

**SOUTH EAST QUEENSLAND
SPORT AIRCRAFT CLUB
INCORPORATED**

RULES OF ASSOCIATION

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RULES OF ASSOCIATION

1. Interpretation

1.1 In these Rules:

- 1.1.1 a word or expression that is not defined in these Rules, but is defined in the Act has, if the context permits, the meaning given by the Act;
- 1.1.2 **Act** means the *Associations Incorporation Act 1981* (Qld);
- 1.1.3 **Airfield** means the property that is known as Kilcoy Recreational Airfield, and only such of that property authorised by the proper authorities for the use of a recreational airfield;
- 1.1.4 **Facilities** means any club houses, hangars, sheds, storage units or other such structures that may, from time to time, be within the confines of the Airfield and owned by the Association;
- 1.1.5 **Infrastructure** means all runways, control towers, communication structures and all other amenities necessary or incidental to the safe and lawful operation of a recreational airfield;
- 1.1.6 **Land Owner** means the owner of the Airfield, which is currently Queensland Bulk Water Supply Authority known as seqwater;
- 1.1.7 **Local Authority** means the local authority who governs the land on which the Airfield is located, which is usually the Somerset Regional Council;
- 1.1.8 **Management Committee** means the managing body formed by individual members of the association, appointed in accordance with rule 19 herein.
- 1.1.9 **Ordinary Members** means the class of membership of which the members are entitled to the use and enjoyment of the Facilities but do not have the right to vote at any meeting of the Association;
- 1.1.10 **Property** means any land, property (tangible and intangible), goods, shares, debentures, certificates or other such securities or rights, real or incorporeal;
- 1.1.11 **Sports Aviation** means private operations as defined in CAR 2 1988 Civil Aviation Regulations 1988; and
- 1.1.12 **Voting Members** means the class of membership of which the members are entitled to the use and enjoyment of the Facilities and are entitled to vote at all meetings of the Association.

2. Name

- 2.1 The name of the incorporated association is the South East Queensland Sport Aircraft Club Incorporated ("the Association").

3. Inconsistencies

- 3.1 In accordance with section 1B of the Act, if any of these rules are inconsistent with the Act, the provisions of the Act prevail, but only to the extent of the inconsistency.

4. Objects

- 4.1 The Objects of the Association are:

- 4.1.1 to foster sport aviation activities;
- 4.1.2 to provide a facility for the storage, operation and maintenance of recreational aircraft;
- 4.1.3 to raise funds when necessary for the benefit of the Association and these Objects and to ensure the Association remains solvent;
- 4.1.4 to manage and maintain the Facilities, Infrastructure and the Airfield, at a reasonable cost, for the benefit of the members of the Association, with reference to the Land Owner and Local Authority;
- 4.1.5 to assist Voting Members in the maintenance of their rights to occupy a Hangar at the Airfield pursuant to any leases entered between the Association and the Local Authority and/or Land Owner.

("the Objects")

5. Powers

- 5.1 The powers of the Association under this rule will, at all times, be exercised in furtherance of the Objects.
- 5.2 The Association has the powers of an individual.
- 5.3 The Association may, for example:
- 5.3.1 enter into contracts; and
 - 5.3.2 acquire, hold, deal with and dispose of Property or otherwise invest the funds of the Association; and
 - 5.3.3 make charges for services and facilities it supplies; and
 - 5.3.4 do other things necessary or convenient to be done in carrying out its affairs, and in the furtherance of the Objects.
- 5.4 Without limitation to the powers described in rules 5.2 and 5.3 above, for the avoidance of any doubt, the Association has the following powers:
- 5.4.1 To subscribe to, become a member of, amalgamate with or 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 rule 47 hereof;

- 5.4.2 To purchase, take on, lease or 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;
- 5.4.3 To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the Objects and the exercise of the powers of the Association. Further, to obtain, and to carry out and exercise and comply with any such arrangements, rights, privileges and concessions;
- 5.4.4 To appoint, employ, engage, remove or suspend such managers, clerks, secretaries, servants, professional advisors, workmen and other persons as may be necessary or convenient for the purposes of the Association;
- 5.4.5 To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the Association, or in or about the Association or promotion of the Association or, in the furtherance of its Objects;
- 5.4.6 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;
- 5.4.7 In furtherance of the Objects of the Association to lend and advance money or give credit to any person or body corporate;
- 5.4.8 To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought appropriate and to secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by 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 Association's Property or assets present or future and to purchase, redeem or pay-off any such securities;
- 5.4.9 To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- 5.4.10 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;

- 5.4.11 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;
- 5.4.12 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 5.4.2 hereof;
- 5.4.13 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 donations, annual subscriptions or otherwise;
- 5.4.14 To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its Objects.
- 5.4.15 In the 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;
- 5.4.16 In furtherance of the Objects of the Association, to transfer all or 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;
- 5.4.17 To make donations for patriotic, charitable or community purposes;
- 5.4.18 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;
- 5.4.19 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;
- 5.4.20 To institute or defend any legal proceedings that the Association may be advised to by professional advisors, consistent with the Objects of the Association.

6. Classes of Members

- 6.1 The membership of the Association consists of the following classes of members:
 - 6.1.1 Voting Members; and
 - 6.1.2 Ordinary Members.
- 6.2 The number of Ordinary Members is unlimited.
- 6.3 The number of Voting Members will be limited to:

6.3.1 the number of members of the Association as at 1 November 2010;
and

6.3.2 any new Voting Member admitted to the Association who complies with the provisions of this rule 6.

6.4 It is a prerequisite that a person cannot be admitted as a Voting Member to the Association unless that person is the party to, or will become a party to within 1 calendar month of becoming a member, a lease in respect of a Hangar located at the Airfield with the Association.

6.5 All members must be a natural person.

7. Transitional Membership

7.1 A person who, on the day immediately prior to the day these Rules (amending the former Rules of the association as at 1 November 2010) became effective, was a member, in any capacity, of the Association, will become a Voting Member of the Association.

8. New Memberships

8.1 An applicant for membership of the Association must be proposed by 1 Voting Member of the Association (the proposer) and seconded by another Voting Member (the seconder).

8.2 An application for membership must be:

8.2.1 in writing;

8.2.2 signed by the applicant and the applicant's proposer and seconder;
and

8.2.3 in the form decided by the Management Committee from time to time.

9. Membership Fees

9.1 The membership fee for each class of membership:

9.1.1 will be decided by a resolution of the majority of Voting Members from time to time at a general meeting; and

9.1.2 is payable when, and in the way, the Management Committee decides.

10. Admission and Rejection of New Members

10.1 The Management Committee must consider an application for membership at the next committee meeting held after it receives:

10.1.1 the application for membership; and

10.1.2 the appropriate class of membership fee for the application.

10.2 The Management Committee must decide at the meeting whether to accept or reject the application. However, the Management Committee can adjourn consideration of the application on reasonable grounds for a reasonable period of time.

- 10.3 If the 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. For the avoidance of any doubt, the Management Committee cannot accept a member as a Voting Member unless that person complies with rule 6.4 hereof.
- 10.4 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. There is no obligation upon the Association, Management Committee or Secretary to provide reasons for the acceptance or rejection of the application.

11. When Membership Ends

- 11.1 A member may resign from the Association, at any time, by giving a written notice of resignation to the Secretary.
- 11.2 The resignation takes effect at:
 - 11.2.1 the time the notice is received by the Secretary; or
 - 11.2.2 if a later time is stated in the notice – the later time.
- 11.3 The Management Committee may terminate a member's membership if the member:
 - 11.3.1 is convicted of an indictable offence; or
 - 11.3.2 does not comply with any of the provisions of these Rules; or
 - 11.3.3 has membership fees in arrears for at least 12 months; or
 - 11.3.4 conducts themselves in a way considered to be injurious or prejudicial to the character or interests of the Association, the management and operation of the airfield or to the members of the Association in respect of their conduct as such a member.
- 11.4 Before the Management Committee terminates a member's membership for any of the reasons stated in paragraph 11.3 above, the Management Committee must give the member a full and fair opportunity to show why the membership should not be terminated.
- 11.5 If, after considering any and 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 decision. The Association, Management Committee or Secretary are not required to give reasons for the termination other than those specified in 11.3 above.

12. Appeal against Rejection or Termination of Membership

- 12.1 A person whose application for membership has been rejected, or whose membership has been terminated, may give the Secretary written notice of the person's intention to appeal against the decision.
- 12.2 A notice of intention to appeal must be given to the Secretary within 1 month after the person receives written notice of the decision.

- 12.3 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.

13. General Meeting to Decide Appeal

- 13.1 The general meeting to decide an appeal must be held within 3 months after the Secretary receives the notice of intention to appeal.
- 13.2 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.
- 13.3 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.
- 13.4 An appeal must be decided by a majority vote of the members present, by proxy and eligible to vote at the meeting. For the avoidance of any doubt, the members cannot vote to accept a member as a Voting Member unless the applicant complies with rule 6.4 hereof.
- 13.5 If a person whose application for membership has been rejected does not appeal against the decision within 1 month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the Secretary must, as soon as practicable, refund the membership fee paid by the person.

14. Register of Members

- 14.1 The Management Committee must keep a register of members of the Association.
- 14.2 The register must include the following particulars for each member:
 - 14.2.1 the full name of the member;
 - 14.2.2 the postal or residential address of the member;
 - 14.2.3 the telephone number of the member;
 - 14.2.4 the date of admission as a member;
 - 14.2.5 the date of death or time of resignation of the member;
 - 14.2.6 details about the termination or reinstatement of membership;
 - 14.2.7 the class of membership to which the member belongs;
 - 14.2.8 any other particulars the Management Committee or the members at a general meeting decide.
- 14.3 The register of names must be open for inspection by members of the Association at all reasonable times.
- 14.4 A member must contact the Secretary to arrange an inspection of the register.
- 14.5 However, the Management Committee must withhold information about the members (other than the members' full name) from the register unless an

individual member has consented in writing to such further information about them being made available to other members.

15. **Prohibition on Use of Information on Register of Members**

15.1 A member of the Association must not:

15.1.1 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

15.1.2 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.

15.2 Rule 15.1 does not apply if the use or disclosure of the information is approved by the Association.

15.3 If a member has provided a contact email address, then any email sent to members by the Management Committee or any other member must address such email so that each addressee's email address is not visible (by way of using blind copy).

16. **Appointment or Election of Secretary**

16.1 The Secretary must be an individual residing in Queensland who is:

16.1.1 a Voting Member of the Association elected by the Association as Secretary; or

16.1.2 any of the following persons appointed by the Management Committee as Secretary:

16.1.2.1 a member of the Association's Management Committee; or

16.1.2.2 another Voting member of the Association.

16.2 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.

16.3 If the Management Committee appoints a person mentioned in sub-rule 16.1.2.2 as Secretary, other than to fill a casual vacancy on the Management Committee, the person does not become a member of the Management Committee.

16.4 However, if the Management Committee appoints a person mentioned in sub-rule 16.1.2.2 as Secretary to fill a casual vacancy on the Management Committee, the person becomes a member of the Management Committee.

16.5 In this rule:

casual vacancy, on the Management Committee, means a vacancy that happened when an elected member of the Management Committee resigns, dies or otherwise stops holding office.

17. Removal of Secretary

- 17.1 The Management Committee of the Association may, at any time, remove a person appointed by the Committee as the Secretary.
- 17.2 If the Management Committee removes a secretary who was a person mentioned in rule 16.1.2.1 the person remains a member of the Management Committee.
- 17.3 If the Management Committee removes a secretary who is a person mentioned in rule 16.1.2.2 and who has been appointed to a casual vacancy on the Management Committee under rule 16.4, the person remains a member of the Management Committee.

18. Functions of Secretary

- 18.1 The Secretary's functions include, but are not limited to:
 - 18.1.1 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
 - 18.1.2 keeping minutes of each meeting; and
 - 18.1.3 keeping copies of all correspondence and other relevant documents relating to the Association; and
 - 18.1.4 maintaining the register of members of the Association.

19. Membership of the Management Committee

- 19.1 The Management Committee of the Association consists of a President, Vice President, Secretary, Treasurer and any other members the Association's members elect at a general meeting.
- 19.2 A member of the Management Committee must be a Voting Member of the Association.
- 19.3 At each annual general meeting of the Association, the members of the Management Committee must retire from office, but are eligible upon nomination, for re-election.
- 19.4 A member of the Association may be appointed to a casual vacancy on the Management Committee under rule 22.

20. Electing the Management Committee

- 20.1 A member of the Management Committee may only be elected as follows:
 - 20.1.1 any two Voting Members of the Association may nominate another Voting Member ("the candidate") to serve as a member of the Management Committee;
 - 20.1.2 the nomination must be:
 - 20.1.2.1 in writing; and
 - 20.1.2.2 signed by the candidate and the members who nominated him or her; and

20.1.2.3 given to the Secretary at least 14 days before the annual general meeting at which the election is to be held;

20.1.3 each Voting Member of the Association present and eligible to vote at the annual general meeting may vote for one candidate for each vacant position on the Management Committee;

20.1.4 if, at the start of the meeting, no candidate is nominated for any particular position on the Management Committee, nominations may be taken from the floor of the meeting from Voting Members for such a position.

20.2 A person may be a candidate only if the person:

20.2.1 is an adult and a Voting Member of the Association; and

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

20.3 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.

20.4 If required by the Management Committee, balloting lists must be prepared containing the name of the candidates in alphabetical order.

20.5 The Management Committee must ensure that, before a candidate is elected as a member of the Management Committee, the candidate is advised:

20.5.1 whether or not the Association has public liability insurance; and

20.5.2 if the Association has public liability insurance – the amount of the insurance.

21. Resignation, Removal or Vacation of Office of Management Committee Member

21.1 A member of the Management Committee may resign from the Committee by giving written notice of resignation to the Secretary.

21.2 The resignation takes effect at:

21.2.1 the time the notice is received by the Secretary; or

21.2.2 if a later time is stated in the notice – the later time.

21.3 A member may be removed from the office at a general meeting of the Association if a majority of the Voting Members present and eligible to vote at the meeting vote in favour of removing the member.

21.4 Before a vote of Voting 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.

21.5 A member has no right of appeal against the member's removal from office under this rule.

21.6 A member immediately vacates the office of member in the circumstances where the member:

21.6.1 dies; or

21.6.2 becomes bankrupt or compounds with creditors or otherwise takes advantage of the laws enforced for the time being relating to bankruptcy; or

21.6.3 is convicted of an offence under the Act; or

21.6.4 is convicted of an indictable offence or an offence punishable on summary conviction for which the person is sentenced to imprisonment, other than in default of payment of a fine; or

21.6.5 has been convicted on indictment or summarily and sentenced to imprisonment, other than in default of payment of a fine, and the rehabilitation period in relation to the conviction has not expired;

21.7 In this rule 21:

rehabilitation period has the meaning given in the *Criminal Law (Rehabilitation of Offenders) Act 1986 (Qld)*.

22. **Vacancies on Management Committee**

22.1 If a casual vacancy happens on the Management Committee, the continuing members of the Management Committee may appoint another Voting Member of the Association to fill the vacancy until the next annual general meeting.

22.2 The continuing members of the Management Committee may act despite the casual vacancy on the Management Committee.

22.3 However, if the number of Committee Members is less than a quorum, as defined by rule 25.1 hereof, the continuing members may act only to:

22.3.1 increase the number of Management Committee members to the number required for a quorum; or

22.3.2 call a general meeting of the Association.

23. **Functions of the Management Committee**

23.1 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.

23.2 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 regulations made under the Act.

23.3 The Management Committee may exercise the powers of the Association in a way the members of the Association decide:

23.3.1 to borrow, raise or secure the payment of amounts; and

23.3.2 to secure the amounts mentioned in rule 23.3.1 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

23.3.3 to purchase, redeem or pay off any securities issued; and

23.3.4 to borrow amounts from members and pay interest on the amounts borrowed; and

23.3.5 to mortgage or charge the whole or part of its property; and

23.3.6 to issue debentures and other securities, whether outright or as security for any debt, liability or an obligation of the Association; and

23.3.7 to provide and pay off any securities issued; and

23.3.8 to invest in a way the members of the Association may from time to time decide.

23.4 For rule 23.3.4, 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:

23.4.1 the financial institution for the Association; or

23.4.2 if there is more than one financial institution - the financial institution nominated by the Management Committee.

24. Meetings of Management Committee

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

24.2 The Management Committee must meet at least once every 4 months to exercise its functions.

24.3 The Management Committee must decide how a meeting is to be called.

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

24.5 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.

24.6 A Management Committee member who participates in the meeting as mentioned in rule 24.5 is taken to be present at the meeting.

24.7 A question arising at the Management 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.

24.8 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 member's vote must not be counted.

24.9 The President is to preside as chairperson at a Management Committee meeting.

24.10 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 Vice President shall be chairman or if the Vice President is not present at the meeting the members may choose one of their number to preside as chairperson at the meeting.

25. Quorum for, and Adjournment of, Management Committee Meeting

25.1 At a Management Committee meeting, at least 50% of the members elected to the Management Committee as at the close of the last general meeting of the members form a quorum.

25.2 If there is no quorum within 30 minutes after the time fixed for a Management Committee meeting called upon the request of members of the Management Committee, the meeting lapses.

25.3 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 Management Committee:

25.3.1 the meeting is to be adjourned for at least 1 day; and

25.3.2 the members of the Management Committee who are present are to decide the day, time and place of the adjourned meeting.

25.4 If, at an adjourned meeting mention rule 25.3, there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

26. Special Meeting of Management Committee

26.1 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.

26.2 If the Secretary is unable or unwilling to call the special meeting, the President must call the meeting.

26.3 A request for a special meeting must state:

26.3.1 why the special meeting is called; and

26.3.2 the business to be conducted at the meeting.

26.4 A notice of a special meeting must state:

26.4.1 the day, time and place of the meeting; and

26.4.2 the business to be conducted at the meeting.

26.5 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.

27. Minutes of Management Committee Meetings

- 27.1 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.
- 27.2 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.

28. Appointment of Subcommittees

- 28.1 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 Association's operations.
- 28.2 A member of the subcommittee who is not a member of the Management Committee is not entitled to vote at a Management Committee meeting.
- 28.3 A subcommittee may elect a chairperson of its meetings.
- 28.4 If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting of the subcommittee, the members present may choose 1 of their number to be chairperson of the meeting.
- 28.5 A subcommittee may meet and adjourn as it considers appropriate.
- 28.6 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.
- 28.7 The Management Committee may delegate any of its powers to a subcommittee appointed under this rule 28 as the Management Committee thinks fit. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be opposed by the Management Committee.

29. Acts not Affected by Defects or Disqualifications

- 29.1 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.
- 29.2 Rule 29.1 applies even if the act was performed when:
 - 29.2.1 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
 - 29.2.2 a Management Committee member, subcommittee member or person acting as a member of the Management Committee was disqualified from being a member.

30. Resolutions of Management Committee without Meeting

30.1 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.

30.2 A resolution mentioned in rule 30.1 may consist of several documents in like form, each signed by 1 or more members of the Committee.

31. Annual General Meetings

31.1 Each annual general meeting must be held:

31.1.1 at least once each year; and

31.1.2 within 3 months of the end of the financial year (being 30 June).

32. Business to be Conducted at Annual General Meeting

32.1 The following business must be conducted at each annual general meeting of the Association:

32.1.1 receiving the Association's financial statement and audit report for the last reportable financial year;

32.1.2 presenting the documents referred to in rule 32.1.1 to the meeting for adoption;

32.1.3 electing members of the Management Committee; and

32.1.4 appointing an auditor or accountant for the present financial year.

33. Notice of General Meeting

33.1 The Secretary may call a general meeting of the Association.

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

33.3 If the Secretary is unable or unwilling to call the meeting, the President must call the meeting.

33.4 The Management Committee may decide the way in which the notice must be given.

33.5 However, notice of the following meetings must be given in writing:

33.5.1 a meeting called to hear and decide the appeal of a person against the Management Committee's decision:

33.5.1.1 to reject the person's application for membership of the Association; or

33.5.1.2 to terminate the person's membership of the Association.

33.5.2 a meeting called to hear and decide a proposed special resolution of the Association.

33.6 A notice of a general meeting must state the business to be conducted at the meeting.

34. Quorum for, and Adjournment of, General Meeting

34.1 The quorum for a general meeting is at least double the number of members elected or appointed to the Management Committee at the close of the Association's last general meeting plus 1.

34.2 However, if all members of the association are members of the Management Committee, the quorum is the total number of members less 1.

34.3 No business may be conducted at a general meeting unless there is a quorum of Voting Members when the meeting proceeds to business.

34.4 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.

34.5 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:

34.5.1 the meeting is to be adjourned for at least 7 days; and

34.5.2 the Management Committee is to decide the day, time and place of the adjourned meeting.

34.6 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.

34.7 If a meeting is adjourned under rule 34.6, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.

34.8 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.

34.9 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.

35. Procedure at General Meeting

35.1 An eligible member may take part and vote in a general meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.

35.2 A member who participates in a meeting as mentioned in rule 35.1 is taken to be present at the meeting.

35.3 At each general meeting:

35.3.1 the President is to preside as chairperson; and

35.3.2 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 Vice President should preside as chairperson or if the Vice

President is not present within 15 minutes of the time fixed for the meeting or is unwilling to act, the Voting Members present must elect 1 of their number to be chairperson of the meeting; and

35.3.3 the chairperson must conduct the meeting in a proper and orderly way.

36. Voting at General Meeting

- 36.1 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 and eligible to vote.
- 36.2 Each Voting 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.
- 36.3 An otherwise eligible member is not entitled to vote at a general meeting if the member's annual subscription is more than one month in arrears at the date of the meeting.
- 36.4 The method of voting is to be decided by the Management Committee.
- 36.5 However, if at least 20% of the Voting Members present demand a secret ballot, voting must be by secret ballot.
- 36.6 If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.
- 36.7 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.

37. Special General Meeting

- 37.1 The Secretary must call a special general meeting by giving each member of the Association notice of the meeting within 14 days after:
 - 37.1.1 being directed to call the meeting by the Management Committee;
or
 - 37.1.2 being given a written request signed by:
 - 37.1.2.1 at least 33% of the number of members of the Management Committee when the request is signed; or
 - 37.1.2.2 at least the number of Voting 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
 - 37.1.3 being given a written notice of an intention to appeal against the decision of the Management Committee:
 - 37.1.3.1 to reject an application for membership; or
 - 37.1.3.2 to terminate a person's membership.
- 37.2 A request mentioned in rule 37.1.2 must state:

37.2.1 why the special general meeting is being called; and

37.2.2 the business to be conducted at the meeting.

37.3 A special general meeting must be held within 3 months after the Secretary:

37.3.1 is directed to call the meeting by the Management Committee; or

37.3.2 is given the written request mentioned in rule 37.1.2;

37.3.3 is given the written notice of an intention to appeal mentioned in rule 37.1.3.

37.4 If the Secretary is unable or unwilling to call the special meeting, the President must call the meeting.

38. Proxies

38.1 An instrument appointing a proxy must be in writing and be in the following or similar form:

SOUTH EAST QUEENSLAND SPORT AIRCRAFT CLUB INCORPORATED:

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

38.2 The instrument appointing a proxy must be signed by the appointor or the appointor's attorney properly authorised in writing.

38.3 A proxy may be a member of the Association or another person.

38.4 The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.

38.5 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.

38.6 Unless otherwise instructed by the appointer, the proxy may vote as the proxy considers appropriate.

38.7 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:

SOUTH EAST QUEENSLAND SPORT AIRCRAFT CLUB INCORPORATED:

I, _____ of _____, being a member of the association, appoint

_____ of _____

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*]

39. Minutes of General Meetings

39.1 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.

39.2 To ensure the accuracy of the minutes:

39.2.1 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

39.2.2 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.

39.3 If asked by a member of the Association whose annual subscription is paid up to date, the Secretary must, within 28 days after the request is made:

39.3.1 make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and

39.3.2 give the member copies of the minutes of the meeting.

39.4 The Association may require the member to pay the reasonable costs of providing copies of the minutes.

40. By-laws

40.1 The Management Committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Association.

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

41. Alteration of Rules

41.1 Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.

41.2 However an amendment, repeal or addition is valid only if it is registered by the chief executive.

42. Common Seal

42.1 The Management Committee must ensure the Association has a common seal.

- 42.2 The common seal must be:
 - 42.2.1 kept securely by the Management Committee; and
 - 42.2.2 used only under the authority of the Management Committee.
- 42.3 Each instrument to which the seal is attached must be signed by a member of the Management Committee and countersigned by:
 - 42.3.1 the Secretary; or
 - 42.3.2 another member of the Management Committee; or
 - 42.3.3 someone authorised by the Management Committee.

43. Funds and Accounts

- 43.1 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.
- 43.2 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.
- 43.3 All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- 43.4 A payment by the Association of \$100.00 or more must be made by cheque or electronic funds transfer.
- 43.5 If a payment of \$100.00 or more is made by cheque, the cheque must be signed by any 2 of the following:
 - 43.5.1 the President;
 - 43.5.2 the Secretary;
 - 43.5.3 the Treasurer;
 - 43.5.4 any 1 of 3 other members of the Association who have been authorised by the Management Committee to sign cheques issued by the Association.
- 43.6 However, 1 of the persons who signs the cheque must be the President, the Secretary or the Treasurer.
- 43.7 Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed 'not negotiable'.
- 43.8 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.
- 43.9 All expenditure must be approved or ratified at a Management Committee meeting.

44. **General Financial Matters**

44.1 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.

44.2 The income and property of the Association must be used solely in promoting the Association's Objects and exercising the Association's powers.

45. **Documents**

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

46. **Financial Year**

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

47. **Distribution of Surplus Assets to another entity**

47.1 This rule applies if the Association:

47.1.1 is wound-up under part 10 of the Act; and

47.1.2 has surplus assets.

47.2 The surplus assets must not be distributed among the members of the Association.

47.3 The surplus assets must be given to another entity:

47.3.1 having objects similar to the Association's objects; and

47.3.2 the rules of which prohibit the distribution of the entity's income and assets to its members.

47.4 In this rule:

surplus assets see section 92(3) of the Act.