

**Constitution of the
South Brisbane Sailing Club Inc.**

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1. Title

The name of the incorporated club is South Brisbane Sailing Club Inc., hereinafter referred to as “the club”.

2. Objects:

The objects of the club are:

- 2.1. the promotion, encouragement and advancement of sailing in the West End reaches of the Brisbane River.
- 2.2. the tuition and promotion of the art and practice of sailing generally.
- 2.3. the promotion and encouragement of social activities for members and friends of the club.
- 2.4. the conduct of races for sailing dinghies, skiffs and other sailing craft on the St Lucia and Milton reaches of the Brisbane River, or such other course or courses as may be appropriate.
- 2.5. the conduct of other aquatic events.
- 2.6. the encouragement and use of the club facilities for the benefit of the West End and Brisbane communities where such uses do not unreasonably limit or conflict with its other objects.
- 2.7. the development and encouragement of positive relationships with other sailing clubs and kindred bodies or authorities.

3. Powers:

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

4. Classes of Members:

The membership of the club consists of members in the classes set out below and, except in respect of Life Members referred to in rule 4.1, the numbers of each class of members shall be unlimited.

4.1. Adult Members

Adult Members are persons aged at least 18 years at the preceding 31 August who can vote and hold office and are divided into the following classes:

4.1.1. Adult Members:

Adult Members are persons who may have a role in facilitating and supporting club activities but have limited sailing opportunities and have been admitted as members pursuant to rule 6 .

2. Adult Sailing Members:

Adult Sailing Members are Adult Members who sail competitively, must contribute to affiliation fees payable to any relevant sailing bodies and have been nominated and admitted as members pursuant to rule 6.

4.1.3 Life Members:

A Life Member is an Adult Member who, in consideration of special services rendered to the club by that person, has been duly nominated to the Management Committee and subsequently confirmed at an Annual General Meeting of the club to be a member of the club for life and enjoy all the privileges of an Adult Sailing Member who can vote and hold office.

4.2. Youth Sailing Member:

Youth Sailing Members are persons aged less than 18 years as at the preceding 31 August who sail competitively, must contribute to affiliation fees payable to any relevant sailing bodies, are entitled to a reduced club membership fee and have been nominated and admitted as members pursuant to rule 6. Youth Sailing Members are not permitted to hold office on the Management Committee nor vote at any General Meeting of the club. They can be members of sub-committees and vote at sub-committee meetings.

4.3. Associate Member:

Associate Members are persons who are entitled to a reduced club membership fee and have been nominated and admitted as members pursuant to rule 6. They may have a role in facilitating and supporting club activities but have limited sailing opportunities. Associate Members are not permitted to hold office on the Management Committee nor vote at any General Meeting of the club. They can be members of sub-committees and vote at sub-committee meetings.

4.4. Introductory Member:

Introductory Members are persons who are:

- enrolled in a club “Learn to Sail” or similar course; or
- attending the club as a student of a school that has incorporated sailing into their formal sporting curricula, with training to be undertaken at the club: or
- trialing the sport of sailing.

Introductory Members who have been admitted as members pursuant to rule 6 can be members of sub-committees and may vote at sub-committee meetings.

5. Day Member:

A Day Member is any person who is not a member of the Club or is a member of a reciprocal club who has been admitted to race as a Day Member by the Principal Race Officer of the club on payment of any sailing race fee and signature of an appropriate indemnity to the club. Day Members are not permitted to vote or hold office on the Management Committee or Sailing Sub-Committee and cannot vote at any General Meeting of the club but may introduce other Day Members. The Principal Race Officer has the power to refuse or revoke the admission of any Day Member without giving any reason.

5. Membership Fees:

- 5.1. Joining fees, membership fees (including contributions by members to affiliation fees payable by the club under the terms of any current affiliation agreement between the club and any other sailing bodies) and any other fees affecting Members (for example, boat storage fees) will be determined each year at the Annual General Meeting or, failing such determination, by the Management Committee.
- 5.2. A member who previously resigned his or her membership may at the discretion of the Management Committee be readmitted to membership without payment of joining fees.
- 5.3. Youth Sailing Members who have been a member for all or part of the prior season before reaching the age applying to Adult Members will not be liable to pay any joining fee, upon admission as an Adult Member.
- 5.4. With the exception of Day Members, membership fees other than for the initial payment are due on 1 September of each year. The period of a membership is to run until 30 September the following year.
- 5.5. Members admitted for less than the whole sailing season may, upon payment of the joining fee and a full year membership fee, be entitled to a rebate of membership fees (excluding any contributions to affiliation fees) to the extent determined by the Management Committee.
- 5.6. Non active Life Members will not have to pay further club membership fees.
- 5.7. At the discretion of the members of the club, an active Life Member may also have their club membership fees and any contributions to affiliation fees payable by the club paid by the club.

6. Admission or Rejection of Members:

- 6.1. With the exception of Day Members admitted under Rule 4.5, every applicant for admission as a member of the club must be proposed and seconded by financial Adult Members of the club. The application for membership must be written, signed by the applicant, the proposer and seconder, be in such form as the Management Committee from time to time prescribes and be accompanied by payment of the appropriate membership fee.
- 6.2. The Treasurer shall receive all membership fees and submit to the Management Committee all applications for membership (other than Day Members), and the Management Committee must consider and decide at the meeting whether to accept or reject each application.
- 6.3. If a majority of the members of the Management Committee present at the meeting vote to admit an applicant as a member, the applicant must be accepted as a member for the class of membership applied for.
- 6.4. The Secretary of the club must, as soon as practicable after the Management Committee decides to accept or reject an application, give the applicant a written notice of the decision.
- 6.5. Applicants proposed and seconded as candidates for membership may, with the approval of two members of the Management Committee, be admitted as Day Members, from the date of such proposal until their application has been determined, as required.
- 6.6. If an application for membership is rejected, the applicant will not have the right of appeal to any person, court, authority, organisation, association or body, and the Management Committee will not be required to give reasons for the rejection of the application and the Secretary shall, as soon as practicable, authorize the refund of any membership fee paid by the person.

7. Termination of Membership:

- 7.1. A member may resign from the club at any time by giving written notice to the Secretary. Such resignation is effective at the time the notice is received by the Secretary, unless a later date is specified in the notice, in which case it will take effect from the later date. A member who has membership fees in arrears for at least 3 months is deemed to have resigned as a member of the club in accordance with this sub-rule 7.1.
- 7.2. 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
 - conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the club.

- 7.3. Before the Management Committee terminates a member's membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated. If, after considering all representations made by the member, the Management Committee decides to terminate the membership, the Secretary must give the member a written notice of the decision.
- 7.4. A person whose membership has been terminated may, within one month of receiving written notification of the decision, give the Secretary written notice of their intention to appeal against the decision of the Management Committee.
- 7.5. The Secretary must, within 3 months of receipt of the notification of intention to appeal, call a general meeting to determine the appeal. At any such Meeting the appellant is to be given the opportunity to fully present their case, and the Management Committee will likewise have the opportunity to present its case. The appeal is to be determined by the vote of the members present at such Meeting.
- 7.6. Register of members:
- 7.6.1. The Secretary shall ensure the club maintains a register of current members of the club.
- 7.6.2. 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 birth of the member; and
 - (e) any other particulars the Management Committee or the members at a General meeting decide.
- 7.6.3. The register must be open for inspection by members of the club at all reasonable times.
- 7.6.4. A member must contact the Secretary to arrange an inspection of the register.
- 7.6.5. The Management Committee may, on the application of any member of the club to the Secretary, direct the Secretary to withhold information about another 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 withheld information might assist an undue invasion of the privacy of a member or put a member at risk of harm.
- 7.7. Prohibition on use of information on register of members
- 7.7.1. A member of the club must not—
- (a) use information obtained from the register of members of the club to contact, or send material to, another member of the 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.

- 7.7.2. Sub-rule 7.7.1 does not apply if the use or disclosure of the information is approved by the Management Committee.

8. Committees

- 8.1. There is one core committee, being the Management Committee, one standing sub-committee, being the Sailing Sub-Committee, and such other sub-committees, as may be deemed necessary by the Management Committee or Sailing Sub-Committee from time to time.

The Management Committee or the Sailing Sub-Committee may request and appoint any qualified club member to be a member of a sub-committee established by either of them, to assist the sub-committee in their deliberations and activities.

The Management Committee is to set the charter for any other sub-committees required including the nomination of a sub-committee chair and secretary.

- 8.2. Meetings:

- 8.2.1. The secretary of a committee may, if necessary, seek a decision from the chair that an electronic meeting is appropriate, to replace a regular scheduled meeting or as an additional meeting of the committee.
- 8.2.2. Any member of the club may attend (but cannot vote at) any meeting of the Management Committee or Sailing Sub-Committee.
- 8.2.3. Committee meetings may be conducted in person or via tele conference, skype or other electronic means, subject to the agreement of the chair, by emailing or otherwise sending the agenda, papers or recommendation to all committee members, and any responses required to any recommendations shall be provided by those members in attendance through the same or another agreed medium.
- 8.2.4. An electronic meeting is appropriate:
- If there is little business for the committee to consider, but an item cannot wait for the next scheduled meeting to be approved.
 - If it is known that many members will be unavailable and there would not be a quorum at the next scheduled meeting.
 - If it is a matter requiring a decision and arises between scheduled meetings, but it would be inappropriate for the chair to make a decision.
- 8.2.5. Every resolution submitted to a meeting shall be decided by a show of hands unless, before or upon the declaration of the show of hands, a poll is demanded by:
- (i) the chair of the meeting; or
 - (ii) not less than 2 members present at the meeting in person.

- 8.2.6. If a poll is required it shall be taken either at once or after an interval or be adjourned or otherwise as the chair directs. A poll demanded on the election of a chair or on a question of adjournment shall be taken immediately. The result of the poll shall be the resolution of the meeting at which the poll was demanded.
 - 8.2.7. Unless a poll is demanded at a meeting, a declaration by the chair of the meeting that a resolution has been carried or carried by a particular majority or lost or not carried by a particular majority and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
 - 8.2.8. In the case of any dispute as to the admission or rejection of a vote on a show of hands, a poll or electronically, the chair shall determine the dispute and such a determination, made in good faith, shall be final and conclusive.
 - 8.2.9. A committee meeting may elect the chair if, at any meeting, the chair is not present within 10 minutes of the time fixed for a meeting and the members present choose 1 of their number to be chair of the meeting.
 - 8.2.10. A question arising at a committee meeting is to be decided by a majority vote of the members present, and if the votes are equal, the question is decided in the negative.
 - 8.2.11. A committee may meet and adjourn as it considers appropriate.
- 8.3. Management Committee
- 8.3.1. The Management Committee of the club consists of the President, Vice – President, Secretary and Treasurer, any ex-officio members and any other members elected to positions nominated at an Annual General Meeting.
 - 8.3.2. A member of the Management Committee must be a Life Member or a financial Adult Member of the club. A Life Member or financial Adult Member of the club may be appointed to a casual vacancy on the Management Committee under rule 11.3.
- 8.4. Sailing Sub-Committee
- 8.4.1. The Sailing Sub-Committee consists of the Commodore, Vice Commodore, Rear Commodore, Race Secretary and any other club members elected to positions nominated at an Annual General Meeting.
 - 8.4.2. A member of the Sailing Sub-Committee must be a financial Member of the club. A financial Member of the club may be appointed to a casual vacancy on the Sailing Sub-Committee under rule 11.3.

9. Election of Committee Members:

- 9.1. At the Annual General Meeting of the club, the positions on the Management Committee and the Sailing Sub-Committee for the time being will become vacant but the incumbent members holding those positions will be eligible for re-election upon nomination.
 - 9.1.1. The Management Committee may recommend to the Annual General Meeting that additional roles be filled by election to assist the Management Committee or the Sailing Sub-Committee to conduct its functions.
- 9.2. The election of members of the Management Committee and Sailing Sub-Committee (and any other official positions recommended from time to time by the Management Committee) must take place in the following manner:
 - 9.2.1. Any 2 Life Members or financial Adult Members of the club may nominate another qualified Member to serve as a member of the Management Committee or any sub-committee.
 - 9.2.2. The nomination must be in writing and signed by the nominated member and his or her proposer and seconder and lodged with the Secretary at least 7 days before the Annual General Meeting at which the election is to be held.
 - 9.2.3. Completed nominations are to be made available on request for perusal by club members until the next Annual General Meeting.
 - 9.2.4. In the event there are insufficient candidates nominated for election for any position, but only in that event, nominations may be made at the Annual General Meeting. Should there be only 1 nomination for any office, the member so nominated will be declared duly elected to that office.
 - 9.2.5. Should the number of written nominations for any office or committee position be less than the number of positions, those nominated will be duly elected. Nominations from the floor will then be taken and a ballot held to fill the remaining positions on that committee.
 - 9.2.6. If there is more than 1 nomination for any office or if more than the requisite number of candidates are nominated for any role or committee, an election by secret ballot is to take place.
 - 9.2.7. In the event of a tied vote for any position, the President retiring at that Annual General Meeting will have a casting vote. If the retiring President is absent from the meeting or is a candidate for the position being contested, the person holding the next most senior position of the retiring Management Committee and who is present will have a casting vote. Except for this provision no person is able to vote twice in any 1 election.
 - 9.2.8. Immediately following the voting in each ballot the result will be announced, and the officer/s and/or committee members gaining the most votes will be declared elected to hold office from that time until the election at the following Annual General Meeting, or until their successors assume office.

10. Resignation / Removal of Member of a Committee:

Any member of the Management Committee or any sub-committee may resign from membership of that committee at any time by giving written notice to the Secretary of the club, which resignation is effective at the time such notice is received by the Secretary unless a later date is specified, in which case it will take effect from that later date.

A member of a committee may be removed from office at a general meeting of the club, where that member must be given the opportunity to fully present their case. The question of removal is to be determined by the vote of the members present at such a general meeting.

11. Functions of the Management Committee

Subject to these rules or a resolution of the members of the club carried at a general meeting, the Management Committee:

- 11.1. has the general control and management of the administration of the affairs, property and funds of the club, and the authority to exercise any and all powers of the club;
- 11.2. has the authority to interpret the meaning of these rules and any matter relating to the club on which the rules are silent, but any interpretation must have regard to the Associations Incorporation Act (the "Act"), including any regulation made under the Act;
- 11.3. may appoint any Life Member or financial Adult Member of the club to any casual vacancy that occurs in any office or on any committee until the next Annual General Meeting;
- 11.4. may from time to time make such by-laws and or regulations not inconsistent with these rules as they may think advisable, and may amend or repeal such by-laws and or regulations;
- 11.5. may appoint sub-committees from among the members for such special purposes as it may think fit (with the actions or reports of any sub-committee to be submitted monthly for the approval or otherwise of the Management Committee).
- 11.6. may appoint delegates of the club to any sailing body with which the club may be affiliated from time to time.

12.Functions of the Sailing Sub-Committee:

- 12.1. It shall be the duty of the Sailing Sub-Committee to:
 - 12.1.1. Prepare and lodge applications for and obtain and manage any Aquatic Event Authority or other license required for sailing and related aquatic activities by the club;
 - 12.1.2. Recommend to the Management Committee and modify (as required) the Sailing Instructions and Notice of Race (including a program of sailing races) for each season;
 - 12.1.3. Recommend to the Management Committee the number and values of prizes in each competition;
 - 12.1.4. Prepare and maintain an on-water risk assessment and on-water risk management plan related to club sailing activities and events;
 - 12.1.5. Manage and maintain a system for recording race entries and finishing times, handicaps, placing and series results; and
 - 12.1.6. Carry out and perform such other duties and functions as are imposed upon them by these rules, the Management Committee or by members at a general meeting.
- 12.2 The Sailing Sub-Committee and members of the Race Management Team identified in the Club's Sailing Instructions shall be responsible for the organisation, safety and operation of all club sailing events and all matters relating to club sailing activities including joint sailing events hosted by other sailing clubs or organisations.
- 12.3 The Chair of the Sailing Sub-Committee or the Principal Race Officer shall make operational decisions on behalf of the Management Committee for the safe conduct of club operational sailing activities that are consistent with the Clubs Sailing Instructions, including decisions that incur expenditure up to a limit set by the Management Committee.
- 12.4 The Secretary of the Sailing Sub-Committee shall provide reports to the Management Committee on advance plans about sailing events before the start of each season, or as developed during a season, together with other activities during the sailing season for endorsement.

13.Life Membership

- 13.1. Proposals for life membership are to be nominated and seconded by two financial Adult Members of the club.
- 13.2. The Management Committee will receive and consider nominations for life membership.
- 13.3. Life membership nominations considered suitable by the Management Committee will be presented at the next Annual General Meeting for approval by the members.
- 13.4. To be eligible for life membership, a nominee must have been a financial member for at least 15 years and have provided recognised support of significance to the club for at least 7 years.

14.Ex-officio Members of Committees:

- 14.1. The Commodore, President and Secretary are members of all Committees and Sub-Committees and may attend their meetings.

15.Meetings of the Management Committee:

15.1. Proceedings

- 15.1.1. Subject to this rule, the Management Committee may meet and conduct its proceedings as it considers appropriate.
- 15.1.2. The Management Committee must meet at least once every calendar month to exercise its functions.
- 15.1.3. The Management Committee must decide how a meeting is to be called.
- 15.1.4. Notice of a meeting is to be given in the way decided by the Management Committee.
- 15.1.5. The Management Committee may hold meetings, or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen. A committee member who participates in the meeting as mentioned in this sub-rule is taken to be present at the meeting.

15.2. Special Meetings

- 15.2.1. If the Secretary receives a written request signed by at least 3 members of the Management Committee, the Secretary must call a special meeting of the Management Committee by giving each member of the committee notice of the meeting within 14 days after the secretary receives the request.
- 15.2.2. If the Secretary is unable or unwilling to call the special meeting, the President must call the meeting.
- 15.2.3. A request for a special meeting must state why the special meeting is called and the business to be conducted at the meeting.
- 15.2.4. 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.

15.3. At every meeting of the Management Committee 4 elected members will constitute a quorum.

15.4. A question arising at a Management Committee meeting is to be decided by a majority vote of members on the committee present at the meeting and, if the votes are equal, the question is to be decided in the negative.

15.5. A member of the Management Committee must not vote on a question about a contract or proposed contract with the club if the member has an interest in the contract or proposed contract and, if the member does vote, the member's vote must not be counted.

15.6. The President shall preside as chair at every meeting of the Management Committee, or if there is no President, or if at any meeting he or she is not present within fifteen minutes after the time appointed for holding the meeting, the Vice President shall be chairperson, or in the Vice President's absence then the members may choose 1 of their number to be chair at that meeting.

15.7. Adjournments of meetings

- 15.7.1. If within half an hour from the time appointed for the commencement of a Management Meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee, shall lapse.
 - 15.7.2. In any other case it will stand adjourned to the same day in the next week, at the same time and place, or to such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time for the Meeting the meeting shall lapse.
 - 15.7.3. If this adjourned meeting should lapse, a further meeting may be called after giving notice as provided by rule 15.2, and if within half an hour from the time appointed for this meeting a quorum is not present, then those present shall constitute a quorum for the purpose of rule 15.3 but for no other purpose.
- 15.8. 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 and electronically stored in club records.

16.Management Sub-Committee:

- 16.1. The Management Committee may appoint a sub-committee consisting of members of the club considered appropriate by the Management Committee to help with the conduct of the club's operations. The Management Committee may delegate any of its powers, except the power to delegate, to any such Management Sub-committee which in the exercise of the powers so delegated must conform to any regulations that may be imposed on it by the Management Committee.

17.Acts not affected by defects or disqualifications:

- 17.1. An act performed by the Management Committee, a sub-committee or a person acting as a member of the Management Committee is taken to have been validly performed.
- 17.2. Sub-rule 17.1 applies even if the act was performed when
- (a) there was a defect in the appointment of a member of the Management Committee, sub-committee or person acting as a member of the sub-committee; or
 - (b) a Management Committee member, sub-committee member or person acting as a member of the Management Committee was disqualified from being a member.

18.Resolutions:

- 18.1. A written resolution, signed by a majority of the members present personally or participating electronically or otherwise in a meeting of a quorum of members of the Management Committee, is as valid and effectual as if it had been passed at a Management Committee meeting that was properly called and held.
- 18.2. A resolution mentioned in sub-rule 18.1 may consist of several documents in like form, each signed by 1 or more members of the Management Committee.

19.Annual General Meetings:

- 19.1. The Annual General Meeting must be held at such time and place as the Management Committee determines, and must be held at least once each year and be within 3 months of the close of the club's reportable financial year. Failing such determination, the Annual General Meeting must be held at the clubrooms at 1.30pm on the first Saturday in the month of August.
- 19.2. The business to be conducted at every Annual General Meeting must be:
 - 19.2.1. The receiving of the Management Committee's Annual Report, Statements of Income and Expenditure, Assets and Liabilities and Mortgages, Charges and Securities affecting the property of the club for the preceding financial year.
 - 19.2.2. The receiving of the Auditor's Reports upon the books and accounts for the preceding financial year.
 - 19.2.3. The election of members of the Management Committee and the Sailing Sub-Committee and other recognized official positions.
 - 19.2.4. The appointment of an Auditor.
 - 19.2.5. The setting of membership fees (including any affiliation fees), joining fees, boat storage fees and race fees for the next season.
 - 19.2.6. Insurance policies.
 - 19.2.7. Any Other Business.
- 19.3. The number of members required to form a quorum at an Annual General Meeting shall be 10.
- 19.4. A minimum of 14 days notice will be given to members before holding an Annual General Meeting.

20.Special General Meetings

- 20.1. The Secretary must call a Special General Meeting: –
 - 20.1.1. When directed to do so by the President, or
 - 20.1.2. On written request signed by not less 3 members presently on the Management Committee, or not less than 9 members of the club. Any such request must clearly state the reasons why a Special General Meeting is being convened and the nature of the business being transacted.
- 20.2. The Secretary must call all Special General Meetings of the club by giving not less than 14 days notice of such Special General Meeting to the members of the club entitled to vote. The manner by which such notice is to be given will be determined by the Management Committee provided that the notice convening the meeting, whether written or not, shall state clearly the reason for which the Special General Meeting is being convened and the nature of the business to be discussed.
- 20.3. The number of members required to form a quorum at a Special General Meeting shall be 10.

21.Quorum for Annual General Meeting or Special General Meeting

- 21.1. No business is to be transacted at any general meeting, whether Annual or Special, unless a quorum is present at the time when the meeting proceeds to business.
- 21.2. If, within half an hour from the time appointed for the commencement of a general meeting, a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee or the club, shall lapse. In any other case, it shall stand adjourned to such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the members present shall be a quorum.
- 21.3. The chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place.

When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Save as aforesaid it shall not be necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

22.General Meeting Procedure

Unless otherwise provided by these rules, at every General Meeting:

- 22.1. The President shall preside as Chair or, if there is no President or if he or she is not present within fifteen minutes of the time appointed for the commencement of the meeting or is unwilling to act, the Vice-President shall be the chair or, if the Vice-President is not present or is unwilling to act, the members present shall elect one of their number to be chair of the meeting.
- 22.2. The chair shall maintain order and conduct the meeting in a proper and orderly manner.
- 22.3. Every question, matter or resolution shall be decided by a majority of votes of the members present and any postal votes from absentee members.
- 22.4. Unless postal voting has been used, every member present shall be entitled to one vote and in the case of an equality of votes the chair shall have a second or casting vote; provided that no member shall be entitled to vote at an Annual General Meeting if their membership fees are more than one month in arrears at the date of the meeting.
- 22.5. Voting will be by a show of hands or a division of members, unless not less than one fifth of the members present demand a ballot in which event there will be a secret ballot. The Chair will appoint two members to conduct the secret ballot in such a manner as the chair shall determine and the result of the ballot as declared by the chair shall be deemed to be the resolution of the meeting as the ballot was demanded.
- 22.6. The Secretary or their substitute shall cause full and accurate minutes of all questions, resolutions and other proceedings of every General Meeting. The records of the minutes shall be made available upon request and open for inspection at all reasonable times by any financial member who previously applies for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, will be approved at the subsequent meeting.

23.Alteration of Rules:

- 23.1. Subject to the provisions of the Act, these rules may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting of the club. All amendments shall be received by the Secretary. These amendments shall be proposed, seconded, by Life or financial Adult Members, with at least one month's notice of the voting, to accept or rescind the proposal. Upon any such constitution amendment being carried at a general meeting, the entire modified constitution document will be submitted to the Undersecretary, Department of Justice, Brisbane, for approval.

24.Common Seal

- 24.1. The Management Committee shall provide for a Common Seal and for its safe custody.
- 24.2. The Common Seal shall only be used by the authority of the Management Committee, and every instrument to which the seal is affixed shall be signed by a member of the Management Committee and shall be counter-signed by the Secretary or by a second member of the Management Committee or some other person appointed by the Management Committee for the purpose.

25.Funds and Accounts:

- 25.1. The funds of the club shall be banked in the name of the club in such bank or banks as the Management Committee may from time to time direct.
- 25.2. Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the club and the particulars usually shown in books of like nature.
- 25.3. All monies shall be banked as soon as practicable after receipt thereof.
- 25.4. All amounts of twenty dollars or over shall be paid either by
- i. cheque signed by any two authorised officers; or
 - ii. electronic transaction through the club's bank, authorised by two authorised officers.

Authorised officers include the President, Vice-President, Secretary, Treasurer or other member authorised from time to time by the Management Committee.

- 25.5. Cheques shall be crossed "Not Negotiable" except those in payment of wages, allowances or petty cash recoupments which may be open.
- 25.6. The Management Committee shall determine the amount of petty cash which shall be kept on the imprest system.
- 25.7. All expenditure shall be approved or ratified at a Management Committee meeting.
- 25.8. As soon as practicable after the end of the club's financial year, the Treasurer shall cause to be prepared a statement of particulars of:
 - 25.8.1. The income and expenditure for the club's financial year just ended.
 - 25.8.2. The assets and liabilities and of all mortgages, charges and securities affecting the property of the club at the close of the year.
- 25.9. All such statements shall be examined by the auditor, who shall present their 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.
- 25.10. The income and property of the club 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 members of the Club. Provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of monies advanced by him to the club or otherwise owing by the Club to him, or of remuneration to any officer or servants of the club, or to any member of the club or other person in return for any services actually rendered to the club; provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member for out of pocket expenses, money lent, reasonable and proper charges for goods hired by the club, or reasonable and proper rent for premises devised or let to the club.
- 25.11. Financial Year: The financial year of the club will close on 30 April each year.

26. Distribution of Assets

- 26.1. If the club shall be wound up in accordance with the provisions of the Associations Incorporation Act 1981 or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another institution having objects similar to the objects of the club to which income tax deductible gifts can be made:
 - a) Gifts of money or property for the principal purpose of the club;
 - b) Contributions made in relation to an eligible fund-raising event held for the principal purpose of the club;
 - c) Money received by the club because of such gifts and contributions;

and, after satisfaction of all its other debts and liabilities, any other property whatsoever of the club shall not be paid to or distributed among the members of the

club but shall be given or transferred to some other institution or institutions having objects similar to the objects of the club and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the club, such institution or institutions to be determined by the members of the club.

27.Club Colours and Badges:

27.1. The club flags shall be rectangular with red and blue quarters intersected by a white cross with the letters "S B S C" in blue.

27.2. The club badge shall be any design determined at a general meeting.

28.Club Uniforms

Club uniforms shall be of such design as may be decided at a general meeting.

29.Appeals:

Members shall be held to consent to and be bound by these rules and the by-laws of the club and shall not be entitled to appeal to any court or authority because of anything done under the provision of the said rules and by-laws.