

CLUB CONSTITUTION

MODEL RULES

NAME

1. The name of the incorporated association shall be SOUTHPORT SOCCER CLUB INCORPORATED (in these rules called "the Association")

OBJECTS

2. The objects for which the Association is established are:-
 - a) To promote and foster the game of Association Football in all its aspects and in particular to establish, develop, organise, maintain and control teams of the highest standard to represent the Association Football Leagues and Competitions. And this is declared to be the principal object of the club.
 - b) To otherwise arrange, promote and participate in Association Football games and competitions.
 - c) To provide other sporting, cultural and social activities for the recreation and enjoyment of members.
 - d) To promote and cultivate loyalty, friendship and conviviality among members.
 - e) To establish, improve, maintain and operate club premises and facilities including a clubhouse, rooms and light conveniences and generally to afford to members and their friends all the usual privileges, advantages, conveniences of a Club and to permit the same and the property of the Association to be used by members and other persons duly authorised either gratuitously or for payment.
3. The powers of the Association are:-
 - (1) To take over the funds and other assets and liabilities of the present unincorporated association known as the "Southport Soccer Club";
 - (2) To subscribe to, become a member of and cooperate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association

provided that the Association shall not subscribe to or support with its funds any club association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least great as that imposed on the Association under or by virtue of Rule 28 (10);

- (3) In furtherance of the objects of the Association to buy, sell and deal in any kinds of articles, commodities and provisions, both liquid and solid, for the **members of the Association or persons frequenting the Association's premises;**
- (4) To purchase, take on lease or in exchange, hire or otherwise acquire any lands, building, easement or property, real and personal, and any rights or privileges which may be requisite for the purpose of, or capable of being conveniently used in connection with, any of the objects of the Association: Provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such a manner as it allowed by law having regard to such trusts;
- (5) 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;
- (6) 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;
- (7) 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 in the furtherance of its objects;
- (8) To construct, improve, maintain, develop, manage, carry out, alter or control any houses, building, 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;
- (9) To invest and deal with the money of the Association not immediately required in such a manner as may from time to time be thought fit;

- (10) To take or otherwise acquire and hold shares, debentures or other securities of any company or body corporate;
- (11) 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 of the performance of contracts or obligations by any person or body corporate, and otherwise to assist in any person or body corporate;
- (12) To borrow or raise money either alone or jointly with any other person or legal entity in such a manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any monies and further advance borrowed or to be borrowed alone 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;
- (13) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- (14) 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;
- (15) 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;
- (16) 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 proviso in sub-rule (4);
- (17) 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, on the shape of donations, annual subscriptions or otherwise;
- (18) To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its subjects;

- (19) 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 28 (10);
- (20) 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;
- (21) 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;
- (22) To make donations for patriotic, charitable or community purposes;
- (23) 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;
- (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) (i) There shall be the following classes of membership of the Association namely:
 - General Manager
 - Life Member
 - Honorary Member
 - Associate Member
 - Junior Member
- (ii) Every member elected or admitted to, accepted for, or otherwise granted membership of the Association, shall abide by the Rules of the Club and by all such rules, decisions and instructions from time made or issued in accordance therewith.

GENERAL MEMBERSHIP

- (iii) Persons of legal age having a good character and reputation may be proposed for general membership of the Association.
- (iv) Every candidate for admission as a General Member shall be proposed by two financial members of the Association (not being Honorary or Associate Members).
- (v) Proposals shall be made in writing in the prescribed form duly signed by the candidate and his proposers, shall be accompanied by the nomination fee and annual subscription in the amounts as from time to time determined and shall be lodged with the Secretary.
- (vi) Particulars of all proposals for General Membership of the Association shall forthwith upon making the same, be entered, in the order of time in which such proposals are received by the Secretary of the Association in a book termed The Proposal General Members Register to be kept by the Secretary (every such entry setting forth the full name and address of the person proposed and the time and date of the receipt by the Secretary of the proposal), and in relation to every vacancy howsoever arising in the membership of the Association, every proposal shall, subject to the relevant provisions of the "Liquor Acts 1912-1979" be dealt with and determined in order of priority in which it is so recorded.
- (vii) The name, address and occupation of every person proposed for the General Membership shall be displayed in a conspicuous place in the Association's premises for at least one week before his election and an interval of not less than two weeks shall elapse between the proposal and election of such member.
- (viii) Every proposal for General Membership of the association shall be dealt with and determined by election by the Management Committee of the Association (as hereinafter constituted) at a meeting or meetings duly convened, and a record shall be kept in a book termed The Members Admission Book, by the Secretary of the time and date of the holding of every such meeting, the name of the members present and voting on the question of the admission of each and every person proposed as a member at such meeting and of the names of the persons so proposed and whether they are accepted as members or not.

(ix) No person shall be elected to General Membership of the Association if:-

- (a) he be under legal age;
- (b) he is of questionable character or reputation;
- (c) he is a member of any disloyal or subversive organisation;
- (d) he has been convicted of such offence as in the opinion of the Management Committee renders him unfit for membership; or
- (e) for any other sound reason the Management Committee considers his election would not be in the best interests of the Association.

(x) The decision of the Management Committee on the question of the admission of a person to General Membership shall in every case be determined by majority vote of the members of the Management Committee present at the duly convened meeting at which the question arises, and every such decision shall be final and the Management Committee shall not be required to assign a reason for any such decision.

(xi) Each General Member shall receive a membership badge or card.

(xii) A General Member of more than three months standing shall have voting rights at all annual general meetings and special general meetings of the Association.

LIFE MEMBERSHIP

(xiii)(a) Any member who has rendered outstanding loyal and devoted service to the Association and whose active involvement with the Association extends over five (5) years may be honoured by election to Life Membership of the Association.

(b) Every nomination for Life Membership shall be determined at an Annual General Meeting of the Association. Each such nomination shall be in writing signed by at least five General Members of the Club and shall be delivered to the Secretary at least fourteen (14) days prior to the date of the Annual General Meeting.

- (c) Not more than two (2) Life Members shall be elected at any one Annual General meeting and there shall not be at any time more than twenty (20) Life Members of the Association. Subject to these restrictions, a duly nominated member shall be elected to Life Membership upon the affirmative vote of not less than three-fourths of the members present and entitled to vote at any Annual General Meeting.
- (d) A life member shall retain the voting rights and privileges of a General Member of the Association but shall be exempted from payment of any membership fee levied from time to time.
- (e) Life Members shall be presented with a distinctive badge denoting the honour bestowed upon them by the Association.
- (f) The name and address of each Life Member at the date of his election shall be recorded in a Life Members Register to be kept by the Secretary of the Association.

HONORARY MEMEBERSHIP

- (xiv)(a) A person who has rendered important service to the Association or to the game of Association Football, any distinguished or important visitor or any member of any Association with which the Association has reciprocal arrangements may be granted Honorary Membership by the Management Committee of the Association upon such terms and for the duration as they shall in their absolute discretion think fit subject however to the following:-
 - (b) Honorary members shall enjoy the privileges of General Membership without payment of any membership fee except that such Honorary Members shall not have any voting rights at any General Meeting of members of the Association.
 - (c) The name and address of each Honorary Member and the date of granting of Honorary Membership shall be recorded in an Honorary Members register to be kept by the secretary.
 - (d) The Management Committee may at any time and from time to time revoke the Honorary Membership of any person without assigning any reason therefor.

ASSOCIATE MEMBERSHIP

- (xv)(a) Upon the written request of any member and at the discretion of the Management Committee, a person may be admitted to the Associate Membership of the Association.
- (b) Associate Members shall enjoy the privileges of membership but shall not have any voting rights at any Annual or General Meeting of the General Members of the Association.
- (c) The membership fee payable by Associate from time to time shall not exceed fifty percent (50%) of the membership fee payable by General Members.
- (d) The management Committee may at any time revoke Associate Membership of any person without assigning any reason therefor.

JUNIOR MEMBERSHIP

- (xvi)(a) Upon the written request of any member and at the discretion of the Management Committee, any child of such member who is under legal age may be admitted to Junior Membership of the Association.
- (b) In specific circumstances and at the discretion of the Management Committee, a person who is under legal age may be admitted to Junior Membership of the Association even though such person's parent is not a member of the Association.
- (c) Junior Members shall enjoy privileges of Junior Membership of the Association upon payment of the appropriate subscription or playing fee.
- (d) Junior Members shall not have voting rights at Annual or any Special General Meetings of the Association.
- (e) When the parent of Junior Member cease to be a member of the Association, the Junior Membership shall be revoked subject to the discretion of the Management Committee.

(g) The Management Committee may at any time suspend, expel or otherwise deal with any Junior Member in accordance with the provisions of the Rules of the Association.

4. (2) Save and except for Honorary Members, the number of all classes of members shall be unlimited.

MEMBERSHIP

5. (1) Every person who at the date of incorporation of the Association was a member of the unincorporated association and who on or before the 13th day of August, 1985, agrees in writing to become a member of the Association shall be admitted by the Management Committee to the same class of membership of the Association as that member held in the unincorporated association. Every member of the Association who previously to his agreeing to become a member of the Association has paid his subscription due on the 1st day of March, 1985, as a member of the unincorporated association, shall not be liable to pay any further sum by way of annual subscription to the Association for the period prior to the 1st day of March, 1986.
- (2) Every applicant for any class of membership of the Association (other than the members of the unincorporated association referred to in the sub-rule (1)) 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 his proposer and seconder and shall be in such form as the Management Committee from time to time prescribes.

MEMBERSHIP FEES

6. (1) The membership fees for each class of membership shall be such sum as the members shall from time to time at any General Meeting so determine.
- (2) The membership fees for each class of membership shall be paid at such time and in such manner as the Management Committee shall from time to time determine.

ADMISSION AND REJECTION OF MEMBERS

7. (1) At the next meeting of the Management Committee after the receipt of any application and the fee applicable for any class of membership, such application shall be considered by the Management Committee, who shall thereupon determine upon the admission or rejection of the Applicant.
- (2) Any applicant who receives a majority of votes of the members of the Management Committee present at the meeting at which such application is being considered shall be accepted as a member to the class of membership applied for.
- (3) Upon the acceptance or rejection of an application for any class of membership the secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.

TERMINATION OF MEMBERSHIP

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 of an indictable offence; or
 - (ii) fails to comply with any of the provisions of these rules; or
 - (iii) has membership fees in arrears for a period of two months or more; or
 - (iv) conducts himself in a manner considered or injurious or prejudicial to the character or interests of the Association, the Management Committee shall consider whether his membership shall be terminated.
- (3) The member concerned shall be given a full and fair opportunity of presenting his case and if Management Committee resolves to terminate his membership it shall instruct the secretary to advise the member in writing accordingly.

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 his intention to appeal 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 three months of the date of receipt by him of such notice, a general meeting to determine the appeal. At any such meeting the applicant shall be given the opportunity to fully present his case and the Management Committee or those members thereof who rejected the application for membership or terminated the membership subsequently shall likewise have the opportunity of presenting its or their case. The appeal shall be determined by the vote of the members present at such meeting.
- (3) Where a person whose application is rejected, does not appeal against the decision of the Management Committee within the time prescribed by these rules or so appeals but the appeal is unsuccessful, the secretary shall forthwith refund the amount of any fee paid.

REGISTER OF MEMBERS

- 10.(1) The Management Committee shall cause a Register to be kept in which shall be entered the names and residential addresses of all persons admitted to membership of the Association and the dates of their admission.
- (2) Particulars shall also be entered into the Register of deaths, resignations, terminations and reinstatements of membership and any further particulars as the Management Committee or the members at any general meeting may require from time to time.
- (3) The Register shall be open for inspection at all reasonable times by any member who previously applies to the secretary for such inspection.

MEMBERSHIP OF MANAGEMENT COMMITTEE

- 11.(1) The Management Committee of the Association shall consist of President, Vice- President, Secretary, Treasurer, all of whom shall be members of the Association and such number of other members as the

members of the Association at any general meeting may from time to time elect or appoint.

- (2) At the annual general meeting of the Association, all the members of the Management Committee for the time being shall retire from office, but shall be eligible upon nomination for re-election.
- (3) The election of officers and other members of the Management Committee shall take place in the following manner:-
 - (a) Any two members of the Association shall be at liberty to nominate any other member to serve as an officer or other member of the Management Committee;
 - (b) The nomination, which shall be in writing and signed by the member and his proposer and seconder, shall be lodged with the secretary at least fourteen days before the annual general meeting at which the election is to take place;
 - (c) A list of the candidates' names in alphabetical order, with the proposers' and seconds' names, shall be posted in a conspicuous place in the office or usual place of meeting of the Association for at least seven days immediately preceding the annual general meeting.
 - (d) Balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each member present at the annual general meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;
 - (e) Should, at the commencement of such meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.

12. Any member of the Management Committee may resign from membership of the Management Committee at any time by giving notice in writing to the secretary but such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date or such member may be removed from office at a general meeting of the Association where that member shall be given the opportunity to fully present his case. The question of removal shall be determined by the vote of the members present at such general meeting.

VACANCIES ON MANAGEMENT COMMITTEE

- 13.(1) The Management Committee shall have the power at any time to appoint any member of the Association to fill any casual vacancy on the Management Committee until the next annual general meeting.
- (2) The continuing members of the Management Committee may act withstanding any casual vacancy in the Management Committee, but if and so long as their number is reduced below the number fixed by or pursuant to these Rules as the necessary quorum of the Management Committee, the continuing member or members of the Management Committee to that number of summoning a general meeting of the Association, but for no other purpose.

FUNCTIONS OF THE MANAGEMENT COMMITTEE

- 14.(1) Except as otherwise provided by these Rules and subject to resolutions of the members of the Association carried at any general meeting the Management Committee-
 - (a) shall have the general control and management of the administration of the affairs, property and funds of the Association; and
 - (b) shall have authority to interpret the meaning of these Rules and any matter relating to the Association on which these Rules are silent.
- (2) The Management Committee may exercise all the powers of the Association-
 - (a) to borrow or raise or secure payment of money in such manner as the members of the Association may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by issue of debentures, perpetual or otherwise, charged upon all or any of the Association's property, both present and future, and to purchase, redeem or pay off any such securities;
 - (b) to borrow money from members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Brisbane for overdrawn account on money lent, whether the term of the loan be short or long, and to mortgage or charge its property or any part thereof

and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association, and to provide pay off any such securities; and

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

MEETINGS OF MANAGEMENT COMMITTEE

15. (1) The management Committee shall meet at least once every calendar month to exercise its functions.
- (2) A special meeting of the Management Committee shall be convened by the secretary on the requisition in writing signed by not less than one-third of the members of the Management Committee, which requisition shall clearly state the reasons 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 Committees 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 in the negative.
- (5) A member of the Management Committee shall not vote in respect of any contract or proposed contract with the Association in which he is interested, or any matter arising thereout, and if he does so vote his vote shall 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 of 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.
16. (1) The Management Committee may delegate any of its powers to a sub-committee consisting of such members of the Association as the Management Committee think fit. Any sub-committee so formed shall in the exercise of the power so delegated conform to any regulations that be imposed on its Management Committee.
 - (2) A sub-committee may elect a Chairman of its meeting. 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 proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.
 17. All acts done by any meeting of the Management Committee or of a sub-committee or by any person acting as a member of the Management Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Management Committee or person acting as aforesaid, or that the members of the Management Committee or any of them were disqualified, be as valid as if every person had been duly appointed and was qualified to be a member of the Management Committee.
 18. 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 as 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.

ANNUAL GENERAL OR GENERAL MEETINGS

19. The first general meeting shall be held at such time, not being less than one month nor more than three months after the incorporation of the Associations, and at such place as the Management Committee may determine.
20. (1) The annual general meeting shall be held within three months of the close of the financial year.
 - (2) The business to be transacted at every general meeting shall be-
 - (a) the receiving of the Management Committee's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the association for the preceding financial year;
 - (b) the receiving of the auditor's report upon the books and accounts for the preceding financial year;
 - (c) the election of members of the Management Committee; and
 - (d) the appointment of an auditor.
21. The secretary shall convene a special general meeting-
 - (a) when directed to do so by the Management Committee; or
 - (b) on the requisition in writing signed by not less than one-third of the members presently on the Management Committee or not less than the number of ordinary members of the Association which equals double the number of members presently on the Management Committee plus one. Such requisitions shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat; or
 - (c) on being given a notice in writing of an intention to appeal against the decision of the Management Committee to reject an application for membership or to terminate the membership of any person.
22. (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 purposes of this rule "member" includes a person attending as a proxy or as representing a corporation which is a member.

- (3) If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee or the Association, shall lapse. 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 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.
23.
 - (1) The secretary shall convene all general meeting of the Association by giving not less than fourteen days notice of any such meeting to the members of the Association.
 - (2) The manner by which such notice shall be given determined by the Management Committee: Provided that notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of his membership by the Management Committee, shall be given in writing. Notice of general meeting shall clearly state the nature of the business to be discussed thereat.
24. 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 he is not present within fifteen minutes after the time appointed for holding of the meeting or is unwilling to act, 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 of resolution shall be decided by a majority of votes of the members present;
 - (4) every member present shall be entitled to one vote 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

of his annual subscription is more than one month in arrears at the date of the meeting;

- (5) voting shall be by show of hands or a division of member, 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 as 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 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 on writing, in the common or usual form under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under hand of an officer or attorney duly authorised. A proxy may but need not be 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 as near thereto as circumstances permit:-

ASSOCIATION:

I, _____ of _____, being a member of the above named Association, hereby appoint _____ of _____, or failing him, _____ of _____ as my proxy to vote for me on my behalf at the (annual) general meeting of the Association, to be held on the _____ day of _____, 20____, and at any adjourned thereof.

Signed this _____ day of _____, 20____.

Signature

This form is to be used in favour of or against the resolution.

Strike out whichever is not desired. (Unless otherwise instructed, the proxy may vote as he/she 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
- (10) the secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the secretary for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Management Committee meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding Management Committee meeting verifying their accuracy. Similarly, the minutes of every general meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding general meeting: Provided that the minutes of any general meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding meeting or annual general meeting.

BY-LAWS

- 25. 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

- 26. Subject to the provisions of the *Associations Incorporation Act 1981*, these Rules may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting: Provided that no such amendment, rescission or addition shall be valid unless the same shall have been previously submitted to and approved by the Under Secretary, Department of Justice, Brisbane.

COMMON SEAL

27. 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 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

28. (1) The funds of the Association shall be banked in the name of the Association in such bank as the Management Committee may from time to time direct.
- (2) Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature.
- (3) All monies shall be banked as soon as practicable after receipt thereof.
- (4) All amounts of twenty dollars or over shall be paid by cheque signed by any two of the president, secretary, treasurer or other member authorised from time to time by the Management Committee.
- (5) Cheques shall be crossed "not negotiable" except those payment of wages, allowances or petty cash recouplements which may be open.
- (6) The Management Committee shall determine the amount of petty cash which shall be kept on the imprest system.
- (7) All expenditure shall be approved or ratified at a Management Committee meeting.
- (8) As soon as practicable after the end of each financial year the treasurer shall cause to be prepared a statement containing particulars of-
- (a) the income and expenditure of the financial year just ended: and
- (b) the assets and liabilities of all mortgages, charges and securities affecting the property of the Association at the close of that year.

- (9) All such statements shall be examined by the auditor who shall present his report upon such audit to the secretary prior to the holding of the Annual General Meeting next following the financial year in respect of which such audit was made.
- (10) The income and property of the Association whencesoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of monies advanced by him to the Association or otherwise owing by the Association to him or of remuneration to any officers or servants of the Association or to any member of the Association or other person in return for any services actually rendered to the Association provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association.

DOCUMENTS

- 29. The Management Committee shall provide for the safe custody of books, documents, instruments of title and securities of the Association.

FINANCIAL YEAR

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

DISTRIBUTION OF SURPLUS ASSESTS

31. If the Association shall be wound up in accordance with the provisions of the "*Associations Incorporated Act 1981*", and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of rule 28 (10), such institution or institutions to be determined by the members of the Association.
 - A. "The Rules of the Association must preclude the payment to any officer or employees of the Association of any amount by way of commission or allowance calculated by reference to the quantity of liquor sold or supplied by the Association or the receipts of the Association for such liquor."