

Constitution
Brisbane Metropolitan Region Baseball Inc

1. INTERPRETATION

1.1 In these rules—

- (a) *Act* means the Associations Incorporation Act 1981;
- (b) *associate members* means an individual or an incorporated or an unincorporated body who is:
 - (i) a member of the association other than a member club; and
 - (ii) a supporter of baseball;
- (c) *club* means an incorporated association which conducts or promotes the game of baseball within the region;
- (d) *delegate(s)* means the person(s) appointed from time to time to act for and on behalf of a club and represent the club at general meetings;
- (e) *general meetings* means any annual or any special general meeting of the association;
- (f) *member* means a member of the association;
- (g) *member club* means a club which is a member of the association;
- (h) *present* includes
 - (i) at a management committee meeting, the meaning given in sub-rule 17.17; and
 - (ii) at a general meeting, the meaning given in sub-rule 28.1;
- (i) *region* means the Brisbane metropolitan region area determined by Baseball Queensland Inc from time to time.

1.2 A word or expression that is not defined in these rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

2. NAME

2.1 The name of the incorporated association is Brisbane Metropolitan Region Baseball Inc (*the association*).

3. OBJECTS

3.1 The objects of the association are—

- (a) To promote the game of baseball in the-region;
- (b) To promote, conduct and carry on such activities as are ordinarily carried on and performed by sporting associations;
- (c) To seek and obtain membership to the association and to enhance further the above objects;

- (d) To do all and any lawful thing as may be incidental or conducive to the attainment of the above objectives;
- (e) To uphold the terms and spirit of the constitution of Baseball Queensland Inc.

4. POWERS

- 4.1 The association has the powers of an individual.
- 4.2 The association may, for example—
 - (a) enter into contracts; and
 - (b) acquire, hold, deal with and dispose of property; and
 - (c) make changes for services and facilities it supplies; and
 - (d) invest and deal with any monies of the association, not immediately required for the objects of the association, in such manner as may from time to time be determined by the management committee; and
 - (e) subscribe to any charities and to grant donations for any purpose consistent with the objects; and
 - (f) enter into arrangements with any government, authority or private enterprise that may be incidental to or consistent with the objects including applying for any grant or concession; and
 - (g) do any or all other things necessary and convenient to be done in carrying out its affairs.
- 4.3 The association may take over the funds and other assets and liabilities of the present unincorporated association known as the Brisbane Metropolitan Baseball (un-incorporated association).
- 4.4 The association may also issue secured and unsecured notes, debentures and debenture stock for the association.

5. CLASSES OF MEMBERS

- 5.1 The membership of the association shall consist of:
 - (a) member clubs which, subject to these rules:
 - (i) shall be represented by their delegate(s);
 - (ii) shall have the right to be present, debate and vote at general meetings by their delegates as if those delegates were members with the right to debate and vote; and
 - (b) associate members who, subject to these rules, have no right to debate or vote at general meetings.
- 5.2 Every member club shall:
 - (a) be incorporated in Queensland;
 - (b) represent players or supporters of baseball within the region; and

- (c) from time to time, nominate two delegates to represent it at general meetings of the association.
- 5.3 An associate member:
- (a) may be an individual or an incorporated or unincorporated body; and
 - (b) shall be a supporter of baseball played within the region.
- 5.4 All member clubs and associate members shall:
- (a) comply with and abide by the objects and rules of the association; and
 - (b) support the association by encouraging and promoting its objects.
- 5.5 The number of each category of members is unlimited.

6. MEMBERSHIP

- 6.1 A person who, on the day the association was incorporated, was a member of the unincorporated association and who, on or before a day fixed by the management committee, agrees in writing to become a member of the incorporated association, must be admitted by the management committee to the same class of membership of the association as the member held in the unincorporated association.
- 6.2 An application for membership of the association, other than for membership under clause 6.1, must be:
- (a) in writing;
 - (b) proposed by one (1) member ('the proposer'); and
 - (c) seconded by another member ('the seconder').
- 6.3 An application by a club for membership must be:
- (a) from a club which has members who play baseball within the region;
 - (b) signed by the applicant, the proposer and the seconder; and
 - (c) in a form decided by the management committee.
- 6.4 An application to be an associate must be:
- (a) signed by the applicant, a proposer and a seconder; and
 - (b) in a form decided by the management committee.
- 6.5 The management committee must consider an application for membership at the next management committee meeting held after it receives—
- (a) the application for membership; and
 - (b) any applicable membership fee.
- 6.6 The management committee must ensure that, as soon as possible after an application for membership has been lodged and before the application is considered by the management committee, the applicant is advised:

- (a) whether or not the association has public liability insurance; and
 - (b) if the association has public liability insurance – the amount of the insurance.
- 6.7 The management committee must decide at the meeting to accept or reject the application.
- 6.8 If a bare majority of the members of the management committee present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.
- 6.9 The secretary of the association must, as soon as practicable after the management committee decides to accept or reject an application, give the applicant written notice of the decision.

7. MEMBERSHIP FEES

- 7.1 The membership fee for each class of membership:
- (a) is the amount decided by the management committee from time to time; and
 - (b) is payable when, and in the way, the management committee decides.

8. WHEN MEMBERSHIP ENDS

- 8.1 A member may resign from the association by giving a written notice of resignation to the secretary.
- 8.2 The resignation takes effect on—
- (a) the time the notice is received by the secretary; or
 - (b) if a later time is stated in the notice—the later time.
- 8.3 The management committee may terminate a member's membership if the member:
- (a) is convicted of an indictable offence; or
 - (b) does not comply with any of the provisions of these rules; or
 - (c) has membership fees in arrears for at least 2 months; or
 - (d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the association.
- 8.4 Before the management committee terminates a member's membership, the management committee must give the member a full and fair opportunity to show why the membership should not be terminated.
- 8.5 If, after considering representations made by the member, the management committee decides to terminate the membership, the secretary of the committee must give the member a written notice of the decision.

9. APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

- 9.1 -An applicant whose application for membership has been rejected, or a member whose membership has been terminated, may give the secretary written notice of any intention to appeal against the decision.

- 9.2 A notice of intention to appeal must be given to the secretary within 1 month after the applicant or member receives written notice of the decision.
- 9.3 If the secretary receives a notice of intention to appeal, the secretary must, within ~~3~~one (1) months after receiving the notice, call a general meeting to decide the appeal.
- 9.4 The general meeting to decide an appeal must be held within three (3) months after the secretary receives the notice of intention to appeal.
- 9.5 At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
- 9.6 Also, the management committee and its members must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.
- 9.7 An appeal must be decided by a vote of the members present and eligible to vote at the meeting.

10. REGISTER OF MEMBERS

- 10.1 The management committee must keep a register of members.
- 10.2 The register must include the following particulars for each member—
- (a) the full name of the member;
 - (b) if the member is a club, the full name of its delegate(s), as they are from time to time;
 - (c) the postal address of the member;
 - (d) the date of admission as a member;
 - (e) if the membership ends, the date the membership ended;
 - (f) details about any termination or reinstatement of membership;
 - (g) any other particulars the management committee decide.
- 10.3 The register must be open for inspection by members of the association or delegates of member clubs at all reasonable times.
- 10.4 A member (or delegate) must contact the secretary to arrange an inspection of the register.
- 10.5 However, the management committee may, on the application of a member of the association, withhold information about the member (other than the member's full name) from that part of the register available for inspection if the management committee considers it appropriate to do so.
- 10.6 A member of the association and any person inspecting the register must not—
- (a) use information obtained from the register of members to contact, or send material to, another member of the association for any purpose not aligned with the objectives of the association; or
 - (b) disclose information obtained from the register to anyone else, knowing that the information is likely to be used to contact, or send material to, another member of the association for any purpose not aligned with the objectives of the association.
- 10.7 The preceding rule does not apply if the use or disclosure of the information is first approved by the management committee in writing.

11. SECRETARY

- 11.1 If the association has not elected an interim officer as secretary for the association before its incorporation, the members of the management committee must ensure a secretary is appointed or elected for the association within 1 month after incorporation.
- 11.2 If a vacancy happens in the office of secretary, the members of the management committee must ensure a secretary is appointed or elected for the association within 1 month after the vacancy happens.
- 11.3 The secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is—
- (a) a person elected by the members as secretary; or
 - (b) any of the following persons appointed by the management committee as secretary—
 - (i) a member of the management committee;
 - (ii) another person.
- 11.4 If the management committee appoints a person under sub-rule 11.1 or 11.2 as secretary, other than to fill a casual vacancy on the management committee, the person appointed becomes a member of the management committee.
- 11.5 However, if the management committee appoints a person under sub-rule 11.1 or 11.2 as secretary to fill a casual vacancy on the management committee, the person does not become a member of the management committee.
- 11.6 In this rule— *casual vacancy*, on a management committee, means a vacancy that happens when an elected member of the management committee resigns, dies or otherwise stops holding office.
- 11.7 The management committee may at any time remove a person appointed by the management committee as the secretary.
- 11.8 If the management committee removes a secretary who is a person mentioned in sub-rule 11.3(b)(i), the person remains a member of the management committee.
- 11.9 The secretary's functions include, but are not limited to—
- (a) calling meetings of the association (including general meetings and meetings of the management committee), including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the association; and
 - (b) keeping minutes of each meeting; and
 - (c) keeping copies of all correspondence and other documents about the association; and
 - (d) maintaining the register of members of the association.

12. MEMBERSHIP OF MANAGEMENT COMMITTEE

- 12.1 The management committee of the association consists of a president, vice-president, treasurer, and any other person the association members elect or appoint at a general meeting.
- 12.2 A person elected or appointed to the management committee, other than the secretary, must be a member of a member club or an associate member.

12.3 At each annual general meeting of the association, the members of the management committee must retire from office, but are eligible, on nomination, for re-election.

13. ELECTING THE MANAGEMENT COMMITTEE

13.1 A person may be a candidate to be a member of the management committee only if the person:

- (a) is at least eighteen (18) years old;
- (b) is a member of a member club or an associate member; and
- (c) is not ineligible to be elected under section 61A of the Act.

13.2 A person may only be elected to the management committee in the following way:

- (a) any member club may nominate a person (the candidate) to serve as a member of the management committee;
- (b) the nomination must be:
 - (i) in writing;
 - (ii) signed by the candidate and a member of the management committee of the member club nominating the candidate;
 - (iii) given to the secretary at least seven (7) days before the annual general meeting at which the election is to be held;
- (c) if at the start of the annual general meeting, there are management committee vacancies for which there are no candidates, nominations may be taken from the floor of the meeting provided always that only delegates may make nominations from the floor of the meeting;
- (d) if there is one or more candidates for any vacancy on the management committee, the members entitled to vote will vote on whether the candidate(s) are elected to fill the vacancy;
- (e) a person will be successfully elected to the management committee only if:
 - (i) where there is only one candidate, at least the bare majority of votes cast are cast for the person to fill the vacancy; and
 - (ii) where there is more than one candidate, the person secures the highest number of votes amongst all candidates to fill the vacancy;
- (f) if it is necessary for there to be a vote, the chairperson of the meeting shall in their absolute discretion decide whether the vote will be:
 - (i) by a show of hands by delegates; or
 - (ii) by secret ballot;
- (g) if there is to be a vote by secret ballot, the secretary must prepare ballots containing the names of the candidates in alphabetical order;
- (h) if any vote to fill a vacancy on the management committee is by proxy, the proxy must identify with reasonable certainty the name of the person to be voted for;
- (i) each member club represented at the annual general meeting:

- (i) shall have two votes for each vacancy on the management committee; and
- (ii) may cast its two (2) votes for each vacancy in whatever manner it chooses.

13.3 The management committee must ensure that, before a candidate is elected as a member of the management committee, the candidate is advised—

- (a) if the association has public liability insurance; and
- (b) if the association has public liability insurance—the amount of the insurance.

14. RESIGNATION, REMOVAL OR VACATION OF OFFICE OF MANAGEMENT COMMITTEE MEMBER

14.1 A management committee member may resign from the management committee by giving written notice of resignation to the secretary.

14.2 The resignation takes effect on—

- (a) the time the notice is received by the secretary; or
- (b) if a later time is stated in the notice—the later-time.

14.3 A management committee member may be removed from office at a general meeting of the association if a majority of the association's members present and eligible to vote at the meeting vote in favour of removing the management committee member.

14.4 Before a vote of members is taken about removing the management committee member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.

14.5 A management committee member has no right of appeal against that person's removal from office under this rule.

14.6 A member immediately vacates the office of member in the circumstances mentioned in section 64 of the Act.

15. VACANCIES ON MANAGEMENT COMMITTEE

15.1 If a casual vacancy happens on the management committee, the continuing members of the committee may appoint another member of a member club to fill the vacancy until the next annual general meeting.

15.2 The continuing members of the management committee may act despite a casual vacancy on the management committee.

15.3 However, if the number of committee members is less than the number fixed under these rules as a quorum of the management committee, the continuing members may act only to—

- (a) increase the number of management committee members to the number required for a quorum; or
- (b) call a general meeting of the association.

16. FUNCTIONS OF MANAGEMENT COMMITTEE

- 16.1 Subject to these rules or a resolution of the association members carried at a general meeting, the management committee:
- (a) has the general control and management of the administration of the affairs, property and funds of the association; and
 - (b) has authority to interpret the meaning of these rules and any matter relating to the association on which the rules are silent, but any interpretation must have regard to the Act, including any regulations made under the Act.
- 16.2 The management committee may exercise the powers of the association—
- (a) to borrow, raise or secure the payment of amounts in a way the association members decide; and
 - (b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the associations property, both present and future; and
 - (c) to purchase, redeem or pay off any securities issued; and
 - (d) to borrow amounts from members and pay interest on the amounts borrowed; and
 - (e) to mortgage or charge the whole or part of its property; and
 - (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association; and
 - (g) to provide and pay off any securities issued; and
 - (h) to invest in a way the members of the association may from time to time decide.
- 16.3 For subrule 16.2(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by—
- (a) the financial institution for the association; or
 - (b) if there is more than 1 financial institution for the association—the financial institution nominated by the management committee.

17. MEETINGS OF MANAGEMENT COMMITTEE

- 17.1 Subject to this rule, the management committee may meet and conduct its proceedings as it considers appropriate.
- 17.2 The management committee must meet at least once every 4 months to exercise its functions.
- 17.3 The management committee must decide how a meeting is to be called.
- 17.4 Notice of a meeting is to be given in the way decided by the management committee.
- 17.5 If the secretary receives a written request signed by at least 33% of the management committee members, the secretary must call a special meeting of the management committee.

- 17.6 A request for a special meeting must state:
- (a) why the special meeting is being called; and
 - (b) the business to be conducted at the meeting.
- 17.7 At a management committee meeting, more than 50% of the people elected or appointed to the management committee as at the close of the last general meeting of the members form a quorum.
- 17.8 A question arising at a committee meeting is to be decided by a majority vote of committee members present at the meeting and, if the votes are equal, the question is decided in the negative.
- 17.9 A member of the management committee must not vote on a question about a contract or proposed contract with the association if the member has an interest in the contract or proposed contract and, if the member does vote, the members vote must not be counted.
- 17.10 The secretary must give each management committee member at least 14 days notice of a special meeting of the management committee.
- 17.11 A notice of a special meeting must state:
- (a) the day, time and place of the meeting; and
 - (b) the business to be conducted at the meeting.
- 17.12 The president or, if there is no president or if the president is not present within 10 minutes after the time fixed for a management committee meeting, the vice president is to preside as chairperson at the meeting.
- 17.13 If the president and the vice-president are absent from a management committee meeting the members of the management committee present at the meeting may choose 1 of their number to preside as chairperson at the meeting.
- 17.14 If a quorum is not present within 30 minutes after the time fixed for a management committee meeting called on the request of committee members, the meeting lapses.
- 17.15 If a quorum is not present within 30 minute after the time fixed for a management committee meeting called other than on the request of committee members, the meeting is to be adjourned to:
- (a) the same day, time and place in the next week; or
 - (b) a day, time and place decided by those members of the management committee present at the meeting which is to be adjourned.
- 17.16 If, at the adjourned meeting mentioned in the preceding subclause, a quorum is not present within 30 minute after the time fixed for the meeting, the meeting lapses.
- 17.17 The management committee may hold meetings, or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 17.18 A committee member who participates in the meeting as mentioned in the preceding sub-rules is taken to be present at the meeting.
- 17.19 Any decision which the management committee may make under this rule may be changed by resolution of the management committee from time to time.

17.20 The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each management committee meeting are entered in a minute book.

17.21 To ensure the accuracy of the minutes, the minutes of each management committee meeting must be ratified by resolution at the next management committee meeting.

18. APPOINTMENT OF SUBCOMMITTEES

18.1 The management committee may appoint a subcommittee comprised of any person(s) considered appropriate by the management committee to help with the association's operations.

18.2 A subcommittee may only exercise delegated powers in the way the management committee decides.

18.3 A subcommittee may elect a chairperson of its meetings.

18.4 If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members of the subcommittee present may choose 1 of their number to be chairperson of the meeting.

18.5 A subcommittee may meet and adjourn as it considers appropriate.

18.6 A question arising at a subcommittee meeting is to be decided by a majority vote of the members of the subcommittee present at the meeting and, if the votes are equal, the question is decided in the negative.

18.7 A member of the subcommittee who is not a member of the management committee is not entitled to vote at any management committee meeting.

19. ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS

19.1 An act performed by the management committee, a subcommittee or a person acting as a member of the management committee is taken to have been validly performed.

19.2 Sub-rule 19.1 applies even if the act was performed when—

- (a) there was a defect in the appointment of a member of the management committee, subcommittee or person acting as a member of the management committee; or
- (b) a management committee member, subcommittee member or person acting as a member of the management committee was disqualified from being a member of the management committee or subcommittee.

20. RESOLUTIONS OF MANAGEMENT COMMITTEE WITHOUT MEETING

20.1 If a resolution is either:

- (a) in writing and signed by each member of the management committee for the time being entitled to receive notice of a committee meeting; or
- (b) in an electronic form and expressly agreed to in an electronic form by each member of the management committee for the time being entitled to receive notice of a committee meeting;

then the resolution is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.

- 20.2 A resolution mentioned in sub-rule 20.1 may consist of either:
- (a) several documents in like form, each signed by one (1) or more members of the management committee; or
 - (b) several electronic forms which appear on their face to be from one (1) or more members of the management committee.
- 20.3 The management committee may, from time to time, decide what electronic form is acceptable for the purposes of this rule.
- 20.4 Any decision which the management committee may make under this rule may be changed by resolution of the management committee from time to time.

21. FIRST GENERAL MEETING

- 21.1 The first general meeting must be held not less than 1 month, and not more than 3 months, after the day the association is incorporated.
- 21.2 The management committee must decide where the meeting is to be held.
- 21.3 The business to be conducted at the first general meeting must include the appointment of an auditor.

22. FIRST ANNUAL GENERAL MEETING

- 22.1 The first annual general meeting must be held within 18 months after the day the association is incorporated.

23. SUBSEQUENT ANNUAL GENERAL MEETINGS

- 23.1 Each subsequent annual general meeting must be held—
- (a) at least once each year; and
 - (b) within 6 months after the end of the association's previous financial year.

24. BUSINESS TO BE CONDUCTED AT ANNUAL GENERAL MEETING

- 24.1 If the association is a level 1 incorporated association or a level 2 incorporated association to which section 59 of the Act applies or a level 3 incorporated association to which section 50 of the Act applies, then the following business must be conducted at each annual general meeting of the association:
- (a) receiving the associations financial statement, and audit report, for the last reportable financial year;
 - (b) presenting the financial statement and audit report to the meeting for adoption;
 - (c) electing members of the management committee;
 - (d) for a level 1 incorporated association – appointing an auditor or an accountant for the present financial year; and
 - (e) for a level 2 incorporated association, or a level 3 incorporated association, to which section 59 of the Act applies – appointing an auditor, an accountant or an approved person for the present financial year.

- 24.2 If the association is a level 3 incorporated association to which section 59B of the Act applies, then the following business must be conducted at each annual general meeting of the association—
- (a) receiving the association's financial statement, and signed statement, for the last reportable financial year;
 - (b) presenting the financial statement and signed statement to the meeting for adoption; and
 - (c) electing members of the management committee.
- 24.3 If the association is a level 2 incorporated association to which section 59A of the Act applies, then the following business must be conducted at each annual general meeting of the association—
- (a) receiving the association's financial statement, and signed statement, for the last reportable financial year;
 - (b) presenting the financial statement and signed statement to the meeting for adoption;
 - (c) electing members of the management committee; and
 - (d) appointing an auditor, an accountant or an approved person for the present financial year.

25. SPECIAL GENERAL MEETING

- 25.1 The secretary may only call a special general meeting by giving each member of the association notice of the meeting within 14 days after—
- (a) being directed to call the meeting by the management committee; or
 - (b) being given a written request signed by at least 33% of the member clubs.
 - (c) being given a written notice of an intention to appeal against the decision of the management committee—
 - (i) to reject an application for membership; or
 - (ii) to terminate a member's membership.
- 25.2 A request mentioned in sub-rule 25.1 must state—
- (a) why the special general meeting is being called; and
 - (b) the business to be conducted at the meeting.
- 25.3 A special general meeting must be held within 3 months after the secretary—
- (a) is directed to call the meeting by the management committee; or
 - (b) is given the written request mentioned in sub-rule 25.1(b); or
 - (c) is given the written notice of an intention to appeal mentioned in sub-rule 25.1(c).
- 25.4 If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

26. NOTICE OF GENERAL MEETING

- 26.1 The secretary may call a general meeting of the association.
- 26.2 The secretary must give at least 14 days notice of the meeting to each association member entitled to vote at a general meeting.
- 26.3 The management committee may decide the way in which the notice must be given.
- 26.4 However, notice of the following meetings must be given in writing—
 - (a) a meeting called to hear and decide any appeal against the management committee's decision to reject an application for membership of the association; or to terminate any membership of the association; and
 - (b) a meeting called to hear and decide a proposed special resolution of the association.
- 26.5 A notice of a general meeting must state the business to be conducted at the meeting.
- 26.6 If the secretary is unable or unwilling to call the meeting, the president must call the meeting.

27. QUORUM FOR, AND ADJOURNMENT OF, GENERAL MEETING

- 27.1 Subject to sub-rule 27.5, at a general meeting, 50% of the members entitled to vote at the meeting plus one (1) form a quorum.
- 27.2 No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- 27.3 If a quorum is not present within 30 minutes after the time fixed for a general meeting called on the request of members of the management committee or the association, the meeting lapses.
- 27.4 If a quorum is not present within 30 minutes after the time fixed for a general meeting called other than on the request of members of the management committee or the association, the meeting is to be adjourned to—
 - (a) the same day, time and place in the next week; or
 - (b) a day, time and place decided by the management committee.
- 27.5 If at an adjourned meeting, a quorum under sub-rule 27.1 is not present within 30 minutes after the time fixed for the meeting, the members present form a quorum.
- 27.6 The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- 27.7 If a meeting is adjourned under sub-rule 27.6, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- 27.8 The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- 27.9 If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.
- 27.10 In this rule:

- (a) *member* includes a person attending by proxy or representing a corporation that is a member.

28. PROCEDURE AT GENERAL MEETING

- 28.1 A member may take part and vote in a general meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 28.2 A member who participates in a meeting as mentioned in sub-rule 28.1 is taken to be present at the meeting.
- 28.3 Subject to these rules, at each general meeting—
- (a) the president or, if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the vice-president is to preside as chairperson; and
 - (b) if the vice-president is absent or unwilling to act as chairperson, the delegates present must elect one of their number to be chairperson of the meeting; and
 - (c) the chairperson must conduct the meeting in a proper and orderly way; and
 - (d) each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present; and
 - (e) each member club present and eligible to vote is entitled to two (2) votes and, if the votes are equal, the chairperson has a casting vote; and
 - (f) a member club is not entitled to vote at a general meeting if its annual subscription is in arrears at the date of the meeting and
 - (g) voting may be by a show of hands or a division, unless at least 20% of the members present demand a secret ballot; and
 - (h) if a secret ballot is held, the chairperson must appoint two (2) delegates to conduct the secret ballot in the way the chairperson decides; and
 - (i) the result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held; and
 - (j) a member club may vote by its delegates or by proxy or by attorney or by another authorised representative and:
 - (i) on a show of hands, each person present who is a delegate, proxy, attorney or other authorised representative of a member has 1 vote; and
 - (ii) in a secret ballot, each delegate, proxy, attorney or other authorised representative of a member has 1 vote; and
 - (k) an instrument appointing a proxy must be:
 - (i) in writing;
 - (ii) in or in a similar form to the form at Schedule 1.1 of these rules;
 - (iii) if the appointer is an incorporated association, signed by the president of the appointer; and

- (l) a proxy may be a delegate or another person; and
- (m) the instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot; and
- (n) if a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the following or like form or in a similar form to the form at Schedule 1.2 of these rules; and
- (o) each instrument appointing a proxy must be given to the secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote; and
- (p) the secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book; and
- (q) the secretary must ensure the minute book for each general meeting is open for inspection at all reasonable times by any financial member who previously applies to the secretary for the inspection.

28.4 To ensure the accuracy of the minutes recorded under sub-rule 28.3(q)—

- (a) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
- (b) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the association that is a general meeting or annual general meeting, verifying their accuracy.

28.5 If asked by a member of the association, the secretary must, within 28 days after the request is made—

- (a) make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
- (b) give the member copies of the minutes of the meeting.

28.6 The association may require the member to pay the reasonable costs of providing copies of the minutes.

29. BY-LAWS

29.1 The management committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the association.

29.2 A by-law may be set aside by a vote of members at a general meeting of the association.

30. ALTERATION OF RULES

30.1 Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.

30.2 However an amendment, repeal or addition is valid only if it is registered by the chief executive.

31. COMMON SEAL

31.1 The management committee must ensure the association has a common seal.

31.2 The common seal must be—

- (a) kept securely by the management committee; and
- (b) used only under the authority of the management committee.

31.3 Each instrument to which the seal is attached must be signed by a member of the management committee and countersigned by—

- (a) the secretary; or
- (b) another member of the management committee; or
- (c) someone authorised by the management committee.

32. FUNDS AND ACCOUNTS

32.1 The funds of the association must be kept in an account in the name of the association in a registered financial institution decided by the management committee from time to time.

32.2 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.

32.3 All amounts must be deposited in the financial institution account as soon as practicable after receipt.

32.4 All payment by the association of \$100 or more must be made by cheque or electronic funds transfer.

32.5 If a payment of \$100 or more is made by cheque, the cheque must be signed by any 2 of the following—

- (a) the president;
- (b) the secretary;
- (c) the treasurer;
- (d) another member authorised by the management committee for the purpose.

PROVIDED THAT at least one (1) of the signatures must be that of the president, the secretary or the treasurer.

32.5A If a payment of \$100 or more is made by electronic funds transfer, the payment must be authorised by any 2 of the following-

- (a) the president;
- (b) the secretary;
- (c) the treasurer;
- (d) another member authorised by the management committee for the purpose.

PROVIDED THAT at least one (1) of the authorisations must be that of the president, the secretary or the treasurer.

- 32.6 Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- 32.7 A petty cash account must be kept on the imprest system, and the management committee must decide the amount of petty cash to be kept in the account.
- 32.8 All expenditure must be approved or ratified at a management committee meeting.
- 32.9 The treasurer must, as soon as practicable after the end date of each financial year, ensure a statement containing the following particulars is prepared:
- (a) the income and expenditure for the financial year just ended;
 - (b) the association's assets and liabilities at the close of the year;
 - (c) the mortgage, charges and securities affecting the property of the association at the close of the year.
- 32.10 If the association is incorporated within 3 months before the end of the association's financial year, sub-rule 35.9 does not apply for the financial year in which the association is incorporated.
- 32.11 If the association has or is required to have an auditor, the auditor must examine the statement prepared under sub-rule 35.9 and present a report about it to the secretary before the next annual general meeting following the financial year for which the audit was made.
- 32.12 The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.

33. DOCUMENTS

- 33.1 The management committee must ensure the safe custody of the association's books, documents, instruments of title and securities.

34. FINANCIAL YEAR

- 34.1 The association's financial year ends on 31 March each year.

35. DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY

- 35.1 This rule applies if the association—
- (a) is wound-up under part 10 of the Act; and
 - (b) has surplus assets.
- 35.2 The surplus assets must not be distributed among the association's members.
- 35.3 The surplus assets must be given to another entity—
- (a) having objects similar to the association's objects; and
 - (b) the rules of which prohibit the distribution of the entity's income and assets to its members.
- 35.4 In this rule— *surplus assets* has the meaning given by section 92(3) of the Act.

