

**ROCKHAMPTON BRIDGE CLUB INCORPORATED**  
**CONSTITUTION**

## 1 Interpretation

- (1) In these rules—

**Act** means the *Associations Incorporation Act 1981*.

**present**—

- (a) at a management committee meeting, see rule 23(6); or
- (b) at a general meeting, see rule 37(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 Rockhampton Bridge Club Inc (***the Club***).

## 3 Objects

The objects of the Club are: -

- (1) To promote, control and advance the game of Duplicate Bridge amongst its members;
- (2) To conduct card tournaments and to encourage participation in tournaments by members individually or as an association;
- (3) To affiliate and cooperate with other organizations or Associations whose aims, and objectives are alike and similar
- (4) To interpret all or any of the laws of duplicate bridge and to settle disputes in relation to those laws
- (5) To publish matters relating to the game of duplicate Bridge
- (6) To establish, improve and maintain the club rooms of the Club
- (7) To attract Bridge players and potential bridge players and to promote opportunity for the teaching and study of Duplicate Bridge and to provide a forum for the free discussion of all matters relating to these objects.
- (8) To appoint teachers for the Association
- (9) Generally, in furtherance of these objects to enter into contracts and any other legal obligations to carry out these objects

## 4 Powers

- (1) The Club has the powers of an individual.
- (2) The Club 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 Club may also issue secured and unsecured notes, debentures and debenture stock for the association.

## 5 Classes of members

- (1) The membership of the Club consists of ordinary members, and any of the following classes of members: -
  - (a) Honorary life members who have been approved by the Club on a recommendation of the Management Committee and have the same rights and privileges as ordinary members.
  - (b) Life members who have paid to the Club the life membership fees and have the same rights and privileges as ordinary members.
  - (c) Associate members whom the committee may think proper to admit to associate memberships and who are financial members of a registered contract bridge club. Associate members have no vote at any meeting of the Club nor are they eligible to hold office.
  - (d) Student members who are bona fide students under the age of 25 years
- (2) The number of members in each class is unlimited.

## 6 Honorary Life membership

Honorary Life membership exempt from the payment of membership fees may be granted to a member of the Club on the recommendation of the Management Committee with the approval of the members in general meeting. The Management Committee and the members in general meeting must take the following criteria into account in deciding whether or not to grant life membership.

- (1) The nominee must have been a member of the Club for not less than 10 years.
- (2) The nominee must have performed significant meritorious service for the Club for at least 5 years in three or more of the following areas:
  - (a) As an executive or ordinary member of the Management Committee;
  - (b) As a teacher for the Club;
  - (c) In areas outside the committee over and beyond that expected of a normal member
  - (d) As a Director
  - (e) As a good ambassador for the Club

## 7 New membership

- (1) An applicant for membership of the Club must be proposed by 1 member of the association (the **proposer**) and seconded by another member (the **seconded**).
- (2) An application for membership must be: -
  - (a) completed in writing; and
  - (b) signed by the applicant and the applicant's proposer and seconded; and
  - (c) in the form decided by the Management Committee.
  - (d) the form must contain details of any other Bridge Club of which the Applicant has been a member and whether the Applicant has been suspended or expelled from that Club within the last five years.
- (3) The Application must be conspicuously displayed on a club notice board for 14 days and if any objections are raised by any financial member of the Club the objection must be considered at the next meeting of the Management Committee following the expiration of the 14 day period at which the Application is considered.

## 8 Membership fees

The membership fee for each ordinary membership and for each other class of membership: -

- (1) is the amount decided by the members from time to time at a general meeting; and
- (2) is payable when, and in the way, the Management Committee decides.

## 9 Admission and rejection of new members

- (1) The Management Committee must consider an application for membership at the next committee meeting held after it receives: -
  - (a) the application for membership; and
  - (b) the appropriate membership fee for the application.and the period provided in Rule 7(3) has expired.
- (2) The Management Committee must ensure that, as soon as possible after the person applies to become a member of the Club, and before the Management Committee considers the person's application, the person is advised in writing: -
  - (a) whether or not the Club has public liability insurance; and
  - (b) if the Club 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.

## **10 When membership ends or is suspended**

- (1) A member may resign from the Club by giving a written notice of resignation to the Secretary.
- (2) The resignation takes effect at: -
  - (a) the time the notice is received by the Secretary; or
  - (b) if a later time is stated in the notice—the later time.
- (3) The Management Committee may terminate a member's membership if the member:
  - (a) is convicted of an indictable offence; or
  - (b) does not comply with any of the provisions of these rules; or
  - (c) has membership fees in arrears for at least 2 months; or
  - (d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Club.
- (4) Before the Management Committee terminates or suspends a member's membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated or suspended.
- (5) If, after considering all representations made by the member, the Management Committee decides to terminate or suspend the membership or to impose such other penalty as the Management Committee considers appropriate, the Secretary of the committee must give the member a written notice of the decision.

## **11 Appeal against rejection, suspension or termination of membership**

- (1) A person whose application for membership has been rejected, or whose membership has been terminated or suspended, may give the Secretary written notice of the person's intention to appeal against the decision.
- (2) A notice of intention to appeal must be given to the Secretary within 14 days 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.

## **12 General meeting to decide appeal**

- (1) The general meeting to decide an appeal must be held within 2 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 or suspended.
- (3) Also, the Management Committee and the members of the committee who rejected the application or terminated or suspended 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.

## **12A Grievance procedure**

- (1) This rule sets out a grievance procedure for dealing with a dispute under the rules between parties as mentioned in section 47A(1) of the Act.
- (2) To remove any doubt, it is declared that the grievance procedure can not be used by a person whose membership has been terminated if the rules provide for an appeal process against termination.
- (3) A member (the aggrieved party) initiates the grievance procedure in relation to the dispute by giving a notice in writing of the dispute:
  - (4) to the other party; and
  - (5) if the other party is not the management committee, to the management committee.
- (6) If 2 or more members initiate a grievance procedure in relation to the same subject matter, the management committee may deal with the disputes in a single process and the members must choose 1 of the members (also the aggrieved party) to represent the members in the grievance procedure.
- (7) Subject to rule 12B, the parties to the dispute must, in good faith, attempt to resolve the dispute.
- (8) If the parties to the dispute cannot resolve the dispute within 14 days after the aggrieved party initiates the grievance procedure, the aggrieved party may, within a further 21 days, ask the association's secretary to refer the dispute to mediation.
- (9) Subject to rule 12B, if the aggrieved party asks the association's secretary to refer the dispute to mediation under subrule (6), the management committee must refer the dispute within 14 days after the request.

## **12B Grievance procedure not continued in particular circumstances**

- (1) This rule applies if—
  - (a) is convicted of an indictable offence; or
  - (b) does not comply with any of the provisions of these rules; or
  - (c) a member initiates a grievance procedure in relation to a dispute and the association or association's management committee is the other party to the dispute; or
  - (d) the aggrieved party asks the association's secretary to refer the dispute to mediation under rule 12A(6).
- (2) The management committee does not have to act under rule 12A(5) or (7) if—
  - (a) the aggrieved party has, within 21 days before initiating the grievance procedure, behaved in a way that would give the management committee grounds for taking disciplinary action under the rules against the aggrieved party in relation to the matter the subject of the grievance procedure; or

- (b) before the grievance procedure was initiated, a process had started to take action under the rules against the aggrieved party or terminate the aggrieved party's membership, as provided for under the rules, and the dispute relates to that process or to a matter relevant to that process; or
- (c) the dispute relates to an obligation under the Liquor Act 1992 or any other State law to prevent the entry of the aggrieved party to, or to remove the aggrieved party from, premises used by the association, or to refuse to serve liquor to the aggrieved party at the premises; or
- (d) the dispute could reasonably be considered frivolous, vexatious, misconceived, or lacking in substance or the dispute relates to a matter that has already been subject of the grievance procedure.

## **12C Appointment of mediator**

- (1) If a dispute under rule 12A is referred to mediation-
  - (a) the parties to the dispute must choose a mediator to conduct the mediation; or
  - (b) if the parties are unable to agree on the appointment of a mediator within 14 days after the dispute is referred to mediation, the mediator must be-
  - (c) for a dispute between a member and another member-a person appointed by the management committee; or
  - (d) for a dispute between a member and the management committee or the association-an accredited mediator or a mediator appointed by the director of the dispute resolution centre.
- (2) An accredited mediator may refuse to be the mediator, or the director of a dispute resolution centre may refuse to appoint a mediator, to mediate the dispute.
- (3) If subrule (2) applies, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **12D Conduct of mediation**

- (1) If a mediator is appointed under rule 12A, the mediator must start the mediation as soon as possible after the appointment and try to finish the mediation within 28 days after the appointment.
- (2) Subrule (1) does not apply if the mediator is the director of a dispute resolution centre.
- (3) The mediator—
  - (a) must give each party to the dispute an opportunity to be heard on the matter the subject of the dispute; and
  - (b) must comply with natural justice; and
  - (c) must not act as an adjudicator or arbitrator; and
  - (d) during the mediation, may see the parties, with or without their representatives, together or separately.
- (4) The parties to the dispute must act reasonably and genuinely in the mediation and help the mediator to start and finish the mediation within the time required under subrule (1)

- (5) The costs of the mediation, if any, are to be shared equally between the parties unless otherwise agreed.
- (6) If the mediator can not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **12E Representation for grievance procedure**

- (1) A party to a dispute may appoint any person to act on behalf of the party in the grievance procedure.
- (2) If a party appoints a person under subrule (1) to be the party's representative, the party must give written notice of the appointment to each of the following entities—
  - (a) the other party to the dispute;
  - (b) the management committee;
  - (c) if a mediator has been appointed before the party appoints the representative—the mediator.
- (3) A representative who acts for a party at a mediation must—
- (4) have sufficient knowledge of the matter the subject of the dispute to be able to represent the party effectively; and
- (5) be authorised to negotiate an agreement for the party.

## **12F Electronic communication for grievance procedure**

Any meeting or mediation session required under the grievance procedure may be conducted by electronic means if the parties to the dispute and, for a mediation, the mediator agrees.

## **13 Register of members**

- (1) The Management Committee must keep a register of members of the Club.
- (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 Club 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 Club, withhold information about the member (other than the member's 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.

## 14 Prohibition on use of information on register of members

- (1) A member of the Club must not: -
  - (a) use information obtained from the register of members of the Club to contact, or send material to, another member of the Club 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 Club for the purpose of advertising for political, religious, charitable or commercial purposes.
- (2) Sub rule (1) does not apply if the use or disclosure of the information is approved by the Club

## 15 Appointment or election of Secretary

- (1) The Secretary must be an individual residing in Queensland, who is: -
  - (a) a member of the Club 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 association's Management Committee;
    - (ii) another member of the Club;
    - (iii) another person.
- (2) 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 Club within 1 month after the vacancy happens.
- (3) If the Management Committee appoints another member of the Club as Secretary, other than to fill a casual vacancy on the Management Committee, the person does not become a member of the Management Committee.
- (4) However, if the Management Committee appoints another member of the Club as Secretary to fill a casual vacancy on the Management Committee, the person becomes a member of the Management Committee.
- (5) If the Management Committee appoints a person who is not a member of the Club as Secretary, the person does not become a member of the Management Committee.
- (6) 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.

## 16 Removal of Secretary

- (1) The Management Committee of the Club 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 member of the management committee the person remains a member of the Management Committee.
- (3) If the Management Committee removes a Secretary who is a member of the Club, and who has been appointed to a casual vacancy on the Management Committee under rule 15(4), the person remains a member of the Management Committee.



## 17 Functions of Secretary

The Secretary's functions include, but are not limited to: -

- (1) calling meetings of the Club, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the President of the Club; and
- (2) keeping minutes of each meeting; and
- (3) keeping copies of all correspondence and other documents relating to the Club; and
- (4) maintaining the register of members of the Club.

## 18 Membership of Management Committee

- (1) The Management Committee of the Club consists of a President, Vice President, Treasurer, Secretary ("the Executive"), the immediate past President, and not less than three nor more than 6 other members the Club members elected at a general meeting.
- (2) A member of the Management Committee, other than a Secretary appointed by the Management Committee under rule 15(1)(b)(iii) must be a member of the Club.
- (3) At each annual general meeting of the Club, the members of the Management Committee must retire from office, but are eligible, on nomination, for re-election.
- (4) No member may hold the same position as President for more than three consecutive years.
- (5) A member of the Club may be appointed to a casual vacancy on the Management Committee under rule 21.
- (6) The immediate past president may only hold office for one year following retirement as President.

## 19 Electing the Management Committee

- (1) A member of the Management Committee may only be elected as follows: -
  - (a) any 2 members of the Club may nominate another member (the candidate) to serve as a member of the Management Committee;
  - (b) the nomination must be: -
    - (i) in writing; and
    - (ii) signed by the candidate and the members who nominated him or her; and
    - (iii) given to the Secretary at least 14 days before the annual general meeting at which the election is to be held.
  - (c) each member of the Club 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 Club 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 Club has public liability insurance; and
  - (b) if the Club has public liability insurance—the amount of the insurance.

*Note – Section 61A of the Act provides: -*

### **Eligibility for election to a Management Committee**

- (1) A person is not eligible to be elected as a member of an incorporated association's Management Committee if: -
  - (a) the person has been convicted: -
    - (i) on indictment; or
    - (ii) summarily and sentenced to imprisonment, other than in default of payment of a fine; and
  - (b) the rehabilitation period in relation to the conviction has not expired.
- (1A) Also, a person is not eligible to be elected as a member of an incorporated associations Management Committee if: -
  - (a) under the Bankruptcy Act 1966 (Cwlth) or the law of an external territory or another country, the person is an undischarged bankrupt; or
  - (b) the person has executed a deed of arrangement under the Bankruptcy Act 1966 (Cwlth), part X or a corresponding law of an external territory or another country and the terms of the deed have not been fully complied with; or
  - (c) the person's creditors have accepted a composition under the Bankruptcy Act 1966 (Cwlth), part X or a corresponding law of an external territory or another country and a final payment has not been made under the composition.
- (2) In this section: -

**Rehabilitation period** has the meaning given in the *Criminal Law (Rehabilitation of Offenders) Act 1986*.

### **20 Resignation, removal or vacation of office of Management Committee member**

- (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) The Management Committee may remove from office any member of the Committee who fails to attend three consecutive meetings of the Committee without first being granted leave of absence.
- (4) A member may be removed from office at a general meeting of the Club if a majority of the members present and eligible to vote at the meeting vote in favor of removing the member.
- (5) 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.
- (6) A member has no right of appeal against the member's removal from office under this rule.
- (7) A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

**Note – Section 64(2) of the Act provides: -**

### **Tenure of members of Management Committee**

- (1) The office of a member of the Management Committee shall be vacated in such circumstances (if any) as may be prescribed by the rules of the incorporated association or if the person holding that office: -
  - (a) dies; or
  - (b) becomes bankrupt or compounds with creditors or otherwise takes advantage of the laws in force for the time being relating to bankruptcy; or
  - (c) is: -
    - (i) convicted of an offence under this Act; or
    - (ii) convicted of an indictable offence or an offence punishable on summary conviction for which the person is sentenced to imprisonment, other than in default of payment of a fine; or
  - (d) has been convicted on indictment or summarily and sentenced to imprisonment, other than in default of payment of a fine, and the rehabilitation period in relation to the conviction has not expired.

## **21 Vacancies on Management Committee**

- (1) If a casual vacancy happens on the Management Committee, the continuing members of the committee may appoint another member of the Club to fill the vacancy until the next annual general meeting.
- (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 24(1) as a quorum of the Management Committee, the continuing members may act only to:-
  - (a) increase the number of Management Committee members to the number required for a quorum; or
  - (b) call a general meeting of the Club.

## 22 Functions of Management Committee

- (1) Subject to these rules or a resolution of the members of the Club 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 Club.
- (2) The Management Committee has authority to interpret the meaning of these rules and any matter relating to the Club 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 association's rules are inconsistent with the Act—see section 1D of the Act.

- (3) The Management Committee may exercise the powers of the Club: -
  - (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 Club in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the Club's property, both present and future; and
  - (c) to purchase, redeem or pay off any securities issued; and
  - (d) to borrow amounts from members and pay interest on the amounts borrowed; and
  - (e) to mortgage or charge the whole or part of its property; and
  - (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Club; and
  - (g) to provide and pay off any securities issued; and
  - (h) to invest in a way the members of the Club may from time to time decide.
- (4) For sub rule (3)(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by: -
  - (a) the financial institution for the Club; or
  - (b) if there is more than 1 financial institution for the Club —the financial institution nominated by the Management Committee.

## 23 Meetings of Management Committee

- (1) Subject to this rule, the Management Committee may meet and conduct its proceedings as it considers appropriate.
- (2) The Management Committee must meet at least once every 2 months to exercise its functions.
- (3) The Management Committee must decide how a meeting is to be called.
- (4) Notice of a meeting is to be given in the way decided by the Management Committee.
- (5) The Management Committee may hold meetings or permit a committee 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 committee member who participates in the meeting as mentioned in sub rule (5) is taken to be present at the meeting.
- (7) A question arising at a committee meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, and the President does not exercise a casting vote, the question is decided in the negative.
- (8) A member of the Management Committee must not vote on a question about a contract or proposed contract with the Club if the member has an interest in the contract or proposed contract and, if the member does vote, the member's vote must not be counted.
- (9) The President is to preside as chairperson at a Management Committee meeting, and if the votes on a question are equal, the President, or the person presiding as Chairperson of the meeting has a casting vote in addition to that persons' primary vote.
- (10) If there is no President or if the President is not present within 10 minutes after the time fixed for a Management Committee meeting the Vice President is to preside as Chairperson.
- (11) If neither the President or Vice President are present within 10 minutes after the time fixed for a Management Committee meeting the members may choose one of their number to preside as Chairperson at the meeting.

## **24 Quorum for, and adjournment of, Management Committee meeting**

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

## **25 Special meeting of Management Committee**

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

## **26 Minutes of Management Committee meetings**

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

## **27 Appointment of subcommittees**

- (1) The Management Committee may appoint a subcommittee consisting of members of the association considered appropriate by the committee to help with the conduct of the Club's operations.
- (2) A member of the subcommittee who is not a member of the Management Committee is not entitled to vote at a Management Committee 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.
- (7) All reports or proposals by subcommittees to the Management Committee must be treated as strong recommendations.
- (8) The offices of the persons appointed Masterpoints Secretary, Zone Committee Representative, and members of all subcommittees shall be vacated at the commencement of the Annual General Meeting following their appointment, unless their appointment has been terminated by the Management Committee before that time.
- (9) If a casual vacancy happens in the offices of the Masterpoints Secretary, the Zone Committee Representative, or any subcommittee, the Management Committee must appoint another member of the Club to fill the vacancy until the next Annual General Meeting.
- (10) The Club's President is an "ex officio" member of all sub-committees.

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

- (1) An act performed by the Management Committee, a subcommittee or a person acting as a member of the Management Committee is taken to have been validly performed.

- (2) Sub rule (1) applies even if the act was performed when: -
- (a) there was a defect in the appointment of a member of the Management Committee, subcommittee or person acting as a member of the Management Committee; or
  - (b) a Management Committee member, subcommittee member or person acting as a member of the Management Committee was disqualified from being a member.

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

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

## **30 Annual general meetings**

Each annual general meeting must be held: -

- (1) at least once each year; and
- (2) within 6 months after the end date of the Club's reportable financial year.

## **31 Business to be conducted at annual general meeting**

- (1) The following business must be conducted at each annual general meeting of the Club: -
  - (a) Receiving the Club'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) Consideration of any special resolutions
  - (d) Electing members of the Management Committee;
  - (e) Electing the Master Points Secretary
  - (f) Electing the Zone Committee Representative
  - (g) Electing members of the Tournament Committee
  - (h) Electing members of the Appeals Committee
  - (i) appointing an auditor or an accountant for the present financial year who may be a member of the Club but may not be a member of the Management Committee;
  - (j) fixing of membership fees
  - (k) general business.
  - (l) electing a Complaints Committee



### 32 Notice of general meeting

- (1) The Secretary may call a general meeting of the Club.
- (2) The Secretary must give at least 14 days' notice of the meeting to each member of the Club by posting such notice on the notice board in the Club's rooms and by placing the notice on the club's website and by not less than three announcements at different daily sessions of bridge play.
- (3) If the Secretary is unable or unwilling to call the meeting, the President must call the meeting.
- (4) The Management Committee may decide the way in which the notice must be given.
- (5) However, notice of the following meetings must be given in writing: -
  - (a) a meeting called to hear and decide the appeal of a person against the Management Committee's decision: -
    - (i) to reject the person's application for membership of the Club; or
    - (ii) to terminate the person's membership of the Club;
    - (iii) to suspend a person's membership
  - (b) a meeting called to hear and decide a proposed special resolution of the Club.
- (2) A notice of a general meeting must state the business to be conducted at the meeting.

*Note – Section 3 of the Act provides: -*

#### Special Resolutions

- (1) Written notice of a proposed special resolution, and of the time and place of the general meeting at which it is proposed to move the resolution, must be given, as required under the association's rules, before the general meeting to each member of the association who has a right to vote on the resolution.
- (2) The notice must state the terms of the proposed special resolution.
- (3) A special resolution about which notice has not been given under this section has no effect.
- (4) A declaration by the person presiding at a general meeting that a resolution has been passed at the meeting by the votes of  $\frac{3}{4}$  of the members who are present and entitled to vote on the resolution is conclusive evidence of the fact, unless a poll is demanded at the meeting.

### 33 Quorum for, and adjournment of, general meeting

- (1) The quorum for a general meeting is at least twice the number of members elected or appointed to the Management Committee at the close of the Club's last general meeting plus 1.
- (2) However, if all members of the Club are members of the Management Committee, 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 Management Committee or the Club, 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 Management Committee or the Club: -
  - (a) the meeting is to be adjourned for at least 7 days; and
  - (b) the Management Committee is to decide the day, time and place of the adjourned meeting.
- (6) The 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 sub rule (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (8) The Secretary is not required to give the 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.

### **34 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) In the interpretation of these rules a member who participates in a meeting by any one of the methods mentioned in sub rule (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.

### **35 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 Management Committee.
- (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 as scrutineers who are not candidates for election 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.

- (8) If the secret ballot relates to the election of members of the Management Committee, the number of votes each candidate received must be kept secret and the scrutineers must destroy all ballot papers at the conclusion of the secret ballot.

### 36 Special general meeting

- (1) The Secretary must call a special general meeting by giving each member of the Club notice of the meeting by posting such notice on the notice board in the Club's rooms and by placing the notice on the club's website and by not less than three announcements at different daily sessions of bridge play 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 Club equal to double the number of members of the Club 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
    - (iii) to suspend a person's membership
- (2) A request mentioned in sub rule (1)(b) must state: -
- (a) why the special general meeting is being called; and
  - (b) the business to be conducted at the meeting.
- (3) A special general meeting must be held within 3 months after the Secretary: -
- (a) is directed to call the meeting by the Management Committee; or
  - (b) is given the written request mentioned in sub rule (1)(b); or
  - (c) is given the written notice of an intention to appeal mentioned in sub rule (1)(c).
- (4) If the Secretary is unable or unwilling to call the special meeting, the President must call the meeting.

### 37 Proxies

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

ROCKHAMPTON BRIDGE CLUB INC:

I, \_\_\_\_\_ of \_\_\_\_\_, being a member of the Club, appoint \_\_\_\_\_ of \_\_\_\_\_ as my proxy to vote for me on my behalf at the (annual) general meeting of the Club, to be held on the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_ and at any adjournment of the meeting.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_  
Signature

The instrument appointing a proxy must: -

- (a) if the appointer is an individual—be signed by the appointer or the appointer’s attorney properly authorized in writing; or
  - (b) if the appointer is a corporation: -
    - (i) be under seal; or
    - (ii) be signed by a properly authorized officer or attorney of the corporation.
- (2) A proxy may be a member of the Club or another person.
- (3) The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- (4) 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.
- (5) Unless otherwise instructed by the appointer, the proxy may vote as the proxy considers appropriate.
- (6) 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:-

ROCKHAMPTON BRIDGE CLUB INC:

I, \_\_\_\_\_ of \_\_\_\_\_, being a member of the Club, appoint \_\_\_\_\_ of \_\_\_\_\_ as my proxy to vote for me on my behalf at the (annual) general meeting of the Club, 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 favor of/\*against [strike out whichever is not wanted] the following resolutions—

*[List relevant resolutions]*

### **38 Minutes of general meetings**

- (1) The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are properly recorded and retained.
- (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 Club that is a general meeting or annual general meeting, verifying their accuracy.
- (3) If asked by a member of the Club, 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 Club may require the member to pay the reasonable costs of providing copies of the minutes.

### **39 By-laws**

- (1) The Management Committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Club.
- (2) A by-law may be set aside by a vote of members at a general meeting of the Club.

### **40 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.

### **41 Common seal**

- (1) The Management Committee must ensure the Club has a common seal.
- (2) The common seal must be: -
  - (a) kept securely by the Management Committee; and
  - (b) used only under the authority of the Management Committee.
- (3) Each instrument to which the seal is attached must be signed by a member of the Management Committee and countersigned by: -
  - (a) the Secretary; or
  - (b) another member of the Management Committee; or
  - (c) someone authorized by the Management Committee.

### **42 Funds and accounts**

- (1) The funds of the Club must be kept in an account in the name of the Club in a financial institution decided by the Management Committee.
- (2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Club.
- (3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (4) A payment by the Club 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 Club who have been authorised by the Management Committee to sign cheques issued by the Club.
- (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.

### **43 Financial year**

- (1) The Club's Treasurer, or other authorised officer, must: -
- (a) receive all amounts paid to the Club and, if asked, immediately give a receipt for the amounts; and
  - (b) as soon as practicable: -
    - (i) deposit each amount received into the Club's account with a financial institution; and
    - (ii) enter the particulars of each amount received, and payments made by the Club, into the association's cash book.
- (2) Payments of less than \$100 may be made from a petty cash account kept on the imprest system.
- (3) Payments of \$100 or more must be made by cheque or electronic funds transfer.
- (4) Particulars of all payments from, and reimbursements to, the petty cash account must be recorded in the petty cash book.
- (5) The Club's Management Committee must: -
- (a) approve or ratify the Club's expenditure; and
  - (b) ensure the approval or ratification is recorded in the Management Committee's minute book.
- (6) The Club's expenditure must be supported by adequate documentation filed in chronological order and kept at a place decided by the association's Management Committee.
- (7) The Club's Treasurer, or other authorized officer, must regularly: -
- (a) balance the cash book; and
  - (b) Make a reconciliation between the cash book and the balance of the Club's account with a financial institution.
- (8) The Club must keep its financial records: -
- (a) in the State; and
  - (b) for at least 7 years.

#### **44 General financial matters**

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

#### **45 Documents**

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

#### **46 Financial year**

The end date of the Club's financial year is 31st August in each year.

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

- (1) This rule applies if the Club: -
  - (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 Club.
- (3) The surplus assets must be given to another entity: -
  - (a) having objects similar to the Club's objects; and
  - (b) the rules of which prohibit the distribution of the entity's income and assets to its members.
- (4) In this rule— Surplus assets means, in relation to the incorporated association, the assets after payment of the debts and liabilities remaining on a winding-up of the incorporated association and the costs, charges and expenses of the winding-up.

#### **48 Interpretation of Constitution**

If any dispute shall arise with reference to the construction or meaning of this Constitution, the Management Committee shall have authority to take any such steps as it may deem fit to assist it in placing a construction or meaning upon this Constitution or any clause thereof, including any matters where these Rules are silent.