



# CONSTITUTION OF THE CAIRNS CYCLING CLUB INCORPORATED

Cairns Cycling Club  
PO Box 7996  
CAIRNS. QLD. 4870

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## **1 Words and expressions to have meaning in Act**

- 1.1 A word or expression that is not defined in these model rules, but is defined in the *Associations Incorporation Act 1981* has, if the context permits, the meaning given by the Act.

## **2 Name**

- 2.1 The name of the incorporated association is the *Cairns Cycling Club Incorporated* (hereafter referred to as the “Club”).

## **3 Definitions**

“**Act**” means the *Associations Incorporation Act 1981 (Queensland)* or any other act under which the Club may be incorporated from time to time.

“**By-law**” means any by-law, regulation or policy made by the Management Committee under section 34 of this Constitution.

“**chief executive**” means the Chief Executive of the government agency responsible for administering the Act.

“**Club**” means the Cairns Cycling Club Inc.

“**Constitution**” means this constitution of the Club.

“**financial year**” means the financial year of the Club, commencing 1 January and ending 31 December in any year.

“**intellectual property**” means all rights or goodwill subsisting in copyright, business names, names, trade marks (or signs), logos, designs, patents or service marks (whether registered or registrable) relating to the Club or any event, competition or activity of or conducted, promoted or administered by the Club.

“**Life Member**” means an individual upon whom life membership of the Club has been conferred under rule 10.3 of this constitution.

“**Member**” means a member for the time being of the Club under section 11 of this Constitution.

“**national administering body**” means the Australian Cycling Federation Incorporated otherwise known as Cycling Australia, being the national peak body of cycling in Australia.

“**Objects**” means the objects of the Club as specified in section 8 of this constitution.

“**special resolution**” means a resolution passed:

- (a) at a General Meeting of the Club of which notice of intention to propose a resolution as a special resolution, has been given to the members in accordance with this Constitution and the Act; and
- (b) by at least three-quarters of votes of those members who, being entitled to vote, vote at the meeting.

“**state administering body**” means the Queensland Cyclists Association Incorporated otherwise known as Cycling Queensland, being the state peak body of cycling in Queensland.

“surplus assets” has the meaning given by *section 92(3)13* of the Act.

## **4 Interpretation**

### **4.1** In this Constitution—

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority, or the performance of the duty;
- (c) words importing the singular include the plural and vice versa;
- (d) words importing any gender include the other genders;
- (e) references to persons include corporations and bodies politic;
- (f) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (g) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- (h) unless a contrary intention appears, a reference to "writing" shall include references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

## **5 Severance**

- 5.1 If any provision of this Constitution or any phrase contained in them is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction, if possible, so as to be valid and enforceable.
- 5.2 If the rule or phrase cannot be so read down it shall be severed to the extent of the invalidity or unenforceability. Such severance shall not affect the remaining provisions of this Constitution or affect the validity or enforceability of any provision in any other jurisdiction.

## **6 Expressions in Act**

- 6.1 Except where the contrary intention appears, in this Constitution, an expression that deals with a matter dealt with by a particular provision of the Act, has the same meaning as that provision of the Act.
- 6.2 The model rules under the Act are expressly displaced by this Constitution in accordance with *Section 47* of the Act.

## **7 Recognition of state and national administering bodies**

- 7.1 The Club recognises the authority of the state administering body for cycle racing:
  - (a) In administering the sport of cycling in Queensland; and,

- (b) As the final arbiter on matters pertaining to the sport of cycling in Queensland, including disciplinary proceedings.

7.2 The Club recognises the authority of the national administering body for cycle racing:

- (a) In administering the sport of cycling in Australia; and,
- (b) As the final arbiter on matters pertaining to the sport of cycling in Australia, including disciplinary proceedings.

## **8 Objects**

8.1 The objects of the Club are, under the constitution and rules of the state and national administering bodies to—

- (a) foster, regulate, encourage, administer, promote, advance and manage cycle racing, through sporting and commercial means;
- (b) control, conduct and administer Club competition for the benefit of the Club, its members and the sport of cycling;
- (c) where appropriate control, conduct and administer “invitational” and “open” or other cycling events for the benefit of the Club, its members and/or the sport of cycling;
- (d) control handicapping and grading of riders in Club events;
- (e) keep appropriate records of handicaps and results in events organised by the Club;
- (f) ensure that all cycling activities organised by the Club are carried on in a manner which secures and enhances the safety of participants, officials, spectators and the public, and which allows the sport to be competitive and fair;
- (g) adopt, formulate, issue, interpret, implement and amend from time to time such by-laws as are necessary for the control and conduct of the Club and its activities;
- (h) formulate, adopt and implement appropriate policies, and procedures as may be necessary to achieve these Objects;
- (i) affiliate and otherwise liaise with relevant organisations in the pursuit of these Objects and the interests of the sport of cycling;
- (j) liase, co-operate, join with or support any association, organisation, society, and/or individual whose activities or purposes are similar to those of the Club, which advance cycling, and/or foster friendly relationships and competition;
- (k) investigate, arbitrate and act on disputes, or allegations of wrongdoing within the Club, Club facilities or Club organised events;
- (l) pursue through itself or other appropriate entities commercial arrangements, including sponsorship and marketing, opportunities as are appropriate to further these Objects;
- (m) where appropriate provide for the representation of the Club at relevant events including meetings of administering bodies;

- (n) promote recognition of cycling as a leading participation sport;
- (o) encourage members to participate at appropriate levels of competition, including state, national and international levels;
- (p) have regard to the public interest in its operations;
- (q) encourage friendly relationships and social activity within the Club, and;
- (r) undertake and or do all such things or activities as are necessary, incidental or conducive to the advancement of these Objects.

## **9 Powers**

- 9.1 Solely for furthering the Objects, the Club has the rights, powers and privileges conferred on it under the Act.
- 9.2 The Club has the powers of an individual, and may—
  - (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.
- 9.3 The Club may also issue secured and unsecured notes, debentures and debenture stock for the Club.

## **10 Classes of members**

- 10.1 The membership of the Club consists of the following classes of members—
  - (a) life members;
  - (b) members;
  - (c) Junior members. Junior members under the age of 18 do not have voting rights at any meeting of the Club.
- 10.2 The number of ordinary members is unlimited.
- 10.3 A member may be elected to Life Membership of the Club subject to the following conditions—
  - (a) The member must have rendered conspicuous service to the Club in an official capacity for at least five years.
  - (b) A nomination for elevation to life membership must be made and seconded by other members of the Club.
  - (c) Election to Life Membership must be approved by a two-thirds majority of members present at an Annual General Meeting.
  - (d) Only one member may be elevated to Life Membership at any one Annual General Meeting.

## **11 Membership**

- 11.1 All members of the Club must be registered with the national administering body in accordance with said body's rules.
- 11.2 In taking out membership of the Club, members accept that—
- (a) this constitution constitutes a contract between them and the Club, and that they are bound by this Constitution and the By-Laws;
  - (b) they must recognise the authority of the Club, as well as the state and national administering bodies in dealing with issues relating to the operation of the Club, Club facilities, cycling events, and the sport of cycling, including disciplinary proceedings;
  - (c) they must comply with the Objects of the Club constitution, as well as any by-laws, codes of conduct, determinations, resolutions, policies or other instruments of the Club,
  - (d) they must Comply with the Objects of the state and national administering body's constitutions, as well as any by-laws, codes of conduct, determinations, resolutions, policies or other instruments of the state and national administering bodies,
  - (e) this Constitution is made in pursuit of a common object, namely the mutual and collective benefit of the Club, the members and cycling;
  - (f) this Constitution and By-Laws are necessary and reasonable for promoting the Objects and particularly the advancement and protection of cycling; and
  - (g) they are entitled to all benefits, advantages, privileges and services of Club membership.
- 11.3 An application for membership must be -
- (a) in writing;
  - (b) in the form decided by the Management Committee, and;
  - (c) accompanied by the prescribed fee.
- 11.4 All individual members of the Club prior to the time of approval of this Constitution, shall be deemed individual members from the time of approval of this Constitution.

## **12 Membership fees**

- 12.1 The membership fee for each class of membership—
- (a) is the amount decided by the Management Committee from time to time; and
  - (b) is payable when, and in the way, the Management Committee decides.
- 12.2 Any member who has not paid all monies due and payable by that member to the Club may, subject to the Management Committee's discretion—
- (a) have all rights under this constitution immediately suspended from the expiry of the time prescribed for payment of those monies;
  - (b) have such rights suspended until such time as the monies are fully paid or otherwise in the Management Committee's discretion; and
  - (c) have no automatic right to resign from the Club, and shall be dealt with in the Management Committee's discretion, which includes the right to expel,

suspend, disqualify, fine, discipline or retain that member as a member, or impose such other conditions or requirements as the Management Committee considers appropriate.

- 12.3 As members of the Club must also be members of the national administering body, payment of fees for this membership must accompany payment of fees for Club membership.

### **13 Admission and rejection of members**

- 13.1 Upon appropriate application membership will be accepted, however this acceptance may be withdrawn within three months of the date of lodgement if the Management Committee becomes aware that—
- (a) The applicant is not acceptable to the state or national administering bodies, and as such not eligible for membership of these;
  - (b) The applicant is currently under suspension from another club or organisation irrespective of whether this is associated with cycling or cycling organisations, associations or clubs;
  - (c) The applicant's previous club will not grant a release of their membership, or;
  - (d) The applicant is, or has been involved in activities that may be prejudicial to the character or interests of the Club, state or national administering bodies, or the sport of cycling.
- 13.2 Where acceptance of membership has been withdrawn under the *section 13.1*, the applicant may appeal under the provisions of *section 15*.
- 13.3 Where the acceptance of membership has been withdrawn under *section 13.1* and—
- (a) the applicant does not appeal the decision in the prescribed period; or
  - (b) the applicant appeals the decision and is unsuccessful,
- the Secretary shall as soon as practicable refund the amount of any fees paid.

### **14 When membership ends**

- 14.1 A member may resign from the Club by giving a written notice of resignation to the Secretary.
- 14.2 The resignation takes effect on—
- (a) the day and at the time the notice is received by the Secretary; or
  - (b) if a later day is stated in the notice—the later day.
- 14.3 The Management Committee may terminate a member's membership if the member—
- (a) is convicted of an indictable offence; or
  - (b) does not comply with any of the provisions of these rules; or
  - (c) has membership fees in arrears for at least 2 months; or
  - (d) has conducted themselves in a way considered to be injurious or prejudicial to the character or interests of the Club, or the sport of cycling.



- 14.4 Before the Management Committee terminates a member's membership, the committee must give the member a full and fair opportunity to show why their membership should not be terminated.
- 14.5 If, after considering all representations made by the member the Management Committee decides to terminate the membership, the Secretary of the committee must give the member a written notice of the decision.
- 14.6 Upon resignation or termination of membership, all rights in, and claims upon the Club and its property including intellectual property are forfeited, and all Club documents, records, or property in the possession, custody or control of the former member must be returned to the Club immediately.
- 14.7 Membership, which has lapsed, been resigned or terminated, may be reinstated at the discretion of the Management Committee, on application in accordance with this Constitution and on such conditions as it sees fit.
- 14.8 Where membership has lapsed, been resigned or terminated prior to the completion of a suspension or service of any other form of penalty imposed by the Club, a reinstated member must complete the remaining term of their suspension, or service any other form of penalty imposed before being entitled to any benefits, advantages, privileges or services of Club membership.

## **15 Appeal against withdrawal or termination of membership**

- 15.1 A person whose membership has been withdrawn or terminated, may give the Secretary written notice of intention to appeal against the decision.
- 15.2 A notice of intention to appeal must be given to the Secretary within one month after the person receives written notice of the decision.
- 15.3 If the Secretary receives a notice of intention to appeal, the Secretary must, within three months after the day of receipt, call a General Meeting to decide the appeal.
- 15.4 At the meeting, the applicant must be given a full and fair opportunity to show why the membership should not have been withdrawn or terminated.
- 15.5 Also, the Management Committee and the committee members who withdrew or terminated the membership must be given an opportunity to show why the membership was withdrawn or terminated.
- 15.6 An appeal must be decided by a vote of the members present at the meeting.

## **16 Disciplinary Action**

- 16.1 Where the Management Committee is advised, or considers that a member has—
  - (a) breached, failed, refused or neglected to comply with a provision of this Constitution, the By-Laws or any resolution or determination of the Management Committee, the Club, or any duly authorised committee; or
  - (b) while involved or associated with facilities, events or activities of the Club, state administering body, or national administering body, acted in a manner that may be—
    - (i) illegal, or;

- (ii) contrary to community standards, or;
- (iii) constitutes a breach of codes of conduct expressed by the Club, state administering body, or national administering body; or;
- (c) acted in a manner unbecoming of a member or prejudicial to the Objects or interests of the Club or cycling; or
- (d) brought the Club or cycling into disrepute;

the Management Committee may commence, or cause to be commenced, disciplinary proceedings against that member, and that member will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms (if any) of the Club, set out in the By-Laws or as decided by the Management Committee, as well as the jurisdiction, procedures, penalties and appeal mechanisms (if any) of the of the state and national administering bodies.

## **17 Register of members**

- 17.1 The Management Committee must keep a register of members.
- 17.2 The register of members must include the following particulars for each member—
- (a) the full name and residential address of the member;
  - (b) the date of admission as a member;
  - (c) the date of death or resignation of the member;
  - (d) details about the termination or reinstatement of membership;
  - (e) any other particulars the Management Committee or the members at a General Meeting decide.
- 17.3 The register must be open for inspection at all reasonable times.
- 17.4 However, before a member may inspect the register, the member must apply to the Secretary in writing to inspect it.
- 17.5 No member may use information on the Register of Members to:
- (a) contact or send material to another member for the purpose of advertising for political, religious, charitable or commercial purposes; or,
  - (b) provide details to someone else knowing that the information is likely to be used for the purposes described in subsection 17.5 (a).
- 17.6 Section 17.5 does not apply if the use or disclosure of the information is approved by the Club.

## **18 Membership of Management Committee**

- 18.1 The Management Committee of the Club consists of a President, Vice-President, Secretary, Treasurer, and any other members the Club members elect or appoint at a General Meeting to a total number of seven.

- 18.2 All members of the Management Committee, must be members of the Club.
- 18.3 A member of the Management Committee member may hold more than one position. However no one member may hold the positions of President and Treasurer at the one time.
- 18.4 At each Annual General Meeting of the Club, the members of the Management Committee must retire from office, but are eligible, upon nomination, for re-election.
- 18.5 A vacancy on the Management Committee must be filled within a period of one month.

## **19 Electing the Management Committee**

- 19.1 A member of the Management Committee may only be elected as follows—
- (a) any two members of the Club may nominate another member (the *candidate*) to serve as a member of the Management Committee;
  - (b) the nomination must be—
    - (i) in writing; and
    - (ii) signed by the candidate and the members who nominated him or her; and
    - (iii) given to the Secretary at least 14 days before the Annual General Meeting at which the election is to be held;
  - (c) if, at the start of the meeting, no candidates have been nominated for a position, nominations may be taken and seconded from the floor of the meeting.
- 19.2 A list of the candidate's names, along with the names of the members who nominated them, must be made available to members at least seven days immediately preceding the Annual General Meeting.
- 19.3 Election of Management Committee members is to be undertaken by secret ballot, with each member present entitled to one vote on each ballot for each position.

## **20 Resignation or removal from office of Management Committee member**

- 20.1 A Management Committee member may resign from the committee by giving written notice of resignation to the Secretary.
- 20.2 The resignation takes effect on—
- (a) the day and at the time the notice is received by the Secretary; or
  - (b) if a later day is stated in the notice—the later day.
- 20.3 A member may be removed from office at a General Meeting of the Club if a majority of the members present at the meeting vote in favour of removing the member.
- 20.4 Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- 20.5 A member has no right of appeal against their removal from office under this section.

## **21 Vacancies on Management Committee**

- 21.1 If a casual vacancy happens on the Management Committee, the continuing members of the committee may appoint another member of the Club to fill the vacancy until the next Annual General Meeting.
- 21.2 The continuing members of the Management Committee may act despite a casual vacancy on the Management Committee.
- 21.3 However, if the number of committee members is less than the number fixed under these rules as a quorum of the Management Committee, the continuing members may act only to—
  - (a) increase the number of Management Committee members to the number required for a quorum; or
  - (b) call a General Meeting of the Club.

## **22 Functions of Management Committee**

- 22.1 Subject to these rules or a resolution of the Club members carried at a General Meeting, the Management Committee has—
  - (a) the general control and management of the administration of the affairs, property and funds of the Club; and
  - (b) authority to interpret the meaning of these rules and any matter relating to the Club on which the rules are silent.
- 22.2 The Management Committee may exercise all the powers of the Club—
  - (a) to borrow, raise or secure the payment of amounts in a way the Club members decide; and
  - (b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Club in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the Club'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 Club; and
  - (g) to provide and pay off any securities issued; and
  - (h) to invest in a way the members of the Club may from time to time decide.
- 22.3 For subsection 22.2(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by—
  - (a) the financial institution for the Club; or

- (b) if there is more than one financial institution for the Club—the financial institution nominated by the Club.

## **23 Meetings of Management Committee**

- 23.1 The Management Committee may meet and conduct its proceedings as it considers appropriate, but must meet at least once every three months to exercise its functions.
- 23.2 A meeting of the Management committee may take the form of:
  - (a) a Management Committee Meeting;
  - (b) an Open Management Committee Meeting; or,
  - (c) a General Meeting of the Club.
- 23.3 Notice of a meeting is to be given in the way decided by the committee.
- 23.4 If the Secretary receives a written request signed by three or more of the Management Committee members, the Secretary must call a special meeting of the committee.
- 23.5 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.
- 23.6 At a Management Committee meeting, more than four members elected or appointed to the committee form a quorum.
- 23.7 A question arising at a committee meeting is to be decided by a majority vote of Management Committee members present at the meeting and, if the votes are equal, the question is decided in the negative.
- 23.8 A Management Committee member must not vote on a question about a contract or proposed contract with the Club if the member has an interest in the contract or proposed contract, and if the member does vote the member's vote must not be counted.
- 23.9 The Secretary must give each Management Committee member at least 14 days notice of a special meeting of the committee.
- 23.10 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.
- 23.11 The President or, if there is no president or if the President is not present within 10 minutes after the time fixed for a Management Committee meeting, the Vice-President is to preside as chairperson at the meeting.
- 23.12 If the President and the Vice-President are absent from a Management Committee meeting, the members may choose one of their number to preside as chairperson at the meeting.
- 23.13 If a quorum is not present within 30 minutes after the time fixed for a Management Committee meeting called on the request of committee members, the meeting lapses.

- 23.14 If a quorum is not present within 30 minutes after the time fixed for a Management Committee meeting called other than on the request of committee members, the meeting is to be adjourned to—
- (a) the same day, time and place in the next week; or
  - (b) a day, time and place decided by the committee.
- 23.15 If, at an adjourned meeting mentioned in *subsection 23.15*, a quorum is not present within 30 minutes after the time fixed for the meeting, the meeting lapses.
- 23.16 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.
- 23.17 To ensure the accuracy of the minutes recorded under *subsection 23.16*, 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.

## **24 Delegation of Management Committee powers**

- 24.1 The Management Committee may delegate the whole or part of its powers to a subcommittee consisting of the Club members it considers appropriate.
- 24.2 A subcommittee may only exercise delegated powers in the way the Management Committee decides.
- 24.3 A subcommittee may elect a chairperson of its meetings.
- 24.4 If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose one of their number to be chairperson of the meeting.
- 24.5 A subcommittee may meet and adjourn as it considers appropriate.
- 24.6 A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

## **25 Acts not affected by defects or disqualifications**

- 25.1 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.
- 25.2 *Subsection 25.1* applies even if the act was performed when—
- (a) there was a defect in the appointment of a member of the Management Committee, subcommittee or person acting as a member of the Management Committee; or
  - (b) a Management Committee member, subcommittee member or person acting as a member of the Management Committee was disqualified from being a member.

## **26 Resolutions of Management Committee without meeting**

- 23.1 A written resolution signed by members of the Management Committee for the time being entitled to receive notice of a committee meeting is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.
- 23.2 A resolution mentioned in *subsection 23.1* may consist of several documents in like form, each signed by one or more members of the committee and includes communications in electronic form such as email and other messaging formats.

## **27 Annual General Meetings**

- 24.1 Annual General Meetings must be held—
- (a) at least once each year; and
  - (b) within three months after the end of the Club's previous financial year.

## **28 Business to be conducted at Annual General Meeting**

- 28.1 The following business must be conducted at each Annual General Meeting—
- (c) receiving the statement of income and expenditure, assets, liabilities and mortgages, charges and securities affecting the property of the Club for the last financial year;
  - (d) receiving the auditor's report on the financial affairs of the Club for the last financial year;
  - (e) presenting the audited statement to the meeting for adoption; and,
  - (f) electing members of the Management Committee.

## **29 Special General Meeting**

- 29.1 The Secretary may call a Special General Meeting by giving each member 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) three or more members of the Management Committee; or
    - (ii) at least 15 ordinary members of the Club or
- 29.2 The Secretary may call a Special General Meeting within two months after being given a written notice of an intention to appeal against the decision of the Management Committee—
- (a) to reject an application for membership; or
  - (b) to terminate a person's membership.
- 29.3 In calling a Special General Meeting the Secretary must state—
- (a) why the Special General Meeting is being called; and
  - (b) the business to be conducted at the meeting.

### **30 Notice of General Meeting**

- 30.1 The Secretary may call a General Meeting of the Club.
- 30.2 The Secretary must give at least 14 days notice of the meeting to each Club member.
- 30.3 The Management Committee may decide the way in which the notice must be given.
- 30.4 However, notice of the following meetings must be given in writing—
  - (a) a meeting called to hear and decide the appeal of a member against the rejection or termination of the member's membership by the Management Committee;
  - (b) a meeting called to hear and decide a proposed special resolution of the Club.

### **31 Quorum for, and adjournment of, General Meeting**

- 31.1 At a General Meeting the number of members required to form a quorum shall be 15.
- 31.2 No business may be conducted at a General Meeting unless a quorum of members is present when the meeting proceeds to business.
- 31.3 If a quorum is not present within 30 minutes after the time fixed for a General Meeting called on the request of members of the Management Committee or by members of the Club, the meeting lapses.
- 31.4 If a quorum is not present within 15 minutes after the time fixed for a General Meeting called other than on the request of members of the Management Committee or members of the Club, the Management Committee may at their discretion—
  - (a) adjourn the meeting to the same day, time and place in the next week; or
  - (b) adjourn the meeting to a day, time and place decided by the Management Committee; or
  - (c) declare the meeting to be an Open Management Committee Meeting, provided—
    - (i) the meeting is not an Annual General Meeting; and
    - (ii) no less than five members of the Management Committee are present; and
    - (iii) the meeting was not specifically called to vote on a special resolution.
- 31.5 The chairperson may, with the consent of any meeting at which a quorum is present, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- 31.6 If a meeting is adjourned under *subsection 31.5*, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- 31.7 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.
- 31.8 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.



## **32 Procedure at a General Meeting**

32.1 Subject to these rules, at each General Meeting—

- (a) the President or, if there is no President or if the President is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the Vice-President is to preside as chairperson; and
- (b) if the Vice-President is absent or unwilling to act as chairperson, the members present must elect one of their number to be chairperson of the meeting; and
- (c) the chairperson must conduct the meeting in a proper and orderly way; and
- (d) each question, matter or resolution must be decided by a majority of votes of the members present; and
- (e) 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; and
- (f) a member is not entitled to vote at a General Meeting if the member's annual subscription is in arrears at the date of the meeting; and
- (g) voting may be by a show of hands or a division of members, unless the majority of the members present demand a secret ballot; and
- (h) if a secret ballot is held, the chairperson must appoint two members to conduct the secret ballot in the way the chairperson decides; and
- (i) the result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held; and
- (j) the Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each General Meeting are entered in a minute book; and
- (k) the Secretary must ensure the minute book for each General Meeting is open for inspection at all reasonable times by any financial member who previously applies to the Secretary in writing for the inspection.

32.2 To ensure the accuracy of the minutes recorded under *subsection 32.1(j)*—

- (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 Club that is a General Meeting or Annual General Meeting, verifying their accuracy.

## **33 Procedure at Open Committee Meeting**

33.1 Subject to the conditions of *subsection 31.4* the Management Committee may at their discretion declare a scheduled General Meeting to be an Open Management Committee Meeting.

- 33.2 Any business of the Club that would normally be conducted at a General Meeting may be conducted at an Open Management Committee Meeting apart from:
- (a) business of an Annual General Meeting; or
  - (b) voting on a special resolution.
- 33.3 At an Open Management Committee Meeting, members of the Club may—
- (a) speak on any matter regarding the Club and/or its operations;
  - (b) move or second a resolution regarding the Club and/or its operations;
  - (c) speak for or against a resolution regarding the Club and/or its operations; and
  - (d) be present for voting on any resolution or matter put before the meeting;
- but may not vote on any resolution or matter put before the meeting.
- 33.4 Only members of the Management Committee may vote on any resolution or matter before an Open Management Committee Meeting.
- 33.5 A vote on any resolution or matter before an Open Management Committee Meeting can only occur if there are four or more Management Committee Members present at the time of the vote.
- 33.6 A resolution or matter put before an Open Management Committee Meeting is to be decided in the affirmative where four or more members vote in favour of it.
- 33.7 A Management Committee member must not vote on a question about a contract or proposed contract with the Club if the member has an interest in the contract or proposed contract, and if the member does vote the member's vote must not be counted.
- 33.8 The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Open Management Committee meeting are entered in a minute book.
- 33.9 To ensure the accuracy of the minutes recorded under *subsection 23.16*, the minutes of each Open Management Committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next Management Committee meeting, verifying their accuracy.

## **34 By-laws**

- 34.1 The Management Committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Club.
- 34.2 A by-law may be set aside by a vote of members at a General Meeting of the Club.

## **35 Alteration of rules**

- 35.1 Subject to the *Associations Incorporation Act 1981*, these rules may be amended, repealed or added to by a special resolution carried at a General Meeting.
- 35.2 However, an amendment, repeal or addition is valid only if it is registered by the chief executive.

### **36 Common seal**

- 36.1 The Management Committee must ensure the Club has a common seal.
- 36.2 The common seal must be—
- (a) kept securely by the Management Committee; and
  - (b) used only under the authority of the Management Committee.
- 36.3 Each instrument to which the seal is attached must be signed by a member of the Management Committee and countersigned by—
- (a) the Secretary; or
  - (b) another member of the Management Committee; or,
  - (c) someone appointed by the Management Committee.

### **37 Funds and accounts**

- 37.1 The funds of the Club must be kept in an account in the name of the Club in a financial institution decided by the Management Committee.
- 37.2 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Club.
- 37.3 All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- 37.4 If an amount of \$100 or more is paid by cheque, the cheque must be signed by any two of the following—
- (a) the President;
  - (b) the Secretary;
  - (c) the Treasurer; or
  - (d) any one of three other members of the club who have been authorised by the management committee to sign cheques issued by the club, provided that these are also signed by either the President, Secretary or Treasurer of the club.
- 37.5 Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed 'not negotiable'.
- 37.6 A petty cash account must be kept on the imprest system, and the Management Committee must decide the amount of petty cash to be kept in the account.
- 37.7 All expenditure must be approved or ratified at a Management Committee meeting.
- 37.8 The Treasurer must, as soon as practicable after the end of each financial year, ensure a statement containing the following particulars is prepared—
- (a) the income and expenditure for the financial year just ended;
  - (b) the Club's assets and liabilities at the close of the year;
  - (c) the mortgages, charges and securities affecting the property of the Club at the close of the year.

37.9 The auditor must examine the statement prepared under subsection 37.8 and present a report about it to the Secretary before the next Annual General Meeting following the financial year for which the audit was made.

### **38 Application of income**

38.1 The income and property of the Club must be used solely in promoting the Club's objects and exercising the Club's powers.

38.2 Except as prescribed in *subsection 38.3* of this Constitution—

(a) no portion of the income or property of the Club shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any member; and

(b) no remuneration or other benefit in money or money's worth shall be paid or given by the Club to any member who holds any office of the Club.

38.3 Nothing contained in *subsection 38.2* shall prevent payment in good faith of or to any member for—

(a) any services actually rendered to the Club whether as an employee or otherwise;

(b) goods supplied to the Club in the ordinary and usual course of operation;

(c) interest on money borrowed from any member;

(d) rent for premises demised or let by any member to the Club; or

(e) any out-of-pocket expenses incurred by the member on behalf of the Club;

provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

### **39 Documents**

39.1 The Management Committee must ensure the safe custody of books, documents, instruments of title and securities of the Club.

### **40 Financial year**

40.1 The financial year of the Club closes on 31 December in each year.

### **41 Distribution of surplus assets to another entity**

41.1 This section applies if the Club—

(a) is wound-up under *Part 10* of the Act; and

(b) it has surplus assets.

41.2 The surplus assets must not be distributed among the Club members.

41.3 The surplus assets must be given to another entity—

(a) having objects similar to the Club's objects; and

(b) the rules of which prohibit the distribution of the entity's income and assets to its members.