SOUTHPORT GYMNASTICS CLUB INC

Southport Gymnastics Club

"Effort Endurance Excellence"

The Constitution :

Our body of fundamental principles and established precedents according to which Southport Gymnastics Club Inc is acknowledged to be governed and accepted in establishing our concept, character, and structure.

Southport Gymnastics Club Inc ("Association")
IA No: 4673
An Association Incorporated under the Associations Incorporations Act 1981 (Qld).

Voted in SGM 09/10/2017

THE CONSTITUTION OF SOUTHPORT GYMNASTICS CLUB INC

1 Interpretation

(1) In these rules—

Act means the *Associations Incorporation Act 1981.*

present—

(a) at a management committee meeting, see rule 23(6); or

(b) at a general meeting, see rule 37(2).

(2) A word or expression that is not defined in these model rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

2 Name:

The name of the incorporated association is Southport Gymnastic Club Inc (***"Association"***).

3 Objects:

The objects of the Association are:

(a) To teach, develop and promote gymnastics to children of all ages in a fun, and stimulating format, and in a safe and controlled environment, thereby improving sensory functions that help in developing a healthy and positive self image. Through a fun and enjoyable learning experience of sequential gymnastics, all students will enjoy the rewards of physical and mental fitness

(b) To provide a competitive gymnastics program for the highly motivated gymnasts who want to test and push limits of their abilities. The Association will provide a competitive environment for the gymnast who demonstrates the physical capabilities and mental readiness for advanced gymnastics, and express their desire to participate in competitive events. No matter how difficult the competitive gymnastics sport, we remain committed to the love and enjoyment of the sport first. Competition is not necessarily a natural progression for all gymnasts.

(c) To secure the assistance and co-operation of individual companies, firms, government and semi government authorities, and any other organisation or charity having a similar objective.

4 Powers

(1) The Association has the powers of an individual.

(2) The Association may,

(a) enter into 3rd party contracts for the provision of cleaning, maintenance, building, gymnastics coaching, administration, and staffing for the benefit and welfare of the Association and it's members; and

(b) acquire, hold, deal with and dispose of property; and

(c) make charges for services and facilities it supplies; and

(d) do other things necessary or convenient to be done in carrying out its affairs.

(3)(a)To subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the Association shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of Constitution Rule 46.4

(3)(b) The Association may take over the funds and other assets and liabilities of the present unincorporated association known as the Southport Gymnastics Club Inc.

(3)(c) In furtherance of the objects of the Association to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Association or persons frequenting the Association's premises;

(3)(d)To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Association: Provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts;

(3)(e) To enter into any arrangements with any Government of Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association; to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;

(3)(f) To appoint, employ, remove, suspend, replace or reinstate appropriate honorary officials, paid administrators, administrators, clerks, coaches, instructors or other persons whose services may be deemed necessary for the purposes of the Club.

(3)(g) To remunerate any person or body corporate for services rendered or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the incorporated association, or in or about the incorporated association or promotion of the incorporated association or in the furtherance of its objects;

(3)(h) To construct , improve , maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;

(3)(i) To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit;

(3)(j) To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate;

(3)(k) In furtherance of the objects of the Association to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate;

(3)(l) To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by way of government grants, notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated association's property or assets present or future and to purchase, redeem or pay-off any such securities;

(3)(m) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of landing and other negotiable or transferable instruments;

(3)(n) In furtherance of the objects of the Association to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association;

(3)(o) To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others;

(3)(p) To take any gift or property whether subject to any special trust or not, for any one or more of the objects of the Associations but subject always to the proviso in sub-rule (3)(d);

(3)(q)To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of government grants, donations, annual subscriptions or otherwise;

(3)(r) To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects;

(3)(s) In furtherance of the objects of the Association to amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Association under or by virtue of Constitution Rule 46.4;

(3)(t) In furtherance of the objects of the Association to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorised to amalgamate;

(3)(u) In furtherance of the objects of the Association to transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated associations with which the Association is authorised to amalgamate;

(3)(v) To make donations for patriotic, charitable or community purposes;

(3)(w) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged;

(3)(x) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

5 Classes of members

(1) The membership of the Association consists of ordinary members, and any of the following classes of members (limited by necessity and capacity only)

a) Life members;

Granted to any person who, in the opinion of the Management Committee, has supported and been involved with the Club for a minimum of ten (10) years, or such a member who has had an outstanding career in the sport of Gymnastics as a representative of the Club (not necessarily as a competitor)

b) Honorary members;
The number of honorary members shall be unlimited and subject to the qualification that any honorary member be either a member of a committee of the Association or the President, Vice President, Secretary or Treasurer of the Association, who has given a minimum number of five (5) years service to the Association.

c) Ordinary members;
The number of ordinary members shall be unlimited and subject to the qualification of being of at least eighteen years of age. In the case of persons under the age of eighteen years the parent or guardian of such person shall be entitled to membership of the Association until such person attains the age of eighteen years.

d) Participant Members;
An individual that is recognised by a Club Member as a participant member may, upon registration with the Club Member in accordance with its rules, automatically become a Participant Member subject to the Provisions of this Constitution.

e) Patron;
An individual may be appointed as a Patron of the Association at any AGM by a Special Resolution. A Patron shall be entitled to all the privileges of a Life Member.

(2) The number of ordinary members is limited by necessity and capacity only.

6 Automatic Membership
A person who, on the day the Association is incorporated, was a member of the unincorporated Association and who, on or before a day fixed by the management committee, agrees in writing to become a member of the incorporated Association, must be admitted by the management committee:

(a) to the equivalent class of membership of the Association as the member held in the unincorporated Association; or
(b) if there is no equivalent class of membership—as an ordinary member.

7 New Membership
Membership shall be open to all persons subscribing to the objects of the Club (Constitution Rule 3) and completing the prescribed form and paying the prescribed subscription. No restrictions shall be imposed on any person by virtue of religious or political beliefs, sex, race, or age (subject to age appropriate classes being available), but the Management Committee shall have the right to refuse membership to any person without assigning a reason for the refusal.

8 Membership Fees & Subscriptions

(1) The membership fee for each ordinary membership and for each other class of membership (if any)

(a) The membership fees for each class of membership shall be such sum as the Management Committee shall from time to time at any general meeting so determine.
(b) The membership fees for each class of membership shall be payable at such time and in such manner as the Management Committee shall from time to time determine.

(2) A member of the incorporated Association who, before becoming a member, has paid the members annual subscription for membership of the unincorporated Association on or before a day fixed by the Management Committee, is not liable to pay a further amount of annual subscription for the period before the day fixed by the Management Committee as the day on which the next annual subscription is payable.

(3) No application fee, subscription or other amount payable, will be due, for members such as Honorary Member, Life Member, or Patron.

9 Admission and rejection of new members

(1) A Member will become a Member, and the Committee Members will assist the Secretary to record their name in the Register of Members kept by the Association, only upon meeting the criteria applicable to the relevant category of membership and provided that the member has signed:

(a) the application for membership;

(b) undertakes to pay the appropriate membership fee for the application that apply to the member as per each membership category;

(c) be bound by this Constitution, the Statutes and Regulations and By-laws; and

(d) support the Association in the encouragement and promotion of its Objectives as set out in Constitution Rule 3

(2) The Management Committee must ensure that, as soon as possible after the person applies to become a member of the Association, and before the Management Committee considers the persons application, the person is advised

(a) whether or not the Association has public liability insurance; and

(b) if the Association has public liability insurance—the amount of the insurance.

(3) The Management Committee must decide at the meeting whether to accept or reject the application.

(4) If a majority of the members of the Management Committee present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.

(5) The secretary of the Association must, as soon as practicable after the Management Committee decides to accept or reject an application, give the applicant a written notice of the decision.

10 When membership ends

(1) A member may resign from the association by giving a written notice of resignation to the Club 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, a specified later time if agreed to by the Management Committee.

(3) The Management Committee may terminate a members membership if the member

(a) is convicted of an indictable offence; or

(b) fails to comply with any of the provisions of these Rules; or

(c) has membership fees in arrears for a period of three (3) months or more; or

(d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Association.

(4) Before the Management Committee terminates a members membership, the Committee must give the member a full and fair opportunity to show why the membership should not be terminated.

(5) The member shall be given a full and fair opportunity of presenting his/her case and if the Management Committee resolves to terminate his/her membership it shall instruct the Secretary to advise the member in writing accordingly.

(6) No Member whose membership ceases has any claim against the Association or the Committee Members for damages or otherwise arising from the cessation or termination of the membership.

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, within one (1) month of receiving written notification thereof, lodge with the Secretary written notice of the persons intention to appeal against the decision of the Management Committee.

(2) Upon receipt of a notification of intention to appeal against rejection or termination of membership the Secretary shall convene, within one (1) months of the date of receipt of such notice, a general meeting to determine the appeal. At any such meeting the applicant shall be given the opportunity to fully present his/her case and the Management Committee or those members thereof who rejected the application for membership or terminated the membership subsequently shall likewise have the opportunity of presenting its or their case. The appeal shall be determined by the vote of the members present at such meeting.

(3) Where a person whose application is rejected, does not appeal against the decision of the Management Committee within the time prescribed by these Rules or so appeals but the appeal is unsuccessful, the Secretary shall forthwith refund the balance of the amount of any fee paid within 20 business days.

12 General meeting to decide appeal

(1) The general meeting to decide an appeal must be held within one (1) month 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 one (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, within 20 business days.

13 Register of Members

(1) The Management Committee must keep a Register of Members of the Association.

(2) The Register must include the following particulars for each member—
(a) the full name of the member;
(b) the postal or residential address of the member;
(c) the date of admission as a member;
(d) the date of death or time of resignation of the member;
(e) details about the termination or reinstatement of membership;
(f) any other particulars the Management Committee or the members at a general meeting decide.

(2) The register must be open for inspection by members of the Association at all reasonable times.

(3) The Management Committee may, on the application of a member of the Association, withhold information about the member (other than the members full name) from the register

available for inspection if the Management Committee has reasonable grounds for believing the disclosure of the information, in accordance with the privacy principals, would put the member at risk of harm.

14 Prohibition on use of information on Register of Members

(1) A member of the Association must not—

(a) use information obtained from the Register of Members of the Association to contact, or send material to, another member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes; or

(b) disclose information obtained from the Register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes.

(4) Subrule (1) does not apply if the use or disclosure of the information is approved by the Association.

15 Appointment or election of Secretary

(1) The Secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is—

(a) a member of the Association elected by the Association as Secretary; or

(b) any of the following persons appointed by the Management Committee as Secretary—

(i) a member of the Associations Management Committee;

(ii) another member of the Association;

(iii) another person.

(2) If the Association has not elected an interim officer as Secretary for the Association before its incorporation, the members of the Management Committee must ensure a Secretary is appointed or elected for the Association within one (1) month after incorporation.

(3) If a vacancy happens in the office of Secretary, the members of the Management Committee must ensure a Secretary is appointed or elected for the Association within one (1) month after the vacancy happens in accordance with Constitution Rule 21.

(4) If the Management Committee appoints a person mentioned in subrule (1)(b)(ii) as Secretary, other than to fill a casual vacancy on the Management Committee, the person does not become a member of the Management Committee.

(5) However, if the Management Committee appoints a person mentioned in subrule (1)(b)(ii) as Secretary to fill a casual vacancy on the Management Committee, the person becomes a member of the Management Committee.

(6) If the Management Committee appoints a person mentioned in subrule (1)(b)(iii) as Secretary, the person does not become a member of the Management Committee.

(7) In this rule— ***casual vacancy***, on a Management Committee, means a vacancy that happens when an elected member of the Management Committee resigns, dies or otherwise stops holding office.

16 Removal of Secretary

(1) The Management Committee of the Association may at any time remove a person appointed by the Committee as the Secretary.

(2) If the Management Committee removes a Secretary who is a person mentioned in rule 15(1)(b)(i), the person remains a member of the Management Committee.

(3) If the Management Committee removes a Secretary who is a person mentioned in rule 15(1)(b)(ii) and who has been appointed to a casual vacancy on the Management Committee under rule 15(5), the person remains a member of the Management Committee.

17 Functions of Secretary

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

(a) calling meetings of the Association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the President of the Association; and

(b) keeping minutes of each meeting; and

(c) keeping copies of all correspondence and other documents relating to the Association; and

(d) maintaining the Register of Members of the Association.

18 Membership of Management Committee

(1) The Management Committee of the Association consists of a President, Vice President, Secretary, Treasurer, and 3 general members the Association 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 Association.

(3) (3) At each annual general meeting of the Association, the members of the Management Committee must retire from office, as per Constitution Rule 19 , but are eligible, on nomination, for re-election.

(4) A member of the association may be appointed to a casual vacancy on the Management Committee under rule 21.

18.1 Powers of the Management Committee

18.1.1 The affairs of the club shall be governed by a Management Committee constituted under Constitution Rule 18.2 and Constitution Rule 22.

18.2 Composition and Terms

18.2.1 The Management Committee shall be comprised of the following persons:

- President
- Vice President
- Secretary
- Treasurer
- General Committee Members (maximum 3)
- Executive Member (non-elected position held by Club Administrator or General Manager)
- Maximum number on committee not to exceed 8 excluding executive member.

18.2.2 For the first AGM elections following the acceptance of this constitution the positions will be elected for the following terms:

- President – 2 years
- Vice President – 1 year
- Secretary – 2 years
- Treasurer – 1 year
- General Members – 1 year

18.2.3 For all other AGM elections following the acceptance of this constitution the positions will be elected for the following terms when they fall vacant:

- President – 2 years
- Vice President – 2 years
- Secretary – 2 years

• Treasurer – 2 years
• General Members – 1 year

18.2.4 The President, Vice President, Secretary, Treasurer and Executive Member shall form the Executive Committee.

a) The Executive shall have the power to act on urgent matters of importance outside Committee meetings, the resolution of which are essential to the smooth operation of the Association, subject to majority consent of the executive, and following reasonable attempts to contact the full Management Committee.

b) The Executive shall report to the next Committee meeting and their decisions must be ratified and/or amended by the Committee.

c) The Executive Committee Members shall serve for two years with staggered retiring dates as outlined in Clause 18.2.3. Retiring members will be specified in the AGM notice.

18.2.5 The number of Committee members who are also employees of the Club shall be a maximum of one (1) on the executive and not more than 1/3 of the Committee.

18.2.6 The number of committee members who are also Honorary Members shall be a maximum of one (1) on the executive and two on the Committee in total.

19 Electing the Management Committee

(1) A member of the Management Committee may only be elected as follows—

(a) any 2 members of the Association may nominate another member (the ***candidate***) to serve as a member of the Management Committee;

(b) the nomination must be—

(i) in writing; and

(ii) signed by the candidate and the members who nominated him or her; and

(iii) given to the secretary at least 14 days before the annual general meeting at which the election is to be held;

(c) each member of the Association present and eligible to vote at the annual general meeting may vote for 1 candidate for each vacant position on the Management Committee;

(d) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.

(2) A person may be a candidate only if the person—

(a) is an adult;

(b) is not ineligible to be elected as a member under section 61A of the Act.

(c) has not been convicted of an indictable offence;

(d) gives an undertaking to comply with any of the provisions of these Rules;

(e) does not have membership fees in arrears for a period of three (3) months or more;

(f) does not conduct himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Association;

(g) has no actual, or perceived conflict of interest with respect to the objectives and interests of the Association;

(h) is not, or has not, been a bankrupt.

(3)A list of the candidates names in alphabetical order, with the names of the members who nominated each candidate, must be posted in a conspicuous place in the office or usual place of meeting of the association for at least 7 days immediately preceding the annual general meeting.

(4) If required by the Management Committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.

(5) The Management Committee must ensure that, before a candidate is elected as a member of the Management Committee, the candidate is advised—

(a) whether or not the Association has public liability insurance; and
(b) if the Association has public liability insurance—the amount of the insurance.

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 if agreed to by the Management Committee

(3) A member may be removed from office at a general meeting of the Association if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.

(4) Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.

(5) A member has no right of appeal against the members removal from office under this rule.

(6) A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

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 Association to fill the vacancy until the next annual general meeting.
(2) The continuing members of the Management Committee may act despite a casual vacancy on the Management Committee.

(3) However, if the number of committee members is less than the number fixed under rule 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 Association.

22 Functions of Management Committee

(1) Subject to these Rules or a Resolution of the Members of the Association carried at a general meeting, the Management Committee has the general control and management of the administration of the affairs, property and funds of the Association.

(2) The Management Committee has authority to interpret the meaning of these rules and any matter relating to the Association on which the Rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.
Note— The Act prevails if the associations rules are inconsistent with the Act—see section 1B of the Act.

(3) The Management Committee may exercise the powers of the Association—
(a) to borrow, raise or secure the payment of amounts in a way the members of the Association decide; and
(b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the

association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the associations property, both present and future; and
(c) to purchase, redeem or pay off any securities issued; and
(d) to borrow amounts from members and pay interest on the amounts borrowed; and
(e) to mortgage or charge the whole or part of its property; and
(f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association; and
(g) to provide and pay off any securities issued; and
(h) to invest in a way the members of the Association may from time to time decide.

(4) For subrule (3)(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by—
(a) the financial institution for the Association; or
(b) if there is more than 1 financial institution for the Association—the financial institution nominated by the Management Committee.

23 Meetings of Management Committee

(1) Subject to this rule, the Management Committee may meet and conduct its proceedings as it considers appropriate.

(2) The Management Committee must meet at least once every month to exercise its functions.

(3) The Management Committee must decide how a meeting is to be called.

(4) Notice of a meeting is to be given in the way decided by the Management Committee.

(5) The Management Committee may hold meetings, or permit a committee member to take part in its meetings, by using any current technology, and electronic mediums, 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) 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.

(9) The President is to preside as chairperson at a Management Committee meeting.

(10) If there is no President or if the President is not present within 30 minutes, without reasonable excuse, 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 48 hours; 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 monthly 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 association considered appropriate by the committee to help with the conduct of the Associations 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 30 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.

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.

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 First annual general meeting

The first annual general meeting must be held within 6 months after the end date of the Association's first reportable financial year.

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 association's reportable financial year.

32 Business to be conducted at annual general meeting of level 1 incorporated associations and particular level 2 and 3 incorporated associations

(1) This rule applies only if the association is—

(a) a level 1 incorporated association; or

(b) a level 2 incorporated association to which section 59 of the Act applies; or

(c) a level 3 incorporated association to which section 59 of the Act applies.

(2) The following business must be conducted at each annual general meeting of the association—

(a) receiving the association's financial statement, and audit report, for the last reportable financial year;

(b) presenting the financial statement and audit report to the meeting for adoption;

(c) electing members of the management committee;

(d) for a level 1 incorporated association—appointing an auditor or an accountant for the present financial year;

(e) for a level 2 incorporated association, or a level 3 incorporated association, to which section 59 of the Act applies—appointing an auditor, an accountant or an approved person for the present financial year.

33 Business to be conducted at annual general meeting of other level 2 incorporated associations

(1) This rule applies only if the association is a level 2 incorporated association to which section 59A of the Act applies.

(2) The following business must be conducted at each annual general meeting of the association—

(a) receiving the association's financial statement, and signed statement, for the last reportable financial year;

(b) presenting the financial statement and signed statement to the meeting for adoption;
(c) electing members of the management committee;
(d) appointing an auditor, an accountant or an approved person for the present financial year.

34 Business to be conducted at annual general meeting of other level 3 incorporated associations

(1) This rule applies only if the association is a level 3 incorporated association to which section 59B of the Act applies.

(2) The following business must be conducted at each annual general meeting of the association—
(a) receiving the association's financial statement, and signed statement, for the last reportable financial year;
(b) presenting the financial statement and signed statement to the meeting for adoption;
(c) electing members of the management committee.

35 Notice of annual general meeting

(1) The Secretary may call a general meeting of the Association.

(2) The Secretary must give at least 14 days notice of the meeting to each member of the Association.

(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 association; or
(ii) to terminate the person's membership of the association;
(b) a meeting called to hear and decide a proposed special resolution of the association.

(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 association's last general meeting plus 1.

(2) However, if all members of the Association 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 Association, 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 Association—
(a) the meeting is to be adjourned for at least 48 hours; 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 annual general meeting

(1) A member may take part and vote in a general meeting in person, by proxy, by attorney or by using any current technology and electronic mediums 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 30 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.

38 Voting at annual 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 Association notice of the meeting within 14 days after—

(a) being directed to call the meeting by the Management Committee; or

(b) being given a written request signed by—

(i) at least 33% of the number of members of the Management Committee when the request is signed; or

(ii) at least the number of ordinary members of the Association equal to double the number of members of the Association on the Management Committee when the request is signed plus 1; or

(c) being given a written notice of an intention to appeal against the decision of the Management Committee—

(i) to reject an application for membership; or

(ii) to terminate a person's membership.

(2) A request mentioned in subrule (1)(b) must state—

(a) why the special general meeting is being called; and

(b) the business to be conducted at the meeting.

(3) A special general meeting must be held within one (1) 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—

Southport Gymnastic Club:
I, of , being a member of the Association, appoint
of
as my proxy to vote for me on my behalf at the (annual) general meeting of the Association, to be held on the day of 20
and at any 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; or

(b) if the appointor is a corporation—

(i) be under seal; or

(ii) be signed by a properly authorised officer or attorney of the corporation.

(3) A proxy may be a member of the Association 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—

Southport Gymnastic Club:
I, of , being a member of the Association, appoint of as my proxy to vote for me on my behalf at the (annual) general meeting of the Association, to be held on the day of 20 and at any 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—
[*List relevant resolutions*]

41 Minutes of annual 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 Association that is a general meeting or annual general meeting, verifying their accuracy.

(3) If asked by a member of the Association, the secretary must, within 28 days after the request is made—
(a) make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
(b) give the member copies of the minutes of the meeting.

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

42 By-laws

(1) The Management Committee may make, amend or repeal Rules, Clauses and by-laws, not inconsistent with these rules, for the internal management of the Association.

(2) A by-law may be set aside by a vote of members at a general meeting of the Association.

43 Alteration of rules

(1) Subject to the provisions of the Associations Incorporations Act, 1981, these rules may be amended, repealed or added from time to time, 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 Under Secretary, Department of Justice, Brisbane.

44 Common seal

(1) The Management Committee must ensure the Association has a common seal.

(2) The common seal must be—
   (a) kept securely by the Management Committee; and
   (b) used only under the authority of the Management Committee.

(3) Each instrument to which the seal is attached must be signed by a member of the Management Committee and countersigned by—
   (a) the Secretary; or
   (b) another member of the Management Committee; or
   (c) someone authorised by the Management Committee.

45 Funds and accounts

(1) The funds of the association must be kept in an account in the name of the Association in a financial institution decided by the Management Committee.

(2) Proper books, records and accounts must be kept and maintained and printed in the English language showing full and accurate particulars of the financial affairs of the Association.

(3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.

(4) A payment by the association of $100 or more must be made by cheque or electronic funds transfer.

(5) If a payment of $100 or more is made by cheque, the cheque must be signed and approved by any 2 of the following—
   (a) the President;
   (b) the Secretary;
   (c) the Treasurer;
   (d) any 1 of 3 other members of the Association who have been authorised by the Management Committee to sign cheques issued by the Association.

(6) However, 1 of the persons who signs the cheque must be the President, the Secretary or the Treasurer.

(7) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.

(8) A petty cash account must be kept on the imprest system, and the Management Committee must decide the amount of petty cash to be kept in the account.

(9) All expenditure must be approved or ratified at a Management Committee meeting via the presentation of appropriate and legitimate tax invoices.

46 General financial matters

(1) As soon as practicable after the end of each financial year the Treasurer shall cause to be prepared a statement containing particulars of:
   a) The income and expenditure for the financial year just ended; and
   b) The assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.

(2) The income and property of the Association must be used solely in promoting the association's objects and exercising the association's powers.

(3) All such statements shall be examined by the auditor who shall present his report upon such audit to the Secretary prior to the holding of the annual general meeting next following the financial year In respect of which such audit was made.

(4) The Income and Property of the Association whencesoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by him to the Association or otherwise owing by the Association to him or of remuneration to any officers or servants Of the Association or to any member of the Association or other person in return for any services actually rendered to the Association provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association.

47 Documents

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

48 Financial year

The end date of the Association's financial year is 30th June in each year.

49 Distribution of surplus assets to another entity

(1) This rule applies if the Association—
  (a) is wound-up under part 10 of the Act; and
  (b) has surplus assets.

(2) The surplus assets must not be distributed among the members of the Association.

(3) The surplus assets must be given to another entity—
  (a) having objects similar to the Association's objects; and
  (b) the rules of which prohibit the distribution of the entity's income and assets to its members.

(4) The surplus assets to be deposited into an interest bearing account in the event the Association begins business again in the future.

(5) In this rule— ***surplus assets*** see section 92(3) of the Act..