



## Constitution 7s-QLD Inc.

### 1. Interpretation

In these rules—

- (1) *Act* means the *Associations Incorporation Act 1981*.
- (2) A word or expression that is not defined in these model rules, but is defined in the Act has, if the context permits, the meaning given by the Act.
- (3) *Member* means an Individual who is nominated to become a member of Q7s.
- (4) *Class of Member* means the one Class of ORDINARY member.

### 2. Name

The name of the incorporated association is 7s-QLD Inc. (*the Association*), trading as *Q7s-QLD*.

### 3. Objectives

The objectives of the association are—

- a) To advance and promote the Game of Bowls.
- b) To provide the best standard of facilities for Participating Sides for the competitive playing of the Game of Bowls in accordance with the current Bowls Australia – Crystal Mark: Laws of the Sport of Bowls and the Conditions of Play published by the Association as amended from time to time.
- c) To provide, develop and promote such activities as from time to time are deemed appropriate to provide good fellowship between Participating Sides.
- d) To promote and enhance the game of bowls in the community. In pursuit of these objectives the Association may exercise the following authorities and powers.

### 4. Powers

- (1) The Association has the powers of an Individual.
- (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.
- (3) The Association may also issue secured and unsecured notes, debentures, and debenture stock for the Association.

### 5. Classes of members

- (1) The membership of the Association consists of Ordinary Members only.
- (2) The number of Ordinary Members is unlimited.
- (3) Life Members.

## **6. Automatic membership**

A person who, on the day the Association is incorporated, was a member of the Unincorporated Association and who, on or before a day fixed by the Board, agrees in writing (by submission and acceptance of the Membership application) to become a member of the Incorporated Association, *must* be admitted by the Board—

- a) to the equivalent class or Grade of membership of the Association as the member held in the Unincorporated Association; or
- b) if there is no equivalent class of membership - as an Ordinary Member.

## **7. New Membership**

- (1) An applicant for membership of the Association must be proposed by one Member of the Association (the proposer) and seconded by another Member (the seconder)
- (2) An Application for Membership must be—
  - a) in writing on the Form prescribed by the Association; and
  - b) signed by the applicant, the Proposer and the Seconder.

## **8. Membership Fees**

- (1) The Membership Fee for each Ordinary membership will be Nil

## **9. Admission and rejection of New Members**

- (1) The Management Committee must consider an Application for Membership at the next committee meeting held after it receives—
  - (a) the Application for Membership; and
- (2) The Management Committee must ensure that, as soon as possible after the applicant applies to become a Member of the Association, and before the Management Committee considers the application, the applicant is advised-
  - a) whether or not the Association has public liability insurance; and
  - b) if the Association has public liability insurance—the amount of the insurance.
- (3) The Management Committee must decide at the meeting whether to accept or reject the application.
- (4) If the majority of Directors of the Management Committee present at the meeting vote to accept the applicant as a Member, the applicant must be accepted as a Member of the Association.
- (5) The Secretary of the Association must, as soon as practicable after the Management Committee decides to accept or reject an application, give the applicant a written notice of the decision.

## **10. When membership ends**

- (1) A Member may resign from the Association by giving a written notice of resignation to the Secretary.
- (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) 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) conducts himself or herself in a way considered to be injurious or prejudicial to
  - d) the character or interests of the Association.
- (4) Before the Management Committee terminates a member's membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.
- (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.

### **11. Appeal against rejection or termination of membership**

- (1) An Individual whose Application for Membership has been rejected, or whose membership has been terminated, may give the Secretary written notice of the applicant's intention to appeal against the decision.
- (2) A notice of intention to appeal must be given to the Secretary within 1 month after the Individual receives written notice of the decision.
- (3) If the Secretary receives a notice of intention to appeal, the Secretary must, within 1 month after receiving the notice, call a General Meeting to decide the appeal.

### **12. General Meeting to decide appeal**

- (1) The General Meeting to decide an appeal must be held within 3 months after the Secretary receives the notice of intention to appeal.
- (2) At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
- (3) Also, the Management Committee and the Directors of the Management Committee who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.
- (4) An appeal must be decided by a majority vote of the Members present and eligible to vote at the meeting.

### **13. Register of members**

- (1) The Management Committee must keep a Register of Members of the Association.
- (2) The register must include the following particulars of 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 time of resignation of the Member.
  - e) details about the termination or reinstatement of membership.

- f) any other the Management Committee or the Members at a General Meeting decide.
- (3) The Register must be open for inspection by Members of the Association at all reasonable times.
- (4) A Member must contact the Secretary to arrange an inspection of the Register.
- (5) However, the Management Committee may, on the application of a member of the Association, withhold information about the Member (other than the members full name) from the Register available for inspection if the Management Committee has reasonable grounds for believing the disclosure of the information would put the Club, Side or Organization at risk of harm.

#### **14. Prohibition on use of information on Register of Members**

- (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.
- (2) Sub rule (1) does not apply if the use or disclosure of the information is approved by the Association.

#### **15. Appointment or Election of Secretary**

- (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) Member of the Association elected by the Association as Secretary; or
  - b) any of the following persons appointed by the Board as Secretary—
    - i. a Member of the Association's Board.
    - ii. another Member of the Association.
    - iii. another person.
- (2) If the Association has not elected an interim officer as Secretary for the Association before its incorporation, the Directors of the Management Committee must ensure a Secretary is appointed or elected for the Association within 1 month after incorporation.
- (3) If a vacancy happens in the office of Secretary, the Directors of the Management Committee must ensure a Secretary is appointed or elected for the Association within 1 month after the vacancy happens.
- (4) If the Management Committee appoints a person mentioned in sub rule (1)(b)(ii) as Secretary, other than to fill a casual vacancy on the Management Committee, the person does not become a Director of the Management Committee.
- (5) However, if the Management Committee appoints a person mentioned in sub rule (1)(b)(ii) as Secretary to fill a casual vacancy on the Management Committee, the person becomes a Director of the Management Committee.

- (6) If the Management Committee appoints a person mentioned in sub rule (1)(b)(iii) as Secretary, the person does not become a member of the Management Committee.
- (7) In this rule— **casual vacancy**, on a Management Committee, means a vacancy that happens when an elected Director of the Management Committee resigns, dies, or otherwise stops holding office.

## **16. Removal of Secretary**

- (1) The Management Committee of the Association may at any time remove a person appointed by the committee as the Secretary.
- (2) If the Management Committee removes a Secretary who is a person mentioned in rule 15(1)(b)(i), the person remains a member of the Management Committee.
- (3) If the Management Committee removes a Secretary who is a person mentioned in rule 15(1)(b)(ii) and who has been appointed to a casual vacancy on the Management Committee under rule 15(5), the person remains a Director of the Management Committee.

## **17. Financial**

- (1) All funds of 7's-QLD Inc. shall be deposited in an account in the name of (the Association) at a Bank selected by the Association, such account to be operated upon by cheque or electronic funds transfer signed by any two (2) of the President, Secretary or Treasurer of the Management Committee, as defined in clause 5(1) and (3) of this Constitution, of the state of Queensland.
- (2) Records and accounts of the Association must be kept in the English language showing full and accurate particulars of the financial affairs of the Association
- (3) The financial year shall end on 30th June in each year and the financial statement shall be prepared and an audited copy shall be in the hands of the Secretary for distribution to the Members prior to the next Annual General Meeting.

## **18. Functions of Secretary**

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 Chair 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.

## **19. Membership of Board**

The Management Committee of the Association consists of a Chair, Secretary, Treasurer, and any other Directors the Association members elect at a general meeting.

- (1) A member of the Management Committee, other than a Secretary appointed by the Management Committee under rule 15(1)(b)(iii), must be a Member of the Association.
- (2) At each Annual General Meeting of the Association, the Directors of the Management Committee must retire from office, but are eligible, on nomination, for re-election.

- (3) A Member of the Association may be appointed to a casual vacancy on the Management Committee under rule 22.

## **20. Electing the Board**

- (1) A member of the Management Committee may only be elected as follows—
- a) any 2 Members of the Association 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 Club, Side or Organization 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) each Member of the Association present - and eligible to vote at the annual general meeting - may vote for one candidate for each vacant position on the Management Committee.
  - d) if, at the start of the meeting, there are not enough candidates nominated for all vacant positions, nominations may be taken from the floor of the meeting.
- (2) A person may be a candidate only if the person—
- a) is an adult; and
  - b) is not ineligible to be elected as a member under section 61A of the Act.
- (3) A list of the candidates' names in alphabetical order, with the names of the Members who nominated each candidate, must be posted on the Website ([www.p7s-qld.com](http://www.p7s-qld.com)) of the Association for at least 7 days immediately preceding the Annual General Meeting.
- (4) If required by the Management Committee, balloting lists must be prepared containing the names of the candidates in alphabetical order. The balloting lists may also be distributed via Email to all registered member's Liaison officer or Manager.
- (5) The Management Committee must ensure that, before a candidate is elected as a Director of the Management Committee, the candidate is advised—
- a) whether or not the Association has public liability insurance; and
  - b) if the Association has public liability insurance—the amount of the insurance.

## **21. Resignation, removal, or vacation of office of Board Director**

- (1) A Director of the Management Committee may resign from the committee by giving written notice of resignation to the Secretary.
- (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) A Director of the management Committee may be removed from office at a General Meeting of the Association if the majority of Members present - and eligible to vote at the meeting - vote in favour of removing the member of the Management Committee.

- (4) Before a vote of Directors is taken about removing the Director from office, the Director must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- (5) A Director of the Management Committee has no right of appeal against the Director's removal from office under this rule.
- (6) A Director immediately vacates the office of Director in the circumstances mentioned in section 64(2) of the Act.

## **22. Vacancies on the Board**

- (1) If a casual vacancy happens on the Management Committee, the continuing Directors of the Management Committee may appoint another Member of the Association to fill the vacancy until the next Annual General Meeting.
- (2) The continuing Directors of the Management Committee may act despite a casual vacancy on the Management Committee.
- (3) However, if the number of Directors is less than the number fixed under rule 25 (1) as a quorum of the Management Committee, the continuing members may act only to -
  - a) increase the number of Directors to the number required for a quorum; or
  - b) call a General Meeting of the Association.

## **23. Functions of the Board**

- (1) Subject to these rules or a resolution of the Members of the Association carried at a General Meeting, the Management Committee has the general control and management of the administration of the affairs, property, and funds of the Association.
- (2) The Management Committee has authority to interpret the meaning of these rules and any matter relating to the Association on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

*Note—*

**The Act prevails if the associations rules are inconsistent with the Act—see section 1B of the Act.**

- (3) The Management Committee may exercise the powers of the Association—
  - a) to borrow, raise or secure the payment of amounts in a way the Members of the Association decide; and
  - b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the Association's property, both present and future; and
  - c) purchase, redeem or pay off any securities issued; and
  - d) to borrow amounts from members and pay interest on the amounts borrowed; and
  - e) mortgage or charge the whole or part of its property; and
  - f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association; and
  - g) to provide and pay off any securities issued; and

- h) to invest in a way the Members of the Association may from time to time decide.
- (4) For sub rule (3)(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by—
  - a) the financial institution for the Association; or
  - b) if there is more than one financial institution for the Association—the financial institution nominated by the Management Committee.

## **24. Meetings of Board**

- (1) Subject to this rule, the Management Committee may meet and conduct its proceedings as it considers appropriate.
- (2) The Management Committee must meet at least once every 4 months to exercise its functions.
- (3) The Management Committee must decide how a meeting is to be called.
- (4) Notice of a meeting is to be given in the way decided by the Management Committee.
- (5) The Management Committee may hold meetings or permit a Director 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.
- (6) A Director who participates in the meeting as mentioned in sub rule (5) is taken to be present at the meeting.
- (7) A question arising at a Management Committee meeting is to be decided by a majority vote of Directors of the Management Committee present at the meeting and, if the votes are equal, the question is decided in the negative.
- (8) A Director of the Management Committee must not vote on a question about a contract or proposed contract with the Association if the Director has an interest in the contract or proposed contract and, if the Director does vote, the Director's vote must not be counted.
- (9) The Chair is to preside as Chair at a Management Committee meeting.
- (10) If there is no Chair or if the Chair is not present within 10 minutes after the time fixed for a Management Committee meeting, the members may choose one of their number to preside as Chair at the meeting.

## **25. Quorum for, and adjournment of, Board meeting**

- (1) At a Management Committee meeting, more than 50% of the Directors elected to the Management Committee as at the close of the last General Meeting of the members form a quorum.
- (2) If there is no quorum within 30 minutes after the time fixed for a Management Committee meeting called on the request of Directors of the Management Committee, the meeting lapses.
- (3) If there is no quorum within 30 minutes after the time fixed for a Management Committee meeting called other than on the request of the Directors of the Management Committee
  - a) the meeting is to be adjourned for at least 1 day; and
  - b) the Directors of the Board who are present are to decide the day, time, and place of the adjourned meeting.



- (4) If, at an adjourned meeting mentioned in sub rule (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

## **26. Special Meeting of the Management Committee**

- (1) If the Secretary receives a written request signed by at least 33% of the Directors of the Management Committee, the Secretary must call a Special Meeting of the Management Committee by giving each Director of the Management Committee notice of the meeting within 14 days after the Secretary receives the request.
- (2) If the Secretary is unable or unwilling to call the special meeting, the Chair must call the meeting.
- (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.
- (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) A Special Meeting of the Management Committee must be held within 14 days after notice of the meeting is given to the Directors of the Management Committee.

## **27. Minutes of Board meetings**

- (1) The Secretary must ensure full and accurate minutes of all questions, matters, resolutions, and other proceedings of each Management Committee meeting are entered in a minute book.
- (2) To ensure the accuracy of the minutes, the minutes of each Management Committee meeting must be signed by the Chair of the meeting, or the chairperson of the next Management Committee meeting, verifying their accuracy.

## **28. Appointment of Subcommittees**

- (1) The Management Committee may appoint a Subcommittee consisting of Members of the Association considered appropriate by the Management Committee to help with the conduct of the Association's operations.
- (2) A Member of the Subcommittee who is not a Director of the Management Committee is not entitled to vote at a Management Committee meeting.
- (3) A Subcommittee may elect a Chair of its meetings.
- (4) If a Chair is not elected, or if the Chair is not present within 10 minutes after the time fixed for a meeting, the members present may choose one of their number to be Chair of the meeting.
- (5) A Subcommittee may meet and adjourn as it considers appropriate.
- (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.

### **29. Acts not affected by defects or disqualifications**

- (1) An act performed by the Management Committee, a subcommittee or a person acting as a Director of the Management Committee is taken to have been validly performed.
- (2) Sub rule (1) applies even if the act was performed when—
  - a) there was a defect in the appointment of a Director of the Management Committee, subcommittee or person acting as a Director of the Management Committee; or
  - b) a Director, subcommittee member or person acting as a Director of the Management Committee was disqualified from being a member.

### **30. Resolutions of the Board without meeting**

- (1) A written resolution signed by each Director of the Management Committee is as valid and effectual as if it had been passed at a Management Committee meeting that was properly called and held.
- (2) A resolution mentioned in sub rule (1) may consist of several documents in like form, each signed by one or more Directors of the Management Committee.

### **31. First Annual General Meeting**

The first Annual General Meeting must be held within 6 months after the end date of the Association's first reportable financial year.

### **32. Subsequent Annual General Meetings**

Each subsequent 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.
- (1) Business to be conducted at the Annual General Meeting must consist of —
- 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 Directors of the Management Committee.
  - d) for a level 1 incorporated association — appointing an auditor or an accountant for the present financial year.

### **33. Notice of General Meeting**

- (1) The Secretary may call a General Meeting of the Association.
- (2) The Secretary must give at least 14 days' notice of the meeting to each Member of the Association.
- (3) If the Secretary is unable or unwilling to call the meeting, the Chair must call the meeting.
- (4) The Management Committee may decide the way in which the notice must be given.
- (5) However, notice of the following meetings must be given in writing—
  - a) a meeting called to hear and decide the appeal of a person against the Management Committee decision —
    - i. to reject the person's application for membership of the Association; or
    - ii. to terminate the person's membership of the Association.

- b) a meeting called to hear and decide a proposed special resolution of the Association.
- (6) A notice of a General Meeting must state the business to be conducted at the meeting.

### **34. Quorum for, and adjournment of, General Meeting**

- (1) The quorum for a General Meeting is at least the number of Directors elected or appointed to the Board at the close of the Association's last General Meeting plus one.
- (2) However, if all Members of the Association are Directors of the Board, the quorum is the total number of members less one.
- (3) No business may be conducted at a General Meeting unless there is a quorum of Members when the meeting proceeds to business.
- (4) If there is no quorum within 30 minutes after the time fixed for a General Meeting called on the request of Directors of the Board, and Members of the Association, the meeting lapses.
- (5) If there is no quorum within 30 minutes after the time fixed for a General Meeting called other than on the request of Directors of the Board, and Members of the Association-
  - a) the meeting is to be adjourned for at least 7 days: and
  - b) the Management Committee is to decide the day, time, and place of the adjourned meeting.
- (6) the Chair 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.
- (7) If a meeting is adjourned under sub rule (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (8) The Secretary is not required to give the Directors, and 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.
- (9) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

### **35. Procedure at General Meeting**

- (1) A Director, or Member may take part and vote in a General Meeting in person, by proxy, by attorney or by using any technology that reasonably allows the Director, or Member to hear and take part in discussions as they happen.
- (2) A Director, or Member who participates in a meeting as mentioned in sub rule (1) is taken to be present at the meeting.
- (3) At each General Meeting—
  - a) the Chair is to preside as chair; and
  - b) if there is no Chair or if the Chair is not present within 15 minutes after the time fixed for the meeting or is unwilling to act; the Directors, or Members present must elect one of their number to be Chair of the meeting; and
  - c) the Chair must conduct the meeting in a proper and orderly way.

### **36. Voting at General Meeting**

- (1) At a General Meeting, each question, matter, or resolution, other than a special resolution, must be decided by the majority votes of Directors, and Members present.

- (2) Each Director, and Member present and eligible to vote is entitled to one vote only and, if the votes are equal, the Chair has a casting vote as well as a primary vote.
- (3) A Director or 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.
- (4) The method of voting is to be decided by the Board.
- (5) However, if at least 20% of the Directors or Members present demand a secret ballot, voting must be by secret ballot.
- (6) If a secret ballot is held, the Chair must appoint two attendees to conduct the secret ballot in the way the Chair decides.
- (7) The result of a secret ballot as declared by the Chair is taken to be a resolution of the meeting at which the ballot was held.

### **37. Special General Meeting**

- (1) The Secretary must call a Special General Meeting by giving each and Member of the Association notice of the meeting within 14 days after—
  - a) being directed to call the meeting by the Management Committee; or
  - b) being given a written request signed by —
    - i. at least 33% of the number of Directors of the Management Committee when the request is signed; or
    - ii. at least the number of Members of the Association equal to double the number of Members of the Association on the Board when the request is signed plus one; or
  - c) being given a written notice of an intention to appeal against the decision of the Management Committee:
    - i. to reject an application for membership; or
    - ii. to terminate a person's membership.
- (2) A request mentioned in sub rule (1)(b) must state—
  - a) why the Special General Meeting is being called; and
  - b) the business to be conducted at the meeting.
- (3) A Special General Meeting must be held within 3 months after the Secretary—
  - a) is directed to call the meeting by the Board; or
  - b) is given the written request mentioned in sub rule (1)(b); or
  - c) is given the written notice of an intention to appeal mentioned in sub rule (1)(c).
- (4) If the Secretary is unable or unwilling to call the special meeting, the Chair must call the meeting.

### **38. Proxies**

- (1) An instrument appointing a proxy must be in writing and be in the following or similar form—

7s-Qld Inc.:

I, ..... of ....., being a member of the association, appoint  
 ..... of ..... as my proxy to vote for me on my behalf at the (annual)  
 general meeting of the association, to be held on the day of .....

and at any adjournment of the meeting.

Signed this                      day of

Signature

- (2) The instrument appointing a proxy must—
  - a) if the appointor is an individual—be signed by the appointor or the appointor's attorney properly authorized in writing; or
  - b) if the appointor is a corporation—
    - i. be under seal; or
    - ii. be signed by a properly authorized officer or attorney of the corporation.
- (3) A proxy may be a member of the association or another person.
- (4) The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- (5) Each instrument appointing a proxy must be given to the Secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- (6) Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.
- (7) If a Member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the following or similar form—

7s-Qld Inc.:

I, ..... of ..... being a member of the association, appoint  
 ..... of .....as my proxy to vote for me on my behalf at the (annual)  
 general meeting of the association, to be held on the day of .....  
 and at any adjournment of the meeting.

Signed this                      day of    Signature

This form is to be used \*in favour of/\*against [*strike out whichever is not wanted*] the following resolutions—  
 [*List relevant resolutions*]

**39. Minutes of General Meetings**

- (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.
- (2) To ensure the accuracy of the Minutes—
  - a) the Minutes of each General Meeting must be signed by the Chair of the meeting, or the Chair of the next General Meeting, verifying their accuracy; and
  - b) the Minutes of each Annual General Meeting must be signed by the Chair of the meeting, or the Chair of the next meeting of the Association that is a General Meeting or Annual General Meeting, verifying their accuracy.
- (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 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.
- (4) The Association may require the Member to pay the reasonable costs of providing copies of the Minutes.

#### **40. By-laws**

- (1) The Management Committee may make, amend, or repeal By-laws, not inconsistent with these rules, for the internal management of the Association.
- (2) A By-law may be set aside by a vote of Members at a General Meeting of the Association.

#### **41. Alteration of By-laws**

- (1) Subject to the Act, these By-laws may be amended, repealed, or added to by a special resolution carried at a general meeting.
- (2) However, an amendment, repeal, or addition, is valid only if it is registered by the Management Committee.

#### **42. Common seal**

- (1) The Board must ensure the Association has a common seal.
- (2) The common seal must be—
  - a) kept securely by the Management Committee; and
  - b) used only under the authority of the Management Committee.

Each instrument to which the seal is attached must be signed by a Director of the Management Committee and countersigned by—

- c) the Secretary; or
- d) another Director of the Management Committee; or
- e) someone authorized by the Management Committee.

#### **43. General financial matters**

- (1) On behalf of the Management Committee, the Treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- (2) The income and property of the Association must be used solely in promoting the Association's objects and exercising the Association's powers.

#### **44. Documents**

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

#### **45. Financial year**

The end date of the Association's financial year is 30<sup>th</sup> June in each year.

#### **46. Distribution of surplus assets to another entity**

- (1) This rule applies if the Association—
  - a) is wound-up under part 10 of the Act; and
  - b) has surplus assets.
- (2) The surplus assets must not be distributed among the members of the Association.
- (3) The surplus assets must be given to another entity having Objectives like those of the Association; and
- (4) the rules of which prohibit the distribution of the entity's income and assets to its members. In this rule - *surplus assets* - see section 92(3) of the Act.

**Version 31 December 2020**