

TOOWOOMBA BRIDGE CLUB INC.

RULES

NAME

1. The name of the incorporated association is the TOOWOOMBA BRIDGE CLUB INC. (in these Rules called "the Association") which was first incorporated in 1983.

OBJECTS

2. The objects for which the Association is established are:
 - (1) The promotion and advancement of contract bridge.
 - (2) To affiliate and cooperate with other organisations or associations whose aims and objects are like and similar.
 - (3) The conduct (including the organisation and supervision) of Bridge tournaments and the interpretation and administration of the Laws of Duplicate Bridge and any amendment thereof or any like laws adopted in substitution thereof. The Queensland Bridge Association or its successors acts as the appellate body pursuant to such laws.
 - (4) The establishment of premises and general facilities for the attainment of any of the objects of the Association.
 - (5) Generally in furtherance of these objects, such other objects not specifically recited above as shall be determined from time to time by the Management Committee.

POWERS

3. The powers of the Association are:
 - (1) To subscribe to, become a member of, or co-operate with, any other association, club or organization, 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 organization 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 27 (10). In particular, to affiliate with the Queensland Bridge Association (QBA) and the Australian Bridge Federation (ABF) or their successors;
 - (2) 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;
 - (3) To purchase, take on lease or in exchange, hire or 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 and enter into and sign any contract or agreement which may be necessary as a consequence of so doing; 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;
 - (4) 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;

- (5) 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;
- (6) To remunerate any person or body corporate for services rendered, or to be 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 of the incorporated association or in the furtherance of its objects;
- (7) 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;
- (8) To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit;
- (9) To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate;
- (10) 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;
- (11) 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 any such securities;
- (12) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- (13) In 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;
- (14) 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 money due to the Association from purchasers and others;
- (15) 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 subject always to the provision in Rule 3 (3);
- (16) 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;
- (17) To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects;

- (18) In furtherance 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 great as that imposed upon the Association under or by virtue of Rule 27 (10);
- (19) 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;
- (20) 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;
- (21) To make donations for patriotic, charitable or community purposes;
- (22) 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;
- (23) In furtherance of the objects of the association, to promote and manage activities, using the Association's facilities, that have a community benefit for members and non-members;
- (24) 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 MEMBERS

- 4. (1) The membership of the Association shall consist of:
 - (a) **Ordinary Members:** being persons who have been accepted as members of the Club and whose home club is either the Toowoomba Bridge Club or another club registered with the Australian Bridge Federation (ABF).
 - (b) **Student Members:** being persons who have been accepted as members of the Club who are full time students at an institution of secondary or tertiary education.
 - (c) **Honorary Life Members:** being members who have been granted Honorary Life Membership at a meeting of the Association in accordance with Rule 5(2).
 - (d) **Life Members:** being members who have paid to the Club the Life membership subscription from time to time in force. The Management Committee shall have the right at any time to refuse to receive Life membership subscriptions for such period as it may think fit.
 - (e) **Associate Members:** Associate membership may be granted by the Management Committee for a period not exceeding twelve (12) calendar months to persons who have started to learn bridge under the auspices of the Association and others as permitted by the Management Committee.
- (2) The number of members in each membership class shall be unlimited except that Honorary Life membership shall be awarded to no more than one member per year.

MEMBERSHIP

- 5. (1) Every applicant for ordinary, student and associate membership of the Association shall be proposed by one member of the Association and seconded by another member. 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.

- (2) Honorary Life Membership may be granted on the recommendation of the Management Committee by resolution at a meeting of the Association to any person who has rendered outstanding service to the Association or for any other sufficient cause which the Management Committee considers merits such recognition.
- (3) Associate members shall not be eligible to vote at meetings of the Association nor be eligible to compete in any club competition.
- (4) All members, other than Associate members, shall be eligible to vote at meetings of the Association and shall be eligible for club prizes.

MEMBERSHIP AND OTHER FEES

- 6. (1) The annual membership fee for ordinary members shall be determined each year by the Association at the Annual General Meeting. In addition to the annual membership fee, ordinary members will be liable for any annual QBA and ABF levies or other annual fees associated with their membership.
- (2) Honorary Life members and Life members will not be required to pay an annual membership fee nor will they be liable for any annual QBA and ABF levies or other annual fees to be paid by the Association as a result of their membership.
- (3) Student members will be liable for such fraction of the annual membership fee as shall be determined from time to time by the Management Committee. Student members will be liable for any annual QBA and ABF levies or other annual fees associated with their membership.
- (4) The Management Committee will determine the membership fee for an associate member, or a group of associate members, bearing in mind the circumstances and the current membership fees for other classes of members.
- (5) If any levies or fees, other than the annual levies or fees, are placed on the Association, or if the Association places levies on members or charges members fees, each member will be liable to pay such proportion of such levies or fees as determined by the Management Committee from time to time.
- (6) All levies and fees become due and payable upon their determination. Members who pay their fees late may be charged an additional payment to cover any additional costs imposed on the Association as a result of such late payment.
- (7) The Management Committee is empowered to make an adjustment to the annual membership fee in the case of persons desiring to join the Association after the commencement of the Association's financial year.
- (8) Every member and visitor using the Association's facilities will pay fees for that use as determined by the Management Committee from time to time.

ADMISSION AND REJECTION OF MEMBERS

- 7. (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
 - (b) the appropriate membership fee for the application.
- (2) The management committee must ensure that, as soon as possible after the person applies to become a member of the association, and before the management committee 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 management committee must decide at the meeting whether to accept or reject the application.
- (4) If a majority of the members of the management committee present at the meeting vote to 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 management committee decides to accept or reject an application, give the applicant a written notice of the decision.

TERMINATION OF MEMBERSHIP

- 8. (1) A member may resign from the Association at any time by giving notice in writing to the Secretary. 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 -
 - (i) is convicted in a court of law of an indictable offence; or
 - (ii) fails to comply with any of the provisions of these Rules; or
 - (iii) has annual membership fees unpaid by the date specified in the By-Laws or has other fees or levies in arrears for a period of two months or more; or
 - (iv) 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) Before the Management Committee terminates a member’s membership, the Management Committee must give the member a full and fair opportunity to show why the membership should not be terminated.
- (4) If, after considering all representations made by the member, the Management Committee decides to terminate the membership, the Secretary of the Management Committee must give the member a written notice of the decision stating the reasons for the decision.

APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

- 9. (1) A person whose application for membership has been rejected or whose membership has been terminated may, within one month of receiving written notification 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 **one month** of the date of receipt of such notice, a general meeting to determine the appeal.
- (3) At the meeting the applicant shall be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
- (4) The members of the Management Committee who rejected the application or terminated the membership must be given an opportunity to show why the membership application should be rejected or the membership should be terminated.
- (5) The appeal shall be determined by a majority vote of the members present and eligible to vote at the meeting.

- (6) If a person whose application for membership has been rejected does not appeal against the decision of the management committee 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.

REGISTER OF MEMBERS

10. (1) The management committee 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 or residential address of the member;
 - (c) the date of admission as a member;
 - (d) the date of death or time of resignation of the member;
 - (e) details about the termination or reinstatement of membership;
 - (f) any other particulars the 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 member at risk of harm.

PROHIBITION ON USE OF INFORMATION ON REGISTER OF MEMBERS

11. (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.

APPOINTMENT OR ELECTION OF SECRETARY

12. (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 management committee as secretary—
 - (i) a member of the associations management committee;
 - (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 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 members 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 subrule (1)(b)(ii) as secretary, other than to fill a casual vacancy on the management committee, the person does not become a member of the management committee.
- (5) However, if the management committee appoints a person mentioned in subrule (1)(b)(ii) as secretary to fill a casual vacancy on the management committee, the person becomes a member of the management committee.
- (6) If the management committee appoints a person mentioned in subrule (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 member of the management committee resigns, dies or otherwise stops holding office.

REMOVAL OF SECRETARY

13. (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 member of the management committee.

FUNCTIONS OF SECRETARY

14. 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.

MEMBERSHIP OF MANAGEMENT COMMITTEE

15. (1) The management committee of the association shall consist of –
 - (i) The Executive of the association namely:-
 - (a) The President of the association as Chairman;
 - (b) One Vice-President of the association who shall act as Vice-Chairman;
 - (c) The Secretary of the association (as provided for in Rule 12);
 - (d) The Treasurer of the association;
 - (ii) other members as the members of the association at any general meeting may from time to time elect or appoint provided that the total membership of the management committee does not exceed eleven.
- (2) A member of the management committee, other than a secretary appointed by the management committee under rule 12(1)(b)(iii), must be a member of the association.

- (3) At each annual general meeting of the association, the members of the management committee must retire from office, but are eligible, on nomination, for re-election except that the president shall serve a maximum of three consecutive terms..
- (4) A member of the association may be appointed to a casual vacancy on the management committee under rule 18.

ELECTING THE MANAGEMENT COMMITTEE

- 16. (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 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 management committee;
 - (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 in alphabetical order, with the names of the members who nominated each candidate, must 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.
- (4) If required by the management committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- (5) The management committee must ensure that, before a candidate is elected as a member 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.

RESIGNATION, REMOVAL OR VACATION OF OFFICE OF MANAGEMENT COMMITTEE MEMBER

- 17. (1) A member 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 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.

VACANCIES ON MANAGEMENT COMMITTEE

- 18. (1) If a casual vacancy happens on the management committee, the continuing members of the committee may appoint another member of the association to fill the vacancy until the next annual general meeting.
- (2) The continuing members of the management committee may act despite a casual vacancy on the management committee.
- (3) However, if the number of committee members is less than the number fixed under rule 20(3) as a quorum of the management committee, the continuing members may act only to—
 - (a) increase the number of management committee members to the number required for a quorum; or
 - (b) call a general meeting of the association.

FUNCTIONS OF THE MANAGEMENT COMMITTEE

- 19. (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 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 management committee.
- (5) The Management Committee shall have the power to make money grants to Representative players, pairs or teams, to co-operate in any such scheme adopted by the Queensland Bridge

Association or the Australian Bridge Federation or their successors and to pay any reasonable out-of-pocket expenses to Association members when engaged on Association business.

MEETINGS OF MANAGEMENT COMMITTEE

20. (1) The Management Committee shall meet at least once every two calendar months to exercise its functions. Four clear days notice of the time and place of any Management Committee Meeting shall be given to each Management Committee Member by the Secretary and for this purpose it shall be sufficiently given if such notice is delivered personally to the Management Committee Member or if such notice is sent by post to the member's last recorded address in the Association's books.
- (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 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/or appointed to the Management Committee as at the close of the last general meeting of the members, shall constitute a quorum.
- (4) Subject as previously provided in this Rule, the Management Committee may meet together and regulate its proceedings as it thinks fit, provided that 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 to maintain the status quo.
- (5) A member of the Management Committee shall not vote on a question about a contract or proposed contract with the Association in which the member has an interest, or any matter arising thereout, and if the member does vote the member's vote must not be counted.
- (6) Not less than fourteen days notice shall be given by the Secretary to members of the Management Committee of any special meeting of the Management Committee. Such notice shall clearly state the nature of the business to be discussed thereat.
- (7) The President shall preside as Chairman at every meeting of the Management Committee, or if there is no President, or if at any meeting he is not present within ten minutes after the time appointed for holding the meeting, the Vice-President shall be Chairman or if the Vice-President is not present at the meeting then the members may choose one of their number to be Chairman 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. 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.

DELEGATION OF MANAGEMENT COMMITTEE POWERS

21. (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. A sub-committee so formed shall only exercise delegated powers in the way the Management Committee decides.
- (2) A sub-committee may elect a Chairman of its meetings. If no such Chairman is elected, or if at any meeting the Chairman is not present within ten minutes after the time appointed for holding

the meeting, the members present may choose one of their number to be Chairman of the meeting.

- (3) A sub-committee may meet and adjourn as it thinks appropriate. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of equality of votes, the question shall be deemed to be decided to maintain the status quo.

ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS

22. (1) An act performed by the Management Committee, a sub-committee or a person acting as a member of the Management Committee is taken to have been validly performed.
- (2) Rule 22 (1) applies even if the act was performed when –
- (a) there was a defect in the appointment of a member of the Management Committee, sub-committee or person acting as a member of the Management Committee; or
 - (b) a Management Committee member, sub-committee member or person acting as a member of the Management Committee was disqualified from being a member.

RESOLUTIONS OF MANAGEMENT COMMITTEE WITHOUT MEETING

23. 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. Any such resolution may consist of several documents in like form, each signed by one or more members of the Management Committee.

BUSINESS TO BE CONDUCTED AT ANNUAL GENERAL MEETING

24. (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 tabling and confirming of the minutes of the previous Annual General Meeting and of Special Meetings (if any) and of consideration of business arising therefrom,
 - (b) the receiving of the Management Committee's and sub-committees' reports,
 - (c) result of review of Public Liability Insurance for the association,
 - (d) receiving the association's financial statement, and audit report, for the last reportable financial year;
 - (e) presenting the financial statement and audit report to the meeting for adoption;
 - (f) the determination of any honoraria to be given for the last reportable financial year,
 - (g) the election of members of the Management Committee,
 - (h) the election of the Master Point Secretary, Congress Convenor and Providor,
 - (i) the determination of the annual membership fee for ordinary members and matters relating thereto,
 - (j) the appointment of an auditor, an accountant or an approved person for the present financial year, depending on the Level of the Association.
 - (k) such other business as shall have been specified in the notice calling such meeting,
 - (l) any other business deemed to be appropriate for discussion at the meeting by the Chairman or a majority of the members present at the meeting.

SPECIAL GENERAL MEETING

25. (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 management committee; or
 - (b) being given a written request signed by—

- (i) at least 33% of the number of members of the management committee 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 management committee when the request is signed plus 1; 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 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 management committee; 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.

QUORUM FOR, AND ADJOURNMENT OF, GENERAL MEETINGS

- 26. (1) At any general meeting the number of members required to constitute a quorum shall be double the number of members presently on the Management Committee plus one.
- (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. For the purpose 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. 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 Chairman 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. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

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.

NOTICE OF GENERAL MEETINGS

- 27. (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 provided that notice of any meeting convened for the purpose of -

- (a) hearing and determining the appeal of a member against the rejection or termination of the member's membership by the Management Committee, or
 - (b) deciding a proposed special resolution of the Association shall be given in writing.
- (3) Notice of a general meeting shall clearly state the nature of the business to be conducted at the meeting.

PROCEDURES AT GENERAL MEETINGS

28. Unless otherwise provided by these Rules, at every general meeting -

- (1) the President shall preside as Chairman, or if there is no President, or if the President is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice President shall be the Chairman 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 Chairman of the meeting;
- (2) the Chairman shall maintain order and conduct the meeting in a proper and orderly manner;
- (3) every question, matter or resolution shall be decided by a majority of votes of the members present;
- (4) every member present shall be entitled to one vote and in the case of an equality of votes the chairman shall have a second or casting vote: provided that no member shall be entitled to vote at any general meeting if the member's annual membership fee is in arrears at the date of the meeting or if the member is an Associate member;
- (5) 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. The Chairman shall appoint two members to conduct the secret ballot in such manner as he shall determine and the result of the ballot as declared by the Chairman shall be deemed to be the resolution of the meeting at which the ballot was demanded;
- (6) 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 every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote;
- (7) the instrument appointing a proxy shall be in writing, in the common or usual form under the hand of the appointer or of the appointer's attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy may but need not be a member of the Association. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot;
- (8) 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 the circumstances permit;

TOOWOOMBA BRIDGE CLUB INC

*I, _____ of _____, being a member of the
abovenamed association, hereby appoint _____
of _____ or failing him,
of _____, as my 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 thereof.
Signed this day of _____, 20____ .

Signature.

This form is to be used _____ * in favour of _____ the resolution.

_____ *against
*Strike out whichever is not desired. (Unless otherwise instructed, the proxy may vote as he thinks fit.);

- (9) 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

MINUTES OF GENERAL MEETINGS

29. (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 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 minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
- (b) give the member copies of the minutes of the meeting.
- (4) The association may require the member to pay the reasonable costs of providing copies of the minutes.

BY-LAWS

30. The Management Committee may from time to time make, amend or repeal 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

31. 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 by at least 75% of members present and entitled to vote (proxy voting is not allowed under the Act) at any general meeting provided that all members shall have been given due notice of such amendment, rescission or addition. However any such amendment, rescission or addition shall be valid only if it is registered by the Chief Executive of the Queensland Government Department responsible for the administration of the *Associations Incorporation Act 1981*. Such amendment, rescission or addition must also be approved by any other organisation or association that the Toowoomba Bridge Club Inc is affiliated if such approval is a requirement of affiliation.

COMMON SEAL

32. The Management Committee shall provide for a Common Seal and for its safe custody. 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

33. (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 management committee.
- (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 \$100 or more must be made by cheque or electronic funds transfer.
- (5) If a payment of \$100 or more is made by cheque, the cheque must be signed by any 2 of the following—
- (a) the president;
 - (b) the secretary;
 - (c) the treasurer;
 - (d) any 1 of 3 other members of the association who have been authorised by the management committee to sign cheques issued by the association.
- (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) A petty cash account must be kept on the imprest system, and the management committee must decide the amount of petty cash to be kept in the account.
- (9) All expenditure must be approved or ratified at a management committee meeting.

GENERAL FINANCIAL MATTERS

34. (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.

DOCUMENTS and RECORDS

35. (1) The management committee must ensure the safe custody of books, documents, instruments of title and securities of the association.
- (2) The association must keep the following records-
- (a) a cash book or statement of amounts received and paid;

- (b) a receipt book of receipt forms;
 - (c) records of the account the association keeps with a financial institution that are given to the association by the financial institution;
 - (d) a register of members;
 - (e) a register of assets;
 - (f) a petty cash book;
 - (g) a minute book of the management committee.
- (3) The financial records of the association must be kept
- (a) in the State and;
 - (b) for at least seven years.

FINANCIAL YEAR

36. The financial year of the Association shall close on 31st July in each year.

WINDING UP

37. If the membership of the Association falls below eight then pursuant to the *Associations Incorporation Act 1981*, a special meeting shall be called to wind up the Association. Under the Act, this requires a Special Resolution to be passed by at least 75% of the members present and entitled to vote. Proxy voting is not allowed under the Act.

DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY

38. (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.
-