



Constitution

Kedron Wavell Snooker Inc.

1. Interpretation.

(1) In these rules—

Act means the *Associations Incorporation Act 1981*.

present—

- (a) at a Board of Directors meeting, see rule 22(6); or
- (b) at a general meeting, see rule 35(2).

(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.

2. Name.

The name of the incorporated association is Kedron Wavell Snooker Inc.

3. Objects.

The objects of the association are—

- To foster the interest of the club.
- To promote and foster the games of Snooker, Billiards, 9-Ball, 10-Ball and American 8-Ball, to strive for an improvement of the standard of play within the club, Queensland and Australia.
- To encourage an understanding of the rules of Snooker, Billiards, 9-Ball, 10-Ball and American 8-Ball, as laid down by the International and National governing bodies.
- To promote and exhibit at all times, a true spirit of fair play and good sportsmanship.
- To assist with the accreditation of qualified coaches and referees, within Snooker, Billiards, 9-Ball, 10-Ball and American 8-Ball.
- To foster the interests of juniors in the games of Snooker, Billiards, 9-Ball, 10-Ball and American 8-Ball.
- To promote Snooker, Billiards, 9-Ball, 10-Ball and American 8-Ball as an Extracurricular activity within South East Queensland High Schools.

- To develop and reward high achievers within our sport, through sponsorship towards participation in National & International Events.
- To have the power to give non-cash awards or prizes for sporting ability.
- By other avenues that may be decided upon.
- To raise funds for the above purposes.

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, and any of the following classes of members—
 - (a) Ordinary Members - Capped at a maximum number as decided on by the Board of Directors. Must be over 18 years of age. Must Support the Objects of the Club.
 - (b) Non-Playing Club Supporter Members - Unlimited Number of Non-Playing Club Supporter Members permitted. Must Support the Objects of the Club. No Age Limit.
 - (c) Life Members - No more than 10 Living Life Members permitted at any one time. Must be over 18 years of age. Must Support the Objects of the Club. A minimum of 10 years as an Ordinary Member, with 1 year served on the Board.
 - (d) Honorary Life Members - No more than 5 Living Honorary Life Members at any one time. Must be over 18 years of age. Normally given to a Female or a Members Partner who has done outstanding service over a 10 year period. Does not have to have been on the Board.
- (2) Membership Limitations
 - (a) Non-Playing Club Supporter Members - Not Eligible to Vote. Not Eligible for Election to the Board.

6. New Membership.

- (1) An applicant for membership of the association can be applied for at any time, by any individual.

- (a) New Members are subject to a 3 month probationary period, where the Board of Directors can choose to reject their membership during this period as per Clause 8 of this constitution.
- (2) An application for membership must be—
 - (a) In writing; and
 - (b) In the form decided by the Board of Directors.

7. Membership Fees.

- (1) The membership fee for each ordinary membership and for each other class of membership (if any)—
 - (a) Is the amount decided by the Board of Directors from time to time; and
 - (b) Is payable when, and in the way, the Board of Directors decides.

8. Admission and Rejection of New Members.

- (1) The Board of Directors must consider an application for membership after it receives—
 - (a) The application for membership; and
 - (b) The new applicant has visited the club with a valid photo ID and has made their initial upfront payment.
- (2) The Board of Directors must ensure that, as soon as possible after the person applies to become a member of the association, and before the Board of Directors considers the persons application, the person is advised —
 - (a) Whether or not the association has public liability insurance; and
 - (b) If the association has public liability insurance—the amount of the insurance.
- (3) The Board of Directors must decide whether to accept or reject the application.
- (4) If a majority of the members of the Board of Directors accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.
- (5) The Secretary of the association must, as soon as practicable after the Board of Directors decides to reject an application, give the applicant a written notice of the decision.

9. 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 Board of Directors may terminate a members 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 10 days; or has not returned to the club after a nominated period of time made in writing to the Secretary at the time of leaving.

(d) Conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the association.

(e) Does not comply with any of the provisions agreed to in the Membership Terms and Conditions;

(4) Before the Board of Directors terminates a members membership, the Board 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 Board of Directors decides to terminate the membership, the Secretary of the Board must give the member a written notice of the decision.

10. Appeal against Rejection or Termination of Membership.

(1) A person whose application for membership has been rejected, or whose membership has been terminated, may give the Secretary written notice of the persons intention to appeal against the decision.

(2) A notice of intention to appeal must be given to the Secretary within 1 month after the person 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.

11. 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 Board of Directors and the members of the Board 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.

(5) If a person whose application for membership has been rejected does not appeal against the decision within 1 month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the Secretary must, as soon as practicable, refund the membership fee paid by the person.

12. Register of Members.

(1) The Board of Directors must keep a register of members of the association.

- (2) The register must include the following particulars for each member—
- (a) The full name of the member;
 - (b) The postal and the residential or email address of the member;
 - (c) The date of admission as a member;
 - (d) The date of death or time of resignation of the member;
 - (e) Details about the termination or reinstatement of membership;
- (f) Any other particulars the Board of Directors 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 Board of Directors 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 Board of Directors has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

13. 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) Subrule (1) does not apply if the use or disclosure of the information is approved by the association.

14. 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) A member of the association elected by the association as Secretary; or
 - (b) Any of the following persons appointed by the Board of Directors as Secretary—
 - (i) A member of the associations' Board of Directors;
 - (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 members of the Board of Directors 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 members of the Board of Directors must ensure a Secretary is appointed or elected for the association within 1 month after the vacancy happens.

(4) If the Board of Directors appoints a person mentioned in subrule (1)(b)(ii) as Secretary, other than to fill a casual vacancy on the Board of Directors, the person does not become a member of the Board of Directors.

(5) However, if the Board of Directors appoints a person mentioned in subrule (1)(b)(ii) as Secretary to fill a casual vacancy on the Board of Directors, the person becomes a member of the Board of Directors.

(6) If the Board of Directors appoints a person mentioned in subrule (1)(b)(iii) as Secretary, the person does not become a member of the Board of Directors.

(7) In this rule— **casual vacancy**, on a Board of Directors, means a vacancy that happens when an elected member of the Board of Directors resigns, dies or otherwise stops holding office.

15. Removal of Secretary.

(1) The Board of Directors of the association may at any time remove a person appointed by the Board as the Secretary.

(2) If the Board of Directors removes a Secretary who is a person mentioned in rule 14(1)(b)(i), the person remains a member of the Board of Directors.

(3) If the Board of Directors removes a Secretary who is a person mentioned in rule 14(1)(b)(ii) and who has been appointed to a casual vacancy on the Board of Directors under rule 14(5), the person remains a member of the Board of Directors.

16. 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 President of the association; and

(b) Keeping minutes of each meeting; and

(c) Keeping copies of all correspondence and other documents relating to the association; and

(d) Maintaining the register of members of the association.

17. Membership of Board of Directors.

(1) The Board of Directors of the association consists of a President, Treasurer, and any other members the association members elect at a general meeting.

(2) A member of the Board of Directors, other than a Secretary appointed by the Board of Directors under rule 14(1)(b)(iii), must be a member of the association.

(3) At each annual general meeting of the association, the members of the Board of Directors, except those stated in Rule 18 (6) & 18 (7), must retire from office, but are eligible, on nomination, for re-election.

(4) A member of the association may be appointed to a casual vacancy on the Board of Directors under rule 20.

18. Electing the Board of Directors.

(1) A member of the Board of Directors 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 Board of Directors;

(b) The nomination must be—

(i) In writing; and

(ii) Signed by 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) Each member of the association present and eligible to vote at the annual general meeting may vote for 1 candidate for each vacant position on the Board of Directors;

(d) If, at the start of the meeting, there are not enough candidates nominated, 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, with the names of the members who nominated each candidate, must be provided to members of the association for at least 7 days immediately preceding the annual general meeting.

(4) If required by the Board of Directors, balloting lists must be prepared containing the names of the candidates in alphabetical order.

(5) The Board of Directors must ensure that, before a candidate is elected as a member of the Board of Directors, 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.

(6) The set minimum Term for the President, Secretary & Treasurer is 2 years from their Election date.

(7) Election of a new President and Secretary is to be conducted in an Even Year. Election of a new Treasurer is to be conducted in an Odd Year.

19. Resignation, Removal or Vacation of Office of Board of Directors Member.

(1) A member of the Board of Directors may resign from the Board 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 member may be removed from office at a general meeting of the association if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.

(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.

(5) A member has no right of appeal against the members removal from office under this rule.

(6) A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

20. Vacancies on Board of Directors.

(1) If a casual vacancy happens on the Board of Directors, the continuing members of the Board may appoint another member of the association to fill the vacancy until the next annual general meeting.

(2) The continuing members of the Board of Directors may act despite a casual vacancy on the Board of Directors.

(3) However, if the number of Board members is less than the number fixed under rule 23(1) as a quorum of the Board of Directors, the continuing members may act only to—

- (a) Increase the number of Board of Directors members to the number required for a quorum; or
- (b) Call a general meeting of the association.

21. Functions of Board of Directors.

(1) Subject to these rules or a resolution of the members of the association carried at a general meeting, the Board of Directors has the general control and management of the administration of the affairs, property and funds of the association.

(2) The Board of Directors 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 Board of Directors 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 associations property, both present and future; and

- (c) To purchase, redeem or pay off any securities issued; and
 - (d) To borrow amounts from members and pay interest on the amounts borrowed; and
 - (e) To mortgage or charge the whole or part of its property; and
 - (f) To issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association; and
 - (g) To provide and pay off any securities issued; and
 - (h) To invest in a way the members of the association may from time to time decide.
- (4) For subrule (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 1 financial institution for the association—the financial institution nominated by the Board of Directors.

22. Meetings of Board of Directors.

- (1) Subject to this rule, the Board of Directors may meet and conduct its proceedings as it considers appropriate.
- (2) The Board of Directors must meet at least once every 4 months to exercise its functions.
- (3) The Board of Directors must decide how a meeting is to be called.
- (4) Notice of a meeting is to be given in the way decided by the Board of Directors.
- (5) The Board of Directors may hold meetings, or permit a Board member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (6) A Board member who participates in the meeting as mentioned in subrule (5) is taken to be present at the meeting.
- (7) A question arising at a Board meeting is to be decided by a majority vote of members of the Board present at the meeting and, if the votes are equal, the question is decided in the negative.
- (8) A member of the Board of Directors must not vote on a question about a contract or proposed contract with the association if the member has an interest in the contract or proposed contract and, if the member does vote, the members vote must not be counted.
- (9) The President is to preside as chairperson at a Board of Directors meeting.
- (10) If there is no President or if the President is not present within 10 minutes after the time fixed for a Board of Directors meeting, the members may choose 1 of their number to preside as chairperson at the meeting.

23. Quorum for, and Adjournment of, Board of Directors Meeting.

- (1) At a Board of Directors meeting, more than 50% of the members elected to the Board as at the close of the last general meeting of the members form a quorum.

- (2) If there is no quorum within 30 minutes after the time fixed for a Board of Directors meeting called on the request of members of the Board, the meeting lapses.
- (3) If there is no quorum within 30 minutes after the time fixed for a Board of Directors meeting called other than on the request of the members of the Board—
 - (a) The meeting is to be adjourned for at least 1 day; and
 - (b) The members of the Board of Directors who are present are to decide the day, time and place of the adjourned meeting.
- (4) If, at an adjourned meeting mentioned in subrule (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

24. Special Meeting of Board of Directors.

- (1) If the Secretary receives a written request signed by at least 33% of the members of the Board of Directors, the Secretary must call a special meeting of the Board by giving each member of the Board notice of the meeting within 14 days after the Secretary receives the request.
- (2) If the Secretary is unable or unwilling to call the special meeting, the President 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 Board of Directors must be held within 14 days after notice of the meeting is given to the members of the Board of Directors.

25. Minutes of Board of Directors Meetings.

- (1) The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Board of Directors meeting.
- (2) To ensure the accuracy of the minutes, the minutes of each Board of Directors meeting must be signed by the chairperson of the meeting, or the chairperson of the next Board of Directors meeting, verifying their accuracy.

26. Appointment of Subcommittees.

- (1) The Board of Directors may appoint a subcommittee consisting of members of the association considered appropriate by the Board to help with the conduct of the associations operations.

- (2) A member of the subcommittee who is not a member of the Board of Directors is not entitled to vote at a Board of Directors meeting.
- (3) A subcommittee may elect a chairperson of its meetings.
- (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 1 of their number to be chairperson 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.

27. Acts not Affected by Defects or Disqualifications.

- (1) An act performed by the Board of Directors, a sub-committee or a person acting as a member of the Board of Directors is taken to have been validly performed.
- (2) Subrule (1) applies even if the act was performed when—
 - (a) There was a defect in the appointment of a member of the Board of Directors, subBoard or person acting as a member of the Board of Directors; or
 - (b) A Board of Directors member, subBoard member or person acting as a member of the Board of Directors was disqualified from being a member.

28. Resolutions of Board of Directors without Meeting.

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

29. Annual General Meetings.

Each 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.

30. Business to be Conducted at Annual General Meeting of Level 1 Incorporated Associations and Particular Level 2 and 3 Incorporated Associations.

- (1) This rule applies only if the association is—
 - (a) A level 1 incorporated association; or
 - (b) A level 2 incorporated association to which section 59 of the Act applies; or

- (c) A level 3 incorporated association to which section 59 of the Act applies.
- (2) The following business must be conducted at each annual general meeting of the association—
 - (a) Receiving the association's financial statement, and audit report, for the last reportable financial year;
 - (b) Presenting the financial statement and audit report to the meeting for adoption;
 - (c) Electing members of the Board of Directors;
 - (d) For a level 1 incorporated association—appointing an auditor or an accountant for the present financial year;
 - (e) For a level 2 incorporated association, or a level 3 incorporated association, to which section 59 of the Act applies—appointing an auditor, an accountant or an approved person for the present financial year.

31. Business to be Conducted at Annual General Meeting of other Level 2 Incorporated Associations.

- (1) This rule applies only if the association is a level 2 incorporated association to which section 59A of the Act applies.
- (2) The following business must be conducted at each annual general meeting of the association—
 - (a) Receiving the association's financial statement, and signed statement, for the last reportable financial year;
 - (b) Presenting the financial statement and signed statement to the meeting for adoption;
 - (c) Electing members of the Board of Directors;
 - (d) Appointing an auditor, an accountant or an approved person for the present financial year.

32. Business to be Conducted at Annual General Meeting of other Level 3 Incorporated Associations.

- (1) This rule applies only if the association is a level 3 incorporated association to which section 59B of the Act applies.
- (2) The following business must be conducted at each annual general meeting of the association—
 - (a) Receiving the association's financial statement, and signed statement, for the last reportable financial year;
 - (b) Presenting the financial statement and signed statement to the meeting for adoption;
 - (c) Electing members of the Board of Directors.

33. Notice of General Meeting.

- (1) The Secretary may call a general meeting of the association.

- (2) The Secretary must give at least 28 days notice of the meeting to each member of the association.
- (3) If the Secretary is unable or unwilling to call the meeting, the President must call the meeting.
- (4) The Board of Directors 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 Board of Directors's 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 members elected or appointed to the Board of Directors at the close of the association's last general meeting plus 1.
- (2) However, if all members of the association are members of the Board of Directors, the quorum is the total number of members less 1.
- (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 members of the Board of Directors or 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 members of the Board of Directors or the association—
 - (a) the meeting is to be adjourned for at least 7 days; and
 - (b) the Board of Directors is to decide the day, time and place of the adjourned meeting.
- (6) The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- (7) If a meeting is adjourned under subrule (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 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 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 member to hear and take part in discussions as they happen.

(2) A member who participates in a meeting as mentioned in subrule (1) is taken to be present at the meeting.

(3) At each general meeting—

(a) the President is to preside as chairperson; and

(b) if there is no President or if the President is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect 1 of their number to be chairperson of the meeting; and

(c) the chairperson 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 a majority of votes of the members present.

(2) Each member present and eligible to vote is entitled to 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.

(3) 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.

(4) The method of voting is to be decided by the Board of Directors.

(5) However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.

(6) If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.

(7) The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

37. Special General Meeting.

(1) The Secretary must call a special general meeting by giving each member of the association notice of the meeting within 14 days after—

(a) being directed to call the meeting by the Board of Directors; or

(b) being given a written request signed by—

(i) at least 33% of the number of members of the Board of Directors when the request is signed; or

(ii) at least the number of ordinary members of the association equal to double the number of members of the association on the Board of Directors when the request is signed plus 1;

or

(c) being given a written notice of an intention to appeal against the decision of the Board of Directors—

(i) to reject an application for membership; or

(ii) to terminate a person's membership.

- (2) A request mentioned in subrule (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 of Directors; or
 - (b) is given the written request mentioned in subrule (1)(b); or
 - (c) is given the written notice of an intention to appeal mentioned in subrule (1)(c).
- (4) If the Secretary is unable or unwilling to call the special meeting, the President must call the meeting.

38. Proxies.

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

[Name of association]:

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 20 and at any adjournment of the meeting.

Signed this day of 20 .

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 authorised in writing; or
 - (b) if the appointor is a corporation—
 - (i) be under seal; or
 - (ii) be signed by a properly authorised 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—

[Name of association]:

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 20 and at any adjournment of the meeting.

Signed this day of 20 .

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.
- (2) To ensure the accuracy of the minutes—
 - (a) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
 - (b) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the association that is a general meeting or annual general meeting, verifying their accuracy.
- (3) If asked by a member of the association, the Secretary must, within 28 days after the request is made—
 - (a) make the minutes for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
 - (b) give the member copies of the minutes of the meeting.
- (4) The association may require the member to pay the reasonable costs of providing copies of the minutes.

40. By-Laws.

- (1) The Board of Directors 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 Rules.

- (1) Subject to the Act, these rules 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 chief executive.

42. Funds and Accounts.

- (1) The funds of the association must be kept in an account in the name of the association in a financial institution decided by the Board of Directors.
- (2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
- (3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.

- (4) A payment by the association of \$5000 or more must be made by credit card, cheque or electronic funds transfer.
- (5) If a payment of \$100 or more is made by cheque, the cheque must be signed by any 1 of the following—
- (a) the President;
 - (b) the Secretary;
 - (c) the Treasurer;
- (6) However, 1 of the persons who signs the cheque must be the President, the Secretary or the Treasurer.
- (7) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- (8) All expenditure must be approved or ratified at a Board of Directors meeting.

43. General Financial Matters.

- (1) On behalf of the Board of Directors, 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 Board of Directors 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 30th 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—
- (a) having objects similar to the association's objects; and
 - (b) the rules of which prohibit the distribution of the entity's income and assets to its members.
- (4) In this rule— **surplus assets** see section 92(3) of the Act.