Secretary on demand. In all other cases voting must be in person. There will be no voting by proxy. Where such an absentee vote is permitted, the absentee vote must be received by the Secretary no later than 24 hours before the commencement of the relevant meeting, duly completed and signed by that member. The absentee vote shall in that case be counted as one vote, as if the member in question were duly present at the meeting, but if that member is in fact present at the meeting, his or her absentee vote shall not be counted.

MINUTES OF GENERAL MEETINGS OF MEMBERS AND OF THE MANAGEMENT COMMITTEE

- 26 The Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every meeting of the Management Committee and of every general meeting of members of the Association to be entered in a minute book to be kept for the purpose. A separate minute book shall be maintained for meetings of the Management Committee, and for meetings of the members of the Association.
- 27 The minute books of both meetings of the Management Committee and of members of the Association shall be open for inspection at all reasonable times by any member of the Association. However, that member must be financial at the time of such application. That member must also have previously applied to the Secretary for that inspection of the relevant minute book. Subject to section 57B of the Act, such inspection shall take place at such time and place as is agreed between the member and the Secretary. If the member so requests the Secretary must, within 28 days after the request is made, give the member copies of the minutes for which a request is so made. However, the Association may require the member to pay the reasonable costs of providing copies of the minutes in question.

- 28 For the purposes of ensuring the accuracy of the recording of the minutes of the Management Committee and of the members of the Association:
- (1) The minutes of every Management Committee meeting shall be signed by the Chairperson of that meeting as soon as practicable after the close of the meeting, or by the Chairperson of the next succeeding Management Committee meeting if this is not possible.
 - (2) Similarly, the minutes of every general meeting of members of the Association shall be signed by the Chairperson of that meeting as soon as practicable after the close of the meeting, or by the Chairperson of the next succeeding general meeting of members of the Association if this is not possible.
 - (3) Unless otherwise later established, the signing of such minutes constitutes a verification of their accuracy.

BY-LAWS AND REGULATIONS

- 29 Subject to any resolution of members of the Association as is referred to in Rule 15, the Management Committee may from time to time make, amend or repeal by-laws and/or regulations, not inconsistent with these Rules or the Act, for the internal management of the Association or the conduct of its affairs. Any such by-law or regulation may be set aside by a special resolution of a general meeting of members of the Association.

ALTERATION OF THESE RULES

- 30 Subject to the provisions of the Act, these Rules may be amended, repealed or added to from time to time by a special resolution of the members of the Association passed at any general meeting. No such amendment, repeal or addition shall be valid or come into effect unless and until the same shall have been submitted for approval to, and registered by, the relevant official as determined from time to time under that Act.

COMMON SEAL

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

FUNDS AND ACCOUNTS

32

- (1) The Association shall keep an account in Queensland in the name of the Association with such bank or financial institution as the Management Committee may from time to time determine. The Treasurer must deal with all amounts paid to the Association in the manner required by clause 1 of Schedule 5 to the Associations Incorporation Regulation 1999.
- (2) Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature. Such books and accounts may be maintained in a computer or other digital format capable of being read and inspected.
- (3) All moneys paid to the Association shall be deposited into the account of the Association as soon as practicable after receipt.
- (4) Payment of all amounts of:
 - (a) less than \$100 may be made from a petty cash account kept on the imprest system;
 - (b) \$100 or more must be made by:
 - (i) cheque signed by two of the President, Secretary, Treasurer or another member of the Association authorised (in accordance with Regulation 11 of the Associations Incorporation Regulation 1999) from time to time by the Management Committee; or
 - (ii) electronic funds transfer, authorised by two of the same authorised signatories.
- (5) Cheques shall be crossed "not negotiable", except those in payment of wages, allowances or petty cash recouplements which may be open.
- (6) The Management Committee shall determine the amount of petty cash which shall be kept on the imprest system.
- (7) All expenditure shall be approved or ratified at a Management Committee meeting.
- (8) As soon as practicable after the end of each financial year, the Treasurer shall cause to be prepared a statement containing particulars of:
 - (a) the income and expenditure for the financial year just ended; and
 - (b) the assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.

- (9) All such statements shall be examined by the auditor who shall present a report upon such audit to the Secretary prior to the holding of the annual general meeting next following the financial year in respect of which such audit was made.
- (10) The income and property of the Association, no matter what its source, shall be used and applied solely in promotion of the objects of the Association and in the exercise of its powers as set out in these Rules. No portion of that income or property shall be distributed, paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association.
- (11) However, nothing in sub-rule (10) shall prevent the payment in good faith:
- (a) of interest to any member of the Association in respect of moneys advanced by that person to the Association or otherwise owing by the Association to that person; or
 - (b) remuneration to any officers or servants of the Association; or
 - (c) of moneys to any member of the Association or other person in respect of any services actually rendered to the Association by that member; or
 - (d) the payment or repayment to any member of the Association of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises let to the Association.

DOCUMENTS

- 33 The Management Committee shall provide for the safe custody of books, documents, instruments of title and securities of the Association.

FINANCIAL YEAR

- 34 The financial year of the Association shall close on 31 December in each year.

DISTRIBUTION OF SURPLUS ASSETS

- 35 If the Association shall be wound up in accordance with the provisions of the Act, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects 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 is imposed on the Association under or by virtue of Rule 32 (10), such institution or institutions to be determined by the members of the Association.

NOTICES

- 36 Where these Rules provide for a written notice to be given, that notice may be either in writing or, provided that the Association or member, as the case may be, as prospective recipient, has agreed to and facilitated such means, by email or in some other telephonic, computer or digital means of communication tantamount to writing.

MODEL RULES

- 37 The provisions of Section 47 (1) of the Act do not apply with respect to these Rules.