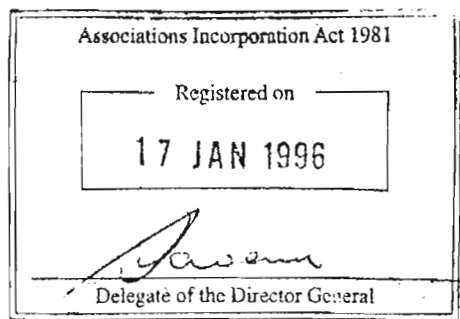


Rule changes passed  
25<sup>th</sup> Nov. 1999 current  
copy received 2nd June 2003.

Name

Valkyrie



**Rule 1.** The name of the association is BEENLEIGH THEATRE GROUP INCORPORATED hereunder called the Association

## Objects

**Rule 2.** The objects of the Association shall be :

(a) To promote, foster and practise the art(s) of Drama and Musical Theatre and kindred arts, all hereunder referred to as " the respective arts".

(b) To promote public awareness, knowledge and appreciation of the respective arts.

(c) To provide community access to the presentation, performance, display, demonstration of the respective arts.

(d) To provide opportunity for adults, young people and children to participate in the practice and presentation of the respective arts.

(e) To provide opportunities for the study, discussion and tuition and training in the respective arts.

(f) To co-operate, co-ordinate and to affiliate with groups, bodies, agencies and individuals with interests similar to the objects of the Association .

(g) To provide or to obtain venues, facilities and resources for the activities related to the objects of the Association.

(h) To pursue a standard of excellence in respect of all objects of the Association.

(i) To foster a fellowship within the membership of the Association in such manner as may be approved by the Management Committee.

(j) To do all things and take all actions expedient, incidental and conducive to the achievement of the above objects.

## Powers

**Rule 3.** The powers of the Association are:

(a) To take over the funds and other assets and the liabilities of the present incorporated association known as BEENLEIGH THEATRE GROUP INCORPORATED.

(b) To subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the Association shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of Rule 28 (10).

(c) In furtherance of the objects of the Association to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Association or persons frequenting the Association's premises.

(d) To purchase, take on lease or exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Association: Provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts.

(e) To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association: to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain: and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

(f) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association.

(g) To remunerate any person or body corporate for services rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the incorporated association, or in or about the incorporated association or promotion or of the incorporated association in the furtherance of its objects.

(h) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working management, carrying out, alteration or control thereof.

(i) To invest and deal with the money of the Association not immediately required in such manner as may be from time to time be thought fit, subject where applicable to regulation 32(14) of the Collections Regulations 1975.

(j) To take, or otherwise acquire and hold shares, debentures or other securities of any company or body corporate.

(k) In furtherance of the objects of the Association to lend and advance money or give credit to any person or body corporate to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate.

(l) To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated association's property or assets present, or future and to purchase, redeem or pay off such securities.

(m) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.

(n) To furtherance of the objects of the Association to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association.

(o) To take or hold mortgages, liens or charges to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association, or any other money due to the Association from purchasers and others.

(p) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Associations but always subject to the proviso in sub-rule D

(q) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise.

(r) To print and publish any newspapers, periodicals, books or leaflets that the Associations may think desirable for the promotion of its objects.

(s) In furtherance of the objects of the objects of the Association to amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as that imposed upon the Association under or by virtue of Rule 28 (10)

(t) In furtherance of the objects of the Association to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorised to amalgamate

(u) In furtherance of the objects of the Association to transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated associations with which the Association is authorised to amalgamate.

(v) To make donations for patriotic, charitable or community purposes.

(w) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged.

(x) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

## **Classes of Membership**

### **CLASS OF MEMBERSHIP:**

#### **Rule 4**

##### **(A) ORDINARY.**

- (i) Ordinary members shall be those persons eighteen (18) years and older who apply to be and are admitted as such by the management committee upon agreeing to pay such fees as may for the time being be in force BUT not have voting rights for the first six months. Must pay full fee prior to Annual General Meeting.
- (ii) To retain ordinary membership rights such members must be;
  - (a) Involved in one full production per year either front of house OR backstage unless exemption is granted in writing by the management committee for extenuating circumstances.
  - (b) Or currently sitting on the management committee,
  - (c) Or working in a position nominated by the management committee.

##### **(B) ASSOCIATE MEMBERS**

- (i) Associate members shall be those persons under the age of eighteen years and members of Beenleigh Theatre Group Juniors who apply to be and are admitted as such by the management committee upon agreeing to pay such fees as may for the time being be in force.

(ii) Associate members shall enjoy all the rights and privileges of Ordinary members other than the right to vote or participate in meetings of the group except that the right to speak at meetings may be extended to an Associate member by a majority vote of members eligible to vote at the current meeting.

(c) Life Members

(i) Life members shall be those persons who are elected as such by General Meeting in recognition of conspicuous service to the Association or to the development of the respective arts. Life members shall be eligible for election to any office in the Association and shall enjoy all the privileges of Ordinary members.

(ii) Life members shall not be elected except upon the nomination of five (5) Ordinary or Life members of the Association.

(iii) Such nomination shall be submitted for approval to a General Meeting of the Association and shall be required to receive a majority of not less than two thirds (2/3) of the number of members present and eligible to vote.

(iv) Notice of such nomination shall be given to members generally at least seven (7) days prior to the General Meeting at which it is to be submitted.

(d) Honorary Members

(i) Honorary members shall be such persons as the management committee shall approve for the purpose of furthering the objects of the Association and shall remain Honorary members for such time as the management committee in its absolute discretion shall determine.

(ii) Honorary members shall enjoy all the rights and privileges of Ordinary members other than the right to vote or participate in meetings of the Association except that the right to speak at meetings may be extended to an Honorary member by a majority vote of members eligible to vote at the meeting.

(2) The number of ordinary members shall be unlimited.

(3) The number of associate members shall be unlimited

(4) The number of life members shall be unlimited.

(5) The number of honorary members shall be limited to a maximum of one twentieth (1/20) of the number of current ordinary members.

**Rule 5**

(1) Every person who at the date of the incorporation of the Association was a member of the unincorporated association and who prior to the day of incorporation, agrees in writing to become a member of the Association shall be admitted by the management committee to the same class of membership of the Association as that member held in the unincorporated association.

(1a) Every member of the Association who previously to agreeing to become a member of the Association has paid the member's subscription due on or before the day of incorporation, as a member of the unincorporated association, shall not be liable to pay any further sum by way of annual subscription to the Association for the period prior to the day of incorporation.

(2) Every applicant for any class of membership of the Association ( other than the members of the unincorporated association referred to in sub-rule (1) ) shall be proposed by 1 member of the Association and seconded by another member.

(3) The application for membership shall be made in writing, signed by the applicant and the applicant's proposer and seconder and shall be in such form as the management committee from time to time prescribes.

## **Membership Fees**

### **Rule 6**

(1) Not later than 31<sup>st</sup> December in each year notice shall be given to members generally to the effect that annual fees are due.

(2) Membership fees shall be such as prescribed by the management committee from time to time.

(3) In addition to membership fees the Annual General Meeting or any other General Meeting convened in accordance with the provision of this constitution may stipulate the payment of other fees or levies.

(4) The management committee shall have the right to waive the payment of all or part of members subscription or other fees if and when it considers that a member, who regularly participates in the activities of the Association, is through genuine hardship unable to pay the fees.

(5) Life members and Honorary members shall not be required to pay any membership fees.

## **Admission and Rejection of Members**

### **Rule 7**

(1) At the next meeting of the management committee after the receipt of any application and the fee applicable for any class of membership, such application

shall be considered by the management committee, who shall thereupon determine upon the admission or rejection of the applicant.

(2) Any applicant who receives a majority of the votes of the members of the management committee present at the meeting at which such application is being considered shall be accepted as a member to the class of membership applied for.

(3) Upon the acceptance or rejection of an application for any class of membership the secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.

## **Termination of Membership**

### **Rule 8**

(1) A member may resign from the Association at any time by giving notice in writing to the secretary.

(1a) Such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date.

(2) If a member -

- (a) is convicted of an indictable offence; or
- (b) fails to comply with any of the provisions of these rules; or
- (c) has membership fees in arrears for a period of 2 months or more; or
- (d) conducts himself or herself in a manner considered to be injurious or prejudicial to the character or interests of the Association;

the management committee shall consider whether the member's membership shall be terminated.

(3) The member concerned shall be given a full and fair opportunity of presenting the member's case and if the management committee resolves to terminate the membership it shall advise the member in writing accordingly.

## **Appeal Against Rejection or Termination of Membership**

### **Rule 9**

(1) A person whose application for membership has been rejected or whose membership has been terminated may within 1 month of receiving written notice

thereof, lodge with the secretary written notice of the person's intention to appeal against the decision of the management committee.

(2) Upon receipt of a notification of intention to appeal against rejection or termination of membership the secretary shall convene, within 3 months of the date of receipt by the secretary of such notice, a general meeting to determine the appeal.

(2a) At any such meeting the applicant shall be given the opportunity to fully present the applicant's case and the management committee or those members thereof who rejected the application for membership or terminated the membership subsequently shall have the opportunity of presenting it's or their case.

(2b) The appeal shall be determined by the vote of the members present at such meeting;

(i) In the case of rejection of membership by a simple majority'

(ii) In the case of termination of membership the appeal shall be deemed to have succeeded unless defeated by at least a two-thirds (2/3) majority.

(3) Where a person whose application is rejected, does not appeal against the decision of the management committee within the time prescribed by these rules or so appeals but the appeal is unsuccessful, the secretary shall forthwith refund the amount of any fee paid.

## **Register of Members**

### **Rule 10**

(1) The management committee shall cause a register to be kept in which shall be entered the names and residential addresses of all persons admitted to membership of the Association and the dates of their admission.

(2) Particulars shall also be entered into the register of deaths, resignations, terminations and re-instatements of membership and any further particulars as the management committee or the members at any general meeting may require from time to time.

(3) The register shall be open for inspection at all reasonable times by any member who previously applies to the membership secretary for such inspection.

## **Membership of Management Committee**

Rule 11

(1) The management committee of the Association shall consist of a President, Vice-President, Secretary, Treasurer and three (3) General Committee Members, all of whom shall be ordinary or life members of the Association.



(2) At the annual general meeting of the Association, all members of the management committee for the time being shall retire from office, but shall be eligible upon nomination for re-election.

(3) The election of officers and other members of the management committee shall take place in the following manner -

(a) Any two members of the Association shall be at liberty to nominate any other member to serve as an officer or other member of the management committee:

(b) The nomination, which shall be in writing and signed by the member and the member's proposer and seconder, shall be lodged with the secretary at least 14 days before the annual general meeting at which the election is to take place:

(c) A list of the candidates names in alphabetical order, with the proposers and seconds' names, shall be posted in a conspicuous place in the office or usual place of meeting of the Association for at least 7 days immediately preceding the annual general meeting:

(d) Balloting lists shall be prepared ( if necessary ) containing the names of the candidates in alphabetical order, and each member present at the annual general meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies:

(e) Should, at the commencement of such meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.

(4) Membership of the management committee shall be restricted to ordinary or life members of the Association who may not be members of the management committee of any other theatre group.

(5) Association members may hold any one Executive Committee position for a maximum of 3 years consecutively. If no nominations are received by the A.G.M., the position becomes open to all ordinary members.

## **Resignation and Removal of Management Committee Members**

### **Rule 12**

(1) Any member of the management committee may resign from membership of the management committee at any time by giving notice in writing to the secretary but such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date or such member may be removed from office at a general meeting of the Association where that member shall be given the opportunity to fully present the member's case.

(2) The question of removal shall be determined by the vote of the members present at such a general meeting.

(3) Any office bearer who is absent from three (3) management committee meetings in any year without leave of absence, shall be deemed to have relinquished their office and a vacancy in that office shall be deemed to have occurred.

## **Vacancies on Management Committee**

### **Rule 13**

(1) The management committee shall have the power at any time to appoint any member of the Association to fill any casual vacancy on the management committee until the next annual general meeting.

(2) The continuing members of the management committee may act notwithstanding any casual vacancy in the management committee, but if and so long as their number is reduced below the number fixed by or pursuant to these rules as the necessary quorum of management committee, the continuing members of the management committee may act for the purpose of increasing the number of members of the management committee to that number or of summoning a general meeting of the Association, but for no other purpose.

## **Functions of the Management Committee**

### **Rule 14**

(1) Except as otherwise provided by these rules and subject to resolutions of the members of the Association carried out at any general meeting the management committee -

(a) shall have the general control and management of the administration of the affairs, property and funds of the Association; and

(b) shall have authority to interpret the meaning of these rules and any matter relating to the Association on which these rules are silent.

(2) The management committee may exercise all the powers of the Association -

(a) to borrow or raise or secure the payment of money in such manner as the members of the Association may think fit and secure the same 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 and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Association's property, both present and future, and to purchase, redeem or pay off any such securities; and

(b) to borrow money from members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Brisbane for overdrawn accounts on money lent, whether the term of the loan be short or long, and to

mortgage or charge it's property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association, and to provide and pay off any such securities; and

(c) to invest in such manner as the members of the Association may from time to time determine.

(d) The management committee may appoint or enlist such members of the Association or appoint, enlist, employ or contract with other persons or bodies as required to obtain assistance in the achievement of the objectives of the Association. Where deemed expedient or desirable by the management committee such appointment, employment or contract may be reduced to writing setting out the terms and conditions under which such assistance is accepted or contracted.

(3) The committee shall be empowered to raise finance in the following ways -

(a) by membership fees and levies.

(b) By direct appeal for community, including private sponsorships.

(c) By proceeds from any pursuits, festivals, productions, concerts, displays, exhibitions, functions, sales or any other lawful fundraising activity.

(d) By direct appeal or application to all levels of Government.

## **Meetings of the Management Committee**

### **Rule 15**

(1) The management committee shall meet at least once every calendar month to exercise it's functions.

(2) A special meeting of the management committee shall be convened by the secretary on the requisition in writing signed by not less than one third of the members of the management committee, which requisition shall clearly state the reason/s why such special meeting is being convened and the nature of the business to be transacted thereat.

(3) At every meeting of the management committee a simple majority of a number equal to the number of members elected and appointed to the management committee as at the close of the last general meeting of the members, shall constitute a quorum. ( *note; a simple majority means half the number of members on the management committee plus one. For example, if there are seven members on the management committee the quorum would be five members.* )

(4) Subject as previously provided in this rule, the management committee may meet together and regulate it's proceedings as it thinks fit.

(4a) However, questions arising at any meeting of the management committee shall be decided by a majority of votes, and in the case of equality of votes, the question shall be deemed to be decided in the negative.

(5) A member of the management committee shall not vote in respect of any contract or proposed contract with the Association in which the member is interested, or any matter arising thereout and if the member does so vote the member's vote shall not be counted.

(6) Not less than 14 days notice shall be given by the secretary to members of the management committee of any special meeting of the management committee.

(6a) Such notice shall clearly state the nature of the business to be discussed thereat.

(7) The president shall preside as chairperson at every meeting of the management committee, or if there is no president, or if at any meeting the president is not present within 10 minutes after the time appointed for holding the meeting, the vice-president shall be chairperson or if the vice-president is not present at the meeting then the members may choose one of their number to be chairperson of the meeting.

(8) If within half an hour from the time appointed for the commencement of a management committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of the management committee, shall lapse.

(9) In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the management committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.

## **Rule 16**

(1) The management committee may delegate any of its powers to a sub-committee consisting of such members of the Association as the management committee thinks fit.

(1a) Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the management committee.

(2) A sub-committee may elect a chairperson of its meetings.

(2a) If no such chairperson is elected, or if at any meeting the chairperson is not present within 10 minutes after the time appointed for holding the meeting, the members present may choose one of their number to be chairperson of the meeting.

(3) A sub-committee may meet and adjourn as it thinks proper.

(4) Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.

#### **Rule 17**

All acts done by any meeting of the management committee or of a sub-committee or by any person acting as a member of the management committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the management committee or person acting as aforesaid, or that the members of the management committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the management committee.

#### **Rule 18**

(1) A resolution in writing signed by all the members of the management committee for the time being entitled to receive notice of a meeting of the management committee shall be as valid and effectual as if it had been passed at a meeting of the management committee duly convened and held.

(2) Any such resolution may consist of several documents in like form each signed by one or more members of the management committee.

### **Annual General or General Meetings**

#### **Rule 19**

The first general meeting shall be held at such time, not being less than one month nor more than three months after the incorporation of the Association, and at such place as the management committee may determine.

#### **Rule 20**

(1) The annual general meeting shall be held within three months of the close of the financial year.

(2) The business to be transacted at every annual general meeting shall be -  
(a) The receiving of the management committee's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Association for the preceding financial year; and

(b) the receiving of the auditor's report upon the books and accounts for the preceding financial year; and

- (c) the election of members of the management committee; and
- (d) the appointment of an auditor; and
- (e) the election of a patron or patrons shall be optional.

#### **Rule 21**

- (1) The secretary shall convene a special general meeting -
  - (a) when directed to do so by the management committee; or
  - (b) within 21 days after receipt of a letter, addressed and delivered to the secretary, signed by at least 10% of the ordinary or life members of the Association requesting a general meeting; or
  - (c) on being given a notice in writing of an intention to appeal against the decision of the management committee to reject an application for membership or to terminate the membership of any person.
- (2) A requisition mentioned in sub-rule (1) (b) shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat.

#### **Rule 22**

- (1) At any general meeting the number of members required to constitute a quorum shall be fifteen (15) ordinary or life members.
- (2) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- (2a) For the purposes of this rule -
  - " **member** " includes a person attending as a proxy or as representing a corporation which is a member.
- (3) If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members of the management committee or the Association, shall lapse.
- (3a) In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the management committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

(4) The chairperson may, with the consent of any meeting at which a quorum is present ( and shall if so directed by the meeting ), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(5) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(6) Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

### **Rule 23**

(1) The secretary shall convene all general meetings of the Association by giving not less than 14 days notice of any such meeting to the members of the Association.

(2) The manner by which such notice shall be given shall be determined by the management committee.

(3) However, notice of any meeting convened the purpose of hearing and determining the appeal the appeal of a member against the rejection or termination of the member's membership by the management committee, shall be given in writing.

(4) Notice of a general meeting shall clearly state the nature of the business to be discussed thereat.

### **Rule 24**

(1) Unless otherwise provided by these rules, at every general meeting -

(a) the president shall preside as chairperson, or if there is no president, or if the president is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the vice-president shall be the chairperson or if the vice-president is not present or is unwilling to act then the members present shall elect one of their number to be chairperson of the meeting; and

(b) the chairperson shall maintain order and conduct the meeting in a proper and orderly manner ; and

(c) every question, matter or resolution shall be decided by a majority of votes of the members present; and

(d) every voting member present shall be entitled to one vote and in the case of an equality of votes the chairperson shall have a second or casting vote; and

(e) however, no member shall be entitled to vote at any general meeting if the member's annual subscription is more than one month in arrears at the date of the meeting; and

(f) voting shall be by show of hands or a division of members, unless not less than one fifth of the members present demand a ballot, in which event there shall be a secret ballot; and

(g) the chairperson shall appoint two members to conduct the secret ballot in such manner as the chairperson shall determine and the result of the ballot as declared by the chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded; and

(h) a member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote and in a secret ballot if every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote; and

(i) the instrument appointing a proxy shall be in writing, in the common or usual form, under the hand of the appointor or of the appointor's attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised; and

(j) a proxy may but need not be a member of the Association; and

(k) the instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot; and

(l) where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit -



ASSOCIATION:

I, \_\_\_\_\_ of \_\_\_\_\_  
being a member of of the abovenamed association, hereby appoint  
\_\_\_\_\_ of \_\_\_\_\_, or  
failing the member, \_\_\_\_\_ 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 \_\_\_\_\_, 19 \_\_\_\_\_,  
and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 19 \_\_\_\_\_.

Signature.

This form is to be used \_\_\_\_\_  
\*in favour of \_\_\_\_\_  
\*against \_\_\_\_\_ the resolution.

\*Strike out whichever is not desired. (Unless otherwise instructed, the proxy may vote as the proxy think fit.)

; and

(m) the instrument appointing a proxy shall be deposited with the secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote; and

(n) the secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every management committee and general meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the secretary for that inspection.

(2) For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every management committee meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding management committee meeting verifying their accuracy.

(3) Similarly, the minutes of every general meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding general meeting.

(4) However, the minutes of any annual general meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding general meeting or annual general meeting.

## **By-Laws**

### **Rule 25**

The management committee may from time to time make, amend or appeal by-laws, not inconsistent with these rules, for the internal management of the Association and any by-law may be set aside by a general meeting of members.

## **Alteration of Rules**

### **Rule 26**

(1) Subject to the provisions of the *Associations Incorporation Act 1981*, these rules may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting.

(2) However, no such amendment, rescission or addition shall be valid unless the same shall have been previously submitted to and approved by the Chief Executive of The Department administering the Act.

**Note** A Special Resolution is a resolution passed by a 75% majority of the members present in person and entitled to vote at any general meeting (i.e. no proxy votes can be counted). Notice to propose the special resolution must be given in accordance with Rule 23 of these rules. The appropriate form and fee must be submitted to The Office Of Consumer Affairs within one month after the general meeting. Please note that alterations to these rules are not valid until such time as they are submitted and approved by The Office.

## **Common Seal**

### **Rule 27**

(1) The management committee shall provide for a common seal and for its safe custody.

(2) The common seal shall only be used by the authority of the management committee and every instrument to which the seal is affixed shall be signed by a member of the management committee and shall be countersigned by the secretary or by a second member of the management committee or by some other person appointed by the management committee for the purpose.

## **Funds and Accounts**

### **Rule 28**

- (1) The funds of the Association must be kept in the name of the Association in a financial institution decided by the management committee.
- (2) Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature.
- (3) All moneys shall be deposited as soon as practicable after receipt thereof.
- (4) All amounts of \$100 or over shall be paid by cheque signed by any two of the president, secretary, treasurer or other member authorised from time to time by the management committee.
- (5) Cheques shall be crossed " not negotiable" except those in payment of wages, allowances or petty cash recoupments which may be open.
- (6) The management committee shall determine the amount of petty cash which shall be kept on the imprest system.
- (7) All expenditure shall be approved or ratified at a management committee meeting.
- (8) As soon as practicable after the end of each financial year the treasurer shall cause to be prepared a statement containing the particulars of -
  - (a) the income and expenditure for the financial year just ended; and
  - (b) the assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.
- (9) All such statement shall be examined by the auditor who shall present a report upon such audit to the secretary prior to the holding of the annual general meeting next following the financial year in respect of which such audit was made.

**Note** These audited financial statements must be submitted to The Office of Consumer Affairs within one month of the annual general meeting with the appropriate form ( which will be forwarded to the Association within one month of your end of financial year date ) and fee.

- (10) The income and property of the Association whencesoever derived shall be used and applied solely in promotion of it'[s objects and in the exercise of it's powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by the member to the Association or otherwise owing by the Association to the member or of remuneration to any officers or servants of the Association or to any member of the Association or other person in return for any services actually rendered

to the Association provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association.

## **Documents**

### **Rule 29**

The management committee shall provide for the safe custody of books, documents, instruments of title and securities of the Association.

## **Financial Year**

### **Rule 30**

The financial year of the Association shall close on 30th June in each year.

## **Dissolution of The Association**

### **Rule 31**

- (1) If at any time a motion for dissolution should be received by the secretary, submitted in writing and signed by 5 members, the secretary shall notify all members of the motion and call a special general meeting in the prescribed manner.
- (2) If a quorum is obtained at the special general meeting called to consider the motion for dissolution, it shall be passed by a majority of not less than three quarters of the voting members of the Association present at that meeting.
- (3) If no quorum is obtained, the secretary shall give notice of a second special general meeting in the prescribed manner. If at this second special general meeting a quorum is not present within half an hour of the time appointed for the meeting, the members present shall be a quorum and the motion shall be passed by a majority of not less than three quarters of the members present and eligible to vote.
- (4) The organisation may be dissolved if the membership is less than three persons and a special general meeting is called to consider a resolution to that effect and this resolution is carried by a vote of a three quarters majority of the members present and eligible to vote.

## **Distribution of Surplus Assets**

### **Rule 32**

If the Association shall be wound up in accordance with the provisions of the *Associations Incorporation Act 1981*, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of rule 28 (10), such institution or institutions to be determined by the members of the Association.