

Bicycle Queensland Incorporated

Rules of Association

Adopted by special resolution on 4th March 2009.

Registered under the Associations Incorporation Act 1981 on 21st April 2009.

TABLE OF CONTENTS

NAME.....	4
DEFINITIONS AND INTERPRETATION.....	4
OBJECTS.....	4
POWERS.....	5
CLASSES OF MEMBERS.....	5
MEMBERSHIP.....	6
MEMBERSHIP FEES.....	6
ADMISSION AND REJECTION OF MEMBERS.....	6
LIFE MEMBERSHIP.....	7
TERMINATION OF MEMBERSHIP.....	7
APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP.....	7
REGISTER OF MEMBERS.....	9
SECRETARY.....	10
MEMBERSHIP OF MANAGEMENT COMMITTEE.....	10
RESIGNATION AND REMOVAL OF MEMBERS OF THE MANAGEMENT COMMITTEE.....	13
VACANCIES ON MANAGEMENT COMMITTEE.....	13
FUNCTIONS OF THE MANAGEMENT COMMITTEE.....	14
MEETINGS OF MANAGEMENT COMMITTEE.....	14
DELEGATION BY THE MANAGEMENT COMMITTEE.....	15
ACTS OF THE MANAGEMENT COMMITTEE.....	15
WRITTEN RESOLUTIONS OF THE MANAGEMENT COMMITTEE.....	16
ANNUAL GENERAL MEETINGS.....	16
SPECIAL GENERAL MEETINGS.....	16
GENERAL MEETINGS.....	17
NOTICE OF GENERAL MEETINGS.....	17
PROCEDURE AT GENERAL MEETINGS.....	17

APPOINTMENT OF PROXIES.....	18
MINUTES OF MEETINGS.....	19
BY-LAWS.....	19
ALTERATION OF RULES.....	19
COMMON SEAL.....	19
FUNDS AND ACCOUNTS	20
DOCUMENTS.....	21
FINANCIAL YEAR.....	21
DISTRIBUTION OF SURPLUS ASSETS	21
TRANSITIONAL PROVISIONS	21
INDEMNITY	22

NAME

- 1 The name of the incorporated association is Bicycle Queensland Incorporated (in these Rules called "the Association").

DEFINITIONS AND INTERPRETATION

- 2 In these Rules, unless the context otherwise requires:
 - 1.1 "bicycle"— means a vehicle with 1 or more wheels (including a pedicab, penny farthing, tricycle and unicycle) built to be propelled by human power through a belt, chain or gears; but does not include a wheelchair, wheeled recreational device, wheeled toy, or any vehicle with an auxiliary motor capable of generating power over 200 watts.
 - 1.2 "Household" means a domestic unit consisting of the members of a family who reside together or a group of up to three people who simply share residential accommodation with each other but are otherwise independent.
 - 1.3 "Special Resolution" means a resolution passed at a general meeting of the association by the votes of 3/4 of the members who are present (in person or by proxy) and entitled to vote on the resolution.
- 3 In these Rules, unless the context otherwise requires:
 - 1.3 a reference to a statute, ordinance, code or other law includes regulations and other instruments under it and consolidations, amendments, re-enactments or replacements of any of them;
 - 1.4 a reference to one gender includes each other gender;
 - 1.5 a reference to the singular includes the plural and the plural includes the singular;
 - 1.6 the word "person" includes a firm, body corporate, or an authority;
 - 1.7 where a word or a phrase is defined, its other grammatical forms have a corresponding meaning;
 - 1.8 headings are inserted in these Rules for convenience only and do not affect the interpretation.
- 4 Section 47(1) of the *Associations Incorporation Act 1981* does not apply to the Association.

OBJECTS

- 5 The objects for which the Association is established are:
 - 4.1 To represent the interests of members as cyclists
 - 4.2 To promote recognition of cyclists needs, rights and responsibilities

- 4.3 To promote improvement of cycling facilities and safety
- 4.4 To increase the number of cyclists riding for recreation and transport
- 4.5 To provide services to cyclists
- 4.6 To develop a strong vibrant organisation

POWERS

- 6 The association has:
 - 4.6 the legal capacity and powers of an incorporated body, and
 - 4.7 all the powers of an individual.

CLASSES OF MEMBERS

- 7 The classes of membership of the Association are:
 - 4.7 Individual membership;
 - 4.8 Corporate membership;
 - 4.9 Household membership;
 - 4.10 Life membership.
- 8 There is no limit on the number of members in any class.
- 9 Admission of any person or group of persons to each of the respective classes of members specified in rule 7 shall be determined in such manner as the Management Committee from time to time deems appropriate.
- 10 The entitlements of and qualification for the various classes of membership shall be:
 - 9.1 Individual Members must be adults with full legal capacity.
 - 9.2 Individual Members may vote at any General Meeting held by the Association, are eligible to hold office within the Association and are entitled otherwise to full privileges of the Association upon payment of an Annual Subscription.
 - 9.3 Corporate membership shall entitle the holder thereof to the voting rights and privileges of one Individual Member. A Corporate Member has the right to appoint a delegate as a representative of that corporation.
 - 9.4 Household membership shall entitle persons constituting such household to the voting rights and privileges of two Individual Members provided those exercising those rights and privileges would otherwise qualify to be Individual Members. In default of other specification by the adults comprising the household, the first two adults named in the application shall be entitled to the voting rights and privileges of Individual Members.
 - 9.5 A person who is a member under a Household Membership for which he or she was eligible at the time the membership fee was paid continues to be entitled to the rights and privileges of a Household member until the end of the period for which the

household membership fee was paid, even though he or she ceases to be a member of the household during that period.

- 9.6 A Life Member shall have all the rights and obligations of an Individual Member under these Rules but he or she is not obliged to pay periodic membership fees.

MEMBERSHIP

- 11 Every applicant for any class of membership of the Association shall make application in writing in such form as the Management Committee from time to time prescribes which shall be accompanied by the applicable membership fee in accordance with rule 12.

MEMBERSHIP FEES

- 12 The membership fees for each class of membership shall be such sum as the Management Committee shall determine from time to time.
- 13 The Management Committee may make provision for concessions or discounts to the rate of membership fees payable by members determined on financial eligibility criteria (for example, discounts for full time students and pensioners).
- 14 The eligibility for discounts or concessional rates of membership fees shall be determined at the date of payment of the fee. A member who has paid membership fees for a period on a concessional or discounted basis shall remain financial throughout the period in respect of which the fee has been paid without payment of any further membership fee notwithstanding that the member's financial circumstances have changed in a way which would have rendered the member ineligible for the discount had the membership fee been paid after the change in financial circumstances.
- 15 Members who have not paid their membership fees by the due date have no entitlement:
- 14.1 to vote at any General Meeting of the Association,
 - 14.2 to exercise the proxy of another member, nor
 - 14.3 to any of the other benefits of membership
- until those fees have been paid.

ADMISSION AND REJECTION OF MEMBERS

- 16 The Management Committee must consider and determine an application for membership which is in the form prescribed by the Management Committee and in respect of which the applicable fee has been paid within a reasonable time and determine whether the application for membership is to be accepted or rejected.
- 17 The Management Committee may, in its absolute discretion, consider an application which is not in the prescribed form or which is incomplete but shall not be obliged to do so.
- 18 In the event of a rejection of an application for any class of membership the Secretary shall forthwith give the applicant notice in writing of such rejection.

LIFE MEMBERSHIP

- 19 A person is qualified to be nominated for Life Membership of the Association if he or she has been a member of the Association for a continuous period of not less than 5 years prior to his or her nomination.
- 20 The Management Committee may nominate not more than one person each year for election to Life Membership who, in the opinion of the Management Committee, has given outstanding service to the Association or performed outstanding work in the pursuit of its objectives.
- 21 Each nomination for election of a member as a Life Member of the Association must be put to an Annual General Meeting of the Association. A person may only be elected to Life Membership of the Association by Special Resolution of the Members.

TERMINATION OF MEMBERSHIP

- 22 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.
- 23 Any member whose membership fees are in arrears for a period of two months or more is taken to have resigned.
- 24 If a member:
 - 23.1 is convicted of an indictable offence; or
 - 23.2 fails to comply with any of the provisions of these Rules; or
 - 23.3 conducts themselves in a manner considered to be injurious or prejudicial to the character or interests of the Association; or
 - 1.1 fails to appear or to provide a substantive response to a request from the Management Committee to appear and/or show cause in respect of allegations of misconduct of a type referred to in subparagraphs 23.1 to 23.3 inclusive

the Management Committee may consider whether their membership shall be terminated.
- 25 The member concerned shall be given a full and fair opportunity of presenting their case and if the Management Committee resolves to terminate the membership it shall instruct the Secretary to advise the member in writing accordingly, including the reasons for the decision.

APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

- 26 A person whose membership has been terminated may appeal against the decision of the Management Committee.
- 27 The following is the procedure for dealing with appeals against termination of membership:

- 26.1 The Management Committee must take steps to establish and maintain a panel of at least three persons who are not members of the Association, who are independent of the Association and who have appropriate experience in conducting disciplinary hearings, to constitute the panel for the appeals tribunal.
- 26.2 One of the appointees who agrees to accept the responsibility must be appointed chairperson of the disciplinary tribunal.
- 26.3 A person whose membership has been terminated, may give the Secretary a notice of appeal which:
 - 26.2.1 must be in writing;
 - 26.2.2 must state the grounds upon which the appeal is made;
 - 26.2.3 must substantially comply with the prescribed notice of appeal form, if the Management Committee has prescribed a form for use as the notice of appeal and makes the form readily available; and,
 - 26.2.4 must be given to the secretary within 30 days of written notice of the termination being sent to the member.
- 26.4 Upon receipt of a notice of appeal against termination of membership which is in proper form and which is given in time, the Secretary of the Association must forward the notice and any other relevant documents and information to the chairperson of the disciplinary tribunal with a request that he or she appoint a member of the panel (which may be himself or herself) to constitute the disciplinary tribunal for the matter the subject of the appeal.
- 26.5 A notice of appeal which is given out of time is of no effect.
- 26.6 The request to a panel member to constitute the tribunal must require that as a term of the acceptance of the appointment that the appointee proceed without delay to issue directions for and proceed with the prompt and efficient determination of the appeal in accordance with the principals of natural justice.
- 26.7 The appellant and members of the association must comply with the directions of the disciplinary tribunal.
- 26.8 If no panel member agrees to constitute the tribunal for an appeal within a reasonable time, the Management Committee must take steps to appoint another person who:
 - 26.7.1 is not a member of the Association;
 - 26.7.2 is independent of the Association;
 - 26.7.3 who has appropriate experience in conducting disciplinary hearings; and who
 - 26.7.4 agrees to proceed without delay to issue directions for and proceed with the prompt and efficient determination of the appeal in accordance with the principles of natural justiceto constitute the tribunal for the appeal.
- 28 There is no right of appeal against rejection of an application for membership. If an application for membership is rejected the Secretary shall forthwith refund the amount of any fee paid.

REGISTER OF MEMBERS

- 29 The Management Committee must keep a Register of members
- 30 The Register of Members must record for each member:-
- 29.1 the full name of the member;
 - 29.2 the class of membership including whether the member is entitled to vote if financial,
 - 29.3 the member's postal or residential address,
 - 29.4 . the date of the member's admission to membership of the association,
 - 29.5 If the member has died or resigned, the date of death or date of effect of the resignation of the member,
 - 29.6 If the member has had his or her membership terminated or reinstated, the date of termination or reinstatement of membership,
 - 29.7 whether or not the member has paid the annual subscription.
- 31 Subject to the provisions of rule 32, members have the right of access to information in the membership register in the following ways:-
- 29.7 The membership register must be available for inspection by members at the office of the association during the ordinary office hours of the association.
 - 29.8 A member is entitled to have a copy of the membership register supplied to him or her within a reasonable time of making a request to the secretary in writing and paying the reasonable cost of supplying him or her with that copy.
- 32 The right of access to the membership register is limited in the following ways
- 29.8 if a member does not wish his or her address to be accessible to other members and declares that he or she has good reason that his or her address should not be available to other members, then the member's name and membership status only should be supplied to members having access to information in the register.
 - 29.9 Members having access to information in the register must not use that information for commercial, political or religious purposes, nor are they permitted to provide that information to any other person without first obtaining an undertaking from that person not to use it for those purposes without the approval of the association. Nothing in this restriction is intended to hinder members from communicating with each other about matters to do with the association or its objects.
 - 29.10 Information about former members of the Association must not be made available for access by members unless the information is reasonably required in connection with the business of the Association or in relation to the rights of members or former members.

SECRETARY

- 33 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 one (1) month after the vacancy happens.
- 34 The Secretary must be an individual residing in Queensland, or in another State but not more than 65 km from the Queensland border, who is:
- 33.1 a member of the Association elected by the Association as Secretary; or
 - 33.2 any of the following persons appointed by the Management Committee-
 - 33.1.1 a member of the Association's Management Committee;
 - 33.1.2 a member of the Association;
- 35 The Management Committee may appoint or remove the Association's Secretary at any time.

MEMBERSHIP OF MANAGEMENT COMMITTEE

- 36 The Management Committee shall consist of the President, Vice-President, Secretary and Treasurer (collectively termed "the office bearers") and up to four (4) Committee members, all of whom shall be members of the Association.
- 37 Employees of the Association are not eligible to be members of the Management Committee.
- 38 Subject to these Rules,
- 37.1 members of the Management Committee shall be elected for a term expiring at the second Annual General Meeting of the Association following their election. Members of the Management Committee who retire are eligible upon nomination for re-election.
 - 37.2 an election for President and Treasurer and two committee members shall occur at the Annual General Meeting held in odd numbered years and an election for Secretary and Vice President and two further committee members shall occur at the Annual General Meeting held in even numbered years.
- 39 The election of members of the Management Committee shall take place in the following manner, despite rules 68 to 71 inclusive:
- 37.2 The Management Committee must appoint a returning officer at least 10 weeks before each Annual General Meeting.
 - 37.3 The returning officer:
 - 37.2.1 is responsible for the conduct of the election;
 - 37.2.2 must not be a member of the management committee

- 37.2.3 must undertake not to become a candidate in the election for which he or she is appointed;
 - 37.2.4 may decide procedure for any matter about the election on which these rules and any by-laws of the Association are silent.
- 37.4 Any two members of the Association may nominate any other member to serve as a member of the Management Committee.
- 37.5 The nomination, must be:
- 37.4.1 in writing;
 - 37.4.2 signed by the member and the proposer and seconder;
 - 37.4.3 lodged with the returning officer at least (42) days before the Annual General Meeting at which the election is to take place.
- 37.6 A person may not be nominated for election to more than one of the office bearers' positions at any Annual General Meeting but may be nominated for one of those positions and as a management committee member. If elected to one of the office bearers' positions, the person elected is deemed to have withdrawn his or her nomination for election to the position of committee member.
- 37.7 A list of the candidates' names in alphabetical order, with the proposers' and seconders' names and reasonably brief information about the candidate which the candidate wishes to have published, shall be posted in a conspicuous place in the office or usual place of meeting of the Association for at least 28 days immediately preceding the Annual General Meeting and may be otherwise published or disseminated to members by such other means as are available to the association. The returning officer is empowered to determine any dispute about the content, publication ,and manner of publication and in doing so must consider:-
- 37.6.1 The need for each candidate to be given a fair opportunity to make a case for his or her election;
 - 37.6.2 The need to prevent the publication of any defamatory or unnecessarily inflammatory matter
 - 37.6.3 The need to keep the cost of the publication of information about candidates at a reasonable level.
- 37.8 If there are insufficient numbers of candidates nominated to fill positions available at the commencement of the Annual General Meeting, nominations may be taken from the floor of the meeting.
- 37.9 Subject to sub-rule 39.16, if there are no more candidates for a position or positions than there are places to be filled, the persons duly nominated shall be declared elected to those positions at the Annual General Meeting. In any other case, elections shall be conducted by secret ballot in accordance with the first past the post system.
- 37.10 Separate ballot papers must be issued for each of the positions of President, Vice President, Secretary, Treasurer and Committee members when elections for those

positions are due. The ballot papers shall contain the names of the candidates in alphabetical order.

37.11 In the case of the ballots for the office bearers' positions, members may vote for the candidate of their choice by marking the ballot paper where indicated against the name of a single candidate for each position.

37.12 In the case of the ballot for the positions of Management Committee members; members may vote for the candidates of their choice by marking the ballot paper where indicated, opposite the name of as many candidates as there are positions to be filled and no more. Members may vote for fewer candidates than there are positions to be filled if they choose to do so.

37.13 The election of office bearers must precede the election of committee members.

37.14 Despite rule 38 but, otherwise subject to these rules, if an election of President or Treasurer is held in an even numbered year or if the election for Secretary or Vice President is held in an odd numbered year, the term of the person elected expires at the next Annual General Meeting.

37.15 If an election of committee members is for more than two members, the term of each person elected to the Management Committee in that election after the second person elected, according to number of votes received, expires at the next Annual General Meeting of the Association following their election.

37.16 Despite rule 69, in the case the result of the ballot for any position is a tie, the result shall be decided by drawing of lots between the tied candidates.

37.17 A member who is eligible to vote who wishes to vote by proxy in the election of office bearers and members of the management committee may do so in accordance with this sub-rule and in no other manner:-

37.16.1 A proxy granted for the purposes of and in accordance with this sub rule is called an "election proxy"

37.16.2 An election proxy must appoint the chairperson of the General Meeting at the time of the election as proxy.

37.16.3 An election proxy is valid for the purposes of the election of office bearers and members of the management committee and for no other purpose

37.16.4 An election proxy is not valid unless the member gives the appointee written direction as to which candidate or candidates to vote for in each election at the time of delivery of the election proxy. An election proxy which gives the appointee discretion as to how or whether to vote is invalid.

37.16.5 The appointee named in a valid election proxy must exercise the votes in accordance with the direction given to that appointee by the member granting the proxy

37.16.6 Despite rule 75, there is no limit on the number of votes which may be exercised by the appointee pursuant to election proxies.

- 37.16.7 A member may appoint a proxy for the purposes of this sub rule and may appoint another proxy to vote on other matters.
- 37.16.8 A member's election proxy shall be valid only if it is sent to and received by the returning officer 7 days before the date of the general meeting at which the election is to be held.
- 37.16.9 The returning officer may check an election proxy received by him or her and determine its validity and must deliver all valid election proxies to the appointee for exercise in the elections.
- 37.16.10 The management committee may make by laws pursuant to rule 78 about making the use of election proxies available to members and how members must exercise the right to use election proxies. The returning officer may treat as invalid an election proxy which is not given in compliance with the by-laws.
- 37.16.11 Despite the requirement that elections must be by secret ballot, processes which are necessary to check the validity of election proxies and votes made by election proxy are permitted, and the validity of a vote or an election is not affected by those processes. The returning officer, scrutineers and any other member who gains knowledge about another member's vote through being involved in the process of voting by election proxy must keep that knowledge confidential and must not disclose that knowledge except for the purposes of bone fide enquiry into or determination of the validity of the election proxy or the votes cast pursuant to it.

RESIGNATION AND REMOVAL OF MEMBERS OF THE MANAGEMENT COMMITTEE

- 40 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, or in the case of the Secretary, by giving notice to the President. Such resignation shall take effect at the time such notice is received by the Secretary (or President, in the case of the Secretary) unless a later date is specified in the notice, when it shall take effect on that later date. A member of the Management Committee who does not attend three consecutive meetings of the Committee without leave of absence is taken to have resigned from the Committee.
- 41 A member of the Management Committee may be removed from office at a general meeting of the Association convened for the purpose of considering such removal, where that member shall be given the opportunity to fully present their case. The question of removal shall be determined by the majority vote of the members present at such a General Meeting.

VACANCIES ON MANAGEMENT COMMITTEE

- 42 The Management Committee shall have power at any time to appoint any member of the Association to fill any casual vacancy on the Management Committee until the next Annual General Meeting when an election must be held for the vacant position.

- 43 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 and to propose special resolutions for consideration by that meeting, but for no other purpose.

FUNCTIONS OF THE MANAGEMENT COMMITTEE

- 44 Except as otherwise provided by these Rules and subject to resolutions of the members of the Association carried at any General Meeting the Management Committee:
- 1.1 shall have the general control and management of the administration of the affairs, property and funds of the Association; and
 - 1.2 shall have authority to interpret the meaning of these Rules and any matter relating to the Association on which these Rules are silent.
 - 1.3 may exercise all the powers of the Association.
 - 1.4 must make a determination of the number of members eligible to vote at meetings of the association as at a date determined by the management committee which is more than 56 days and less than 120 days before the date of the annual general meeting of the association each year and publish that number in the management committees annual report for the purposes of rule 60.2.

MEETINGS OF MANAGEMENT COMMITTEE

- 45 The Management Committee shall meet at least ten times per year to exercise its functions. Meetings must be not more than two months apart. The Secretary must call a meeting of the Management Committee within one month of each Annual General Meeting and give notice of the date, time and place of that meeting to every member of the Management Committee. Subject to rule 46, until the next Annual General Meeting, the Management Committee must decide at each meeting the date for the next meeting. Notice of meetings is to be given in the way decided by the committee.
- 46 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 such Special Meeting is being convened and the nature of the business to be transacted thereat.
- 47 At every meeting of the Management Committee, a simple majority of the number of members of the Management Committee at that time shall constitute a quorum.
- 48 The Management Committee shall 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 and, if the votes are equal, the Chair has a casting vote as well as a primary vote.

- 49 A member of the Management Committee shall not vote in respect of any contract or proposed contract with the Association in which he/she is interested, or any matter arising thereat, and if he/she does so vote their vote shall not be counted.
- 50 Not less than two days notice shall be given by the Secretary to members of the Management Committee of any Special Meeting of the Management Committee. Such notice shall clearly state the nature of the business to be discussed thereat.
- 51 The President shall preside as Chair at every meeting of the Management Committee or , if there is no President, or, if at any meeting he/she is not present within ten minutes after the time appointed for holding the meeting, the Vice-President shall be Chair or, if the Vice-President is not present at the meeting then the members may choose one of their number to be Chair of the meeting.
- 52 If within half an hour from the time appointed for the commencement of a Management Committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.

DELEGATION BY THE MANAGEMENT COMMITTEE

- 53 The Management Committee may delegate any of its powers to a sub-committee consisting of such members of the Association as the Management Committee thinks fit. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Management Committee.
- 54 A sub-committee may elect a Chair of its meetings, if no such Chair is elected, or if at any meeting the Chair is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chair of the meeting.
- 55 A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.

ACTS OF THE MANAGEMENT COMMITTEE

- 56 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.

WRITTEN RESOLUTIONS OF THE MANAGEMENT COMMITTEE

- 57 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 and entitled to vote 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 counterparts each signed by one or more members of the Management Committee. A Management Committee member's concurrence with a resolution may also be signified by electronic mail including a copy of the Resolution provided that the method of identification and verification of the sender has previously been agreed to by the Management Committee. The concurrence of a member of the Management Committee who would be disqualified from voting under rule 49 shall not be required but that member must indorse the resolution that he or she is disqualified from voting.

ANNUAL GENERAL MEETINGS

- 58 The Annual General Meeting shall be held within three (3) months of the close of the financial year.
- 59 The business to be transacted at every Annual General Meeting shall be:
- 58.1 the receiving of the Management Committee's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Association for the preceding financial year and the number of members of the association eligible to vote at meetings of the association determined by the management committee as required by rule 44.4;
 - 58.2 the receiving of the auditor's report upon the books and accounts for the preceding financial year and presenting that report to the meeting for adoption;
 - 58.3 the election of members of the Management Committee;
 - 58.4 the appointment of an auditor; and
 - 58.5 any other matter notified in writing to the Secretary at least 42 days prior to the meeting.

SPECIAL GENERAL MEETINGS

- 60 The Secretary shall convene a Special General Meeting
- 58.5 when directed to do so by the Management Committee; or
 - 58.6 on the requisition in writing signed by not less than 1% of the number of members who are eligible to vote at meetings of the association which is published by the association in Management Committee's report last received at an annual general meeting of the association before the requisition is given to the Secretary. The requisition must clearly state the reasons that such Special General Meeting is being convened and the nature of the business to be transacted at that meeting.

GENERAL MEETINGS

- 61 At any General Meeting the number of members required to constitute a quorum shall be double the number of members presently on the Management Committee plus one.
- 62 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. For the purposes of this rule "member" includes a person attending as a proxy or as representing a corporation which is a member.
- 63 If within half an hour from the time appointed for the commencement of a General Meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee or the Association, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
- 64 The Chair may, with the consent of any meeting at which a quorum is present (and shall, if so directed by the meeting) adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. 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 MEETINGS

- 65 The Secretary shall convene all General Meetings of the Association by giving notice to the members of the Association of not less than 56 days;
- 66 Notice of General Meetings must be in writing and may be given by post, facsimile or email or by advertisement in a publication which is likely to come to the attention of members in such manner as is determined by the Management Committee. Notice of a General Meeting other than an Annual General Meeting must clearly state the nature of the business to be discussed. Notice of matters raised under rule 59.5 must be given to members at a time and in a manner which the Management Committee considers will inform them adequately and in a timely way.

PROCEDURE AT GENERAL MEETINGS

- 67 Unless otherwise provided by these Rules, at every General Meeting:
- 66.1 the President shall preside as Chair, or if there is no President, or if he/she is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall be the Chair 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 Chair of the meeting;
- 66.2 the Chair shall maintain order and conduct the meeting in a proper and orderly manner.

- 68 Every question, matter or resolution (except special resolutions) shall be decided by a majority of votes of the members present and voting. Special Resolutions may only be carried in accordance with the following procedure:
- 66.2 Written notice of a proposed Special Resolution, and of the time and place of the General Meeting at which it is proposed to move the resolution, must be given, as required under the Association's Rules, before the General Meeting to each member of the Association who has a right to vote on the resolution.
- 66.3 The notice must state the terms of the proposed Special Resolution.
- 66.4 A Special Resolution about which notice has not been given in accordance with this rule has no effect.
- 66.5 A declaration by the person presiding at a General Meeting that a resolution has been passed at the meeting by the votes of $\frac{3}{4}$ of the members who are present and entitled to vote on the resolution is conclusive evidence of the fact, unless a poll is demanded at the meeting.
- 2 Subject to rules 10.4 and 15, every member present shall be entitled to one vote and, in the case of an equality of votes, the Chair has a casting vote as well as a primary vote.
- 70 Subject to rule 39, voting shall be by show of hands or a division of members, unless not less than one fifth of the members present demand a ballot, in which event there shall be a secret ballot. The Chair shall appoint two members to conduct the secret ballot in such manner, as he/she shall determine and the result of the ballot as declared by the Chair shall be deemed to be the resolution of the meeting of which the ballot was demanded.
- 3 Subject to rules 10.4, 15, 39.16, 74 and 75, a member may vote in person or by proxy and on a show of hands. Every person present who is a member or a representative of a member shall have one vote, and in a secret ballot every member present in person or by proxy shall have one vote.

APPOINTMENT OF PROXIES

- 4 An instrument appointing a proxy shall be in writing, in the common or usual form, under the hand of the appointor or of their attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. Subject to rule 15, a proxy must be a member of the Association. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot.
- 73 Where it is desired to afford members an opportunity of voting for or against a resolution, the instrument appointing a proxy, except an election proxy, shall be in the following form or a form as near thereto as circumstances permit:

Association:

I, _____ of, _____, being a
 member of the abovenamed Association, hereby appoint
 _____ of _____ or failing him/her,
 _____ of _____ as my proxy to vote for me on
 my behalf at the (Annual) General Meeting of the Association, to be held on the _____ day

of _____ and at any adjournment thereof.
Signed this 20 _____ day of _____ 20__.

Signature

This form is to be used *in favour of / *against the resolution.

*Strike out whichever is not desired. (Unless otherwise instructed, the proxy may vote as they think fit.)

- 74 No instrument appointing a proxy, except an election proxy, shall be valid unless it is deposited with the Secretary at least 24 hours prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- 75 No member may exercise more than 5 votes as a proxy. This provision does not apply to election proxies.

MINUTES OF MEETINGS

- 76 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 financial member who previously applies to the Secretary for that inspection.
- 77 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 Chair of that meeting or the Chair of the next succeeding Management Committee meeting verifying their accuracy. Similarly, the Minutes of every General Meeting shall be signed by the Chair of that meeting or the Chair of the next succeeding General Meeting PROVIDED THAT the Minutes of any Annual General Meeting shall be signed by the Chair of that meeting or the Chair of the next succeeding General Meeting or Annual General Meeting.

BY-LAWS

- 78 The Management Committee may from time to time make, amend or repeal by-laws, not inconsistent with these Rules, for the internal management of the Association and any by-law may be set aside by a General Meeting of members.

ALTERATION OF RULES

- 79 Subject to the provisions of the *Associations Incorporation Act 1981*, 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 and until the same are registered under the *Associations Incorporation Act 1981*.

COMMON SEAL

- 80 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 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

- 81 The funds of the Association shall be deposited in the name of the Association in such Financial Institution as the Management Committee may from time to time direct and the particulars of each amount received and payments made by the Association entered into the Association's cash book as soon as it is reasonably practicable to do so after the receipt or payment of the funds.
- 82 Proper books and accounts shall be kept and maintained in the English language showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature.
- 83 The Treasurer, or other authorised officer, must regularly balance the cash book; and make a reconciliation between the cash book and the balance of the association's account with a financial institution.
- 84 All amounts of one hundred dollars or over, or such greater sum as determined from time to time by the Management Committee, shall be paid by cheque signed by or by electronic funds transfer approved by any two of the President, Secretary, Treasurer or other member, authorised from time to time by the Management Committee.
- 85 All expenditure shall be approved or ratified at a Management Committee meeting.
- 86 As soon as practicable after the end of each financial year, the Treasurer shall cause to be prepared a statement containing particulars of:
 - 85.1 the income and expenditure for the financial year just ended; and
 - 85.2 the assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.
- 87 All such statements shall be examined by the auditor who shall present his/her 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.
- 88 The Association's financial records must be kept in the State of Queensland and must be retained for at least 7 years.
- 89 The Association:-
 - 88.1 may only exercise its powers and use its income, assets and profit for its objects;
 - 88.2 must not distribute any of its profit, income or assets directly or indirectly to its members.
 - 88.3 is not prevented by Rule 89.2 from paying its members:
 - 88.2.1 reimbursement for expenses properly incurred by them, and
 - 88.2.2 for goods supplied and services provided by them,

if this is done in good faith on terms no more favourable than if the member were not a member.

DOCUMENTS

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

FINANCIAL YEAR

91 The financial year of the Association shall close on the 31st December in each year.

DISTRIBUTION OF SURPLUS ASSETS

5 If the Association shall be wound up in accordance with the provisions of the *Associations Incorporation Act 1981*, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of rule 88.1, such institution or institutions to be determined by the members of the Association.

TRANSITIONAL PROVISIONS

93 At the first Annual General Meeting following the adoption of these amendments to the Rules :

- 5.1 all members of the Management Committee appointed under the Rules as they existed prior to these amendments shall retire from office, but shall be eligible upon nomination for re-election;
- 5.2 subject to rule 40, the President and Treasurer shall be elected for a term expiring at the second Annual General Meeting of the Association following their election;
- 5.3 subject to rule 40, the Vice-President and Secretary shall be elected for a term expiring at the next Annual General Meeting of the Association following their election;
- 5.4 up to 4 Committee members shall be elected, and, subject to rule 40,
 - 5.3.1 the first two Committee members elected, according to the number of votes received, shall hold office for term expiring at the second Annual General Meeting of the Association following their election;
 - 5.3.2 the remaining Committee members shall hold office for a term, expiring at the next Annual General Meeting of the Association following their election;

INDEMNITY

- 6 The Association indemnifies its officers and members of the Management Committee against any liability incurred by them in that capacity (other than to the Association), unless the liability did not arise out of conduct in good faith.