

HERVEY BAY AMATEUR FISHING CLUB INC. Constitution 2024



Hervey Bay Amateur Fishing Club Incorporated

ABN: 40073366840

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Pialba Qld

4655

- **Interpretation**

- In these rules –

Act means the Associations Incorporation Act 1981

aggrieved party see rule 11A(3)

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

present means –

- At a management committee meeting, see rule 23(6) or
- At a general meeting, see rule 37(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.

- **Name**

The name of the incorporated association is HERVEY BAY AMATEUR FISHING CLUB INC. (the association).

- **Objects**

The objects of the association are to –

- Promote fishing: Encourage participation in recreational and competition fishing among members and our community
- Host and organise fishing related activities: Create various and inclusive fishing opportunities and events for involvement and participation
- Support being healthy and active: Create a healthy culture within our association, by supporting our members and our community to be more

active, be socially connected and to consider the well-being of themselves and others

- Educate members: Provide ongoing education on all topics related to recreational and competition fishing and the operations of our association
- Intergenerational sharing: Provide opportunities for experience to be shared so skills and insights survive, are shared and are used by generations to come.
- Value add to the Hervey Bay experience.

- **Powers**

- The association has the powers of an individual.
- The association may, for example-
 - enter into contracts; and
 - acquire, hold, deal with and dispose of property; and
 - make charges for services and facilities it supplies; and
 - do other things necessary or convenient to be done in carrying out its affairs.
- The association may also issue secured and unsecured notes, debentures and debenture stock for the association.

- **Classes of members**

- The membership of the association consists of ordinary members, and any of the following classes of members –
 - ordinary members (adult members able to vote at general meetings.)
 - life members (voting rights at general meetings.)
 - honorary members (non-voting members. The term of an honorary membership is determined by the management committee.)
 - junior members (non-voting members)

- The number of ordinary members is unlimited.

- **New membership**
 - An applicant for membership of the association must be proposed by 1 member of the association (the proposer) and by another member (the seconder)
 - An application for membership must be-
 - in writing; and
 - signed by the applicant and the applicant's proposer and seconder; and
 - in the form decided by the management committee.

- **Membership fees**

The membership fee for each ordinary year membership and for each other class of the membership (if any)-

 - is the amount decided by the members from time to time at a general meeting; and
 - is payable when, and in the way, the management committee decides.

- **Admission and rejection of new members**
 - The management committee must consider an application for membership at the next committee meeting held after it receives-
 - the application for membership; and
 - the appropriate membership fee for the application.
 - The management committee must ensure that, as soon as possible after the person applies to become a member of the association, and before the management committee considers the persons application, the person is advised-
 - whether or not the association has public liability insurance; and
 - if the association has public liability insurance- the amount of the insurance.
 - The management committee must decide at the meeting whether to accept or reject the application.
 - If a majority of the members of the management committee present at the meeting a vote to accept as a member, the applicant must be accepted as a member for the class of membership applied for.
 - The secretary of the association must, as soon as practicable after

the management committee decides to accept or reject an application, give the applicant a written notice of the decision.

- **When membership ends**

- A member may resign from the association by giving a written notice of resignation to the secretary.
- The resignation takes effect at-
 - the time the notice is received by the secretary; or
 - if a later time is stated in the notice- the later time
- The management committee may terminate a member's membership if the member-
 - is convicted of an indictable offence; or
 - does not comply with any of the provisions of these rules; or
 - has membership fees in arrears of at least 2 months; or
 - conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the association.
- Before the management committee terminates a member's membership, the committee must give the member full and fair opportunity to show why the membership should not be terminated.
- 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.

- **Appeal against rejection or termination of membership**

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

- **General meeting to decide appeal**

- The general meeting to decide an appeal must be held within 3 months after the secretary receives the notice of intention to appeal.

- At the meeting, the applicant must be given fair and full opportunity to show why the application should not be rejected or the membership should not be terminated.
 - The management committee and the members of the committee who rejected the application or terminated the membership must be given fair and full opportunity to show why the application should be rejected or the membership should be terminated.
 - An appeal must be decided by a majority vote of members present and eligible to vote at the meeting.
 - 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.
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- **Grievance Procedure**
 - 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.
 - To remove any doubt, it is declared that the grievance procedure can not be used by a person whose membership has been terminated if the rules provide for an appeal process against termination.
 - A member (the **aggrieved party**) initiates the grievance procedure in relation to the dispute by giving a notice in writing of the dispute:
 - to the other party; and
 - if the other party is not the management committee, to the management committee.
 - 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.
 - Subject to rule 11.2, the parties to the dispute must, in good faith, attempt to resolve the dispute.
 - If the parties to the dispute cannot resolve the dispute within 14 days after the aggrieved party initiates the grievance procedure, the aggrieved party may, within a further 21 days, ask the association's secretary to refer the dispute to mediation.
 - Subject to rule 11.2, if the aggrieved party asks the association's secretary to refer the dispute to mediation under subrule (6), the management committee must refer the dispute within 14 days after the request.

- **Grievance procedure not continued in particular circumstances**
 - This rule applies if—
 - a member initiates a grievance procedure in relation to a dispute and the association or association's management committee is the other party to the dispute; or
 - the aggrieved party asks the association's secretary to refer the dispute to mediation under rule 11.1(6).
 - The management committee does not have to act under rule 11.1(5) or (7) if—
 - 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
 - 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
 - the dispute relates to an obligation under the Liquor Act 1992 or any other State law to prevent the entry of the aggrieved party to, or to remove the aggrieved party from, premises used by the association, or to refuse to serve liquor to the aggrieved party at the premises; or
 - the dispute could reasonably be considered frivolous, vexatious, misconceived, or lacking in substance or the dispute relates to a matter that has already been subject of the grievance procedure.
- **Appointment of a mediator**
 - If a dispute under rule 11.1 is referred to mediation—
 - the parties to the dispute must choose a mediator to conduct the mediation; or
 - 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
 - for a dispute between a member and another member-a person appointed by the management committee; or
 - for a dispute between a member and the management committee or the association-an accredited mediator or a mediator appointed by the director of the dispute resolution centre.

- 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.
 - If subrule (2) applies, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.
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- **Conduct of mediation**
 - If a mediator is appointed under rule 11.1, 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.
 - Subrule (1) does not apply if the mediator is the director of a dispute resolution centre.
 - The mediator—
 - must give each party to the dispute an opportunity to be heard on the matter the subject of the dispute; and
 - must comply with natural justice; and
 - must not act as an adjudicator or arbitrator; and
 - during the mediation, may see the parties, with or without their representatives, together or separately.
 - The parties to the dispute must act reasonably and genuinely in the mediation and help the mediator to start and finish the mediation within the time required under subrule 11.4 (1)
 - The costs of the mediation, if any, are to be shared equally between the parties unless otherwise agreed.
 - If the mediator can not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.
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- **Representation for grievance procedure**
 - A party to a dispute may appoint any person to act on behalf of the party in the grievance procedure.
 - If a party appoints a person under subrule 11.5(1) to be the party's representative, the party must give written notice of the appointment to each of the following entities—
 - the other party to the dispute;
 - the management committee;
 - if a mediator has been appointed before the party appoints the representative—the mediator.
 - A representative who acts for a party at a mediation must—
 - have sufficient knowledge of the matter the subject of the dispute to be able to represent the party effectively; and
 - be authorised to negotiate an agreement for the party.

- **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 agree.

- **Register of members**

- The management committee must keep a register of members of the association.
- The register must include the following particulars for each member-
 - the full name of the member;
 - the postal or residential address of the member;
 - email address of the member;
 - preferred phone number of the member;
 - the date of admission as a member;
 - the date of death or time of resignation of the member;
 - details about the termination or reinstatement of membership;
 - any other particulars the management committee or the members at a general meeting decide.
- The register must be open for inspection by members of the association at all reasonable times.
- A member must contact the secretary to arrange an inspection of the register.
- However, the management committee may, on the application of a member of the association, 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.

- **Prohibition on use of information on register of members**

- A member of the association must not-
 - use the information obtained from the register of members of the association to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes; or
 - disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the association for the

purpose of advertising for political, religious, charitable or commercial purposes.

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

- **Appointment or election of secretary**

- The secretary must be an individual residing in Queensland, or in another state but not more than 65 km from the Queensland border, who is-
 - a member of the association elected by the association as secretary; or
 - any of the following persons appointed by the management committee as secretary -
 - a member of the association's management committee
 - another person of the association.
 - another person
- If a vacancy happens in the office of secretary, the members of the management committee must ensure a secretary is appointed or elected for the association within 1 month of the vacancy happens.
- If the management committee appoints a person mentioned in sub rule 14(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.
- However, if the management committee appoints a person mentioned in sub rule 14(1) (b) (ii) as secretary to fill casual vacancy on the management committee, the person becomes a member of the management committee.
- If the management committee appoints a person mentioned in sub rule 14(1) (b) (ii) as secretary, the person does not become a member of the management committee.
- In this rule- **casual vacancy**, on a management committee, means a vacancy that happens when an elected member of the management committee resigns, dies or otherwise stops holding office.

- **Removal of the secretary**

- The management committee of the association may at any time remove a person appointed by the committee as the secretary.
- If the management committee removes a secretary who is mentioned in rule 14(1) (b) (in), the person remains a member of the management committee.
- If the management committee removes a secretary who is a person mentioned in rule 14(1)(b) (ii) and who has been appointed

to a casual vacancy on the management committee under rule 14(4), the person remains a member of the management committee.

- **Functions of secretary**

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

- calling meetings of the association, including preparing notices of a special meeting and of the business to be conducted at the meeting in consultation with the President of the association; and
- keeping minutes of each meeting; and
- keeping copies of all correspondence and other documents relating to the association; and
- maintaining the register of members of the association.

- **Membership of the management committee**

- The management committee of the association consists of a President, Treasurer, and any other members the association members elect at a general meeting.
- A member of the management committee, other than the secretary appointed by the management committee under rule 14(1) (b) (iii), must be a member of the association.
- At each annual general meeting of the association, the members of the management committee must retire from office, but are eligible, on nomination, for re-election.
- A member of the association may be appointed to a casual vacancy on the management committee under rule 20.

- **Electing the management committee**

- A member of the management committee may only be elected as follows-
 - any two members of the association may nominate another member (**the candidate**) to serve as a member of the management committee;
 - the nomination must be-
 - in writing signed by the candidate and the members who nominated him or her; and
 - given to the secretary at least 14 days before the annual general meeting at which the election is to be held;
 - each member of the association present and eligible to vote at the annual general meeting may vote for 1

candidate for each vacant position on the management committee;

- if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
 - A person may be a candidate only if the person-
 - is an adult;
 - is not ineligible to be elected as a member under section 61A of the Act; and
 - is eligible to hold a Blue Card, the application to be lodged once elected if they do not already hold a Blue Card.
 - A list of the candidate names in alphabetical order, with the names of the members who nominated each candidate, must be posted in a conspicuous place in the office or usual place of meeting of the association for at least 7 days immediately preceding the annual general meeting.
 - If required by the management committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.
 - The management committee must ensure that, before a candidate is elected as a member of the management committee, the candidate is advised-
 - whether or not the association has public liability insurance; and
 - if the association has public liability insurance – the amount of the insurance.
-
- **Resignation, removal or vacation of office of management committee member**
 - A member of the management committee may resign from the committee by giving written notice of resignation to the secretary
 - The resignation takes effect at-
 - the time the notice is received by the secretary; or
 - if a later time is stated in the notice-the later time.
 - A member may be removed from office at a general meeting of the association if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member,
 - Before a vote of members is taken about removing the member from office, the member must be given full and fair opportunity to show cause why he or she should not be removed from office.
 - A member has no right of appeal against the member removal from office under this rule.
 - A member immediately vacates the office of the member in the circumstances mentioned in section 64(2) of the Act.

- **Vacancies on management committee**

- If a casual vacancy happens on the management committee, the continuing members of the committee may appoint another member of the association to fill the vacancy until the next annual general meeting.
- The continuing members of the management committee may act despite a casual vacancy on the management committee.
- However, if the number of committee members is less than the fixed number under rule 23(1) as a quorum of the management committee, the continuing members may act only to-
 - increase the number of the management committee members to the number required for a quorum; or
 - call a general meeting of the association.

- **Functions of the management committee**

- Subject to these rules or a resolution of the members of the association carried at a general meeting, the management committee has the general control and management of the administration of the affairs, property and funds of the association.
- The management committee has the authority to interpret the meaning of these rules and any matter relating to the association on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

Note:-

The act prevails if the association rules are inconsistent with the Act- see section 1D of the Act

- The management committee may exercise the powers of the association-
 - to borrow, raise or secure the payment of amounts in a way the members of the association decide; and
 - to secure the amounts mentioned in paragraph (a) or payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the association's property, both present and future; and
 - to purchase, redeem or pay off any securities issued; and
 - to borrow amounts from members and pay interest on amounts borrowed; and
 - to mortgage or charge the whole or part of its property;

- and
 - to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association; and
 - to provide and pay off any securities issued; and
 - to invest in a way the members of the association may from time to time decide.
- For sub rule 21(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-
 - the financial institution for the association; or
 - if there is more than 1 financial institution for the association- the financial institution nominated by the management committee.

• Meeting of the management committee

- Subject to this rule, the management committee may meet and conduct its proceeding 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 personal interest in a matter being considered at a meeting of the committee.

- The management committee must meet at least once every 4 months to exercise its functions.
- The management committee must decide how a meeting is to be called.
- Notice of a meeting is to be given in the way decided by the management committee.
- The management committee may hold meetings or permit a committee member take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- A committee member who participates in the meeting as mentioned in sub rule (5) is taken to be present at the meeting.
- 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.
- A member of the management committee must not vote on a question about a contract or proposed contract with the association if the member has an interest in the contract or proposed contract and, if the member does vote, the members vote must not be counted.
- The president is to preside as chairperson at a management committee

- meeting
- 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 members to preside as chairperson at the meeting.

- **Quorum for, adjournment of management committee meeting**
 - 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.
 - If there is no quorum within 30 minutes after the fixed time for the management committee meeting called on request of the members of the committee, the meeting lapses.
 - If there is no quorum within 30 minutes after the fixed time for the management committee meeting called other than on request of the members of the committee-
 - the meeting is to be adjourned for at least 1 day; and
 - the members of the management committee who are present are to decide the day, time and place of the adjourned meeting.
 - If, at an adjourned meeting mentioned in sub rule (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

- **Special meeting of management committee**
 - 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.
 - If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.
 - A request for a special meeting must state-
 - why the special meeting is called; and
 - the business to be conducted at the meeting.
 - A notice of a special meeting must state-
 - the day, time and place of the meeting; and
 - the business to be conducted at the meeting.
 - 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.

- **Minutes of management committee meetings**

- 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.
- 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.

- **Appointment of subcommittees**

- The management committee may appoint a subcommittee consisting of members of the association considered appropriate by the committee to help with the conduct of the association's operations.
- A member of the subcommittee who is not a member of the management committee is not entitled to vote at a management committee meeting.
- A subcommittee member may elect a chairperson of its meetings.
- 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.
- A subcommittee may meet and adjourn as it considers appropriate.
- A question arising at a subcommittee meeting is to be decided by majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

- **Acts not affected by defects or disqualification**

- An act performed by the management committee, a subcommittee or a person acting as a member of the management committee is taken to have validly performed.
- Subrule 27(1) applies even if the act was performed when-
 - 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
 - a management committee member, subcommittee member or person acting as a member of the management committee was disqualified from being a member.

- **Resolutions of management committee without a meeting**

- A written resolution signed by each member of the management committee is as valid effectual as if it has been passed at a committee meeting that was properly called and held.
- A resolution mentioned in sub rule 28(1) may consist of several documents in like form, each signed by 1 or members of the committee.

- **Annual general meetings**

An annual general meeting must be held-

- at least once each year; and
- within 6 months after the end date of the association's reportable financial year.

29.1 Management committee members to be elected at annual general meeting

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

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

- This rule applies if the association is—
 - a large incorporated association to which sections 59A and 59AA of the Act apply; or
 - a medium incorporated association to which sections 59A and 59AA of the Act apply; or
 - a small incorporated association to which sections 59A and 59AA of the Act apply.
- The following business must be conducted at each annual general meeting of the association—
 - receiving the association's financial statement, and audit report, for the last reportable financial year;

- presenting the financial statement and audit report to the meeting for adoption;
 - for a large incorporated association—appointing an auditor or an accountant for the present financial year;
 - for a medium or small incorporated association—appointing an auditor, an accountant or an approved person for the present financial year.
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- **Other business of annual general meeting of other medium incorporated associations**
 - This rule applies if the association is a medium incorporated association to which sections 59A and 59AB of the Act apply.
 - The following business must be conducted at each annual general meeting of the association—
 - receiving the association’s financial statement, and verification statement, for the last reportable financial year;
 - presenting the financial statement and verification statement to the meeting for adoption;
 - appointing an auditor, an accountant or an approved person for the present financial year.
-
- **Other business of annual general meeting of other small incorporated associations**
 - This rule applies if the association is a small incorporated association to which sections 59A and 59AB of the Act apply.
 - The following business must be conducted at each annual general meeting of the association—
 - receiving the association’s financial statement, and verification statement, for the last reportable financial year;
 - presenting the financial statement and verification statement to the meeting for adoption.

- **Notice of general meeting**

- The secretary may call a general meeting of the association.
- The secretary must give at least 14 days notice of the meeting to each member of the association.
- If the secretary is unable or unwilling to call the meeting, the president must call the meeting.
- The management committee may decide the way in which the notice must be given.
- However, notice of the following meetings must be given in writing-
 - a meeting called to hear and decide the appeal of a person against the management committee's decision-
 - to reject the person's application for membership of the association; or
 - to terminate the person's membership of the association;
 - a meeting called to hear and decide a proposed special resolution of the association.
- A notice of a general meeting must state the business to be conducted at the meeting.

- **Quorum for, and adjournment of, annual general meeting**

- 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 association last general meeting plus 1.
- However, if all members of the association are members of the management committee the quorum is the total number of members less 1.
- No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- 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 association, the meeting lapses.
- 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 association-
 - the meeting is to be adjourned for at least 7 days; and
 - the management committee is to decide the day, time and place of the adjourned meeting
- The chairperson may, with the consent of any meeting at which there is a quorum and must if directed by the meeting from time to time and from place to place.
- If a meeting is adjourned under sub rule (6), only the business left

- unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- The secretary is not required to give the members notice of adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
 - 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

- **Procedure at general meeting**

- A member may take part and vote in a general meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in the discussions as they happen.
- A member who participates in a meeting as mentioned in subrule (1) is taken to be present at the meeting.
- At each general meeting-
 - the president is to preside as chairperson; and
 - 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 the chairperson of the meeting; and
 - the chairperson must conduct the meeting in a proper and orderly way.

- **Voting at general meeting**

- 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.
- Each member present and eligible to vote is entitled 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as the primary vote.
- A member is not entitled to vote at a general meeting if the member annual subscription is in arrears at the date of the meeting.
- The method of voting is to be decided by the management committee.
- However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.
- 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.

- **Special general meeting**

- The secretary must call a special general meeting by giving each member of the association notice of the meeting within 14 days after-
 - being directed to call the meeting by the management committee; or
 - being given a written request signed by-
 - at least 33% of the number of members of the management committee when the request is signed; or
 - at least the number of ordinary members of the association equal to double the number of members of the association on the management committee when the request is signed plus 1; or
 - being given a written notice of an intention to appeal against the decision of the management committee-
 - to reject an application for membership; or
 - to terminate a person's membership.
- A request mentioned in sub rule 37(1)(b) must state-
 - why the special general meeting is being called; and
 - the business to be conducted at the meeting
- A special general meeting must be held within 3 months after the secretary-
 - is directed to call the meeting by the management committee; or
 - is given the written request mentioned in sub rule 37(1)(b); or
 - is given the written notice of an intention to appeal mentioned in sub rule 37(1) (c).
- If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

- **Proxies**

- An instrument appointing a proxy must be in writing and will be the appropriate form as provided by the association.
- The instrument appointing a proxy must, be signed by the appointor or the appointor's attorney properly authorised in writing.
- A proxy may be a member of the association or another person, and an individual is only able to be appointed to 1 proxy vote.
- The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- Each instrument appointing a proxy must be given to the secretary at least 1 hour before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.

- Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.
 - If a proxy wants a proxy to vote for or against a resolution, the instrument appointing the proxy must instruct the proxy accordingly, and on the form provided by the association.
- **Minutes of general meetings**
 - 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.
 - To ensure the accuracy of the minutes-
 - 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
 - the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the association that is a general meeting or annual general meeting, verifying their accuracy.
 - If asked by a member of the association, the secretary must , within 28 days after the request is made-
 - make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
 - give the member copies of the minutes of the meeting.
 - The association may require the member to pay reasonable costs for providing copies of the minutes.
- **Bylaws**
 - The management committee may make, amend or repeal by-laws, not inconsistent with the rules, for the internal management of the association.
 - A by-law may be set aside by a vote of members at a general meeting of the association.
- **Alteration to the rules**
 - Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.
 - However an amendment, repeal or addition is valid only if registered by the chief executive.

- **Funds and accounts**

- The funds of the association must be kept in an account in the name of the association in a financial institution decided by the management committee.
- Records and accounts must be kept in English language showing full and accurate particulars of the financial affairs of the association.
- All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- Payments are to be made by via electronic banking that requires the authorisation of at least two of the following-
 - president;
 - secretary;
 - treasurer;
 - any 1 of 3 other members of the association who have been authorised by the management committee to approve payments by the association.
- However, 1 of the persons who authorises payment must be the president, the secretary or the treasurer.
- 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.
- All expenditure must be approved or ratified at a management committee meeting.

- **General financial matters**

- 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 year is prepared.
- The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.

- **Documents**

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

- **Financial year**

The end date of the association's financial year is 30 September in each

year.

- **Distribution of surplus assets to another entity**

- This rule applies if the association-
 - is wound up under part 10 of the Act; and
 - has surplus assets.
- The surplus assets must not be distributed among the members of the association.
- The surplus assets must be given to another entity-
 - having objects similar to the association's objects; and
 - the rules of which prohibit the distribution of the entity's income and assets to its members.
- In this rule- *surplus assets* see section 92 (3) of the Act.

APPENDIX - ASSOCIATIONS INCORPORATION ACT 1981 - REFERENCES

1D Act prevails if association's rules are inconsistent with Act To remove any doubt, it is declared that if a rule of an association is inconsistent with this Act, this Act prevails to the extent of the inconsistency.

47A Grievance procedure

(1) The rules of an incorporated [association](#) may set out a grievance procedure for dealing with any dispute under the rules between—

- (a) a [member](#) and another [member](#); or
- (b) a [member](#) and the management committee; or
- (c) a [member](#) and the [association](#).

(2) The grievance procedure must include mediation and may provide for a person to decide the outcome of the dispute.

(3) A [member](#) may appoint any person to act on behalf of the [member](#) in the grievance procedure.

(4) In applying the grievance procedure, the [association](#) must ensure that—

- (a) each party to the dispute has been given an opportunity to be heard on the matter the subject of the dispute; and
- (b) the mediator, and any person engaged under the rules to decide the outcome of the dispute, is unbiased.

(5) If a [member](#) has initiated a grievance procedure in relation to a dispute between the [member](#) and the [association](#), the [association](#) must not take disciplinary action against any of the following persons in relation to the matter the subject of the grievance procedure until the grievance procedure has been completed—

(a) the [member](#) who initiated the grievance procedure (the **"complainant member"**);

(b) a [member](#) of the [association](#) appointed by the [complainant member](#) under *subsection (3)* to act on behalf of the [complainant member](#) in the grievance procedure.

(6) If the rules of an incorporated [association](#) do not set out a grievance procedure that is consistent with *subsections (2), (3), (4) and (5)*, the rules of the [association](#) are taken to include the provisions of the model rules providing for the grievance procedure.

(7) To remove any doubt, it is declared that *subsection (6)* applies even if the rules of an incorporated [association](#) provide, as permitted under *section 47 (3)*, that *section 47 (1)* does not apply.

61A Eligibility for election to a management committee

(1) A person is not eligible to be elected as a [member](#) of an incorporated [association](#)'s management committee if—

(a) the person has been convicted of an offence—

(i) on indictment; or

(ii) summarily and sentenced to imprisonment, other than in default of payment of a fine; and

(b) the rehabilitation period in relation to the conviction has not expired.

(2) Also, a person is not eligible to be elected as a [member](#) of an incorporated [association](#)'s management committee if—

(a) under the [Bankruptcy Act 1966](#) (*Cwlth*) or the law of an external territory or another country, the person is an undischarged bankrupt; or

(b) the person has executed a deed of arrangement under the [Bankruptcy Act 1966](#) (*Cwlth*), part X or a corresponding law of an external territory or another country and the terms of the deed have not been fully complied with; or

(c) the person's creditors have accepted a composition under the [Bankruptcy Act 1966](#) (*Cwlth*), part X or a corresponding law of an external territory or another country and a final payment has not been made under the composition.

64 Tenure of [members](#) of management committee

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

Division 2 Matters of material personal interest and remuneration

70B Disclosure of material personal interest

- (1) A member of the management committee of an incorporated association who has a material personal interest in a matter being considered at a management committee meeting must, as soon as the member becomes aware of the interest, disclose the nature and extent of the interest to the management committee. Maximum penalty—60 penalty units.
- (2) A member of the management committee of an incorporated association who has a material personal interest in a matter being considered at a management committee meeting must disclose the nature and extent of the interest at the next general meeting of the association. Maximum penalty—60 penalty units.
- (3) Subsections (1) and (2) do not apply in relation to a material personal interest—
- (a) that exists only because the member—
 - (i) is an employee of the association; or
 - (ii) is a member of a class of persons for whose benefit the association is established; or
 - (b) that the member has in common with all, or a substantial proportion of, the members of the association.

(4) If a member of the management committee of an incorporated association discloses a material personal interest in a contract or proposed contract under this section, and the member has complied with section 70C(1) or the member's interest is not required to be disclosed because of subsection (3)—

(a) the contract is not liable to be avoided by the association on any ground arising from the fiduciary relationship between the member and the association;

(b) the member is not liable to account for profits derived from the contract.

(5) A disclosure of a material personal interest required under subsection (1) or (2) must give details of—

(a) the nature and extent of the interest; and

(b) how the interest is related to the activities of the association.

(6) The members of the management committee of an incorporated association must ensure the details mentioned in subsection (5) are—

(a) recorded in the minutes of the meeting of the management committee at which the disclosure is made; and

(b) if a member of the association asks for the details—given to the member.

Maximum penalty for each member of the management committee—4 penalty units.

70C Voting on matter in which member has material personal interest

(1) A member of the management committee of an incorporated association who has a material personal interest in a matter being considered at a meeting of the management committee must not—

(a) be present while the matter is being considered at the meeting; or

(b) vote on the matter.

Maximum penalty—60 penalty units.

(2) Subsection (1) does not apply in relation to a material personal interest—

(a) that exists only because the member belongs to a class of person for whose benefit the association is established; or

(b) that the member has in common with all, or a substantial proportion of, the members of the association.

(3) Subsection (1) does not apply if the management committee, other than the members who have a material personal interest in the matter, decide the member who has a material personal interest in the matter may—

- (a) be present while the matter is being considered at the meeting; or
- (b) vote on the matter.

(4) If the management committee decides under subsection (3) that a member of the committee who has a material personal interest in a matter may be present at a meeting while the matter is being considered, or may vote on the matter, the committee must ensure that—

- (a) the committee's decision is recorded in the minutes of the meeting and disclosed at the next general meeting of the association; and
- (b) details of the committee's decision are given to a member of the association, if requested by the member.

Maximum penalty for each member of the management committee—4 penalty units.

(5) If there are not enough management committee members to form a quorum to consider a matter because of subsection (1)—

- (a) 1 or more committee members, including the members who have a material personal interest in the matter, may call a general meeting; and
- (b) the general meeting may pass a resolution to deal with the matter.

70D Disclosure of remuneration and other benefits

(1) The members of the management committee of an incorporated association must ensure the prescribed details of the remuneration paid or other benefits given for the financial year to the following persons, if any, is presented to the association's annual general meeting in the way prescribed by regulation—

- (a) each member of the management committee of the association;
- (b) each senior staff member of the association;
- (c) each relative of a person mentioned in paragraph (a) or (b).

Maximum penalty for each member of the management committee—10 penalty units.

- In this section—

relative, of a person, means a spouse, parent, sibling, child, grandparent or grandchild of the person.

remuneration—

- (a) includes salary, allowances and other entitlements; and
- (b) does not include reimbursement of out of pocket expenses.

senior staff member, of an incorporated association, means a person who—

- (a) makes, or participates in making, decisions that affect the whole, or a substantial part, of the activities of the association; or
- (b) has the capacity to affect significantly the association's financial standing.