# Jaguar Drivers' Club of Queensland Inc.

**Incorporated Association No 18106**

# Constitution

**Revision Date : Adopted May 2021**

May 2021

## 1 Interpretation

(1) In this constitution—

***Act*** means the *Associations Incorporation Act 1981*.

***Present means***—

(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 this constitution, but is defined in the Act has, if the context permits, the meaning given by the Act.

(3) The Act prevails if the association's rules are inconsistent with the Act—see section 1B of the Act.

## 2 Name

The name of the incorporated association is Jaguar Drivers' Club of Queensland Inc. (***the association***).

## 3 Objects

The objects of the association are—

- To further interest in motoring and motoring sport.
- To facilitate and assist in bringing together and keeping in touch owners of SS, Jaguar and Daimler cars.
- To perpetuate the SS, Jaguar and Daimler cars and to promote enthusiasm amongst SS, Jaguar and Daimler owners.
- To promote better driving skills and standards.
- To render technical advice where possible.
- To promote events for SS, Jaguar and Daimler cars including cars with a Jaguar engine.
- To hold, participate in or arrange motorsport events and suitable competitions
- To hold social functions organised primarily through model or geographic registers"

## 4 Powers

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

(2) The association 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) The association may also issue secured and unsecured notes, debentures and debenture stock for the association.

## 5 Classes of members

(1) A membership of the association may consist of:

One **(any)** person or,
a husband and wife or,
a legally defacto couple.

Each membership may include the following classes of members:

a) Ordinary members, being a single person
b) Partner members being the spouse or partner nominated by the ordinary member
c) Life members being those ordinary or partner members of the association from time to time approved by a specially formed sub committee made up of the president and any two of the regional sub-committee chairs, the association elected secretary, the association treasurer.

(2) The number of ordinary and partner members shall be unlimited.

## 6 Automatic membership

Automatic membership no longer applies.

## 7 New membership

(1) An applicant for membership of the association must complete an application for membership:-

(a) in writing
(b) in the form decided by the management committee.

(2) The applicant may nominate any partner and family members as defined in rule 5(1)(b) and 5(1)(c) whom the applicant wishes to become a partner or family member of the association.

## 8.Membership fees

(1) The membership fee and joining fee for each class of membership—

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

## 9 Admission and rejection of new members

(1) The management committee must consider an application for membership after it receives

(a) the application for membership: and
(b)confirmation of payment of the appropriate membership fee for the application.

(2) The management committee must ensure that, as soon as possible after the person applies to become a member of the association, and before the management committee considers the person's 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 whether to accept or reject the application within three days of being notified by the Membership Officer that 9(1) has been complied with. Such decision to be ratified at the next management meeting.

(4) If a majority of the members of the management committee vote to accept the applicant as a member, the applicant must be accepted as a member of the association.

(5) The Membership Officer of the association is responsible, as soon as practicable after the management committee decides to accept or reject an application, for giving the applicant a written notice of the decision.

6) The decision of the management committee to accept or reject an application for membership shall be final and no reason needs to be given and no appeal of that decision shall be allowed.
7) When a membership application is rejected, any membership fees paid must be refunded.
8) Newly elected members may have their membership terminated by the management committee at any time within the first 3 months of membership without any reason given and without recourse or rights of appeal.
9) A newly elected member may resign from the association at any time within the first 3 months of membership and will have their membership fees refunded pro-rata.

## 10 When membership ends

(1) A member may resign from the association by giving a written notice of resignation to the secretary.
(2) The resignation takes effect at—
(a) the time the notice is received by the secretary; or
(b) if a later time is stated in the notice—the later time.
(3) The management committee may terminate a member's membership if the member—
(a) is convicted of an indictable offence; or
(b) does not comply with any of the provisions of these rules; or
(c) has membership fees in arrears for at least 2 months; or
(d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the association.
(4) Before the management committee terminates a member's membership of more than three months standing, the management committee must give the member a full and fair opportunity to show why the membership should not be terminated.
(5) If, after considering all representations made by the member, the management committee decides to terminate the membership, the secretary of the management committee must give the member a written notice of the decision.
(6) If an ordinary member resigns or their membership is terminated, the associated partner and family members' membership ends as well. If a partner or family member resigns or their membership is terminated, the associated ordinary member and other family members may remain.

## 11 Appeal against rejection or termination of membership

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

## 12 General meeting to decide appeal

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

(2) At the meeting, the applicant must be given a full and fair opportunity to show why the membership should not be terminated.
(3) Also, the management committee who terminated the membership must be given a full and fair opportunity to show why 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.

## 13 Register of members

(1) The management committee must keep a register of all members of the association.
(2) The register must include the following particulars for each ordinary member—
(a) the full name of the ordinary member;
(b) the postal or residential address of the member;
(c) the date of admission as a member;
(d) the e-mail address of the member.
(e) the contact phone number(s) of the member.
(e) details about the termination or reinstatement of membership;
(f) any other particulars the management committee or all other members at a general meeting decide.
(g) Particulars of partner and family as the members at a general meeting decide.
(3) A member must contact the secretary to arrange an inspection of the register.
(4) However, the management committee may withhold information about the members (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 would invade the members' privacy or put the members 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.

## 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) any 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 association's management committee;
(ii) any other member of the association;
(iii) another person.
(2) If a vacancy happens in the office of secretary, the members of the management committee must ensure a secretary is appointed or elected for the association within 1 month after the vacancy happens.

(3) If the management committee appoints a person mentioned in subrule (1)(b(ii) as secretary, other than to fill a casual vacancy on the management committee, the person does not become a member of the management committee.
(4) However, if the management committee appoints a person mentioned in subrule (1)(b)(ii) as secretary to fill a casual vacancy on the management committee, the person becomes a member of the management committee.
(5) If the management committee appoints a person mentioned in subrule (1)(b)(iii) as secretary, the person does not become a member of the management committee.
(6) In this rule— ***casual vacancy***, on a management committee, means a vacancy that happens when an elected member of the management committee resigns, dies or otherwise stops holding office.

## 16 Removal of secretary

(1) The management committee of the 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 needs to be 15(1)(b)(ii) and who has been appointed to a casual vacancy on the management committee under rule15(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) with the assistance of the Membership Officer, maintaining and holding the register of members of the association.
(e) ensuring that all electronic data used for association management is created and remains within electronic access by the management committee.

## 18 Membership of management committee

(1) The management committee of the association consists of a president, treasurer, and any other members the association members elect at an annual 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) At each annual general meeting of the association, the members of the management committee must retire from office, but are eligible, on nomination, for re-election.
(4) Any member of the association may be appointed to a casual vacancy on the management committee under rule 21.

## 19 Electing the management committee

(1) A member of the management committee may only be elected as follows—

(a) any 2 members of the association may nominate any other member (the ***candidate***) to serve as a member of the management committee;

(b) the nomination must be—

(i) in writing; and

(ii) confirmed 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 no candidates nominated for any one or more of the specified committee positions, then nominations may be taken from the floor of the meeting for those positions.

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

(a) is an adult; and

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

(3) A list of the candidate's names in alphabetical order, with the names of the members who nominated each candidate, must be posted as a notice 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.

(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 member's 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 any ordinary or partner 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.
(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 association's property, both present and future; and

(c) to purchase, redeem or pay off any securities issued; and

(d) to borrow amounts from members and pay interest on the amounts borrowed; 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 4 months 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 technology that reasonably allows the member to hear and take part in discussions as they happen.

(6) A committee member who participates in the meeting as mentioned in subrule (5) is taken to be present at the meeting.
(7) A question arising at a committee meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the question is decided in the negative.
(8) A member of the management committee must not vote on a question about a contract or proposed contract with the association if the member or others within their membership 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 10 minutes after the time fixed for a management committee meeting, the members may choose 1 of their number to preside as chairperson at the meeting.

### 24 Quorum for, and adjournment of, management committee meeting

(1) At a management committee meeting, the greater of 3 or 30% of the members elected to the committee as at the close of the last general meeting of the members form a quorum.
(2) If there is no quorum within 30 minutes after the time fixed for a management committee meeting called on the request of members of the committee, the meeting lapses.
(3) If there is no quorum within 30 minutes after the time fixed for a management committee meeting called other than on the request of the members of the committee—
(a) the meeting is to be adjourned for at least 1 day; and
(b) the members of the management committee who are present are to decide the day, time and place of the adjourned meeting.
(4) If, at an adjourned meeting mentioned in subrule (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

### 25 Special meeting of management committee

(1) If the secretary receives a written request signed by at least 3 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 does not call the special meeting, the president must call the meeting.
(3) A request for a special meeting must state—
(a) why the special meeting is called; and
(b) the business to be conducted at the meeting.
(4) A notice of a special meeting must state—
(a) the day, time and place of the meeting; and
(b) the business to be conducted at the meeting.
(5) A special meeting of the management committee must be held within 14 days after notice of the meeting is given to the members of the management committee.

### 26 Minutes of management committee meetings

(1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each management committee meeting are recorded.

(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 10 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be chairperson of the meeting.
(5) A subcommittee may meet and adjourn as it considers appropriate.
(6) A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

### 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 of the association.

### 29 Resolutions of management committee without meeting

(1) A resolution written or communicated in electronic mail or text messages to each member of the management committee and passed by at least a majority ~~3 members~~ of the management committee is as valid and effectual as if it had been submitted at a committee meeting that was properly called and held.
(2) A resolution or response mentioned in subrule (1) may consist of several documents or messages in like form, from 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 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 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 7 days; and
(b) the management committee is to decide the day, time and place of the adjourned meeting.
(c) if, at the reconvened meeting there is no quorum after 30 minutes the members present constitute a quorum.
(6) The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
(7) If a meeting is adjourned under subrule (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
(8) The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
(9) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

### 37 Procedure at general meeting

(1) Only ordinary members, partner members and life members may take part and each may vote in a general meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
(2) A member who participates in a meeting as mentioned in subrule (1) is taken to be present at the meeting.
(3) At each general meeting—
(a) the president is to preside as chairperson; and

(b) if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect 1 of their number to be chairperson of the meeting; and
(c) the chairperson must conduct the meeting in a proper and orderly way.

### 38 Voting at general meeting

(1) At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the voting members present.
(2) Each ordinary member, partner member and life member present is entitled to 1 vote and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
(3) A membership is not entitled to vote at a general meeting if the memberships' 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 1 month 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 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 to terminate a person's membership.
(2) A request mentioned in subrule (1)(b) must state—
(a) why the special general meeting is being called; and
(b) the business to be conducted at the meeting.
(3) A special general meeting must be held within 3 months after the secretary—
(a) is directed to call the meeting by the management committee; or
(b) is given the written request mentioned in subrule (1)(b); or
(c) is given the written notice of an intention to appeal mentioned in subrule (1)(c).
(4) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

### 40 Proxies

(1) An instrument appointing a proxy must be in writing and be in the following or similar form—

[*Name of association*]:

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—

[*Name of association*]:
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 general meetings

(1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are recorded.

(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 minutes 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 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 Act, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.
(2) However an amendment, repeal or addition is valid only if it is registered by the chief executive. (This refers to the CEO of the Department of Justice.)

### 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) Records and accounts must be kept 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) Payment of $ 100 or more, must be authorised by any 2 of the following—
(a) the president;
(b) an elected secretary;
(c) the treasurer;
(d) any 1 of 3 other members of the association who have been authorised by the management committee.
(6) However, 1 of the persons who authorises the payment must be the president, an elected 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 commitments or expenditure over $100 must be approved by the management committee.
(10) Any member who arranges or makes commitments in excess of the amount in subrule (9) without prior approval is considered to be acting outside of Rule 28 and their acts are not valid as acts of the association.

## 46 General financial matters

(1) On behalf of the management committee, the treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
(2) The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.

## 47 Documents

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

## 48 Financial year

The end date of the association's financial year is 31st August 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) In this rule— ***surplus assets*** see section 92(3) of the Act.