

SOUTH EAST QUEENSLAND DISTRICT
GOLF ASSOCIATION INC.



IA13020

Rules

PROPOSED FOR ADOPTION
19 NOVEMBER 2020

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1. Introductory provisions

1.1. Interpretation

1.1.1. In these rules:

- a. **act** means the *Associations Incorporation Act 1981*;
- b. **association** means South East Queensland District Golf Association Inc.;
- c. **bylaws** mean the bylaws of the association;
- d. **by lot** means making a determination or choice by lottery. For example, this might include conducting a draw at random;
- e. **casual vacancy**, on the management committee, means a vacancy that occurs when an elected member of the management committee resigns, dies or otherwise stops holding office;
- f. **fee** means a payment of money due to the association by its members;
- g. **majority** means more than half of all eligible voting members present and voting at a management committee meeting or a general meeting;
- h. **management committee** means the people elected or appointed to control the business and operations of the association and who are deemed to be agents of the incorporated association for all purposes within its objects;
- i. **member** means a person or affiliated club, duly accepted as such in accordance with these rules, having paid any membership fees due to the association;
- j. **present** means:
 - i at a management committee meeting, see rule 5.6.6; or
 - ii at a general meeting, see rule 6.4.2;
- k. **properly constituted** means a golf club or golf course owner and/or operator, which is:
 - i incorporated under the *Corporations Act (2001)*;
 - ii incorporated under the *Associations Incorporation Act (1981)*;
 - iii an unincorporated association, having and maintaining a constitution and rules in a format acceptable to the association;
 - iv any other entity, conducting its affairs, including its golfing operations, in a manner acceptable to the association.
- l. **relative**, of a person, means a spouse, parent, sibling, child, grandparent or grandchild of the person;
- m. **remuneration**:
 - i includes salary, allowance and other entitlements; and

- ii does not include reimbursement of out-of-pocket expenses.
 - n. **rotational terms** mean that approximately one half of the positions on the management committee are vacated in each year of odd number and the other half are vacated in each year of even number;
 - o. **senior employee** means a person who:
 - i makes, or participates in making, decisions that affect the whole, or a substantial part of the activities of the association; or
 - ii has the capacity to affect significantly the association's financial standing.
 - p. **signed** means agreed in writing;
 - q. **special resolution** means a resolution that is passed at a general meeting (including the annual general meeting) by the votes of at least 75% of the club delegates who are present and voting;
 - r. **written / in writing** means, unless the contrary intention appears, all forms of visible words, including printed, hard copy or digital formats.
- 1.1.2. Words importing the singular include the plural where context requires or permits.
- 1.1.3. 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.

1.2. Name

- 1.2.1. The name of the incorporated association is South East Queensland District Golf Association Inc.

1.3. Inconsistencies with Act

- 1.3.1. If a rule of the association is inconsistent with the Act, the Act prevails to the extent of the inconsistency.

2. Objects and powers

2.1. Objects

- 2.1.1. The objects of the association are to:
- a. foster, encourage and promote the game of golf within the South East Queensland District, as determined by Golf Australia;
 - b. affiliate with Golf Australia and such other bodies as the association deems fit;
 - c. abide by the rules and member protection provisions regulating the conduct of the sport of golf;
 - d. comply with course rating and handicapping systems as determined by Golf Australia;
 - e. form and register zones within the association as necessary;

- f. control and regulate association championships, matches within the association and matches with other associations;
- g. foster a healthy environment and encourage sportsmanship, good fellowship and a sense of community spirit amongst members and visitors;
- h. do such things as are incidental or conducive to the attainment of any or all of these objects.

2.2. Powers

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

3. Membership

3.1. Classes of members

- 3.1.1. The membership of the association consists of the following classes:
 - a. affiliated club:
 - i any properly constituted golf club, which is approved and registered with Golf Australia, conducts its affairs in a manner acceptable to the association, supports the objects of the association and abides by the association's rules, bylaws and codes of conduct is eligible to be an affiliated club.
 - b. club delegate:
 - i each affiliated club is entitled to nominate up to six club delegates to act as the representatives of the affiliated club;
 - ii nomination and revocation of club delegates must be made in writing to the secretary of the association and signed by the president, secretary or other authorised representative of the affiliated club;
 - iii any two club delegates from each affiliated club are entitled to vote at general meetings of the association;
 - iv club delegates are eligible for election to the management committee.

- c. life:
 - i life members must be at least 18 years of age and support the objects of the association and abide by the association's rules, bylaws and codes of conduct;
 - ii life membership is open to people who have rendered extraordinary and meritorious service to the association for an extended period;
 - iii any club delegate may recommend to the management committee a nominee for election as a life member;
 - iv recommendations for life membership must be in writing, signed by the delegate(s) making the recommendation and received by the secretary of the association no less than seven days prior to the annual general meeting;
 - v the management committee will propose the nominee for election as a life member at the annual general meeting;
 - vi life members must be elected by the passing of a special resolution;
 - vii life members are not entitled to vote at general meetings of the association, unless they are entitled to vote as a club delegate;
 - viii life members are not eligible for election to the management committee, unless they are also a club delegate.

3.1.2. The number of members in all classes of membership is unlimited.

3.2. New membership

- 3.2.1. An application for membership must be:
 - a. in writing; and
 - b. in the form decided by the management committee.

3.3. Membership fees

- 3.3.1. The fees for affiliated club membership are:
 - a. the amounts decided by the management committee; and
 - b. payable when, and in the way, the management committee decides.

3.4. Admission and rejection of new members

- 3.4.1. The management committee must consider an application for affiliated club membership at the next management committee meeting held after it receives the application for membership.

- 3.4.2. The management committee must ensure that, as soon as possible after the applicant club applies to become a member of the association, and before the management committee considers the application, the applicant club 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.
- 3.4.3. The management committee must decide at the meeting whether to accept or reject the application.
- 3.4.4. If a majority of the members of the management committee present and voting at the meeting vote to accept the applicant club as a member, the club must be accepted as an affiliated club.
- 3.4.5. The secretary shall forward to any newly admitted affiliated club an account for payment of subscription fees.
- 3.4.6. If the management committee decides to reject an application, the secretary of the association must, as soon as possible, give the applicant club notice of the decision in a manner determined by the management committee.

3.5. When membership ends

- 3.5.1. A member may resign from the association by giving a written notice of resignation to the secretary.
- 3.5.2. The resignation takes effect at:
 - a. the time the notice is received by the secretary; or
 - b. if a later time is stated in the notice, the later time.
- 3.5.3. The management committee may terminate or suspend a member's membership if the member:
 - a. in the case of an individual, is convicted of an indictable offence; or
 - b. is excluded or debarred from Golf Australia; or
 - c. does not comply with any of the provisions of these rules; or
 - d. has membership fees in arrears for at least one month; or
 - e. conducts themselves or itself in a way considered to be injurious or prejudicial to the character or interests of the association.
- 3.5.4. If the management committee decides to terminate or suspend a member's membership, the secretary must, within seven days after the decision, give the member written notice:
 - a. setting out the decision of the committee and the grounds on which it is based;
 - b. stating that the member may address the committee at a meeting to be held not earlier than seven days and not later than 28 days after the service of the notice;

- c. stating the date, place, and time of that meeting;
 - d. informing the member that the member may do either or both of the following:
 - i attend and speak at that meeting;
 - ii submit to the committee at or before the date of that meeting written representations relating to the resolution.
- 3.5.5. Before the management committee terminates or suspends a member's membership, the management committee must:
- a. give the member a full and fair opportunity to make verbal representations at a meeting as mentioned in rule 3.5.4.b;
 - b. give due consideration to any written representations submitted to the committee by the member at or before the meeting mentioned in rule 3.5.4.b.
- 3.5.6. If, after considering all representations made by the member, the management committee decides by resolution to terminate or suspend the membership, the secretary of the management committee must, within seven days of the meeting mentioned in rule 3.5.4.b, give the member a written notice of the decision.
- 3.5.7. An affiliated club's membership of the association terminates automatically if the affiliated club ceases to be approved and registered by Golf Australia.

3.6. Appeals panel

- 3.6.1. At each annual general meeting, an appeals panel chairperson shall be appointed by the club delegates present and voting.
- 3.6.2. In the event that any appeal is lodged against a decision of the management committee to reject, terminate or suspend a member's membership, the appeals panel chairperson shall appoint two other people, who are not members of the association's management committee, to the appeals panel.
- 3.6.3. In the event that the appeals panel chairperson determines that they are in any way conflicted in relation to an appeal, the chairperson may absent themselves from the appeals panel and appoint three other people, who are not members of the association's management committee, to the appeals panel.

3.7. Appeal against rejection, termination or suspension of membership

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

- 3.7.2. A notice of intention to appeal must be given to the secretary within seven days after the applicant or member receives written notice of the decision.
- 3.7.3. Within seven days of the secretary receiving a notice of intention to appeal, the appeals panel chairperson shall appoint other members of the appeals panel, as outlined in rule 3.6.2 or rule 3.6.3.
- 3.7.4. The three members of the appeals panel must hold the appeal meeting within 28 days after the secretary receives the notice of intention to appeal.
- 3.7.5. At the meeting, the applicant club or member must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated or suspended.
- 3.7.6. Also, the management committee must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated or suspended.
- 3.7.7. An appeal must be decided by a majority vote of the three members of the appeals panel.
- 3.7.8. Where a decision of the management committee to terminate or suspend a member's membership is set aside by the appeals panel, the membership shall be reinstated immediately.

3.8. Register of members

- 3.8.1. The management committee must keep a register of members of the association.
- 3.8.2. The register must include the following particulars for each member:
 - a. the full name of the member;
 - b. the postal or residential address of the member;
 - c. the date of admission as a member;
 - d. the date of death or time of resignation of the member;
 - e. details about the termination or reinstatement of membership;
 - f. any other particulars the management committee or the club delegates at a general meeting decide.
- 3.8.3. The register is open for inspection only by the secretary, the management committee and any other person approved by the management committee.

3.9. Prohibition on use of information on register of members

- 3.9.1. A member of the association must not:
 - a. use information obtained from the register of members of the association to contact, or send material to, another member of the

association for the purpose of advertising for political, religious, charitable or commercial purposes; or

- b. disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes.

3.9.2. Rule 3.9.1 does not apply if the use or disclosure of the information is approved by the association.

3.10. Patron

3.10.1. At each annual general meeting, the club delegates may appoint one or more patrons.

3.10.2. At each annual general meeting, any patron(s) must retire from their position, but are eligible for re-appointment.

3.11. Grievance procedure

3.11.1. This grievance procedure applies to disputes between:

- a. a member and another member;
- b. a member and the management committee;
- c. a member and the association.

3.11.2. The parties to a dispute shall attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party. If the parties to a dispute are unable to resolve the dispute between themselves within 14 days, the parties shall within a further ten days:

- a. notify the management committee of the dispute; and
- b. agree to or request the appointment of a mediator; and
- c. attempt in good faith to settle the dispute by mediation.

3.11.3. The mediator may be:

- a. a person or external agency chosen by agreement between the parties; or
- b. in the absence of agreement:
 - i. if the dispute is between a member and another member, a person appointed by the management committee; or
 - ii. if the dispute is between a member and the management committee or the association, a suitable external agency.

3.11.4. A mediator may be a member or former member of the association but in any case, must not be a person who:

- a. has a personal interest in the dispute; or
- b. is biased against, or in favour of, any party.

- 3.11.5. The mediator to the dispute, in conducting the mediation, must ensure that natural justice is afforded to the parties throughout the mediation process.
- 3.11.6. A member may appoint another person to act on their behalf during a grievance procedure, provided that no party is entitled to be represented by a legal practitioner at mediation.
- 3.11.7. A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.
- 3.11.8. If a member has initiated a grievance procedure in relation to a dispute between the member and the management committee or the association, the association must not take disciplinary action against any of the following people in relation to the matter which is the subject of the grievance procedure until the grievance procedure has been completed:
 - a. the member who initiated the grievance procedure; or
 - b. a member of the association appointed to act on behalf of the member who initiated the grievance procedure under rule 3.11.6.
- 3.11.9. The management committee may prescribe additional grievance procedures, which are consistent with this constitution, in the association's bylaws.

4. Secretary

4.1. Appointment or election of secretary

- 4.1.1. 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 member of the association elected by the association as secretary; or
 - b. any of the following people appointed by the management committee as secretary:
 - i a member of the association's management committee;
 - ii another member of the association;
 - iii another person.
- 4.1.2. If a vacancy occurs in the office of secretary, the members of the management committee must ensure a secretary is appointed or elected for the association within one month after the vacancy occurs.
- 4.1.3. If the management committee appoints a person mentioned in rule 4.1.1.b.ii as secretary, other than to fill a casual vacancy on the management committee, the person does not become a member of the management committee.
- 4.1.4. However, if the management committee appoints a person mentioned in rule 4.1.1.b.ii as secretary to fill a casual vacancy on the management

committee, the person becomes a member of the management committee.

- 4.1.5. If the management committee appoints a person mentioned in rule 4.1.1.b.iii as secretary, the person does not become a member of the management committee.

4.2. Removal of secretary

- 4.2.1. The management committee of the association may at any time remove a person appointed by the management committee as the secretary.
- 4.2.2. If the management committee removes a secretary who is a person mentioned in rule 4.1.1.b.i, the person remains a member of the management committee.
- 4.2.3. If the management committee removes a secretary who is a person mentioned in rule 4.1.1.b.ii and who has been appointed to a casual vacancy on the management committee under rule 4.1.4, the person remains a member of the management committee.

4.3. Functions of secretary

- 4.3.1. The secretary's functions include, but are not limited to:
 - a. calling meetings of the association, 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 relating to the association; and
 - d. maintaining the register of members of the association.

5. Management committee

5.1. Membership of management committee

- 5.1.1. The management committee of the association must have at least three members, of whom one holds the position of president, another of whom holds the position of treasurer and any other members that the club delegates elect at a general meeting.
- 5.1.2. A member of the management committee must be a member of the association.
- 5.1.3. The term of office for management committee positions is two years, subject to rule 5.1.4.
- 5.1.4. Elected management committee members shall remain in office from the conclusion of the annual general meeting at which they were elected until the second annual general meeting following their election, but are eligible, on nomination, for re-election.

- 5.1.5. The management committee shall determine the sequence of retirements under rules 5.1.3 and 5.1.4 to ensure rotational terms.
- 5.1.6. A member of the association may be appointed to a casual vacancy on the management committee under rule 5.4.
- 5.1.7. A management committee member must exercise their powers and discharge their duties in good faith, in the best interests of the association for proper purpose and with a degree of care and diligence that a reasonable person would exercise in the circumstances.

5.2. Electing the management committee

- 5.2.1. A member of the management committee may only be elected as follows:
 - a. the secretary calls for nominations for management committee positions with sufficient notice before the general meeting at which the election is to be held;
 - b. any affiliated club may nominate one or more of its club delegates (the candidates) to serve as members of the management committee;
 - c. nominations must be:
 - i in writing; and
 - ii signed by the candidate and two management committee members of the affiliated club who nominated them; and
 - iii given to the secretary at least 14 days before the general meeting at which the election is to be held.
 - d. each club delegate present and entitled to vote at the general meeting may vote for one candidate for each vacant position on the management committee. Any equality in voting is resolved as follows:
 - i if there are two candidates and both candidates receive an equal number of votes, voting is determined by lot;
 - ii if there are three or more candidates and two or more candidates receive an equal highest number of votes, a second vote is conducted between only those candidates who received the equal highest number of votes. In the event that following the second vote, two or more candidates receive an equal highest number of votes, voting is determined by lot.
 - e. if there is only one candidate for a position, the candidate is declared elected if approved by a majority of club delegates present and voting. If the candidate is not approved, nominations for the position may be taken from the floor of the meeting;
 - f. if, at the start of the general meeting, there are no candidates nominated for any position, nominations for that position may be

taken from the floor of the meeting for any otherwise eligible club delegates.

- 5.2.2. A person may be a candidate only if the person:
 - a. is at least 18 years of age; and
 - b. is eligible to be elected as a member under section 61A of the Act.
- 5.2.3. A list of the candidates' names in alphabetical order, with the names of the affiliated clubs which nominated them, must be open for inspection by members of the association for at least seven days immediately preceding the general meeting.
- 5.2.4. If required by the management committee, balloting lists must be prepared containing the names of the candidates in order determined by lot.
- 5.2.5. The management committee must ensure that, before a candidate is elected as a member of the management committee, the candidate 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.

5.3. Resignation, removal, vacation of office

- 5.3.1. A member of the management committee may resign from the management committee by giving written notice of resignation to the secretary.
- 5.3.2. The resignation takes effect at:
 - a. the time the notice is received by the secretary; or
 - b. if a later time is stated in the notice, the later time.
- 5.3.3. A member of the management committee may be removed from office if that member is absent from three consecutive management committee meetings without approval of the management committee.
- 5.3.4. A member may be removed from office at a general meeting of the association if a majority of the club delegates present and voting at the meeting vote in favour of removing the member.
- 5.3.5. Before a vote is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why they should not be removed from office.
- 5.3.6. A member has no right of appeal against the member's removal from office under this rule.
- 5.3.7. A member immediately vacates the office of management committee member in the circumstances mentioned in section 64(2) of the Act.

5.4. Vacancies on management committee

- 5.4.1. If a casual vacancy occurs on the management committee, the continuing members of the management committee may appoint another club delegate to fill the vacancy until the next annual general meeting.
- 5.4.2. With the exception of the positions of president and treasurer, the continuing members of the management committee may act despite a casual vacancy on the management committee.
- 5.4.3. If the number of management committee members is less than the number fixed under rule 5.8.1 as a quorum of the management committee, the continuing members of the management committee 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.
- 5.4.4. If a casual vacancy occurs in the position of president or treasurer, the continuing members of the management committee may act only to:
 - a. appoint another member of the association to fill the casual vacancy; or
 - b. call a general meeting of the association.

5.5. Functions of management committee

- 5.5.1. The management committee must take all reasonable steps to ensure that the association complies with its obligations under the Act and these rules.
- 5.5.2. Subject to these rules or a resolution of the club delegates of the association carried at a general meeting, the management committee has the general control and management of the administration of the affairs, property and funds of the association.
- 5.5.3. The management committee 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 regulation made under the Act.

Note: *The Act prevails if the association's rules are inconsistent with the Act; see section 1B of the Act.*
- 5.5.4. The management committee may exercise the powers of the association:
 - a. to borrow, raise or secure the payment of amounts in a way the management committee decides; and
 - b. to secure the amounts mentioned in rule 5.5.4.a, or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the association in any way, including by the issue of debentures (perpetual or otherwise)

- charged upon the whole or part of the association's property, both present and future; and
 - c. to purchase, redeem or pay off any securities issued; and
 - d. to borrow amounts from members and pay interest on the amounts borrowed; and
 - e. to mortgage or charge the whole or part of its property; and
 - f. to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association; and
 - g. to provide and pay off any securities issued; and
 - h. to invest in a way the management committee may decide.
- 5.5.5. For rule 5.5.4.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 of the association; or
 - b. if there is more than one financial institution of the association, the financial institution nominated by the management committee.

5.6. Meetings of management committee

- 5.6.1. Subject to this rule, the management committee may meet and conduct its proceedings, as it considers appropriate.
- 5.6.2. The management committee must meet at least once every four months to exercise its functions.
- 5.6.3. The management committee must decide how a meeting is to be called.
- 5.6.4. Notice of a meeting is to be given in the way decided by the management committee.
- 5.6.5. The management committee may hold meetings, or permit a management 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.
- 5.6.6. A management committee member who participates in the meeting as mentioned in rule 5.6.5 is taken to be present at the meeting.
- 5.6.7. A question arising at a management committee meeting is to be decided by a majority vote of members of the management committee present and voting at the meeting and, if the votes are equal, the question is resolved so as to maintain the status quo.
- 5.6.8. The president is to preside as chairperson at a management committee meeting.
- 5.6.9. If there is no president or if the president is not present within 30 minutes after the time fixed for a management committee meeting, the members may choose one of their number to preside as chairperson at the meeting.

5.7. Material personal interests

- 5.7.1. A management committee member who has a material personal interest in a matter being considered at a management committee meeting must:
 - a. as soon as the member becomes aware of the interest, disclose the nature and extent of the interest to the management committee;
 - b. not be present while the matter is being considered at the management committee meeting;
 - c. not vote on the matter; and
 - d. disclose the nature and extent of the interest at the next general meeting of the association.
- 5.7.2. Rule 5.7.1 does not apply to a material personal interest:
 - a. that exists only because the member belongs to a class of person for whose benefit the association is established; or
 - b. that the member has in common with all, or a substantial proportion of, the members of the association.
- 5.7.3. Rule 5.7.1 does not apply if the management committee, other than the members who have a material personal interest in the matter, decide the member who has a material personal interest in the matter may:
 - a. be present while the matter is being considered at the meeting; or
 - b. vote on the matter.
- 5.7.4. If the management committee decides under rule 5.7.3 that a management committee member who has a material personal interest in a matter may be present at a meeting while the matter is being considered, or may vote on the matter, the management committee must ensure that:
 - a. the decision is recorded in the minutes of the management committee meeting and disclosed at the next general meeting of the association; and
 - b. details of the decision are given to a member of the association, if requested by the member.

5.8. Quorum for, and adjournment of, management committee meeting

- 5.8.1. At a management committee meeting, more than 50% of the members elected to the management committee as at the close of the last general meeting form a quorum.
- 5.8.2. If there is no quorum within 30 minutes after the time fixed for a management committee meeting called on the request of members of the management committee, the meeting lapses.

- 5.8.3. If there is no quorum within 30 minutes after the time fixed for a management committee meeting called other than on the request of the members of the management committee:
 - a. the meeting is to be adjourned for at least one day; and
 - b. the members of the management committee who are present are to decide the day, time and place of the adjourned meeting.
- 5.8.4. If, at an adjourned meeting mentioned in rule 5.8.3, there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

5.9. Special meeting of management committee

- 5.9.1. If the secretary receives a written request signed by at least 33% of the members of the management committee, the secretary must call a special meeting of the management committee by giving each member of the management committee notice of the meeting within 14 days after the secretary receives the request.
- 5.9.2. If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.
- 5.9.3. A request for a special meeting must state:
 - a. why the special meeting is called; and
 - b. the business to be conducted at the meeting.
- 5.9.4. 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.
- 5.9.5. Only the business listed on the notice of a special meeting of the management committee may be conducted at a special meeting of the management committee.
- 5.9.6. A special meeting of the management committee must be held within 14 days after notice of the meeting is given to the members of the management committee.

5.10. Minutes of management committee meetings

- 5.10.1. 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.
- 5.10.2. To ensure the accuracy of the minutes, the minutes of each management committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next management committee meeting, verifying their accuracy.

5.11. Delegation

- 5.11.1. The management committee may delegate all or any of its powers and authorities, duties and functions to any person or to any subcommittee except:
 - a. the power to delegate; and
 - b. a function that is a duty imposed on the management committee by the Act or by any other law.
- 5.11.2. Despite any delegation under this rule, the management committee may continue to exercise all its functions, including any function that has been delegated and remains accountable for the exercise of those functions at all times.

5.12. Appointment of subcommittees

- 5.12.1. The management committee may appoint one or more subcommittees considered appropriate by the management committee to help with the conduct of the association's operations.
- 5.12.2. Subcommittees shall have such membership, powers and duties as the management committee shall confer on them, or which the management committee shall delegate to them.
- 5.12.3. Any act or thing done or suffered by a subcommittee acting in the exercise of a delegation under these rules has the same force and effect as it would have if it had been done or suffered by the management committee.
- 5.12.4. A subcommittee may meet and adjourn as it considers appropriate, or as requested by the management committee.
- 5.12.5. A member of the subcommittee who is not a member of the management committee is not entitled to vote at a management committee meeting.
- 5.12.6. A subcommittee may elect a chairperson of its meetings.
- 5.12.7. If a chairperson is not elected, or if the chairperson is not present within 15 minutes after the time fixed for a meeting, the members present may choose one of their number to be chairperson of the meeting.
- 5.12.8. A question arising at a subcommittee meeting is to be decided by a majority vote of the members present and voting at the meeting and, if the votes are equal, the question is decided so as to maintain the status quo.
- 5.12.9. A subcommittee must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each subcommittee meeting are entered in a minute book and provided to the management committee within seven days of the subcommittee meeting.

5.13. Acts not affected by defects or disqualifications

5.13.1. 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.

5.13.2. Rule 5.13.1 applies even if the act was performed when:

- a. there was a defect, informality or irregularity in the appointment of a member of the management committee, subcommittee or person acting as a member of the management committee; or
- b. there was an irregularity in the convening or conduct of any management committee meeting or general meeting that was not discovered until after the conclusion of that meeting; or
- c. a management committee member, subcommittee member or person acting as a member of the management committee was disqualified from being a member.

5.14. Resolutions of management committee without meeting

5.14.1. A written resolution agreed in writing by a majority of the members of the management committee is as valid and effectual as if it had been passed at a management committee meeting that was properly called and held.

5.14.2. Such a resolution may be validly transmitted and agreed in writing electronically.

5.14.3. A resolution mentioned in rule 5.14.1 may consist of several documents in like form, each agreed in writing by one or more members of the management committee.

6. Meetings of members

6.1. Annual general meetings

6.1.1. The association's annual general meeting must be held within 6 months after the end date of the association's reportable financial year.

6.1.2. The following business must be conducted at each annual general meeting of the association:

- a. electing members of the management committee;
- b. appointing the appeals panel chairperson;
- c. appointing one or more patrons;
- d. presentation of the details of any remuneration paid or other benefits given for the financial year to the following persons:
 - i management committee members and any of their relatives;
 - ii any senior employee of the association and any of their relatives.
- e. receiving the association's financial statement for the last reportable financial year;

- f. presenting the financial statement to the meeting for adoption;
- g. if, in accordance with section 59 of the Act, an auditor, accountant or approved person is required to audit the association's financial statements:
 - i receiving the audit report for the last reportable financial year;
 - ii presenting the audit report to the meeting for adoption; and
 - iii appointing an auditor, accountant or approved person for the present financial year.
- h. if, in accordance with section 59A of the Act, an auditor, accountant or approved person is required to prepare a signed statement relating to the association's financial statements:
 - i receiving the signed statement for the last reportable financial year;
 - ii presenting the signed statement to the meeting for adoption; and
 - iii appointing an auditor, accountant or approved person for the present financial year.
- i. if, in accordance with section 59B of the Act, the president or treasurer is required to prepare a signed statement relating to the association's financial statements:
 - i receiving the signed statement for the last reportable financial year; and
 - ii presenting the signed statement to the meeting for adoption.

6.2. Notice of general meeting

- 6.2.1. The secretary may call a general meeting of the association.
- 6.2.2. If the secretary is unable or unwilling to call the meeting, the president must call the meeting.
- 6.2.3. Written notice of a general meeting must be provided to each member of the association at least 14 days before the date of the general meeting.
- 6.2.4. A notice of a general meeting must state the business to be conducted at the meeting.

6.3. Quorum for, and adjournment of, general meeting

- 6.3.1. The quorum for a general meeting is at least a number of voting club delegates equal to the number of members on the management committee plus one.
- 6.3.2. No business may be conducted at a general meeting unless there is a quorum of club delegates when the meeting proceeds to business.
- 6.3.3. If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the management committee or the club delegates, the meeting lapses.

- 6.3.4. If there is no quorum 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 club delegates:
 - a. the meeting is to be adjourned for at least seven days; and
 - b. the management committee is to decide the day, time and place of the adjourned meeting.
- 6.3.5. If at the adjourned meeting mentioned in rule 6.3.4 a quorum is not present within 30 minutes from the appointed time for the meeting, the voting club delegates present shall form a quorum.
- 6.3.6. 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.
- 6.3.7. If a meeting is adjourned, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- 6.3.8. 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 14 days.
- 6.3.9. If a meeting is adjourned for at least 14 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

6.4. Procedure at general meeting

- 6.4.1. A club delegate may take part and vote in a general meeting in person, or by using any technology that reasonably allows the person to hear and take part in discussions as they happen.
- 6.4.2. A club delegate who participates in a meeting as mentioned in rule 6.4.1 is taken to be present at the meeting.
- 6.4.3. At each general meeting:
 - a. the president is to preside as chairperson; and
 - b. if there is no president or if the president is not present within 30 minutes after the time fixed for the meeting or is unwilling to act, the club delegates present may choose another management committee member to be chairperson of the meeting; and
 - c. if there is no management committee member present the club delegates may choose one of their number to preside as chairperson at the meeting; and
 - d. the chairperson must conduct the meeting in a proper and orderly way.

6.5. Voting at general meeting

- 6.5.1. At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority vote of the club delegates present and voting.
- 6.5.2. Each club delegate present and entitled to vote is entitled to one vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
- 6.5.3. A club delegate is not entitled to vote at a general meeting if the affiliated club which they represent has fees in arrears at the date of the meeting.
- 6.5.4. The method of voting is to be decided by the management committee.
- 6.5.5. However, if at least 20% of the club delegates present demand a secret ballot, voting must be by secret ballot.
- 6.5.6. If a secret ballot is held, the chairperson must appoint two people to conduct the secret ballot in the way the chairperson decides.
- 6.5.7. 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. Neither the chairperson nor the minutes need to state the number or proportion of the votes recorded in favour or against.

6.6. Special general meeting

- 6.6.1. The secretary must 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:
 - i at least 33% of the number of members of the management committee when the request is signed; or
 - ii at least 25% of the number of voting club delegates when the request is signed plus one; or
- 6.6.2. A request mentioned in rule 6.6.1.b must state:
 - a. why the special general meeting is being called; and
 - b. the business to be conducted at the meeting.
- 6.6.3. A special general meeting must be held within 28 days after the secretary:
 - a. is directed to call the meeting by the management committee; or
 - b. is given the written request mentioned in rule 6.6.1.b.
- 6.6.4. If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

6.7. Proxies

- 6.7.1. The association does not allow proxy voting.

6.8. Minutes of general meetings

- 6.8.1. 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.
- 6.8.2. To ensure the accuracy of the minutes:
 - 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.
- 6.8.3. 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.
- 6.8.4. The association may require the member to pay the reasonable costs of providing copies of the minutes.

7. Documents, rules and bylaws

7.1. Documents

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

7.2. Common seal and execution of documents

- 7.2.1. Subject to the Act, the association may have a common seal.
- 7.2.2. If the association has a common seal, the seal must be:
 - a. kept securely by the management committee; and
 - b. used only under the authority of the management committee.
- 7.2.3. Each instrument to which the seal is attached must be signed by a management committee member and countersigned by:
 - a. the secretary;
 - b. another management committee member; or
 - c. someone authorised by the management committee.
- 7.2.4. If the association executes a document without using a common seal, the document must be signed by a management committee member and countersigned by:
 - a. the secretary;

- b. another management committee member; or
 - c. someone authorised by the management committee.
- 7.2.5. The management committee must ensure the association has a common seal.
- 7.2.6. The common seal must be:
- a. kept securely by the management committee; and
 - b. used only under the authority of the management committee.
- 7.2.7. 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.

7.3. Alteration of rules

- 7.3.1. Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.
- 7.3.2. However, an amendment, repeal or addition is valid only if it is registered by the chief executive of the relevant government department from time to time having responsibility for supervision of the provisions of the Act.

7.4. Bylaws

- 7.4.1. The management committee may make, amend or repeal bylaws, consistent with these rules, for the internal management of the association.
- 7.4.2. A bylaw may be set aside by a vote of club delegates at a general meeting of the association.

8. Finance

8.1. Funds and accounts

- 8.1.1. The funds of the association must be kept in an account in the name of the association in a financial institution decided by the management committee.
- 8.1.2. Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
- 8.1.3. All amounts must be deposited in the financial institution account as soon as possible after receipt.
- 8.1.4. A payment by the association of \$100 or more must be made by cheque or electronic funds transfer.

- 8.1.5. Any cheque or electronic funds transfer must be signed or approved by any two of the following:
 - a. the president;
 - b. the secretary;
 - c. the treasurer;
 - d. any one of three other members of the association who have been authorised by the management committee to sign cheques issued or approve electronic funds transfers by the association.
- 8.1.6. However, one of the people who signs the cheque or approves the electronic funds transfer must be the president, the secretary or the treasurer.
- 8.1.7. Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- 8.1.8. A petty cash account and a credit or debit card account may be kept on the imprest system, and the management committee must decide the amount of funds to be kept in any such accounts.
- 8.1.9. All expenditure must be approved or ratified at a management committee meeting.
- 8.1.10. The association precludes the payment to an officer or employee of the association of an amount by way of commission or allowance calculated by reference to the quantity of liquor sold or supplied by the association or the receipts of the association for such liquor.

8.2. General financial matters

- 8.2.1. On behalf of the management committee, the treasurer must, as soon as possible after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- 8.2.2. The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the association.
- 8.2.3. Subject to the Act, management committee members have a duty to prevent insolvent trading.

8.3. Financial year

- 8.3.1. The end date of the association's financial year is 31 December in each year.

8.4. Distribution of surplus assets to another entity

- 8.4.1. This rule applies if the association:
 - a. is wound-up under part 10 of the Act; and
 - b. has surplus assets.
- 8.4.2. The surplus assets must not be distributed among the members of the association.
- 8.4.3. The surplus assets must be given to one or more other entities:
 - 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.
- 8.4.4. In this rule: **surplus assets** see section 92(3) of the Act.