

Hervey Bay City Bridge Club Inc. Constitution 1 June 2026

The Hervey Bay City Bridge Club Inc (HBCBC) Constitution 2026 supersedes previous Constitutions. It is written based on guidelines in Model Rules Version 8 published as at July 2024. This Constitution was ratified at a Special General Meeting of the Hervey Bay Bridge Club on [insert date].

1 Interpretation

(1) In these rules—

Act means the *Associations Incorporation Act 1981*.

Aggrieved party see rule 12A(3)

Dispute resolution centre means a dispute resolution centre established under the *Dispute Resolution Centres Act 1990*.

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 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 the Hervey Bay City Bridge Club Inc. (HBCBC Inc. / the Club).

3 Objectives

The objectives of the Club are:

- a) to foster, promote, teach and play Contract Bridge across the Fraser Coast community;
- b) to provide opportunities for learning Bridge;
- c) to provide opportunities for playing Duplicate Bridge and other competition events as set out by the Club; and
- d) to foster and promote inclusivity and the health benefits Contract Bridge players gain through their engagement in the game of Bridge.

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.

5 Classes of members

- (1) The membership of the Club consists of Home Club Members (ordinary members), and any of the following classes of members—
 - a) Home Club Members have full membership rights including voting at a general meeting and eligibility to hold office;
 - b) Multi-Club Members have full membership rights including voting at a general meeting and eligibility to hold office;
 - c) Life Members have full membership rights including voting at a general meeting and eligibility to hold office;
 - d) Temporary Members do not have voting rights and are not eligible to hold office;
 - e) Youth Members, who are over 18 years, have full membership rights including voting at a general meeting and eligibility to hold office;
 - f) Honorary Members do not have voting rights and are not eligible to hold office;
- (2) The number of ordinary members is unlimited.
- (3) Further clarification is contained in the relevant policy documents.

6 [Intentionally omitted]

7 New membership

- (1) An applicant for membership of the Club must be proposed by 1 member of the Club (the proposer) and seconded by another member (the seconder).
- (2) An application for membership must be—
 - a) in writing; and
 - b) signed by the applicant and the applicant's proposer and seconder; and
 - c) in the form decided by the management committee.
- (3) The responsibility of members includes accepting to be bound by the Act, rules, by-laws, policies, and procedures of the Club while they remain a member.

8 Membership fees

- (1) The membership fee for each Home Club membership and for each other class of membership —
 - a) is the amount decided by the members from time to time at a general meeting; and
 - b) is payable by 31 January each year; and
 - c) the amount is annual and covers the period 1 January to 31 December each year.

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.
- (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—
 - 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 Club 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

- (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 a member's membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.
- (5) If, after considering all representations made by the member, the management committee decides to terminate the membership, the secretary of the committee must give the member a written notice of the decision.
- (6) Further clarification is contained in the relevant policy documents.

11 Appeal against rejection or termination of membership

- (1) A person whose application for membership has been rejected, or whose membership has been terminated, may give the secretary written notice of the person's intention to appeal against the decision.
- (2) A notice of intention to appeal must be given to the secretary within 1 month after the person receives written notice of the decision.
- (3) If the secretary receives a notice of intention to appeal, the secretary must, within 1 month after receiving the notice, call a general meeting to decide the appeal.

12 General meeting to decide appeal

- (1) The general meeting to decide an appeal must be held within 3 months after the secretary receives the notice of intention to appeal.
- (2) At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
- (3) Also, the management committee and the members of the committee who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.
- (4) An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.
- (5) If a person whose application for membership has been rejected does not appeal against the decision within 1 month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund the membership fee paid by the person.
- (6) Further clarification is contained in the relevant policy documents.

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 cannot be used by a person whose membership has been terminated if the rules provide for an appeal process against the 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 to—
 - a) the other party; and
 - b) if the other party is not the management committee—the management committee.
- (4) 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.

- (5) Subject to rule 12B, the parties to the dispute must, in good faith, attempt to resolve the dispute.
- (6) 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 Club's secretary to refer the dispute to mediation.
- (7) Subject to rule 12B, if the aggrieved party asks the Club's secretary to refer the dispute to mediation under subrule (6), the management committee must refer the dispute within 14 days after the request.
- (8) If the aggrieved party does not ask the Club's secretary to refer the dispute to mediation under subrule (6), the grievance procedure in relation to the dispute ends.

12B Grievance procedure not continued in particular circumstances

- (1) This rule applies if—
 - a) a member initiates a grievance procedure in relation to a dispute and the Club or Club's management committee is the other party to the dispute; or
 - b) the aggrieved party asks the Club'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 Club, 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 relates to a matter that has already been the 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—

- (i) for a dispute between a member and another member—a person appointed by the management committee; or
 - (ii) for a dispute between a member and the management committee or the Club—an accredited mediator or a mediator appointed by the director of a 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 12C, 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 a mediator appointed by 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 period mentioned in 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 cannot 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 qualified person to act on behalf of the party in the grievance procedure.
- (2) For subrule (1), a person is qualified to act on behalf of a party if the person—
 - a) has sufficient knowledge of the matter the subject of the dispute to be able to represent the party effectively; and
 - b) is authorised to negotiate an agreement for the party.
- (3) If a party appoints a person under subrule (1) to act on the party's behalf, 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 person—the mediator.

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 agree.

12G Appointment of Decision-Maker

- (1) Where a grievance cannot be resolved through mediation, the committee may appoint an unbiased decision-maker or panel from the membership to determine the matter consistent with the *Incorporated Associations Act (1981)*. This is a voluntary process, that is optional and non-binding.
- (2) Further clarification is contained in the relevant policy documents.

12H Grievances and Complaints

- (1) In the event of a complaint or dispute, which does not qualify as a grievance under the Act, the Club reserves the right to investigate the matter in accordance with the relevant policies.
- (2) All decisions shall be made in good faith, with the aim of preserving the integrity, safety, and reputation of the Club and the wellbeing of its members.
- (3) The management committee may take reasonable administrative steps to address conduct concerns or breaches of the Club's Code of Conduct. These administrative steps may include providing feedback, issuing written reminders or expectations notices, requesting improved conduct, or setting reasonable conditions for participation to support a safe and respectful environment. These measures are intended to clarify behavioural expectations and manage participation, and do not constitute action under rule 10, which applies only to proposed termination of membership.
- (4) A repeated pattern of unacceptable conduct, or ongoing failure to meet the Club's behavioural expectations, may be considered a breach of the rules or conduct prejudicial to the Club. In such circumstances, the management committee may decide to initiate action under rule 10, which governs proposed termination of membership.
- (5) Should an action be taken under rule 10, the member's statutory right of appeal under rules 11 and 12 apply.

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 and date of birth 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 of a member;
 - f) contact details of the member - including phone and email, and
 - g) the member's ABF number.
- (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) Subrule (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 adult residing in Queensland, or in another State but not more than 65km from the Queensland border, 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 Club's management committee;
 - (ii) another member of the Club; or
 - (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 a person mentioned in subrule (1)(b)(ii) as secretary, other than to fill a casual vacancy on the management committee, the person does not become a member of the management committee.
- (4) However, if the management committee appoints a person mentioned in subrule (1)(b)(ii) as secretary to fill a casual vacancy on the management committee, the person becomes a member of the management committee.
- (5) If the management committee appoints a person mentioned in subrule (1)(b)(iii) as secretary, the person does not become a member of the management committee.
- (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 person mentioned in rule 15(1)(b)(i), the person remains a member of the management committee.
- (3) If the management committee removes a secretary who is a person mentioned in rule 15(1)(b)(ii) and who has been appointed to a casual vacancy on the management committee under rule 15(5), the person remains a member of the management committee.

17 Functions of secretary

The secretary's functions include, but are not limited to—

- (a) 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
- (b) keeping minutes of each meeting; and
- (c) keeping copies of all correspondence and other documents relating to the Club; and
- (d) maintaining the register of members of the Club.

18 Membership of management committee

- (1) The management committee of the Club consists of a president, treasurer, and up to five other members the Club members elect 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. Management committee members must be Home Club Members (including Life Members), Multi-club Members or Youth Members as per the relevant policy documents.

- (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) A member of the Club may be appointed to a casual vacancy on the management committee under rule 21.

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) for non-attending Club members, absentee and proxy votes are permitted;
 - (e) 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;
 - (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.

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) 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 favour of removing the member.
 - (a) voting in these circumstances should be by secret ballot; and
 - (b) the Chairperson of the general meeting has a casting vote, if required.
- (4) Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- (5) A member has no right of appeal against the member's removal from office under this rule.
- (6) A member who has been removed from office is required to immediately return all Club property including any documentation belonging to the Club.
- (7) A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

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. Non-filled positions at an AGM are considered casual vacancies and these rules apply.
- (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 Club's rules are inconsistent with the Act, as per 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 Club 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;
 - (e) mortgage or charge the whole or part of its property; and
 - (f) issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Club; and
 - (g) provide and pay off any securities issued; and
 - (h) invest in a way the members of the Club may from time to time decide; and
- (4) For subrule (3)(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by—
- (a) the financial institution for the Club; or
 - (b) if there is more than 1 financial institution for the Club —the financial institution nominated by the management committee.
- (5) Management committee members have a duty to prevent the Club from incurring a debt if there are reasonable grounds to expect that the Club is insolvent or will become insolvent if the debt is incurred.

23 Meetings of management committee

- (1) Subject to this rule, the management committee may meet and conduct its proceedings as it considers appropriate.
- Note—*
- See also sections 70B and 70C of the Act about requirements relating to the proceedings of the management committee if a member of the committee has a material interest in a matter being considered at a meeting of the committee.
- (2) The management committee must meet at least once every 4 months to exercise its functions.
 - (3) The management committee must decide how a meeting is to be called.
 - (4) Notice of a meeting 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 subrule (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, the question is decided in the negative.

- (8) The president is to preside as chairperson at a management committee meeting.
- (9) 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 members may choose 1 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 subrule (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 entered in a minute book.
- (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 Club 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) A subcommittee may carry out delegated powers as decided by the appointing management committee.

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) Subrule (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.
- (3) The Club may indemnify a committee member or volunteer for costs or liabilities incurred in good faith in the proper performance of their duties, provided the conduct was within their authority and not fraudulent, dishonest, reckless, or unlawful.

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 subrule (1) may consist of several documents in like form, each signed by 1 or more members of the committee.

30 [Intentionally omitted]

31 Subsequent annual general meetings

Each subsequent annual general meeting must be held—

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

31A Management committee members to be elected at annual general meeting

The Club must elect the members of the management committee at each annual general meeting of the Club.

32 Other business for annual general meeting of large incorporated associations and particular medium and small incorporated associations

- (1) This rule applies **as the Club** is—
 - a) a medium incorporated association to which sections 59A and 59AA of the Act apply, with current assets between \$100 000 and \$1,000 000 or annual revenue of between \$20,000 and \$100,000.
- (2) The following business must be conducted at each annual general meeting of the Club—
 - a) As outlined within Section 33.

33 Other business for annual general meeting of other medium incorporated associations

- (1) This rule applies if the Club is a medium incorporated association to which sections 59A and 59AB of the Act apply.
- (2) The following business must be conducted at each annual general meeting of the Club—
 - (a) receiving the Club's financial statement, and verification statement, for the last reportable financial year;

- (b) presenting the financial statement and verification statement to the meeting for adoption;
- (c) appointing an auditor, an accountant or an approved person for the present financial year;
- (d) disclosure of any remuneration or benefits given to management committee members, other members, and their relatives. Disclosure must include the total value and number of persons receiving the benefit. This amount is reportable even if it is zero.

34 [Intentionally omitted]

35 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.
- (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.
 - (b) a meeting called to hear and decide a proposed special resolution of the Club.
- (6) A notice of a general meeting must state the business to be conducted at the meeting.

36 Quorum for, and adjournment of, general meeting

- (1) The quorum for a general meeting is at least the number of members elected or appointed to the 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 subrule (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (8) The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- (9) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

37 Procedure at general meeting

- (1) A member may take part and vote in a general meeting in person, by proxy, by absentee vote, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (2) A member who participates in a meeting as mentioned in subrule (1) is taken to be present at the meeting.
- (3) At each general meeting—
 - (a) the president is to preside as chairperson; and
 - (b) if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect 1 of their number to be chairperson of the meeting; and
 - (c) the chairperson must conduct the meeting in a proper and orderly way.
- (4) Further clarification is contained in the relevant policy documents.

38 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 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.

39 Special general meeting

- (1) The secretary must call a special general meeting by giving each member of the Club notice of the meeting within 14 days after—
 - (a) being directed to call the meeting by the management committee; or
 - (b) being given a written request signed by—
 - (i) at least 33% of the number of members of the management committee when the request is signed; or
 - (ii) at least the number of Home Club, Multi Club, Youth, and Life 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.
- (2) A request mentioned in subrule (1)(b) must state—
 - (a) why the special general meeting is being called; and
 - (b) the business to be conducted at the meeting.
- (3) A special general meeting must be held within 3 months after the secretary—
 - (a) is directed to call the meeting by the management committee; or
 - (b) is given the written request mentioned in subrule (1)(b); or
 - (c) is given the written notice of an intention to appeal mentioned in subrule (1)(c).
- (4) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

40 Proxies

- (1) An instrument appointing a proxy must be in writing and be in the following or similar form - [Hervey Bay City Bridge Club Proxy Form]:

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)

- (2) The instrument appointing a proxy must—
 - (a) if the appointor is an individual - be signed by the appointor or the appointor's attorney properly authorised in writing.

- (3) A proxy may be a member of the Club or another person.
- (4) The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- (5) Each instrument appointing a proxy must be given to the secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- (6) Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.
- (7) If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the following or similar form -
[Hervey Bay City Bridge Club Proxy Form]:

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

(Signature)

This form is to be used *in favour of/*against [*strike out whichever is not wanted*] the following resolutions—

41 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 entered in a minute book.
- (2) To ensure the accuracy of the minutes—
 - (a) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
 - (b) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the 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 minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
 - (b) give the member copies of the minutes of the meeting.

- (4) The Club may require the member to pay the reasonable costs of providing copies of the minutes.

42 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. This authority includes the power to create, amend or repeal policies and procedures governing the operation, administration and day-to-day conduct of the Club and its activities.
- (2) If there is any inconsistency between these rules and a by-law, policy or procedure, these rules prevail.
- (3) A by-law may be set aside by a vote of members at a general meeting of the Club.

43 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.

44 [Intentionally omitted]

45 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.
 - a) the management committee has the power to spend up to \$10 000 for any one transaction.
 - b) Any proposed expenditure exceeding \$10,000 must be approved at a Special General Meeting (SGM), except where the expenditure is fully funded by an external grant or funding agreement. In such cases, the Management Committee may expend the grant funds in accordance with the terms and conditions of that grant without requiring SGM approval.
 - c) The Club's annual Building and Contents Insurance remains exempt from this limit.

46 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 Club's powers.
- (3) No part of the Club's income or property is to be distributed, paid or transferred by way of a bonus, dividend or other similar payment to the Club's members.
- (4) Subrule (3) does not apply to—
 - (a) reasonable remuneration paid to a member of the Club for work done by the member for or on behalf of the Club; or
 - (b) any payments or dispositions of property that are incidental to activities of the Club in accordance or consistent with the Club's objectives.
- (5) The auditor must examine the Financial Statement prepared under subsection 46(1) and present a report about it to the treasurer before the next annual general meeting.

47 Documents

The management committee must ensure the safe custody of books, documents, instruments of title and securities of the Club.

48 Financial year

The end date of the Club's financial year is **30 June** in each year.

49 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) Subrule (3) applies subject to rule 50.
- (5) In this rule— surplus assets see section 92(3) of the Act.

50 Transfer of relevant assets and distribution of other surplus assets on winding up

- (1) This rule applies to a Club that has been endorsed as a deductible gift recipient under the Income Tax Assessment Act 1997 (Cwlth) if the association –
 - (c) is wound-up under part 10 of the Act; and
 - (d) has surplus assets.
- (2) The Club must transfer the Club's relevant assets to another entity that has been endorsed as a deductible gift recipient under that Act.
- (3) If the Club is a charity registered under the Australian Charities and Not-for-profits Commission Act 2012 (Cwlth), the entity to which the Club's relevant assets are transferred must be a charity at law.
- (4) Any surplus assets that are not relevant assets must be distributed under rule 49.
- (5) In this rule—
 - relevant assets**, of a Club, means the Club's surplus assets that are—
 - (a) gifts of money or property given to the Club for use for its principal purpose; or
 - (b) contributions made in relation to a fund-raising event within the meaning of the Income Tax Assessment Act 1997 (Cwlth) held for the principal purpose of the Club; or
 - (c) money received by the Club because of the gifts or contributions mentioned in paragraph (a) or (b).
 - surplus assets** see section 92(3) of the Act.

51 Distribution of relevant assets on revocation of endorsement as deductible gift recipient

- (1) This rule applies if a Club's endorsement as a deductible gift recipient under the Income Tax Assessment Act 1997 (Cwlth) is revoked under that Act.
- (2) The Club must transfer the Club's relevant assets to another entity that has been endorsed as a deductible gift recipient under that Act.
- (3) In this rule—
 - relevant assets**, of a Club, see rule 50.
 - surplus assets** see section 92(3) of the Act

52 Requirement for Serving Liquor

- (1) The Hervey Bay City Bridge Club may hold a Community Other Liquor Licence under the Liquor Act 1992 (Qld).
- (2) Further clarification is contained in the relevant policy documents.

53 Common Seal

- (1) The Hervey Bay City Bridge Club has a Common Seal, which may be used for official purposes.
- (2) The Common Seal shall be kept securely by the management committee and used only under the authority of the management committee.