

***NORTH BURLEIGH
SURF LIFE SAVING
SUPPORTERS
ASSOCIATION INCORPORATED***

CONSTITUTION

UPDATED 2012

**NORTH BURLEIGH SURF LIFE SAVING SUPPORTERS ASSOCIATION INC
THE CONSTITUTION**

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1. NAME AND INTERPRETATION

1.1 NAME

The name of the incorporated association shall be North Burleigh Surf Life Saving Supporters Association Incorporated (hereinafter referred to as the Association)

1.2 INTERPRETATION

In this constitution:

- a. a reference to a function includes a reference to a power, authority and duty;
- b. a reference to the exercise of a function includes where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- c. words importing the singular include the plural and vice versa;
- d. words importing any gender include the other genders;
- e. references to persons include corporations and bodies politic;
- f. references to a person include the legal personal representatives, successors and permitted assigns of that person
- g. a reference to a statute, ordinance code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction)
- h. the specification of the objects and powers of the Association in Clause 3 of this constitution are not in any particular order and are not to be construed so as to lead to the construction that any object or power is more important than any other object or power, nor than any object or power which is specified in detail is more important than any other object or power which has not been specified in detail, and no particular object or power will be limited by reference to any other and the rule of construction known as the *ejusdem generis* (of the same kind or nature) rule shall not apply
- i. if any provision of this constitution or any phrase contained in it is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction. If possible so as to be valid and enforceable and otherwise it shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provision in any other jurisdiction.

2 DEFINITIONS

Association means:- The North Burleigh Surf Life Saving Supporters Association Incorporated

Club means:- The North Burleigh Surf Life Saving Club Inc

Committee Meeting means:- Meetings of the Management Committee of the Association

General Meeting means:- Any General Meeting of members of the association including the Annual General Meeting of the association

Government Act means:- Any Federal or Queensland State Government Act relevant to any provision or phrase of this constitution including, but not limited to, the Queensland Associations Incorporations Act, Corporations Act 2001, Queensland Liquor Act 1992, Queensland Gaming Machine Act 1991 etc...

Management Committee means:- the committee responsible for the control of the business and operations of the association, all of whom shall have voting rights at Management Committee meetings, Annual General and General Meetings of members of the Association.

Management Committee Meetings means:- meetings of the elected Management Committee of the Association.

Member means: - unless otherwise specifically described shall mean, Ordinary Members, Social Members, Life Members and Foundation Members of the Association

Voting Member means:- A member of the North Burleigh Surf Life Saving Club Incorporated and an Ordinary Member of the Association being over the age of 18 years and a holder of a Surf Bronze Medallion.

3. OBJECTS

The objects for which the Association is established are:-

- a. To conduct fund raising activities on behalf of the North Burleigh Surf Life Saving Club Inc (known as the Club).
- b. To promote, foster, support and encourage the aims and objects of the Club and all matters pertaining thereto;
- c. To provide for members and their guests all the usual facilities of a Licensed Registered Club of Queensland and to improve on such facilities from time to time
- d. In furtherance of the objectives of the association, to apply for and obtain and hold a Registered Club license or any other license or licenses or permits under the Liquor Act of Queensland and Law of any other Act or Laws for the time being operative.
- e. In furtherance of the objects to obtain and hold any license or permission necessary for and to carry on the business of restaurant and/or sellers of all kinds of goods, provisions etc used or desired by members;
- f. To render aid either financial or by other means to the Club.
- g. To carry on all such activities as may be necessary or convenient for the purposes of the Association or any of them
- h. To do all such acts, deeds, matters and things and to enter into and make such agreements as are incidental or conducive to the attainment of the objects of the Association or any of them.

4. POWERS: The powers of the Association are:

- 4.1 To take over the funds and other assets and the liabilities of the previous unincorporated association known as North Burleigh Surf Life Saving Supporters Association.
- 4.2 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 purposes of, or capable of being conveniently used in connection with any of the objects of the Association; provided that in case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- 4.3 To subscribe to, become a participant of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether in or part similar to those of the association provided that the Association shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of Rule 22.8 (a) of this constitution.
- 4.4 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 members of the Association or persons frequenting the Association's premises.

- 4.5 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 which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- 4.6 To appoint, employ, remove or suspend such Managers, Clerks, Secretaries, Servants, Workmen and other persons (not including other employees of the Association) as may be necessary or convenient for the purposes of the Association.
- 4.7 To remunerate any person or body corporate for service 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 noted debentures or other securities of the Incorporated Association, or in or about the Incorporated Association or in the furtherance of its objects.
- 4.8 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 take part in the construction, improvement, maintenance, development, working, management, carry out, alteration or control thereof.
- 4.9 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 giving preference to the following:
- a. Donation of funds to the club on a monthly basis with such amounts being determined by the Management Committee of the Association from time to time. Such donations shall be determined after taking into account the following:
 - (i) the day to day financial operations and responsibilities of the Association including the ability to pay all debts and liabilities as and when they fall due to the Association;
 - (ii) the provisions of the Queensland Liquor & Gaming Acts
 - (iii) the provisions of the Act in respect of trading whilst insolvent;
 - (iv) the Association's ability to provide to its members all such amenities, additions, maintenance and improvements of its premises.
 - b. Creation of Contingency Funds
- 4.10 To take, or otherwise acquire, and hold shares, debentures or other securities of any company of body corporate
- 4.11 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 moneys 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 security upon the whole or any part of the incorporated association's property or assets present or future and to purchase, redeem or pay-off any such securities.
- 4.12 To give any guarantee and/or indemnity for the payment of money or the performance of any contract or other obligation by any person natural or corporate and to give security for any such guarantee and/or indemnity over all or part of the assets of the Association and to exercise all or any of these powers whether or not there is consideration or benefit to the Association and either alone or jointly with any person or persons natural or corporate and assume joint or joint and several or several liability in respect of any joint exercise of the said powers.

- 4.13 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;
- 4.14 To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments
- 4.15 In furtherance of the objects of the Association to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association
- 4.16 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;
- 4.17 To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the association but subject always to the proviso in sub-rule 4.2.
- 4.18 To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise;
- 4.19 To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects;
- 4.20 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 22.8 (a);
- 4.21 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;
- 4.22 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;
- 4.23 To make donations for patriotic, charitable or community purposes;
- 4.24 To preclude the payment to a member or employee of the club an amount by way of commission or allowance calculated by reference to the quantity of liquor sold or supplied by the club or the receipts of the club for such liquor or by way of commission or allowance calculated by reference to Gaming Machine income and receipts;
- 4.25 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.

5. CLASSES OF MEMBERS

- 5.1 No person shall be eligible for any class of membership of the Association until he/she has obtained the age of 18 years.
- 5.2 The membership of the Association shall consist of the following classes of members, and all categories of membership, except Foundation Members and Life Members shall be unlimited numbers:

a. ORDINARY MEMBERS

Ordinary Members' privileges shall be limited only to the extent that eligibility is dependent upon them also being voting members of the Club and holders of a Surf Bronze Medallion.

Such Ordinary Members shall be entitled to hold office as a member of the Management Committee of the Association and vote at Annual General Meetings and General Meetings of the Association.

An ordinary membership shall automatically revert to that of Social Membership when voting membership of the Club no longer applies to the member.

b. SOCIAL MEMBERS

Upon payment of a prescribed fee and acceptance by the Management Committee, Social Members shall be entitled only to the social privileges of the Association and to participate in such games, recreation and pastimes as determined by the Management Committee from time to time. Such Social Members may be entitled to nominate and hold office as a member of the Management Committee of the Association subject to such nomination being recommended by the majority of the encumbered Management Committee members. Such nominated Social Members of the Management Committee shall be entitled to vote at any Annual General Meeting or General Meeting of members of the Association

Every applicant for Ordinary or Social membership of the Association shall be proposed by one member of the Association and seconded by another member. The application shall be in writing, signed by the applicant and his proposer and seconder and shall be in such form as the Management Committee from time to time prescribes.

c. FOUNDATION MEMBER

Foundation Members shall be limited to the same privileges as provided for Social Members and in addition shall have suitable visible recognition within the Association's premises. They shall be limited in number as determined by the Management Committee and shall be required to submit a once only fee of \$250.00.

d. HONORARY MEMBERS

Honorary Membership may be granted by the Management Committee, the President or his nominee without payment of any subscription to any person provided he has one of the following qualifications:-

- i. official or member of a visiting sporting team for the duration of the visit of such team;
- ii any member of a Club affiliated with the Surf Life Saving Association of Australia;
- iii any prominent citizen or sportsman visiting for some special occasion;
- iv Honorary Members shall not be entitled to attend or vote at any Annual General or General Meeting of the Association nor hold a position on the Board of Management Committee.

The Management Committee shall have the power to cancel the Honorary membership of any person at any time and without assigning a reason.

e. LIFE MEMBER

Life Members of the Association may be elected from the members of the Association at an Annual General Meeting or General Meeting of the Association. Life Membership may be awarded to a member of the association who has rendered outstanding special service to the Association, and shall be entitled to the same privileges as provided for Social Members. In addition Life Members shall have suitable visible recognition within the Association's premises. Life Members will not be required to pay an annual subscription fee. Nominations for Life Membership must be submitted to the Secretary of the Association at least 14 days prior to any Annual General Meeting or General Meeting of the Association.

f. TEMPORARY MEMBER

Temporary Membership may be granted under the following conditions:

- i overseas or interstate visitors, for a period of one day at a time only;
- ii intrastate visitors whose principal place of residence is located at least 15 kilometers from the Associations premises, for a period of one day at a time only;
- iii members of other Licensed Registered Clubs and their guests provided that appropriate reciprocal rights are in force with those clubs, for a period of one day at a time only
- iv persons who have made application for membership to the Association and have paid the prescribed application fee, during the period they are awaiting a decision from the Management Committee, for a period not exceeding 30 days from the date of receipt of such application
- v. members of other clubs who are either the managers or the members of a sporting team visiting the Association for the purpose of taking part in sporting competitions or social functions, for the days of the competitions or functions only;
- vi. provided that before persons are admitted as Temporary Members they provide to a person appointed by the Association:
 - A passport or Drivers License showing the person's principal place of residence
 - A current membership badge or card of a Licensed Registered Club that has appropriate reciprocal rights with the Association
 - A current membership badge or card of another Surf Life Saving Club, Branch or Surf Life Saving Queensland (State Centre).
- vii. Temporary Members shall not be entitled to attend or vote at any Annual General Meeting or General Meeting of the Association.
- viii Reciprocal Rights

Members of other Surf Clubs in the category of active, active reserve, long service, award or life member, and elected officers of Club, Branch and State Centre who are over the age of 18 years, shall have reciprocal rights within the facilities of the Association and the conditions of entry upon and use of any Associations facilities are at the discretion of the Association.

6. MEMBERSHIP FEES

- 6.1 The membership fees for each class of membership shall be such sum as the members of the Association, by way of ordinary resolution set from time to time at any Annual General Meeting or General Meeting of the Association;
- 6.2 Members of the Association must renew their membership of the Association at the 31 December of each year. Any member who remains unfinancial for a period of 2 months after 31 December of each year shall have their names removed from the register of members.
- 6.3 Membership fees paid to the Club by voting members over the age of 18 years shall automatically entitle those members to Ordinary Membership of the Association.

7. ADMISSION AND REJECTION OF MEMBERS

- 7.1 The names and addresses of persons proposed as members of the Association (other than Honorary and Life Members) shall be displayed in a conspicuous place in the Associations premises for at least one week before their election, and that an interval of not less than two weeks shall elapse between proposal and election of such members.
- 7.2 Subject to 7.1 above, at the next meeting of the Management Committee after the receipt of any application and the fee applicable for any class of membership, such application shall be considered by the Management Committee, who shall thereupon determine the admission or rejection of the applicant;
- 7.3 Any applicant for membership who receives a 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 or rejected as a member to the class of membership applied for.
- 7.4 Upon the acceptance or rejection of an application for any class of membership the Secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.

8. TERMINATION OF MEMBERSHIP

- 8.1 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 when it shall take effect on that later date.
- 8.2 If a member –
 - (i) is convicted of an indictable offence; or
 - (ii) fails to comply with any provision of these rules; or
 - (iii) has membership fees in arrears for a period of two months or more; or
 - (iv) conducts himself in a manner considered to be injurious or prejudicial to the character or interests of the Association

the Management Committee shall consider whether the member shall be asked to show cause why membership should not be terminated and advise the member accordingly.
- 8.3 In the interest of Natural Justice the member concerned shall be given a full and fair opportunity of presenting his case and the Management Committee resolves to terminate his membership it shall instruct the Secretary to advise the member in writing accordingly.

9. APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

- 9.1 A person whose application for membership has been rejected or whose membership has been terminated may, within one month of receiving written notification thereof, lodge with the Secretary written notice of his intention to appeal against the decision of the Management Committee;
- 9.2 Upon receipt of a notification of intention to appeal against rejection or termination of membership, the Secretary shall convene, within three months of the date of receipt by him 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 case and the Management Committee or those members thereof who rejected the application for membership or 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.
- 9.3 Where a person whose application is rejected does not appeal against the decision of the Management Committee within the time prescribed by these Rules or so appeals but the appeal is unsuccessful, the Secretary shall forthwith refund the amount of any fee paid.

10. REGISTER OF MEMBERS

- 10.1 The Management Committee shall cause a register to be kept in which shall be entered the names of proposed members and the date of proposal, the names, residential addresses and occupations of all persons admitted to membership of the Association and the dates of their admission;
- 10.2 Particulars shall also be entered into the register of deaths, resignations, termination and reinstatement of membership and any further particulars as the Management Committee or the members at any General Meeting may require from time to time;

11. MEMBERSHIP OF MANAGEMENT COMMITTEE

- 11.1 No employee of the Association or of the Club shall be a member of the Management Committee nor vote at any General or Annual General Meeting of the Association;
- 11.2 The Management Committee of the Association shall consist of a:
- President
 - Vice President (who shall be the President of the club)
 - Secretary
 - Treasurer
 - A maximum of four (4) other Members

All of whom shall be Members of the Association and be elected at the Annual General Meeting or any General Meeting of the Association. Such Management Committee members shall have full voting rights at every meeting of the Management Committee and of the Association.

The Executive Committee shall comprise of the: President, Vice President, Secretary and Treasurer of the Association.

- 11.3 The Management Committee so elected shall serve until the next Annual General Meeting of the Association;
- 11.4 At the Annual General Meeting of the Association, all members of the Management Committee for the time being shall retire from office, but shall be eligible for re-election;
- 11.5 The election of Members of the Management Committee shall take place in the following manner:
- a. The nomination, which shall be in writing, shall be lodged with the Secretary at least fourteen (14) days before the Annual General Meeting at which the election is to take place

- b. A list of candidates' names in alphabetical order shall be posted in a conspicuous place in the office or usual place of meeting of the Association for at least seven (7) days immediately preceding the Annual General Meeting;
- c. Balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each Ordinary Member present at the Annual General Meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;
- d. Should at the commencement of such meeting, there be an insufficient number of candidates nominated to comply with Clause 11.2 above, nominations for other Members (excluding Honorary or Temporary Members) may be taken from the floor of the meeting to fulfil the vacancies.
- e. Should there be insufficient nominations to comply with Clause 11.5(d) above thence such positions shall be declared vacant and the remaining candidates shall form the Management Committee until the next Annual General Meeting.
- f. The appointment of Members (excluding Honorary or Temporary Members) of the Association to fulfil any vacancies on the Management Committee shall rest with the elected Management Committee of the Association.

11.6 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.

11.7 Any member may be removed from office at a General Meeting of the Association where that member shall be given the opportunity to fully present his case. The question of removal shall be determined by a secret ballot of the Ordinary Members present at such a General Meeting.

12. VACANCIES ON THE MANAGEMENT COMMITTEE

12.1 The Management Committee shall have power at any time to appoint any Member of the Association (other than Temporary or Honorary members) to fill any casual vacancy on the Management Committee until the next Annual General Meeting.

12.2 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 Association but no other purpose.

13. FUNCTIONS OF THE MANAGEMENT COMMITTEE

13.1 Except as otherwise provided by these rules and subject to resolutions of the members of the Association carried at any Annual General Meeting or General Meeting of the Association, the Management Committee shall:-

- a. have the general control and management of the administration of the affairs, property and funds of the Association; and
- b. have authority to interpret the meaning of these rules and any matter relating to the Association on which these rules are silent;

- 13.2 The Management Committee may exercise all the powers of the Association:-
- a. to establish a Contingency Fund for the purpose of consolidating and enhancing the facilities aimed at achieving the objects of the Association;
 - b. to borrow or raise or secure the payment of money in such manner as the members of the Association may think fit 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 Association in any way and in particular by the issue of debenture, perpetual or otherwise, charged upon all or any of the Association's property, both present and future, and to purchase, redeem or pay off any such securities;
 - c. to invest in such manner as the members of the Association may from time to time determine.
 - d. To, if necessary, borrow money from members at a rate of interest not exceeding interest at the rate for the time being charged by Bankers in Brisbane for overdrawn accounts of money lent, whether the term of the loan be short or long, 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 Association, and to provide and pay off any such securities.

14. MEETINGS OF MANAGEMENT COMMITTEE

- 14.1 The Management Committee shall meet at least once every calendar month to exercise its functions;
- 14.2 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;
- 14.3 At every meeting of the Management Committee no business shall be transacted unless a quorum of at least half the number of members of the Management Committee plus one are present at the meeting;
- 14.4 Subject as previously provided in this rule, the Management Committee may meet together and regulate its proceedings, as it thinks fit. Provided that questions arising at any meeting of the Management Committee shall be decided by a majority of votes of all committee members present and, in the case of equality of votes, the Chairman shall have the casting and deciding vote.
- 14.5 A member of the Management Committee shall not vote in respect of any contract or proposed contract with the Association in which he is interested, or any matter arising thereout, and if he does so vote his vote shall not be counted;
- 14.6 Not less than fourteen days (14) 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 thereat;
- 14.7 The President shall preside as Chairman at every meeting of the Management Committee, or if at any meeting he is not present within ten (10) minutes after the time appointed for holding the meeting, the Vice-President shall be chairman. In the event of the Vice-President not being present the members may choose one of their number to be chairman of the meeting;
- 14.8 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 appointed time for the meeting, the meeting shall lapse

- 14.9 No member of the club or of the association shall attend meetings of the elected Management Committee of the association unless invited to do so by the majority of the members of the Management Committee. This shall include the attendance of a member acting as a proxy of a member of the Management Committee.

15. DELEGATION OF POWERS TO SUB COMMITTEE

- 15.1 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 directions that are imposed on it by the Management Committee:
- a. A sub-committee shall be required to meet regularly in the course of its duties and submit reports of the sub-committee's activities to the Management Committee;
 - b. A sub-committee may elect a Chairman of its meetings. If no such Chairman is elected, or if at any meeting the Chairman 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 Chairman of the meeting.
 - c. 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 Chairman shall have a deciding and casting vote.
- 15.2 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 such person had been duly appointed and was qualified to be a member of the Management Committee;
- 15.3 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.

16. ANNUAL GENERAL OR GENERAL MEETINGS

- 16.1 The first General Meeting of the Association shall be held at such time, not being less than one month nor more than three months after the incorporation of the Association, and at such place as the Management Committee may determine. All members are permitted to attend and address any General Meeting of the Association but voting power is restricted to Ordinary Members & encumbered Board of Management Committee members of the Association.
- 16.2 The Annual General Meeting shall be held within three months of the close of the financial year and the business to be transacted at every Annual General Meeting shall be:
- a. The receiving of the Management Committee's report;
 - b. The receiving of 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;
 - c. The receiving of the Auditor's Report upon the books and accounts for the preceding financial year;
 - d. The Election of members of the Management Committee;
 - e. The appointment of an Auditor;

- f. The dealing with any Notices of Motion of which prior notice to members has been given;
 - g. The dealing with any other General Business not requiring a Notice of Motion.
- 16.3 The Secretary shall convene a Special General Meeting:
- a. When directed to do so by the Management Committee; or
 - b. On the requisition in writing signed by not less than one-third of the members presently on the Management Committee or not less than the number of Ordinary Members of the Association which equals double the number presently on the Management Committee plus one. Such requisition shall clearly state the reasons such Special General Meeting is being convened and the nature of the business to be transacted thereat; or
 - c. On being given notice in writing of an intention to appeal against the decision of the Management Committee to reject an application for membership or to terminate the membership of any person.
- 16.4 At any General Meeting the number of Ordinary Members required to constitute a quorum shall be double the number of members presently on the Management Committee plus one:
- a. No business shall be transacted at any Annual General or General Meeting unless a quorum of Ordinary Members is present at the time when the meeting proceeds to business;
 - b. If within half an hour from the time appointed for the commencement of an Annual General or 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 appointed time for the meeting, the Ordinary Members present shall be a quorum;
 - c. The Chairman may, with the consent of the any meeting 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 thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting;
- 16.5 The Secretary shall convene all General Meetings of the Association by giving not less than fourteen (14) days notice of any such meeting to the members of the Association:
- a. The manner by which such notice shall be given shall be determined by the Management Committee; provided that notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of his membership by the Management Committee shall be given in writing. Notice of a General Meeting shall clearly state the nature of the business to be discussed thereat.
- 16.6 Unless otherwise provided by these rules, at every General Meeting:
- a. The President shall preside as Chairman, or if there is no President or Vice-President, or if he is not present within fifteen minutes after the time appointed for holding of the meeting or is unwilling to act, then the members present shall elect one of their number to be Chairman of the meeting;

- b. The Chairman shall maintain order and conduct the meeting in a proper and orderly manner;
- c. Every question, matter or resolution shall be decided by a majority of votes of Ordinary Members (including nominated Members of the Management Committee) present;
- d. Every Ordinary Member (including Members of the Management Committee) present shall be entitled to one vote and in the case of an equality of votes, the Chairman shall have a second or casting vote; provided that no Ordinary Member (including nominated Members of the Management Committee) shall be entitled to vote any General Meeting if his annual subscription is more than one month in arrears at the date of the meeting;
- e. Voting shall be by a show of hands unless not less than one-fifth of the Ordinary Members (including nominated Members of the Management Committee) present demand a ballot, in which event there shall be a secret ballot. The Chairman shall appoint two members to conduct the secret ballot in such manner as he shall determine and the result of the ballot as declared by the Chairman shall be deemed to be the resolution of the meeting at which the ballot was demanded.

17. PROXIES

No member shall attend a General Meeting as a proxy of another member.

18. MINUTES OF MEETINGS

- 18.1 The Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every General Meeting of members to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every General Meeting of members shall be signed by the Chairman of that meeting or the Chairman of the next succeeding meeting verifying their accuracy.
- 18.2 The Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee meeting to be entered in a book kept for that purpose. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Management Committee shall be signed by the Chairman of that meeting at the next succeeding meeting verifying their accuracy.

19. BY-LAWS

The Management Committee may from time to time make, amend or repeal By-Laws, not inconsistent with these rules or of any State or Federal Act or Statute, for the internal management of the Association, and any By-Law may be set aside by a General Meeting

20. ALTERATION OF RULES

- 20.1 Subject to the provisions of any relevant State or Federal Government Act, these rules may be amended, rescinded or added to, from time to time by a special resolution carried at any General Meeting; provided that no such amendment, rescission or addition shall be valid unless the same have been submitted to and approved by the relevant Government Departments;
- 20.2 For the purposes of 20.1 above a Special Resolution means a resolution passed at a General Meeting of the Association by the votes of 75% of the voting members who are present and entitled to vote on the resolution. No amendments can be made to a Special Resolution once received by the members at a General Meeting of the Association called for that purpose.

- 20.3 The Secretary shall cause written notice of a proposed special resolution, and of the time and place of the General Meeting at which it is proposed. Such notice shall be received by the members no less than twenty eight (28) clear days prior to the meeting;
- 20.4 Notice of any other motion requiring an Ordinary Resolution intended to be moved at an Annual General, General meeting of the Association, shall be given in writing signed by the Mover and Seconder thereof (who must be members of the meeting to which the Notice of Motion will be referred) to the Secretary at least twenty eight (28) clear days prior to the date of such meeting and shall be included in the business paper on the notice calling such meeting;
- 20.5 The meeting may, by ordinary resolution, grant the mover and seconder leave to alter their motion, in a minor way without altering the intention of the motion. No major amendment to the motion will be accepted.
- 20.6 A motion of which due notice has been given, if unsuccessful, cannot be resubmitted, nor may any other motion having a similar affect be moved at the next meeting of the Association or within six (6) months from the date of its rejection, unless approved by the Management Committee.

21. COMMON SEAL

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 and every instrument to which the seal is affixed shall be signed by any two (2) members of the Management Committee,

22. FUNDS AND ACCOUNTS

The funds of the Association shall be banked in the name of the Association in such bank as the Management Committee may from time to time direct.

- 22.1 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;
- 22.2 All monies shall be banked as soon as practicable after receipt thereof;
- 22.3 All amounts of One Hundred Dollars or over shall be paid by cheque signed by any two of the Chairman, Secretary, Treasurer or other person authorised from time to time by the Management Committee;
- 22.4 Cheques shall be crossed "Not Negotiable" except those in payment of wages, allowances or petty cash recoupments which may be open
- 22.5 The Management Committee shall determine the amount of petty cash which shall be kept on the imprest system;
- 22.6 All expenditure shall be approved or ratified at a Management Committee meeting;
- 22.7 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;
- 22.8 All such statements shall be examined by the auditor who shall present his 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:
- a. The income and property of the Association whencesoever derived shall be used and applied solely in the promotion of its objects and in the exercise of its powers as set out herein 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 provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of monies advanced by him to the Association or otherwise owing by the Association to him or of remuneration to any officers or servants of the Association or to any member of the Association or other person in return for any services actually rendered to the Association provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member for out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association;

- b. No member whether they are a member of the Management Committee or of the Association shall derive directly or indirectly a profit, benefit or advantage that is not shared equally by every member thereof.

23. DOCUMENTS

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

24. FINANCIAL YEAR

The financial year of the Association shall close on 30th June in each year.

25. MISCELLANEOUS

No visitor shall be supplied with liquor nor play the Gaming Machines on the Association's premises unless the requirements of Clause 5.2 (f) have been met.

- a. No liquor shall be sold or supplied to any person under 18 years of age and no such person shall have or consume any liquor upon the Associations premises
- b. No person other than the Association or its members shall derive directly or indirectly any profit or advantage from the fact that the Association is or may be registered in accordance with the provisions of the Liquor Act 1992 as amended from time to time.

26. DISSOLUTION

The Association shall be dissolved only with the consent of three-fourths of the Officers and voting members present at a Special Meeting called for that purpose, notice of which must be posted to Officers and Members at least twenty eight (28) days prior thereto, and advertised in the major regional newspaper, at least once in each of two consecutive weeks immediately preceding such meeting.

27. DISTRIBUTION OF SURPLUS ASSETS

If the Association shall be wound up in accordance with the provisions of the relevant Government Act, and there remains, after satisfaction of all its debts and liabilities and property whatsoever, the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to the North Burleigh Surf Life Saving Club Incorporated or if that Club has ceased to exist, to some other institution or institutions which have similar objects 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 the extent at least as great as is imposed on the Association under or by virtue of Rule 22.8a, such institution or institutions to be determined by the members of the Association.