

MACKAY GOLF CLUB INC.



MACKAY
GOLF CLUB

IA00394

Rules

Adopted 8 August 2019

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Compiled by CPR Group

PO Box 2092

Sunshine Plaza Q 4558

P: 07 5443 6247

F: 07 5443 6429

E: admin@cprgroup.com.au

W: www.cprgroup.com.au

1. Introductory provisions

1.1. Interpretation

1.1.1. In these rules:

- a. **act** means the *Associations Incorporation Act 1981*;
- b. **association** means Mackay Golf Club Inc.;
- c. **board** means the management committee, as per the Act;
- d. **bylaws** means the bylaws of the association;
- e. **by lot** means making a determination or choice by lottery. For example, this might include conducting a draw at random;
- f. **capital expenditure** means expenditure associated with non-operational capital works. Such capital works include major course and/or infrastructure upgrades but do not include routine maintenance;
- g. **casual vacancy**, on the board, means a vacancy that occurs when an elected member of the board resigns, dies or otherwise stops holding office;
- h. **fee** means a payment of money due to the association by its members;
- i. **full bulk member** means a member who has paid an annual membership fee, which is inclusive of all green fees for the membership year;
- j. **imprest system** means the management of funds in an account whereby a fixed balance is maintained by regular replenishments;
- k. **majority** means more than half of all eligible members present and voting at a board meeting or a general meeting;
- l. **member** means a person who has been duly accepted as such by the board in accordance with the rules and who has paid any membership fees due to the association;
- m. **present** means:
 - i. at a board meeting, see rule 5.6.6; or
 - ii. at a general meeting, see rule 6.5.2.
- n. **rotational terms** means that approximately one half of the positions on the board are vacated in each year of odd number and the remaining positions are vacated in each year of even number;
- o. **secretary**, if appointed, means the association's general manager;
- 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 members 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. Model rules

- 1.2.1. The provision at section 47(1) of the Act does not apply to the association.

1.3. Inconsistencies with the Act

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

1.4. Name

- 1.4.1. The name of the incorporated association is Mackay Golf Club Inc.

2. Objects and powers

2.1. Objects

- 2.1.1. The objects of the association are to:
 - a. foster, encourage, promote, control and manage the game of golf in the local area;
 - b. affiliate with Golf North Queensland, Golf Queensland, Golf Australia and such other bodies as the association deems fit;
 - c. adopt and abide by the provisions of the Golf Australia member protection policy;
 - d. ensure that all members receive equal treatment and access;
 - e. abide by the rules regulating the conduct of golf;
 - f. foster a safe, fair and inclusive environment and encourage a sense of community spirit and social interaction amongst members and visitors;
 - g. establish and maintain playing facilities and amenities for the benefit, social comfort and advancement of golf, the association, its members and visitors;
 - h. ensure environmental considerations and the public interest are taken into account in all golf and related activities conducted by the association;
 - i. 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. full:
 - i full 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 full members are entitled to vote at general meetings of the association;
 - iii full members are eligible for election to the board;
 - iv fees payable by a full member can be waived or discounted by the board.
 - b. restricted:
 - i restricted 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 restricted members are not entitled to vote at general meetings of the association;
 - iii restricted members are not eligible for election to the board;
 - iv fees payable by a restricted member can be waived or discounted by the board.
 - c. junior:
 - i junior members must be below the age of 18 years and support the objects of the association and abide by the association's rules, bylaws and codes of conduct;
 - ii junior members are not entitled to vote at general meetings of the association;
 - iii junior members are not eligible for election to the board;

- iv fees payable by a junior member can be waived or discounted by the board.
- d. life:
 - i any person who has been a member of the association for a cumulative total of at least 15 years and has rendered extraordinary and meritorious service to the association is eligible to be nominated for life membership;
 - ii life members must support the objects of the association and abide by the association's rules, bylaws and codes of conduct;
 - iii any full member or life member may recommend to the board a nominee for election as a life member;
 - iv recommendations for life membership must be in writing, signed by the member(s) making the recommendation and received by the secretary of the association no less than 14 days prior to the annual general meeting;
 - v on the board's approval of the recommendation, the board 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 entitled to vote at general meetings of the association;
 - viii life members are eligible for election to the board;
 - ix life members are not required to pay membership fees to the association;
 - x no more than one life member will be elected at any annual general meeting.
- e. advanced bulk subscription life:
 - i a limited number of advanced bulk subscription life memberships may be offered by the board from time to time;
 - ii in the event that the board offers advanced bulk subscription life membership, any member who has attained the age of 45 years and has been a member of the association for a cumulative total of at least 20 years is eligible to apply for advanced bulk subscription life membership;
 - iii advanced bulk subscription life members must support the objects of the association and abide by the association's rules, bylaws and codes of conduct;
 - iv advanced bulk subscription life members are entitled to vote at general meetings of the association;
 - v advanced bulk subscription life members are eligible for election to the board;

- vi any member who is admitted to advanced bulk subscription life membership is liable to pay an upfront membership fee equivalent to 20 years of annual membership fees currently payable by full bulk members of the association, following payment of which no further membership fee shall be payable.
- f. advanced bulk subscription 10-year:
- i a limited number of advanced bulk subscription 10-year memberships may be offered by the board from time to time;
 - ii advanced bulk subscription 10-year members must support the objects of the association and abide by the association's rules, bylaws and codes of conduct;
 - iii advanced bulk subscription 10-year members are entitled to vote at general meetings of the association;
 - iv advanced bulk subscription 10-year members are eligible for election to the board;
 - v any member who is admitted to advanced bulk subscription 10-year membership is liable to pay an upfront membership fee equivalent to 10 years of annual membership fees currently payable by full bulk members of the association, less any discount that may be determined by the board, following payment of which no further membership fee shall be payable for a period of 10 membership years.
- 3.1.2. The number of full members, restricted members and junior members is unlimited.
- 3.1.3. The maximum number of living life members at any one time is eight.
- 3.1.4. The maximum number of advanced bulk subscription members at any one time will be determined from time-to-time by the board.
- 3.1.5. Sub-classes of membership may be outlined in the association's bylaws.

3.2. New membership

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

3.3. Membership fees, joining fees and levies

- 3.3.1. The membership fees and joining fees for each class of membership other than life membership are:
- a. the amounts decided by the board; and
 - b. payable when, and in the way, the board decides.
- 3.3.2. The board may at any time impose a levy upon all or any members in any amount and upon such payment terms as the board may think fit,

provided that any levy exceeding 10% of the membership fee currently payable by full bulk members of the association, or any levy to be imposed for more than two years must be approved at a general meeting. In the event that any amount due under this rule has not been paid within one month of the due date, all rights and privileges of a defaulting member as a member of the association may thereupon be suspended.

3.4. Admission and rejection of new members

- 3.4.1. The board must consider an application for membership at the next board meeting held after it receives:
 - a. the application for membership; and
 - b. the appropriate membership fee for the application.
- 3.4.2. The board must ensure that, as soon as possible after the person applies to become a member of the association, and before the board considers the person's application, the person 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 board must decide at the meeting whether to accept or reject the application.
- 3.4.4. If a majority of the members of the board present and voting at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member in the class of membership applied for.
- 3.4.5. The secretary of the association must, as soon as practicable after the board decides to accept or reject an application, give the applicant notice of the decision in a manner determined by the board.

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 board may terminate or suspend 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 ten days; or
 - d. conducts themselves in a way considered to be injurious or prejudicial to the character or interests of the association.

- 3.5.4. If the board 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 board and the grounds on which it is based;
 - b. stating that the member may address the board 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 board at or before the date of that meeting written representations relating to the resolution.
- 3.5.5. Before the board terminates or suspends a member's membership, the board 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 board 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 board decides by resolution to terminate or suspend the membership, the secretary of the board must, within seven days of the meeting mentioned in rule 3.5.4.b, give the member a written notice of the decision.

3.6. Appeal against rejection, termination or suspension of membership

- 3.6.1. A person 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.
- 3.6.2. A notice of intention to appeal must be given to the secretary within seven days after the person receives written notice of the decision.
- 3.6.3. If the secretary receives a notice of intention to appeal, the board shall within 14 days appoint a panel comprising three members of the association, other than board members, who shall hear and decide the appeal.
- 3.6.4. A decision made by the board regarding rejection, termination or suspension of membership shall stand until any appeal relating to the decision is heard and decided.

3.7. Panel to decide appeal

- 3.7.1. The panel appointed to hear an appeal must hold the appeal meeting within 28 days after the secretary receives the notice of intention to appeal.
- 3.7.2. At the meeting, the applicant 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.
- 3.7.3. Also, the board and the members of the board who rejected the application or terminated or suspended the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated or suspended.
- 3.7.4. An appeal must be decided by a majority vote of the panel appointed to hear the appeal.
- 3.7.5. If a person whose application for membership has been rejected does not appeal against the decision within seven days after receiving written notice of the decision, or the applicant appeals but the appeal is unsuccessful, the secretary must, as soon as possible, refund any membership and joining fees paid by the person.
- 3.7.6. There will be no refund of membership or joining fees paid by a member upon termination or suspension of that member's membership.

3.8. Register of members

- 3.8.1. The board 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 board or the members at a general meeting decide.
- 3.8.3. Subject to privacy legislation, the register of members may be open for inspection by members of the association.
- 3.8.4. A member must contact the secretary to apply to inspect the register.
- 3.8.5. The board may, on the application of a member of the association, withhold information about the member from the register available for inspection if the board has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

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.

3.10. Patrons

- 3.10.1. One or more patrons may be nominated by the board and appointed by the members at an annual general meeting.
- 3.10.2. At each annual general meeting of the association, any patron is deemed to have retired from their position, but is eligible, on nomination by the board, for re-appointment.
- 3.10.3. A patron is not entitled to vote at general meetings of the association and is not eligible for election to the board, unless they are also a full member or life member.

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 board as secretary:
 - i a member of the association's board;
 - 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 board must ensure a secretary is appointed or elected for the association within one month after the vacancy occurs.
- 4.1.3. If the board appoints a person mentioned in rule 4.1.1.b.ii as secretary, other than to fill a casual vacancy on the board, the person does not become a member of the board.
- 4.1.4. However, if the board appoints a person mentioned in rule 4.1.1.b.ii as secretary to fill a casual vacancy on the board, the person becomes a member of the board.

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

4.2. Removal of secretary

- 4.2.1. The board of the association may at any time remove a person appointed by the board as the secretary.
- 4.2.2. If the board removes a secretary who is a person mentioned in rule 4.1.1.b.i, the person remains a member of the board.
- 4.2.3. If the board 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 board under rule 4.1.4, the person remains a member of the board.

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. Board

5.1. Membership of board

- 5.1.1. The board 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 association members elect at a general meeting.
- 5.1.2. A member of the board must be a member of the association.
- 5.1.3. The term of office for board positions is two years, subject to rules 5.1.4 and 5.1.5.
- 5.1.4. Board 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 board shall determine the sequence of retirements to ensure rotational terms.
- 5.1.6. A member of the association may be appointed to a casual vacancy on the board under rule 5.4.
- 5.1.7. A board member may only serve a maximum of three consecutive terms on the board. Any board member who has served the maximum

consecutive terms must retire from the board for at least 12 months, before being eligible again to be elected or appointed to any position on the board.

- 5.1.8. A board 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 board

5.2.1. A member of the board may only be elected as follows:

- a. the secretary calls for nominations for board positions with sufficient notice before the general meeting at which the election is to be held;
- b. any two members of the association may nominate another member (the ***candidate***) to serve as a member of the board;
- c. nominations must be:
 - i in writing; and
 - ii signed by the candidate and the members 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 member present and entitled to vote at the general meeting may vote for one candidate for each vacant position on the board. 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 members 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.

5.2.2. A person may be a candidate only if the person:

- a. is at least 18 years of age; and
- b. is not ineligible 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 members who nominated each candidate, 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 board, balloting lists must be prepared containing the names of the candidates in order determined by lot.
- 5.2.5. The board must ensure that, before a candidate is elected as a member of the board, 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 or vacation of office of board member

- 5.3.1. A member of the board may resign from the board 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 board may be removed from office if that member is absent from three consecutive board meetings without leave of the board.
- 5.3.4. A member may be removed from office at a general meeting of the association if a majority of the members 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 board member in the circumstances mentioned in section 64(2) of the Act.

5.4. Vacancies on board

- 5.4.1. If a casual vacancy occurs on the board, the continuing members of the board may appoint any eligible member of the association 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 board may act despite a casual vacancy on the board.

- 5.4.3. If the number of board members is less than the number fixed under rule 5.7.1 as a quorum of the board, the continuing members of the board may act only to:
- a. increase the number of board 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 board may act only to:
- a. appoint any eligible member of the association to fill the casual vacancy; or
 - b. call a general meeting of the association.

5.5. Functions and restrictions of board

- 5.5.1. The board 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 members of the association carried at a general meeting, the board has the general control and management of the administration of the affairs, property and funds of the association.
- 5.5.3. The board 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 board may exercise the powers of the association:
- a. to borrow, raise or secure the payment of amounts required by the association; 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 board may decide.
- 5.5.5. For rule 5.5.4, the authority of the board shall be restricted so that any amount raised or borrowed upon mortgage or charge of any of the association's property or debentures, debenture stock or obligations at any time or any amounts borrowed from members shall not exceed 25% of the association's gross income in the previous financial year, unless so authorised by a special resolution at a general meeting.
- 5.5.6. The board shall not unless so authorised by a special resolution at a general meeting sell, transfer, assign, grant any interest in or otherwise dispose of any lands which the association is registered or entitled to be registered as proprietor.
- 5.5.7. The board shall not unless so authorised by a special resolution at a general meeting spend an amount in aggregate greater than 25% of the association's gross income in the previous financial year on capital expenditure towards any given project.
- 5.5.8. 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 board.

5.6. Meetings of board

- 5.6.1. Subject to this rule, the board may meet and conduct its proceedings, as it considers appropriate.
- 5.6.2. The board must meet at least once every four months to exercise its functions.
- 5.6.3. The board 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 board.
- 5.6.5. The board may hold meetings, or permit a board 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 board 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 board meeting is to be decided by a majority vote of members of the board 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. If a board member has a material personal interest in a matter that relates to the affairs of the association:
 - a. the board member must declare the interest;

- b. the board member must not vote on matters that relate to the interest and, if the member does vote, the member's vote must not be counted;
 - c. the association cannot avoid the transaction merely because of the existence of the interest.
- 5.6.9. The president is to preside as chairperson at a board meeting.
- 5.6.10. If there is no president or if the president is not present within 30 minutes after the time fixed for a board meeting, the members may choose one of their number to preside as chairperson at the meeting.

5.7. Quorum for, and adjournment of, board meeting

- 5.7.1. At a board meeting, more than 50% of the members elected to the board as at the close of the last general meeting of the members form a quorum.
- 5.7.2. If there is no quorum within 30 minutes after the time fixed for a board meeting called on the request of members of the board, the meeting lapses.
- 5.7.3. If there is no quorum within 30 minutes after the time fixed for a board meeting called other than on the request of the members of the board:
- a. the meeting is to be adjourned for at least one day; and
 - b. the members of the board who are present are to decide the day, time and place of the adjourned meeting.
- 5.7.4. If, at an adjourned meeting mentioned in rule 5.7.3, there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

5.8. Special meeting of board

- 5.8.1. If the secretary receives a written request signed by at least 33% of the members of the board, the secretary must call a special meeting of the board by giving each member of the board notice of the meeting within 14 days after the secretary receives the request.
- 5.8.2. If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.
- 5.8.3. 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.
- 5.8.4. 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.
- 5.8.5. Only the business listed on the notice of a special meeting of the board may be conducted at a special meeting of the board.

- 5.8.6. A special meeting of the board must be held within 14 days after notice of the meeting is given to the members of the board.

5.9. Minutes of board meetings

- 5.9.1. The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each board meeting are entered in a minute book.
- 5.9.2. To ensure the accuracy of the minutes, the minutes of each board meeting must be signed by the chairperson of the meeting, or the chairperson of the next board meeting, verifying their accuracy.

5.10. Delegation

- 5.10.1. The board 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 board by the Act or by any other law.
- 5.10.2. Despite any delegation under this rule, the board 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.

5.11. Appointment of subcommittees

- 5.11.1. The board may appoint one or more subcommittees consisting of members of the association considered appropriate by the board to help with the conduct of the association's operations.
- 5.11.2. Subcommittees shall have such membership, powers and duties as the board shall confer on them, or which the board shall delegate to them.
- 5.11.3. 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 board.
- 5.11.4. A subcommittee may meet and adjourn as it considers appropriate, or as requested by the board.
- 5.11.5. A member of a subcommittee who is not a member of the board is not entitled to vote at a board meeting.
- 5.11.6. A subcommittee may elect a chairperson of its meetings.
- 5.11.7. 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.
- 5.11.8. 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.

5.11.9. A subcommittee has no decision-making power. Any subcommittee recommendations must be ratified by the board.

5.12. Acts not affected by defects or disqualifications

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

5.12.2. Rule 5.12.1 applies even if the act was performed when:

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

5.13. Resolutions of board without meeting

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

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

5.13.3. A resolution mentioned in rule 5.13.1 may consist of several documents in like form, each agreed in writing by one or more members of the board.

6. Meetings of members

6.1. Annual general meetings

6.1.1. The association's annual general meeting must be held:

- a. at least once each year; and
- b. within 6 months after the end date of the association's reportable financial year.

6.2. Business to be conducted at annual general meeting

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

- a. receiving the association's 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 board;
- d. appointing an auditor or an accountant for the present financial year.

6.3. Notice of general meeting

- 6.3.1. The secretary may call a general meeting of the association.
- 6.3.2. The secretary must give at least 14 days notice of the meeting to each member of the association.
- 6.3.3. If the secretary is unable or unwilling to call the meeting, the president must call the meeting.
- 6.3.4. The board may decide the way in which the notice must be given.
- 6.3.5. However, notice of the following meetings must be given in writing:
 - a. a meeting called to hear and decide an appeal against the board's decision:
 - i to reject an applicant's application for membership of the association; or
 - ii to terminate or suspend a member's membership of the association.
 - b. a meeting called to hear and decide a proposed special resolution of the association.
- 6.3.6. A notice of a general meeting must state the business to be conducted at the meeting.

6.4. Quorum for, and adjournment of, general meeting

- 6.4.1. The quorum for a general meeting is at least the number of members who are entitled to vote at general meetings equal to double the number of members on the board at the close of the association's last general meeting plus one.
- 6.4.2. No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- 6.4.3. If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the board or the association, the meeting lapses.
- 6.4.4. 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 board or the association:
 - a. the meeting is to be adjourned for at least seven days; and
 - b. the board is to decide the day, time and place of the adjourned meeting.
- 6.4.5. 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.
- 6.4.6. If a meeting is adjourned under rule 6.4.5 only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.

- 6.4.7. 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.
- 6.4.8. 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.

6.5. Procedure at general meeting

- 6.5.1. A member may take part and vote in a general meeting in person.
- 6.5.2. A member who participates in a meeting as mentioned in rule 6.5.1 is taken to be present at the meeting.
- 6.5.3. 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 members present may choose another board member to be chairperson of the meeting; and
 - c. if there is no board member present the members must 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.

6.6. Voting at general meeting

- 6.6.1. At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority vote of the members present and voting.
- 6.6.2. Each member 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.
- 6.6.3. A member is not entitled to vote at a general meeting if the member has membership or joining fees in arrears at the date of the meeting.
- 6.6.4. The method of voting is to be decided by the board.
- 6.6.5. However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- 6.6.6. If a secret ballot is held, the chairperson must appoint two members to conduct the secret ballot in the way the chairperson decides.
- 6.6.7. 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.

6.7. Special general meeting

- 6.7.1. 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 board; or
 - b. being given a written request signed by:
 - i at least 33% of the number of members of the board when the request is signed; or
 - ii at least 10% of the number of members of the association who are entitled to vote at general meetings when the request is signed.
- 6.7.2. A request mentioned in rule 6.7.1.b must state:
- a. why the special general meeting is being called; and
 - b. the business to be conducted at the meeting.
- 6.7.3. A special general meeting must be held within 28 days after the secretary:
- a. is directed to call the meeting by the board; or
 - b. is given the written request mentioned in rule 6.7.1.b.
- 6.7.4. If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

6.8. Proxies

- 6.8.1. The association does not allow voting by proxy.

6.9. Minutes of general meetings

- 6.9.1. 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.
- 6.9.2. 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.
- 6.9.3. 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.

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

7. Documents and legal

7.1. Alteration of rules

- 7.1.1. Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.
- 7.1.2. 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.

7.2. Bylaws

- 7.2.1. The board may make, amend or repeal bylaws, consistent with these rules, for the internal management of the association.
- 7.2.2. The board shall ensure that the bylaws are published on the association's website.
- 7.2.3. A bylaw may be set aside by a vote of members at a general meeting of the association.

7.3. Common seal

- 7.3.1. The board must ensure the association has a common seal.
- 7.3.2. The common seal must be:
- a. kept securely by the board; and
 - b. used only under the authority of the board.
- 7.3.3. Each instrument to which the seal is attached must be signed by a member of the board and countersigned by:
- a. the secretary; or
 - b. another member of the board; or
 - c. someone authorised by the board.

7.4. Documents

- 7.4.1. The board must ensure the safe custody of books, documents, instruments of title and securities of the association.

7.5. Notices

- 7.5.1. A written notice may be given by the association to any member either personally, electronically or by sending it by post to the member's last address notified in writing to the association.
- 7.5.2. Where a notice is sent by post, service of the notice is deemed to be effected by properly addressing, pre-paying and posting a letter

containing the notice and shall be deemed to have been effected on the second day following that on which the letter, envelope or wrapper containing the same is posted. In proving such service, it shall be properly pre-paid and addressed and put in the post office or other public postal receptacle. A declaration in writing by the secretary or an employee of the association to the effect that the letter, envelope or wrapper containing the notice was so prepaid, addressed and posted shall be conclusive evidence thereof.

7.6. Liability and indemnity

- 7.6.1. A secretary, board member or member of the association is not personally liable to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of a winding-up of the incorporated association, beyond the property of the incorporated association in the person's possession.
- 7.6.2. The secretary and every board member and employee of the association will be indemnified out of the property and assets of the association against any liability incurred by them in their capacity as secretary, board member or employee in defending any proceedings, civil or criminal, in which judgement is given in their favour or in which they are acquitted or connected with any application in relation to any such proceedings in which relief is granted by the court.
- 7.6.3. The association shall indemnify its secretary, board members and employees against all damages and losses (including legal costs) for which any such secretary, board member or employee may be or become liable to any third party in consequence of any act or omission, except wilful misconduct:
 - a. in the case of a secretary or board member, performed or made while acting on behalf of and with the authority, express or implied, of the association; or
 - b. in the case of an employee, performed or made in the course of, and within the scope of, their employment by the association.

7.7. Insurance

- 7.7.1. The association may pay, whether directly or through an interposed entity, a premium for a contract insuring a secretary, board member or employee against liability that the person incurs as an officer of the association including a liability for legal costs.

8. Finance

8.1. Funds and accounts

- 8.1.1. The funds of the association must be kept in one or more accounts in the name of the association in a financial institution decided by the board.
- 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 a 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 from an account in the name of the association must be signed or approved by any two of the following:
 - a. the treasurer;
 - b. the president;
 - c. the secretary;
 - d. any other person who has been authorised by the board to sign cheques or approve electronic funds transfers by the association.
- 8.1.6. For rule 8.1.5, one of the people who signs the cheque or approves the electronic funds transfer must be the treasurer, president or secretary.
- 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 may be kept on the imprest system, and the board must decide the amount of petty cash to be kept in any such account.
- 8.1.9. All expenditure must be approved or ratified at a board 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 board, 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.

8.3. Financial year

- 8.3.1. The end date of the association's financial year is 30 September 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 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.
- 8.4.4. In this rule: **surplus assets** see section 92(3) of the Act.