

## **SURFERS PARADISE BRIDGE CLUB INC. (Reg No. 8605)**

### **RULES**

#### **NAME**

1. The name of the incorporated association shall be the **SURFERS PARADISE BRIDGE CLUB INC** (in these Rules called the "Club").

#### **OBJECTS**

2. The objects for which the Club is established are to foster the game of Bridge in all its aspects as well as other associated games.

#### **POWERS**

3. (1) To subscribe to, become a member of and cooperate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Club provided that the Club shall not subscribe to nor 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 Club under or by virtue of Rule 28 (12).
- (2) In furtherance of the objects of the Club to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Club or persons frequenting the Club's premises.
- (3) To purchase, take on lease or in exchange, hire and otherwise acquire any other 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 Club. Provided that in case the Club shall take or hold any property which may be subject to any trusts, the Club shall only deal with the same in such manner as is allowed by law, having regard to such trusts.
- (4) To enter into any arrangements with any Government or Authority that are incidental or conducive to attainment of the objects and the exercise of the powers of the Club; to obtain from any such Government or Authority any rights, privileges and concessions which the Club may think it desirable to obtain; and to carry out exercise and comply with any such arrangements, rights, privileges and concessions.
- (5) To appoint, employ, remove and suspend such managers, clerks, secretaries, servants, workers and other persons as may be necessary or convenient for the purposes of the Club.
- (6) To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the Club, or in or about the Club or promotion of the Club or in the furtherance of its objects.
- (7) 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 Club's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- (8) To invest and deal with the money of the Club not immediately required in such manner as may from time to time be thought fit.
- (9) To take or otherwise acquire and hold shares, debentures and other securities of any company or body corporate.
- (10) In furtherance of the objects of the Club 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 persons or body corporate, and otherwise to assist any person or body corporate.

- (11) To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any monies and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other securities upon the whole or any part of the Club's property or assets present or future and to purchase, redeem or pay off any such securities.
- (12) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (13) In furtherance of the objects of the Club to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and the rights of the Club.
- (14) 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 Club's property of whatsoever kind sold by the Club, or any money due to the Club from purchasers and others.
- (15) To take any gift or property whether subject to any special trust or not, for any one or more of the objects of the Club but subject always to the proviso in sub-rule (3).
- (16) To take such steps by personal written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of securing contributions to the funds of the Club, in the shape of donations, annual subscriptions or otherwise.
- (17) To print and publish any newspapers, periodicals, books or leaflets that the Club may think desirable for the promotion of its objects.
- (18) In furtherance of the objects of the Club to amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Club and which shall prohibit the distribution of its or their assets, income and property among its or their members to an extent at least as great as that imposed upon the Club under or by virtue of Rule 28(12) and which must be exempt from income tax.
- (19) In furtherance of the objects of the Club 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 Club is authorised to amalgamate.
- (20) In furtherance of the objects of the Club to transfer all or any part of the property, assets, liabilities and engagements of the Club to any one or more of the incorporated associations with which the Club is authorised to amalgamate.
- (21) To make donations for patriotic, charitable or community purposes.
- (22) 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.
- (23) 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 Club.

#### **CLASSES OF MEMBERSHIP**

- 4 (1) The members of the Club shall consist of ordinary members, honorary life members and those people who are subscription life members as at the date these Rules come into effect.
  - (a) An honorary life member is a member who has given meritorious service to the Club and who is elected as such by special resolution at an Annual General Meeting on the recommendation of at least 75% of those present at the meeting of the Management Committee.
  - (b) There shall be no limit on the number of members, provided however that no further persons shall become subscription life members.
  - (c) Every application for ordinary membership of the Club shall be proposed by one member of the Club and seconded by another. The application for ordinary members shall be made in writing signed by the applicant and his/her proposer and seconder and shall be in such form as the Management Committee shall from time to time prescribe.

## **MEMBERSHIP FEES**

5. (1) Membership of the Club shall be open to all persons approved by the Management Committee and who pay:
- (a) a joining fee, and
  - (b) an annual subscription fee (which shall not be payable by any life member) shall be \$30.00 plus GST until determined by the Management Committee to be otherwise. If the Management Committee at any time votes to vary the annual membership fee, then notice of such variation shall be placed on the Club's notice board for a period of not less than 90 days before such change in membership fee comes into effect. If during that period at least 30 ordinary members request a Special General Meeting, then the Secretary shall call within 30 days of receipt of such request in writing and signed by at least 30 members a meeting to confirm, vary or reject the Management Committee's decision. At the end of 90 days after the Management Committee decides or at the end of the Special General meeting the new annual membership fee shall become binding from the date on which the annual membership fee is payable.
  - (c) an affiliation fee set by the Queensland Bridge Association/Australian Bridge Federation provided that an affiliation fee shall not be required to be paid by a member or a prospective member who can provide adequate proof that he or she is already paying an affiliation fee to the QBA/ABF through another Australian Club, and
  - (d) other fees required at the time of approval by the QBA and/or ABF.
- (2) The fees shall be payable at such time and in such manner as the Management Committee shall from time to time determine.

## **ADMISSION AND REJECTION OF MEMBERS**

6. (1) The Management Committee, after the receipt of any application and all fees applicable shall determine upon the acceptance or rejection of the applicant.
- (2) Any applicant who receives the majority of the votes of the members of the Management Committee present at the meeting at which such application is being considered shall be accepted.
- (3) Upon the acceptance or rejection of an application or any class of membership, the Secretary shall within fourteen (14) days thereafter advise the applicant by notice in writing of such acceptance or rejection.
- (4) There shall be no appeal by an applicant if his/her application for membership is rejected.
- (5) All subscription and joining fees paid by an applicant for membership whose application has been rejected shall be refunded within fourteen (14) days of the date of rejection together with any prepaid event fees that remain unused.
- (6) Any QBA and ABF fees paid by an applicant for membership whose application has been rejected shall also be refunded with those defined in (5) above unless they have already been remitted to those organisations.
- (7) An applicant whose application for ordinary membership has been rejected shall not be reconsidered for membership of the Club until after a period of two (2) years has elapsed from the date of rejection.

## **CESSATION, TERMINATION OR SUSPENSION OF MEMBERSHIP**

7. (1) A member may resign from the Club 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 when it shall take effect on that later date.
- (2) When a person's subscription or other fees are in arrears more than sixty-two (62) days his/her membership shall thereby cease.

(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) conducts himself or herself in a manner considered to be injurious or prejudicial to the character or interests of the Club.

The Management Committee shall consider whether the membership of such member shall be terminated or suspended. A member shall not have his/her membership suspended for a period longer than sixty-two (62) days. The member concerned shall be given a full and fair opportunity of presenting the member's case and if the Management Committee resolves to terminate or suspend the membership it shall instruct the Secretary to advise the member in writing accordingly. There shall be no appeal against a suspension of membership.

8. **APPEAL AGAINST TERMINATION OF MEMBERSHIP**

- (1) An appeal by a person whose membership has been terminated by the Management Committee is permitted provided the appeal is supported in writing by no fewer than thirty (30) members of the Club.
- (2) Such appeal must be made within thirty-one (31) days of receiving written notification of termination by lodging with the Secretary written notice of the person's intention to appeal.
- (3) Upon receipt of a notification to appeal against termination of membership the Secretary shall convene, within sixty-two (62) days of the date of receipt by the Secretary of such notice, a general meeting to determine the appeal.
- (4) At any such meeting the appellant shall be given the opportunity to fully present his/her case and the Management Committee or those members thereof who terminated the membership shall likewise have the opportunity of presenting its or their case.
- (5) The appeal shall be determined by majority of votes of the members present at the meeting. Voting by proxy shall not be permitted and any Act of the State of Queensland to the contrary is hereby negated.

9. **REGISTER OF MEMBERS**

- (1) The Management Committee shall cause a register to be kept in which shall be entered the names of all persons admitted to membership of the Club and the dates of their admission.
- (2) It shall also be entered into the register any further particulars as the Management Committee or members at any general meeting may require from time to time.
- (3) Upon application to the Secretary the register shall be open for inspection at all reasonable times by any member to view his/her own details.
- (4) The Management Committee shall conform to a privacy statement prepared and published for members in keeping with the national objectives of the Privacy Act 1998 and any future amendments or later legislation.

**THE SECRETARY**

- 10. (1) If a vacancy happens in the office of Secretary, the members of the Management Committee must appoint or elect a Secretary within thirty-one (31) days after the vacancy happens.
- (2) The Secretary must be an individual residing in Queensland, or in another State but not more than sixty-five (65) kms from the Queensland border, who is:
  - (a) a member of the Club elected by the Club as Secretary; or
  - (b) a member of the Club's Management Committee appointed by the committee as Secretary;
  - or
  - (c) a member of the Club appointed by the Management Committee as Secretary.
- (3) Notwithstanding what is said hereunder in respect of officers generally, the Management Committee may appoint and remove the Secretary at any time.

## **MEMBERSHIP OF THE MANAGEMENT COMMITTEE**

11. (1) The Management Committee of the Club shall consist of a President, Vice-President, Secretary, Treasurer and ten (10) other members all of whom shall be members of the Club.
- (2) At the annual general meeting of the Club, all members of the Management Committee for the time being shall retire but shall be eligible upon nomination for re-election. Any person whose club membership is not in arrears when nominations close, may be nominated for Management Committee, but not for more than one position. A person shall only be nominated for President if he/she would not, if successful, be President for four (4) consecutive years, or for a total of more than five (5) years in any ten (10) year period.
- (3) The election of officers and other members of the Management Committee shall take place in the following manner:
- (a) any two members of the Club whose subscriptions are not in arrears shall be at liberty to nominate, using the nomination form defined by the Management Committee, any other member of the Club to serve on the Management Committee;
  - (b) a candidate's completed nomination form, shall be lodged with the Secretary at least fourteen (14) days before the annual general meeting at which the election is to take place;
  - (c) a list of the candidates' names, in the same sequence as they were received by the Secretary, with the proposers' and seconders' names, shall be posted on the notice board or in a conspicuous place in the usual place of meeting of the Club for at least ten (10) days immediately preceding the annual general meeting;
  - (d) ballot papers shall be prepared (if necessary) containing the names of the candidates for each position, in a sequence determined by lot, and each member present at the annual general meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies for that position.
- (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.
- (5) Any person nominating for a position as an officer of the Committee shall also be entitled to nominate for a position on the Management Committee. The election shall be conducted in sequence: President, Vice-President, Secretary, Treasurer and Committee Members.

Any person who is nominated for more than one position and who has already been elected as an officer of the Club shall automatically have his/her name removed as a nominee for a position on the Management Committee.

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

12. (1) Any member of the Management Committee may resign from membership of the Management Committee at any time by giving notice in writing to the Secretary, but such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.
- (2) Any member of the Management Committee may be removed from office at a special general meeting of the Club where that member shall be given the opportunity to fully present his/her case. The question of removal shall be determined by the vote of the members present at such general meeting. There is no right of appeal against a member's removal from office under this section.
- (3) When the President for any reason no longer holds that office, he/she shall concurrently cease to be a member of the Management Committee. Unless this has occurred in the fourteen (14) days immediately previous to the annual general meeting, within fourteen (14) days thereafter the Management Committee shall meet, and as soon as practical select by ballot a Management Committee Member to be President who shall then hold office until the close of the next annual general meeting.

## **VACANCIES ON THE MANAGEMENT COMMITTEE**

13. (1) The Management Committee shall have power at any time to appoint any member of the Club to fill any vacancy on the Management Committee until the close of the next annual general meeting.

- (2) The continuing members of the Management Committee may act notwithstanding any vacancy on the Management Committee, but if and so as 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 quorum number or of summoning a general meeting of the Club, but for no other purpose.

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

14. (1) Except as otherwise provided by these Rules and subject to resolutions of the members of the Club carried at any general meeting the Management Committee:
- (a) shall have the general control and management of the administration of the affairs, property and funds of the Club provided that no loans shall be raised or borrowings undertaken.
  - (b) shall have authority to interpret the meaning of these Rules and any matter relating to the Club on which these Rules are silent.
- (2) Subject to resolutions of the members of the Club carried at any general meeting the Management Committee may exercise all the powers of the Club:
- (a) to borrow or raise or secure the payment of money and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Club in any way and in particular by the issue of debentures, perpetual or otherwise charged upon all or any of the Club's property, both present and future, and to purchase, redeem or pay off any such securities; and
  - (b) to borrow amounts from members and to pay interest on the amounts borrowed and to mortgage or 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 Club and to provide and pay off any such securities, and to invest in such manner as the members of the Club may from time to time determine.
- (3) No assets of the Club shall be offered as security unless such has been so determined by members in general meeting.
- (4) For sub-section (2)(b) the rate of interest must not be more than the rate for the time being charged for overdrawn accounts for money lent (whatever the term of the loan) by:
- (a) The financial institution for the Club; or
  - (b) If there is more than one financial institution for the Club – the financial institution nominated by the Club.

#### **MEETINGS OF MANAGEMENT COMMITTEE**

15. Unless otherwise provided by these Rules:
- (1) The Management Committee shall meet at least once every sixty-two (62) days to exercise its functions.
  - (2) The Management Committee must decide how a meeting is to be called.
  - (3) Notice of a meeting is to be given in the way decided by the Management Committee.
  - (4) 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.
  - (5) At every meeting of the Management Committee a simple majority of members elected to the Management Committee at the last annual general meeting of members, shall constitute a quorum.
  - (6) The Management Committee may meet together and regulate its proceedings as it thinks fit.
  - (7) 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 question shall be deemed to be decided in the negative.

- (8) A member of the Management Committee shall not vote in respect of any contract or proposed contract with the Club in which the member is interested, or any matter arising there from, and if the member does so vote the member's vote shall not be counted.
- (9) Not less than seven (7) days notice shall be given by the Secretary to members of the Management Committee of any special meeting of the Management Committee.
- (10) Such notice shall clearly state the nature of the business to be discussed thereat.
- (11) The President shall preside as chairperson at every meeting of the Management Committee, or if there is no President, or if at any meeting the President is not present within ten (10) minutes after the time appointed for holding the meeting, the Vice-President shall be chairperson or 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.
- (12) 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.
- (13) In any other case the meeting shall stand adjourned to the same day in the next week at the same time and place, or to 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, that meeting shall lapse.

#### **DELEGATION OF POWERS OF MANAGEMENT COMMITTEE**

16. (1) The Management Committee may delegate any of its powers to a sub-committee consisting of such members of the Club as the Management Committee thinks fit.
- (2) Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Management Committee.
- (3) Each sub-committee shall have a chairperson determined by the Management Committee.
- (4) If at any meeting of a sub-committee the chairperson is not present within ten (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.
- (5) A sub-committee may meet and adjourn as it thinks proper.
- (6) 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 deemed to be decided in the negative.

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

17. (1) 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 shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Management Committee or person acting as aforesaid, or that the members of the Management Committee or any of them were disqualified, be as valid as if every person had been duly appointed and was qualified to be a member of the Management Committee.

#### **RESOLUTION OF MANAGEMENT COMMITTEE WITHOUT MEETING**

18. (1) A resolution in writing signed by all members of the Management Committee shall be as valid as if it had been passed at a meeting of the Management Committee duly convened and held.
- (2) Any such resolution may consist of several documents in like form, each signed by one or more members of the Management Committee.

#### **ANNUAL GENERAL MEETING**

19. (1) The annual general meeting must be held:
  - (a) at least once a year; and
  - (b) within sixty-two (62) days of the close of the Club's previous financial year provided that the balance sheet and statement of income and expenditure shall be displayed on a public notice board in the clubrooms for a period of not less than fourteen (14) days prior to the annual general meeting and copies be made available for members.

- (2) The business to be transacted at every annual general meeting shall be only as hereunder, and, unless determined otherwise by the meeting, shall be conducted in the following order:
- (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 Club 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 tabling of motions of which notice has been given to the Secretary twenty-one (21) days prior to the meeting;
  - (e) the election of members of the Management Committee;
  - (f) 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 general business conducted. After the annual general meeting has concluded the incoming Management Committee shall conduct an open forum at which Club members may raise new matters for the subsequent consideration of the Management Committee.

#### **SPECIAL GENERAL MEETING**

20. (1) Unless otherwise provided by these Rules, the Secretary shall convene a special general meeting to be held within sixty-two (62) days of receiving the requisition below described, by sending out notice of the meeting within fourteen (14) days of
- (a) being required in writing to do so by the Management Committee; or
  - (b) being required in writing to do so by no fewer than thirty (30) members of the Club.
- (2) A requisition mentioned in sub-section (1)(b) shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat.

#### **QUORUM AT GENERAL MEETING**

21. (1) At any general meeting the number of members required to constitute a quorum shall be fifty (50).
- (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 business.
- (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 Club, shall lapse.
- (4) In any other case when a quorum is not present, the meeting shall stand adjourned to the same day in the next week at the same time and place, and, if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, notwithstanding the aforesaid, the members present shall be a quorum.
- (5) A chairperson of any meeting at which a quorum is present, may with the consent of the meeting, or 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.
- (6) When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (7) Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

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

22. (1) The Secretary shall convene all general meetings of the Club by giving not less than fourteen (14) days notice of any such meeting to the members of the Club.
- (2) The manner by which such notice shall be given shall be determined by the Management Committee.



- (3) However, notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the termination of his/her membership by the Management Committee, shall be given in writing.
- (4) Notice of a general meeting shall clearly state the nature of the business to be discussed thereat.

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

23. (1) Unless provided by these Rules, at every general meeting:
  - (a) the President shall preside as chairperson, or if there is no President, or if the President is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act then the Vice-President shall be the chairperson or if the Vice-President is not present or is unwilling to act then the members present shall elect one of their number to be chairperson of the meeting; and
  - (b) the chairperson shall maintain order and conduct the meeting in a proper and orderly manner; and
  - (c) every question, matter or resolution shall be decided by a majority of votes of those present, except that a special resolution shall require seventy-five percent (75%) of the votes of those present; and
  - (d) every member present shall be entitled to one (1) vote and in the case of an equality of votes the chairperson shall have a second or casting vote; and
  - (e) no member shall be entitled to attend or to vote at any general meeting if the member's annual subscription is more than thirty-one (31) days in arrears at the date of the meeting; and
  - (f) voting shall be by show of hands or a division of members, unless not less than one-fifth of the member's present demand a ballot, in which event there shall be a secret ballot; and
  - (g) the meeting shall appoint a returning officer to conduct the secret ballot in such manner as the chairperson 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; and
  - (h) a member may vote only in person. Voting by proxy shall not be permitted and any Act of the State of Queensland to the contrary is hereby negated.

#### **MINUTES**

24. (1) The Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by any member who previously applies to the Secretary for that inspection.
- (2) For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Management Committee meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding Management Committee meeting verifying their accuracy.
- (3) The minutes of every annual general meeting and special general meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding general meeting.

#### **BY-LAWS**

25. (1) For the internal management of the Club, the Management Committee may from time to time make, amend, or repeal by-laws, not inconsistent with these Rules.
- (2) Any by-law may be set aside by a general meeting of members. The Management Committee shall not make a by-law that is similar in intent to any by-law set aside in the previous three (3) years by members in- general meeting.
- (3) The Management Committee shall, within ninety-two (92) days of taking office, confirm, amend or rescind the by-laws.

## **ALTERATION OF RULES**

26. (1) Subject to the provisions of the Associations Incorporation Act 1981 (as amended), these Rules may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting.
- (2) However, an amendment, rescission or addition is valid only if it is registered by the chief executive.

## **COMMON SEAL**

27. (1) The Management Committee shall provide for a common seal and for its safe custody.
- (2) The common seal shall only be used by the authority of the Management Committee and 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 by some other person appointed by the Management Committee for the purpose.

## **FUNDS AND ACCOUNTS**

28. (1) The funds of the Club shall be deposited in the name of the Club in such bank or permanent building society or other financial institution as the Management Committee may from time to time direct.
- (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 Club and the particulars usually shown in books of a like nature.
- (3) All moneys shall be deposited into the Club's bank account as soon as practicable after receipt thereof.
- (4) Financial transactions will generally be conducted by online banking and authorised by two authorised signatories. If a cheque is used to pay any amount over two hundred dollars (\$200.00), it shall be signed by two (2) of the President, Secretary, Treasurer or other member authorised from time to time by the Management Committee.
- (5) Cheques shall be crossed "not negotiable" except in payment of wages, allowances or petty cash recoupments which may be open.
- (6) The Management Committee shall determine the amount of petty cash which will be kept on the imprest system.
- (7) All expenditure shall be approved or ratified at a Management Committee meeting.
- (8) The Management Committee may not commit to the purchase of any asset of a value greater than \$20,000 (inclusive of GST) in between Annual General Meetings. Between one Annual General and the next the Management Committee may not commit to a total expenditure on assets of more than \$40,000. If the Management Committee desires to spend more than \$20,000 on one asset or more than \$40,000 between Annual General Meetings the matter must be referred to a Special General Meeting for approval.

At any General Meeting the cash limits imposed by this rule may be increased or reduced by a simple majority of those members present and voting.

- (9) The Management Committee may commit to any expenditure which involves spending a grant received from any Governmental or Non-Governmental organisation provided that the expenditure on behalf of the Club out of Club funds (excluding any funds received under such grant) does not exceed the limitations imposed by paragraph 28(8).

For the purposes of Rules 28(8) and 28(9), the term "any asset" should include the number of items purchased for the same project and the amounts mentioned shall be inclusive of GST.

- (10) As soon as practicable after the end of each financial year the Treasurer shall cause to be prepared a statement containing the 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 Club at the close of that year.

- (11) The auditor must examine the statement prepared under sub-section (10) and present a report on it to the Secretary before the next annual general meeting following the financial year for which the audit was made.
- (12) The income and property of the Club must be used solely in promoting the Club's objects and exercising the Club'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 Club provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by the member to the Club or otherwise owing by the Club to the member or of remuneration to any officers or servants of the Club or to any member of the Club or other person in return for any services actually rendered to the Club provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Club or reasonable and proper rent for premises demised or let to the Club.

#### **DOCUMENTS**

29. The Management Committee shall provide for the safe custody of books, documents, instruments of title and securities of the Club.

#### **FINANCIAL YEAR**

30. The financial year of the Club shall close on 30<sup>th</sup> June in each year.

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

31. (1) This Rule applies if the Club is wound up under part 10 of the Act (or similar) and there are surplus assets.
  - (2) The surplus assets must not be distributed among the members but must be given to another entity:
    - (a) which has similar objects to the Club's objects; and
    - (b) the rules of which prohibit the distribution of the entity's income and assets to its members; and
    - (c) which must be exempt from income tax.
  - (3) In this Rule "surplus assets" has the meaning given by section 92 (3) of the Act.