

# RULES

## WORDS AND EXPRESSIONS TO HAVE MEANING IN ACT

- 1 A word or expression that is not defined in these rules, but is defined in the Associations Incorporation Act 1981("The Act") has, if the context permits, the meaning given by the Act.

### NAME

2. The name of the incorporated association is HERVEY BAY GOLF & COUNTRY CLUB INC. ("the association")

### OBJECTS

3. The objects of the association are:
- (a) To promote the game of golf and associated activities , and
  - (b) To promote such other sports and associated activities as the members may by special resolution decide.
  - (c) To provide and maintain facilities for members and guests to play golf and other sports and associated activities.
  - (d) To provide and maintain suitable club rooms and amenities for members and guests.

### POWERS

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

### CLASSES OF MEMBERS

5. (1) The membership of the association shall consist of the following classes of members-
- (a) Ordinary members
  - (b) Country members
  - (c) Overseas members #9
  - (d) Junior members
  - (e) Life members
  - (f) Reciprocal members
  - (g) Visiting (temporary) members
  - (h) Non-Playing members
- (2) The number of ordinary members is unlimited.
- (3) DEFINITIONS:

**Ordinary:** Shall mean an adult being a person who has attained the age of 18 years.

**Country:** Shall mean an adult residing more than 50 kilometres from the association premises. Any ordinary member who becomes resident more than 50 kilometres from the association premises may become a country member and any country member who becomes a resident within 50 kilometres of the association premises shall cease to be a country member and become an ordinary member upon payment of the annual membership fee or the proscribed pro rata proportion thereof. To be eligible for country membership each applicant must be a full financial member of another affiliated golf club and must hold an AGU/WGA handicap from that club whilst a country member of this association.

#1

**Overseas:** Shall mean an adult residing in an overseas country which is not subject to Golf Australia handicap conditions. To be eligible for Overseas membership each applicant must be a full financial member of an affiliated golf club of that country and must hold a fully recognized handicap of that club. #10

**Junior:** Shall mean those who have not attained the age of 18 years. Junior members of the association may be permitted to play on the course and use such facilities and premises of the association as the management committee shall determine on such terms and conditions and subject to such restrictions and the payment of such fees as determined from time to time by the management committee, but none of them shall be permitted in the bar or be allowed to purchase or consume alcoholic liquors unless permitted to do so by the current legislation relating to liquor or licensed premises. #2

**Life:** Persons shall be eligible as life members who in the opinion of the management committee shall have rendered outstanding and meritorious service to the association and who shall have been selected and proposed for election as life members by the management committee and shall have been elected at an annual general meeting of the association and following such election shall thenceforth be exempt from the payment of the annual membership fee. Life members shall be entitled to all the benefits and advantages of the class membership for which they are otherwise eligible. #3

**Reciprocal:** Shall be any financial member of an associated club, which has been accepted by the management committee as a reciprocal club, provided however, that the management committee may at its discretion restrict the playing privileges of a reciprocal member. #11

**Visiting (temporary):** Shall be those financial members of a duly recognized golf club other than this association, who:

- (a) make application to and be approved by the secretary or delegate for the status of visiting member. The period of such membership shall not exceed (3) months.
- (b) are entrants in Pro-Am, Open, Invitation or Championship or similar events conducted by the association for the day or days during or about which such events take place and pay such fees as the management committee may determine.
- (c) are participants in Inter Club competitions played at the association's premises for the day or days during or about which such competitions are played and pay such fees as the management committee may determine.

**Non-Playing:** Shall be not less than 18 years of age and pay a nominal joining fee set by the management committee.

(4) **Voting Rights:** Country, Overseas, Junior, Reciprocal, Visiting and Non-playing members shall not be entitled to vote at any meeting of the Association. No unfinancial members shall be entitled to vote at any meeting or poll. All other members shall be entitled to one vote at any meeting or poll. #12

(5) **Employees:** Employees of the association shall not propose or second any motions at or vote at any meeting or poll of the association or of the management committee or at any election of the management committee, or hold office as a member of the management committee.

## MEMBERSHIP

6. (1) An applicant for membership of the association must be proposed by 1 member of the association (the "proposer") and seconded by another member (the "seconded").
- (2) An application for membership must be:
  - (a) in writing; and
  - (b) signed by the applicant and the applicant's proposer and seconded; and
  - (c) in the form decided by the management committee.

## **ANNUAL MEMBERSHIP FEES, PLAYING FEES AND COMPETITION FEES**

7. (1) The annual membership fee for the coming year for each ordinary member shall be decided by the members at each annual general meeting and for such purposes the Treasurer shall present a report and recommendation for the guidance of the meeting  
**The maximum increase to the ordinary membership fee in each year to be that of the CPI (ABS), or to a maximum of \$40, whichever is the lesser.** #14
- (2) The membership fees for each other class of membership shall be determined from time to time by the management committee.
- (3) The fees payable for playing on the course whether in a competition round or otherwise and to be referred to as “players fees” shall be determined on a per game basis from time to time by the management committee.
- (4) The fees payable for playing in a competition in respect of the various costs and expenses associated with the conduct of competitions on the course are to be referred to as “competition fees” shall be determined from time to time by the management committee. #7

## **ADMISSION AND REJECTION OF MEMBERS**

8. (1) The management committee must consider an application for membership at the next meeting of the committee held after it receives-
  - (a) the application; and
  - (b) the appropriate membership fee for the application.
- (2) The management committee must decide at the meeting whether to accept or reject the application.
- (3) If a majority of the management committee members present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member to the class of membership applied for.
- (4) The secretary of the association must, as soon as practicable after the management committee decides to accept or reject an application, give the applicant a written notice of the decision.

## **WHEN MEMBERSHIP ENDS**

9. (1) A member may resign from the association by giving a written notice of resignation to the secretary.
- (2) The resignation takes effect on-
  - (a) the day and at the time the notice is received by the secretary; or
  - (b) if a later day is stated in the notice - the later day.
- (3) The management committee may terminate a member’s membership if the member -
  - (a) is convicted of an indictable offence; or
  - (b) does not comply with any of the provisions of these rules; or
  - (c) has membership fees in arrears for at least 1 month; or #13
  - (d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the association.
- (4) In addition to the powers of termination as set forth in sub clause (3) the management committee may also suspend a member’s membership for a period up to a maximum of 6 months or reprimand a member if the member -
  - (a) does not comply with any of the provisions of these rules; or
  - (b) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the association.
- (5) Before the management committee reprimands a member or suspends or terminates a member’s membership, the management committee must give the member a full and fair opportunity to show why the member should not be reprimanded or why the membership

should not be suspended or terminated.

- (6) If, after considering all representations made by the member, the management committee decides to reprimand the member or suspend or terminate the membership, the secretary of the committee must give the member a written notice of the decision.

#### **APPEAL AGAINST REJECTION OR SUSPENSION OR TERMINATION OF MEMBERSHIP**

10. (1) A person whose application for membership has been rejected, or whose membership has been suspended or terminated, may give the secretary written notice of the person's intention to appeal against the decision.
- (2) A notice of intention to appeal must be given to the secretary within 1 month after the person receives written notice of the decision.
- (3) If the secretary receives a notice of intention to appeal, the secretary must, within 3 months after the day of receipt, call a general meeting to decide the appeal.
- (4) At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be suspended or terminated.
- (5) Also, the management committee and the committee members who rejected the application or suspended or terminated the membership must be given an opportunity to show why the application should be rejected or the membership should be suspended or terminated.
- (6) An appeal must be decided by a vote of the members present at the meeting.
- (7) If a person whose application has been rejected does not appeal against the decision within 1 month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund the nomination fee and any membership fee paid by the person or a pro-rata amount of the membership fee paid if a membership has been terminated. #5

#### **REGISTER OF MEMBERS**

11. (1) The management committee must keep a register of members.
- (2) The register of members must include the following particulars for each member-
  - (a) the full name and residential address of the member;
  - (b) the date of admission as a member;
  - (c) the date of death or resignation of the member;
  - (d) details about the termination or reinstatement of membership;
  - (e) any other particulars the management committee or the members at a general meeting decide.
- (3) The register must be open for inspection at all reasonable times.
- (4) However, before the member may inspect the register, the member must apply to the secretary to inspect it.

#### **SECRETARY**

12. (1) If a vacancy happens in the office of secretary, the members of the management committee must ensure a secretary is appointed or elected for the association within 1 month after the vacancy happens.
- (2) The secretary must be an individual residing in Queensland, who is –
  - (a) a member of the association elected by the association as secretary; or
  - (b) any of the following persons appointed by the management committee-

- (i) a member of the association's management committee;
- (ii) a member of the association;
- (iii) another person.

(3) The management committee may appoint and remove the association's secretary at any time.

#### **MEMBERSHIP OF MANAGEMENT COMMITTEE**

13. (1) The management committee of the association consists of a president, vice-president, secretary, treasurer, captain, lady captain and 1 committee member.
- (2) A member of the management committee, other than the secretary, must be a member of the association.
- (3) At each annual general meeting of the association, the members of the management committee must retire from office, but are eligible, on nomination, for re-election.

#### **ELECTING THE MANAGEMENT COMMITTEE**

14. (1) A ballot shall be conducted in accordance with a By-Law approved by the management committee.
- (2) A member of the management committee may only be elected as follows-
- (a) any 2 members of the association may nominate an ordinary member or life member (the "candidate") to serve as a member of the management committee; #6
  - (b) the nomination must be-
    - (i) in writing; and
    - (ii) signed by the candidate and the members who nominated him or her; and
    - (iii) given to the secretary at least 28 days before the annual general meeting;
  - (c) each member may vote at a ballot for any number of candidates not more than the number of vacancies;
  - (d) if, at the start of the annual meeting, there are not enough members of the management committee elected at the ballot, nominations may be taken from the floor of the meeting and a vote of members present taken to fill any vacancies.
- (3) A list of the candidates' names in alphabetical order, with the names of the members who nominated each candidate, must be posted in a conspicuous place in the association clubhouse for at least 21 days immediately preceding the annual general meeting.
- (4) Balloting lists must be prepared containing the names of the candidates in alphabetical order and be made available for members to vote by ballot in the period commencing 14 days prior to and concluding at 5pm on the day immediately prior to the annual general meeting.
- (5) A locked ballot box shall be made available by the management committee for the purpose of conducting the ballot and 2 ordinary financial members, not being members of the management committee shall be appointed by the management committee to conduct the ballot and present the results thereof to the annual general meeting. The results once presented by the 2 members appointed to conduct the ballot shall be final and the ballot papers destroyed.

#### **RESIGNATION OR REMOVAL FROM OFFICE OF MANAGEMENT COMMITTEE MEMBER**

15. (1) A management committee member may resign from the committee by giving written notice of resignation to the secretary.
- (2) The resignation takes effect on-
- (a) the day and at the time the notice is received by the secretary; or

- (b) if a later day is stated in the notice - the later day.
- (3) A member may be removed from office at a general meeting of the association if a majority of the members present at the meeting vote in favour of removing the member.
- (4) Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- (5) A member has no right of appeal against the member's removal from office under this section.

#### **VACANCIES ON MANAGEMENT COMMITTEE**

- 16. (1) If a casual vacancy happens on the management committee, the continuing members of the committee may appoint another member of the association to fill the vacancy until the next annual general meeting.
- (2) The continuing members of the management committee may act despite a casual vacancy on the management committee.
- (3) However, if the number of committee members is less than the number fixed under these rules as a quorum of the management committee, the continuing members may act only to-
  - (a) increase the number of management committee members to the number required for a quorum; or
  - (b) call a general meeting of the association.

#### **FUNCTIONS OF MANAGEMENT COMMITTEE**

- 17. (1) Subject to these rules or a resolution of the association members carried at a general meeting, the management committee -
  - (a) has the general control and management of the administration of the affairs, property and funds of the association; and
  - (b) has authority to interpret the meaning of these rules and any matter relating to the association on which the rules are silent.
- (2) The management committee may exercise the powers of the association -
  - (a) to expend and to borrow, raise or secure the payment of amounts not exceeding \$250 000; and
  - (b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the association's property, both present and future; and
  - (c) to purchase, redeem or pay off any securities issued; and
  - (d) to borrow amounts from members and pay interest on the amounts borrowed; and
  - (e) to mortgage or charge the whole or part of its property; and
  - (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association; and
  - (g) to provide and pay off any securities issued; and
  - (h) to invest from time to time.
- (3) Notwithstanding the provisions of the preceding sub clause any transaction or expenditure of money which exceeds or is likely to exceed \$250 000 shall first be put to a general meeting of members for approval.
- (4) For sub-section (2)(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by -
  - (a) the financial institution for the association; or
  - (b) if there is more than 1 financial institution for the association - the financial institution nominated by the association.

## **MEETINGS OF MANAGEMENT COMMITTEE**

18. (1) Subject to subsections (2) to (16), the management committee may meet and conduct its proceedings as it considers appropriate.
- (2) The management committee must meet at least once every month to exercise its functions.
- (3) The management committee must decide how a meeting is to be called.
- (4) Notice of a meeting is to be given in the way decided by the committee.
- (5) If the secretary receives a written request signed by at least 33% of the management committee members, the secretary must call a special meeting of the committee.
- (6) A request for a special meeting must state:
- (a) why the special meeting is being called; and
  - (b) the business to be conducted at the meeting.
- (7) At a management committee meeting, more than 50% of the members elected or appointed to the committee as at the close of the last general meeting of the members form a quorum.
- (8) A question arising at a committee meeting is to be decided by a majority vote of committee members present at the meeting and, if the votes are equal, the question is decided in the negative.
- (9) A management committee member must not vote on a question about a contract or proposed contract with the association if the member has an interest in the contract or proposed contract, and if the member does vote the member's vote must not be counted.
- (10) The secretary must give each management committee member at least 7 days notice of special meeting of the committee.
- (11) A notice of a special meeting must state:
- (a) the day, time and place of the meeting; and
  - (b) the business to be conducted at the meeting.
- (12) The president or, if there is no president or if the president is not present within 10 minutes after the time fixed for a management committee meeting, the vice President is to preside as chairperson at the meeting.
- (13) If the president and the vice president are absent from a management committee meeting, the members may choose one (1) of their number to preside as chairperson at the meeting.
- (14) If a quorum is not present within 30 minutes after the time fixed for a management committee meeting called on the request of committee members, the meeting lapses.
- (15) If a quorum is not present within 30 minutes after the time fixed for a management committee meeting called other than on the request of committee members, the meeting to be adjourned to:
- (a) the same day, time and place in the next week; or
  - (b) a day, time and place decided by the committee.
- (16) If, at the adjourned meeting mentioned in subsection (15), a quorum is not present within 30 minutes after the time fixed for the meeting, the meeting lapses.

## **DELEGATION OF MANAGEMENT COMMITTEE POWERS**

19. (1) The management committee may delegate the whole or part of its powers to a subcommittee consisting of the association members considered appropriate by the committee.

- (2) A subcommittee may only exercise delegated powers in the way the management committee decides.
- (3) A subcommittee may elect a chairperson of its meetings.
- (4) If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be chairperson of the meeting.
- (5) A subcommittee may meet and adjourn as it considers appropriate.
- (6) A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

### **FORWARD PLANNING COMMITTEE**

20. (1) In addition to any subcommittee appointed pursuant to clause 19 and notwithstanding the provisions of clause 19 there shall be a subcommittee to be known as the Forward Planning Committee.
- (2) The membership of such subcommittee shall comprise:
  - (a) the greens director
  - (b) 2 members of the association (at least one of whom shall be a member of the management committee) as nominated each year by the management committee.
  - (c) 2 members of the association as elected by annual general meeting of members and for such purposes each year one of such elected members shall retire, but shall be eligible for re-election and initially the order of retirement shall be by ballot. In addition the greens superintendent and the association professional shall also be members of the subcommittee by virtue of their respective positions held and shall be entitled to take part in all debate but shall not be entitled to vote at meetings. The president shall be ex officio a member of the subcommittee.
- (3) The functions of the forward planning committee shall be:
  - (a) to establish, review and from time to time update a plan or plans for the future growth and conduct of the Club;
  - (b) to identify and establish goals and priorities together with ways, means and timeframes for achieving same;
  - (c) to investigate ways and means of improving the course layout and the association's facilities;
  - (d) to undertake such other matters as shall be referred to it from time to time by the management committee;
 and, for such purposes such subcommittee's role shall be that of investigation, planning and recommendation and it shall have the power, subject to the prior approval of the management committee, to engage the services of appropriate advisors such as golf course architects, engineers and other persons possessing the appropriate qualifications, skills and/or expertise.
- (4) The greens director shall act as chairman of the subcommittee unless some other member shall be nominated to act as chairman by the management committee.
- (5) The forward planning subcommittee shall present a report on its activities, plans and recommendations to the management committee for presentation to each annual general meeting of members.
- (6) For the purposes of sub clause (2) the management committee, in determining its nominations for appointment of the two (2) members of the forward planning committee, shall take into consideration the desirability for both the interests of members of both the Queensland Golf Union and the Women's Golf Queensland to be represented on the subcommittee.

## **ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS**

21. (1) An act performed by the management committee, a subcommittee or a person acting as a member of the management committee is taken to have been validly performed.
- (2) Subsection (1) applies even if the act was performed when-
- (a) there was a defect in the appointment of a member of the management committee, subcommittee or person acting as a member of the management committee; or
  - (b) a management committee member, subcommittee member or person acting as a member of the management committee was disqualified from being a member.

## **RESOLUTIONS OF MANAGEMENT COMMITTEE WITHOUT MEETING**

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

## **ANNUAL GENERAL MEETINGS**

23. (1) The annual general meeting must be held -
- (a) at least once each year; and
  - (b) within 3 months after the end of the association's previous financial year.
- (2) Any member may, on giving to the secretary not less than 28 days written notice previous to any annual general meeting of the association, submit any resolution to the meeting, provided that such notice to the secretary contains a copy of the resolution intended to be submitted. The secretary, immediately upon receipt of such notice and proposed resolution, shall post the same on the notice board of the association.

## **BUSINESS TO BE CONDUCTED AT ANNUAL GENERAL MEETING**

24. The following business must be conducted at each annual general meeting -
- (a) receiving the management committee's report and the statement of income and expenditure, assets, liabilities and mortgages, charges and securities affecting the property of the association for the last financial year;
  - (b) receiving the auditor's report on the financial affairs of the association for the last financial year;
  - (c) presenting the audited statement to the meeting for adoption;
  - (d) declaring the results of the ballot for electing members of the management committee and electing members of the management committee to any vacancies not filled by such ballot.
  - (e) appointing an auditor.
  - (f) receiving the report of the management committee regarding any proposed life members;
  - (g) the appointment of association officials as may be required in the By-Laws;
  - (h) any resolution proposed in accordance with rule 23 (2);
  - (i) determine the annual membership fee for ordinary members; #7
  - (j) determine honorariums and/or allowances payable to officers of the Association;
  - (k) general business.

## **SPECIAL GENERAL MEETING**

25. (1) The secretary may only call a special general meeting by giving each member notice of the meeting within 14 days after-
- (a) being directed to call the meeting by the management committee; or
  - (b) being given a written request signed by-
    - (i) at least 33% of the members of the association presently on the management committee; or
    - (ii) at least the number of ordinary members of the association equal to four times the number of members of the association presently on the management committee plus 1; or

- (c) being given a written notice of an intention to appeal against the decision of the management committee-
  - (i) to reject an application for membership; or
  - (ii) to terminate or suspend a person's membership.
- (2) A request mentioned in subsection (1)(b) must state-
  - (a) why the special general meeting is being called;
  - (b) the business to be conducted at the meeting.

#### **NOTICE OF GENERAL MEETING**

26. (1) The secretary may call a general meeting of the association.
- (2) The secretary must give at least 60 days notice of the meeting to the members of the association.
- (3) However, notice of the following meetings must be given in writing-
  - (a) a meeting called to hear and decide the appeal of a member against the rejection or termination or suspension of the member's membership by the management committee; or
  - (b) a meeting called to hear and decide a proposed special resolution of the association.
- (4) A notice of a general meeting must state the business to be conducted at the meeting.
- (5) Notice of the date of the annual general meeting shall be posted on the notice board 60 clear days before the date of the meeting. Notice of the meeting shall be given to members by notice in the local newspapers circulating in Hervey Bay 14 days prior to the meeting. Copies of the notice of meeting, annual report and balance sheet shall be made available in the association's clubhouse 14 days prior to the meeting.

#### **QUORUM FOR, AND ADJOURNMENT OF, GENERAL MEETING**

27. (1) Subject to subsection (5), at a general meeting the number of members necessary to form a quorum shall be 51.
- (2) No business may be conducted at a general meeting unless a quorum of members is present when the meeting proceeds to business.
- (3) If a quorum is not present within 30 minutes after the time fixed for a general meeting called on the request of members of the management committee or the association, the meeting lapses.
- (4) If a quorum is not present within 30 minutes after the time fixed for a general meeting called other than on the request of members of the management committee or the association, the meeting is to be adjourned to-
  - (a) the same day, time and place in the next week; or
  - (b) a day, time and place decided by the management committee.
- (5) If at an adjourned meeting, a quorum under subsection (1) is not present within 30 minutes after the time fixed for the meeting, the members present form a quorum.
- (6) The chairperson may, with the consent of any meeting at which a quorum is present, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- (7) If a meeting is adjourned under subsection (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (8) The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at

least 30 days.

- (9) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

#### **PROCEDURE AT GENERAL MEETING**

28. (1) Subject to these rules, at each general meeting -
- (a) the president or, if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the vice-president is to preside as chairperson; and
  - (b) if the vice-president is absent or unwilling to act as chairperson, the members present must elect 1 of their number to be chairperson of the meeting; and
  - (c) the chairperson must conduct the meeting in a proper and orderly way; and
  - (d) each question, matter or resolution must be decided by a majority of votes of the members present; and
  - (e) each member present and entitled to vote is entitled to 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote; and
  - (f) a member is not entitled to vote at a general meeting if the member's membership fee is in arrears at the date of the meeting; and #8
  - (g) voting may be by a show of hands or a division of members, unless at least 20% of the members present demand a secret ballot; and
  - (h) if a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides; and.
  - (i) the result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held; and
  - (j) a member may vote in person and-
    - (i) on a show of hands, each person present who is a member has 1 vote; and
    - (ii) in a secret ballot, each member present in person has 1 vote; and
  - (k) the secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each management committee meeting and general meeting are entered in a minute book; and
  - (l) the secretary must ensure the minute book for each general meeting is open for inspection at all reasonable times by any financial member who previously applies to the secretary for the inspection.
- (2) To ensure the accuracy of the minutes recorded under subsection (1)(k)-
- (a) the minutes of each management committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next management committee meeting, verifying their accuracy ; and
  - (b) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
  - (c) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the association that is a general meeting or annual general meeting, verifying their accuracy.

#### **BY-LAWS**

- 29 (1) The management committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the association.
- (2) A by-law may be set aside by a vote of members at a general meeting of the association.

#### **ALTERATION OF RULES**

30. (1) Subject to the Associations Incorporation Act 1981, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.
- (2) However an amendment, repeal or addition is valid only if it is registered by the chief executive.

## **COMMON SEAL**

- 31
- (1) The management committee must ensure the association has a common seal.
  - (2) The common seal must be-
    - (a) kept securely by the management committee; and
    - (b) used only under the authority of the management committee.
  - (3) Each instrument to which the seal is attached must be signed by a member of the management committee and countersigned by-
    - (a) the secretary; or
    - (b) another member of the management committee; or
    - (c) someone appointed by the management committee.

## **FUNDS AND ACCOUNTS**

- 32.
- (1) The funds of the association must be kept in an account in the name of the association in a financial institution decided by the management committee.
  - (2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
  - (3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
  - (4) If an amount of \$100 or more is paid by cheque and/or electronic payment, authorisation must be signed by any two of the following:
    - (a) the president;
    - (b) the secretary;
    - (c) the treasurer;
    - (d) another member authorised by the management committee for the purpose.
  - (5) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed 'not negotiable'.
  - (6) A petty cash account must be kept on the imprest system, and the management committee must decide the amount of petty cash to be kept in the account.
  - (7) All expenditure must be approved or ratified at a management committee meeting.
  - (8) The treasurer must, as soon as practicable after the end of each financial year, ensure a statement containing the following particulars is prepared -
    - (a) the income and expenditure for the financial year just ended;
    - (b) the association's assets and liabilities at the close of the year;
    - (c) the mortgages, charges and securities affecting the property of the association at the close of the year.
  - (9) The auditor must examine the statement prepared under subsection (8) and present a report about it to the secretary before the next annual general meeting following the financial year for which the audit was made.
  - (10) The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers and no portion thereof 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 other than honorariums approved at the annual general meeting.

## **DOCUMENTS**

33. The management committee must ensure the safe custody of books, documents, instruments of title and securities of the association.

## **FINANCIAL YEAR**

34. The financial year of the association closes on 30 September, in each year.

## **INDEMNITY OF OFFICERS**

35. In the event of any proceedings being taken against a member or members or secretary of the association in respect of any matter, or thing done by them in the proper performance of their duties or by the direction of or with the authority of the association, the association shall indemnify such member or members or secretary of the association so proceeded against in respect of their costs of such proceedings and in respect of all costs and damages and other sums which they may be compelled to pay in the course of or as a result of such proceedings provided however that this indemnity shall not extend to any case where it is established that the member or members or secretary has displayed gross negligence or has failed to act in good faith.

## **DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY**

36. (1) This section applies if the association-
- (a) is wound-up under part 10 of the Act; and
  - (b) it has surplus assets.
- (2) The surplus assets must not be distributed among the association members.
- (3) The surplus assets must be given to another entity to be determined by the members of the association. -
- (a) having objects similar to the association's objects; and
  - (b) the rules of which prohibit the distribution of the entity's income and assets to its members.
- (4) In this section -"surplus assets" has the meaning given by section 92(3)11 of the Act.
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## TABLE OF AMENDMENTS

#1	4 August 2004
#2	4 August 2004
#3	4 August 2004
#4	4 August 2004
#5	4 August 2004
#6	4 August 2004
#7	4 August 2004
#8	4 August 2004
#9	15 July 2009
#10	15 July 2009
#11	15 July 2009
#12	15 July 2009
#13	15 July 2009
#14	27 August 2009