

**INDEX FOR THE CONSTITUTION AND RULES OF THE SUNSHINE  
COAST LAW ASSOCIATION INC.**

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**CONSTITUTION AND RULES OF THE SUNSHINE COAST LAW  
ASSOCIATION INC.**

**NAME**

1. The name of the incorporated association will be "The Sunshine Coast Law Association Inc." (in these Rules called "The Association").

**OBJECT**

2. The objects for which the Association is established are: -
  - (1) To promote confidence and good will between the Community and the legal profession;
  - (2) To promote confidence and goodwill between the Members of the Association;
  - (3) To promote and protect the interests of the legal profession;
  - (4) To promote and protect the interests of the Community in relation to the law by all such means as win be considered by the Association to be for the improvement of the state and administration of the law;
  - (5) To co-operate with the Queensland Law Society Incorporated in all matters relating to the profession.

**POWERS**

3. The powers of the Association are: -
  - (1) To take over the funds and other assets and liabilities of the present unincorporated Association known as the Sunshine Coast Law Association.
  - (2) To subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the Association must 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 29(10).
  - (3) In furtherance of the objects of the Association to buy, sell and deal in all kinds of articles, commodities, and provisions, both liquid and solid, for the members of the Association or persons frequenting the Association's premises.
  - (4) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, building, 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 will take or hold any property which may be subject to any trusts the Association will only deal with the same in such manner as is allowed by law having regard to such trusts.

- (5) 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; to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (6) To appoint, employ, remove, or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association.
- (7) To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the incorporated Association, or in or about the incorporated Association or promotion of the incorporated Association or in the furtherance of its objects.
- (8) 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, subsidize or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- (9) To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit.
- (10) To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate.
- (11) In furtherance of the objects of the Association to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate.
- (12) To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated Association's property or assets present or future and to purchase, redeem or pay-off any such securities.
- (13) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.

- (14) 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.
- (15) 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 or others.
- (16) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association but subject always to the proviso in sub-rule (4).
- (17) 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.
- (18) To print and publish any newspapers, periodicals, books, or leaflets that the Association may think desirable for the promotion of its objects.
- (19) In furtherance of the objects of the Association to amalgamate with any one or more incorporated Associations having objects altogether or in part similar to those of the Association and which must prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Association under or by virtue of rule 29(10).
- (20) In furtherance of the objects of the Association to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of anyone or more of the incorporated associations with which the Association is authorised to amalgamate.
- (21) In furtherance of the objects of the Association to transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated associations with which the Association is authorised to amalgamate.
- (22) To make donations for patriotic, charitable or community purposes.
- (23) 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,
- (24) 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.

#### **CLASSES OF MEMBERSHIP**

- 4. (1) The membership of the Association will consist of Ordinary Members, Associate Members, Foundation Members and Life Members.
- (2) The number of Ordinary Members, Associate Members and Life Members will be unlimited.
- (3) The foundation members of the Association will be all those practitioners eligible for membership who paid their membership subscription to the Association not later than 31 May 1979.

## **MEMBERSHIP**

5. (1) Every person who at the date of incorporation of the Association was a member of the unincorporated Association and who on or before the day of incorporation agrees in writing to become a member of the Association must be admitted by the Management Committee to the same class of membership of the Association as that member held in the unincorporated Association, and will not be required to pay any further subscription until the next due date for payment of that subscription.
- (2) Every application for any class of membership of the Association (other than Foundation Members, Life Members and the members of the unincorporated association referred to in Sub-Rule (1)) must be made in writing using the online registration process available on the Association's website or through such other registration process as the Management Committee from time to time prescribes.
- (3) Ordinary membership may be granted to all Barristers or Solicitors who are admitted to practice and hold a current practising certificate who: -
  - (a) have a place of business; or
  - (b) are employed; or
  - (c) reside,

within the area governed by the Sunshine Coast Council or Noosa Shire Council.
- (4) Associate Membership may be granted to:-
  - (a) university students studying Law;
  - (b) trainee Solicitors; or
  - (c) persons undertaking formal practical legal training; or
  - (d) paralegals or legal assistants, or
  - (e) persons who are Accredited Mediators through a Recognised Mediator Accreditation Body;
  - (f) persons who have completed a Bachelor of Laws or other approved academic qualification;
  - (g) persons who are employed or contracted to teach University students studying Law

who have attained the age of eighteen (18) years and are:

  - (i) studying;
  - (ii) employed; or
  - (iii) residing

within the area governed by the Sunshine Coast Council or Noosa Shire Council.
- (5) At the Annual General Meeting, Life Membership of the Association may be granted to any person who has been recommended by the Management Committee in recognition of exceptional service to the Association or the Legal Profession on the Sunshine Coast provided the motion of grant of Life

Membership to the person is passed by at least three quarters (3/4) of the Members entitled to vote at the Annual General Meeting.

### **MEMBERSHIP FEES**

6. (1) The membership fees for each class of membership will be such sum as the members will from time to time at any general meeting so determine.
- (2) The membership fees for each class of membership will be payable at such time and in such manner as the Management Committee will from time to time determine.

### **ADMISSION AND REJECTIONS OF MEMBERS**

7. (1) The Management Committee may reject any application for any class of membership to the Association.
- (2) If the Management Committee rejects an application for any class of membership the Secretary must promptly give the applicant notice in writing of the rejection.

### **TERMINATION OF MEMBERSHIP**

8. (1) A member may resign from the Association at any time by giving notice in writing to the Secretary. Such resignation will take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it will take effect on that later date.
- (2) If a member:-
  - (a) is convicted of an indictable offence; or
  - (b) fails to comply with any of the provisions of the Rules; or
  - (c) has membership fees in arrears for a period of two months or more; or
  - (d) conducts himself in a manner considered to be injurious or prejudicial to the character or interests of the Association;

The Management Committee will consider whether his membership will be terminated.
- (3) The member concerned must be given a full and fair opportunity of presenting his case and if the Management Committee resolves to terminate his membership it must instruct the Secretary to advise the member in writing accordingly.

### **APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP**

9. A person whose application for membership has been rejected or whose membership has been terminated may within one month of receiving written notification thereof, lodge with the Secretary written notice of his intention to appeal against the decision of the Management Committee.
- (2) Upon receipt of a notification of intention to appeal against rejection or termination of membership the Secretary must convene, within three months of the date of receipt by him of such notice, a general meeting to determine the appeal. At any such meeting the applicant must be given the opportunity to fully present his case and the Management Committee or those members thereof who rejected the application for membership or terminated the membership

subsequently must likewise have the opportunity of presenting its or their case. The appeal must be determined by the vote of the members present at such meeting.

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

### **REGISTER OF MEMBERS**

- (1) The Management Committee must cause a Register to be kept in which must be entered the names and residential addresses of all person admitted to membership of the Association and the dates of their admission.
- (2) Particulars must also be entered into the Register of Deaths, Resignations, Terminating and Restraintments of membership and any further particulars as the Management Committee or the members at any general meeting may require from time to time.
- (3) The Register must be open for inspection at all reasonable times by any member who previously applies to the Secretary for such inspection.

### **MEMBERSHIP OF MANAGEMENT COMMITTEE**

11. (1) The Management Committee of the Association must consist of a maximum of fifteen (15) Ordinary Members and comprise:
  - (a) a President;
  - (b) a Vice-President;
  - (c) a Secretary;
  - (d) a Treasurer; and
  - (e) a maximum of eleven (11) committee members.
- (2) Except as otherwise provided in these Rules, at the annual general meeting of the Association, all the members of the Management Committee for the time being must retire from office but will be eligible upon nomination for re-election.
- (3) No member of the Association will be eligible to hold the office of President for more than two years in succession but after one year out of office they will be eligible for re-election.
- (4) The election of officers and other members of the Management Committee must take place in the following manner: -
  - (a) Any two members of the Association will be at liberty to nominate any other member to serve as an officer or other member of the Management Committee;
  - (b) The nomination, which must be in writing and signed by the member and his proposer and seconder, must be lodged with the Secretary at least fourteen days before the annual general meeting at which the election is to take place;
  - (c) A list of the candidates' names in alphabetical order, with the proposers' and seconders' names, must be lodged with the Secretary at least fourteen days before the annual general meeting at which the election is to take place;
  - (d) Balloting lists must be prepared (if necessary) containing the names of the candidates in alphabetical order, and each member present at the annual general meeting will be entitled to vote for any number of such candidates not exceeding the number of vacancies.



- (e) Should, at the commencement of such meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.

Provided that those nominated in writing will be declared elected before further nominations are taken.

- (f) In the event of an equality of votes the retiring president (or other Chairman of the Annual General Meeting) will have a casting vote.
- (g) Each Committee must hold office until the completion of the election of its successors.

12. Any member of the Management Committee may resign from membership of the Management Committee at any time by giving notice in writing to the Secretary but such resignation will take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it will take effect on that later date or such member may be removed from office at a general meeting of the Association where that member must be given the opportunity to fully present his case. The question of removal must be determined by the vote of the members present at such a general meeting.

#### **VACANCIES ON MANAGEMENT COMMITTEE**

13. (1) The Management Committee will have power at any time to appoint any member of the Association to fill any casual vacancy on the Management Committee until the next Annual General Meeting.

Provided that in the event of a casual vacancy occurring in the office of President the Vice-President will become the President for the remainder of the year and the Management Committee will appoint a new Vice-President.

- (2) The continuing members of the Management Committee may act notwithstanding any casual vacancy in the Management Committee, but if and so long as their number is reduced below the number fixed by or pursuant to these Rules as the necessary quorum of the Management Committee, the continuing member or members may act for the purpose of increasing the number of members of the Management Committee to that number or of summoning a general meeting of the Association, but for no other purpose.

#### **FUNCTIONS OF THE MANAGEMENT COMMITTEE**

14. (1) Except as otherwise provided by these Rules and subject to resolutions of the members of the Association carried at any general meeting the Management Committee: -

- (a) will have the general control and management of the administration of the affairs, property, and funds of the Association; and
- (b) will have authority to interpret the meaning of these Rules and any matter relating to the Association on which these Rules are silent.

- (2) The Management Committee may exercise all the powers of the Association: -

- (a) to borrow or raise or secure the payment of money in such manner as the members of the Association may think fit and secure the same 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 and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Association's property, both present and future, and to purchase, redeem or pay off any such securities;

- (b) to borrow money from members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Brisbane for overdrawn accounts on money lent, whether the term of the loan be short or long, and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability, or obligation of the Association, and to provide and pay off any such securities; and
- (c) to invest in such manner as the members of the Association may from time to time determine.

### **MEETINGS OF MANAGEMENT COMMITTEE**

15. (1) The Management Committee must meet at least once every three months and more frequently as it may determine or as the president may decide, to exercise its functions.
- (2) A special meeting of the Management Committee must be convened by the Secretary on the requisition in writing signed by not less than one-third of the members of the Management Committee, which requisition must clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.
- (3) At every meeting of the Management Committee a simple majority of a number equal to the number of members elected and/or appointed to the Management Committee as at the close of the last general meeting of the members, will constitute a quorum.
- (4) Subject as previously provided in this rule, the Management Committee may meet together and regulate its proceedings as it thinks fit: Provided that questions arising at any meeting of the Management Committee must be decided by a majority of votes and, in the case of equality of votes, the President (or other Chairman of the meeting) will have a casting vote.
- (5) A member of the Management Committee must not vote in respect of any contract or proposed contract with the Association in which he is interested, or any matter arising thereout, and if he does so vote his vote must not be counted.
- (6) Not less than fourteen days' notice must be given by the Secretary to members of the Management Committee of any special meeting of the Management Committee. Such notice must clearly state the nature of the business to be discussed thereat.
- (7) The President must preside as Chairman at every meeting of the Management Committee, or if there is no President, or if at any meeting he is not present within ten minutes after the time appointed for holding the meeting, the Vice-President must be Chairman or if the Vice-President is not present at the meeting then the members may choose one of their number to be Chairman of the meeting.
- (8) If within half an hour from the time appointed for the commencement of a Management Committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee, must lapse. In any other case it must stand adjourned to the same day in the next week at the same time and place, or to such other day and at 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 appointed for the

meeting, the meeting must lapse.

16. (1) The Management Committee may delegate any of its powers to a subcommittee consisting of such members of the Association as the Management Committee thinks fit. Any sub-committee so formed must in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Management Committee.
- (2) All sub-committees will be responsible to the Management Committee and the President and the Vice-President of the Association must ex officio be members of all sub-committees.
- (3) A sub-committee may elect a Chairman of its meetings. If no such Chairman is elected, or if at any meeting the Chairman is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one or their number to be Chairman of the meeting.
- (4) A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting must be determined by a majority of votes of the members present and, in the case of an equality of votes, the Chairman of the meeting will have a casting vote.
17. All acts done by any meeting of the Management Committee or of a sub-committee or by any person acting as a member of the Management Committee must, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Management Committee or person acting as aforesaid, or that the members of the Management Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Management Committee.
18. A resolution in writing signed by all the members of the Management Committee for the time being entitled to receive notice of a meeting of the Management Committee must be as valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Management Committee.

### **ANNUAL GENERAL OR GENERAL MEETINGS**

19. The first general meeting must be held at such time, not being less than one month nor more than three months after the incorporation of the Association, and at such place as the Management Committee may determine.
20. (1) The annual general meeting must be held within three months of the close of the financial year of which not less than 14 days' notice in writing will be given to every member of the Association by the Secretary.
- (2) The venue of each Annual General Meeting will be determined by the Management Committee.
- (3) The business to be transacted at every Annual General Meeting must be -
  - (a) reading the Notice concerning the Meeting;
  - (b) confirmation of the Minutes of the last Annual General Meeting and any subsequent Special General Meeting;
  - (c) the receiving of the Management Committee's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the association for the preceding financial year;
  - (d) the receiving of the auditor's report upon the books and accounts for the preceding financial year;

- (e) the election of members of the Management Committee; and
- (f) the appointment of an auditor;
- (g) fixation of the Annual Subscription for the following year;
- (h) determination as to whether an Honorarium is to be paid to any member of the Management Committee;
- (i) general business.

21. The Secretary must convene a special general meeting -

- (a) when directed to do so by the Management Committee; or
- (b) on the requisition in writing signed by not less than one-third of the members presently on the Management Committee or not less than the number of ordinary members of the Association which equals double the number of members presently on the Management Committee plus one. Such requisition must clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat; or
- (c) on being given a notice in writing of an intention to appeal against the decision of the Management Committee to reject an application for membership or to terminate the membership of any person.

22. (1) At any general meeting the number of members required to constitute a quorum must be double the number of members presently on the Management Committee plus one.
- (2) No business will be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. For the purposes of this rule "member" includes a person attending as a proxy or as representing a corporation which is a member.
- (3) 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 Association, must lapse. In any other case it must stand adjourned to the same day in the next week at the same time and place, or to such other day and at 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 appointed for the meeting, the members present must be a quorum.
- (4) The Chairman may, with the consent of any meeting at which a quorum is present (and must if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business will 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 must be given as in the case of an original meeting.

Save as aforesaid it will not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

23. (1) The Secretary will convene all general meetings of the Association by giving not less than 14 days notice of any such meeting to the members of the Association.
- (2) The manner by which such notice must be given will be determined by the Management Committee: Provided that notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the

rejection or termination of his membership by the Management Committee, must be given in writing. Notice of a general meeting must clearly state the nature of the business to be discussed thereat.

24. (1) The Secretary must -

- (a) attend all meetings;
- (b) prepare the agenda of all meetings;
- (c) attend to all correspondence and take charge of all papers;
- (d) be empowered to receive on behalf of the Association money which they must duly hand to the Treasurer for immediate banking;
- (e) submit to the Management Committee a draft copy of the Management Committee's Annual Report for approval before printing and presentation to the Annual General Meeting;
- (f) receive all complaints which are made in writing and place them before the Management Committee.

25. Unless otherwise provided by these Rules, at every general meeting -

- (1) the President must preside as Chairman, or if there is no President, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President must be the Chairman or if the Vice-President is not present or is unwilling to act then the members present must elect one of their number to be Chairman of the meeting;
- (2) the Chairman must maintain order and conduct the meeting in a proper and orderly manner;
- (3) every question, matter or resolution must be decided by a majority of votes of the members present;
- (4) every member present must be entitled to one vote and in the case of an equality of votes the Chairman must have a second or casting vote: Provided that no member will be entitled to vote at any general meeting if his annual subscription is more than one month in arrears at the date of the meeting;
- (5) voting must be by 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 must be a secret ballot. The Chairman must appoint two members to conduct the secret ballot in such manner as he must determine and the result of the ballot as declared by the Chairman must be deemed to be the resolution of the meeting at which the ballot was demanded;
- (6) a member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member must have one vote and in a secret ballot every member present in person or by proxy or by attorney or other duly authorised representative must have one vote;
- (7) the instrument appointing a proxy must be in writing, in the common or usual form under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy must be a member of the Association who is financially paid up at the date of the meeting at which they exercise their vote by proxy. The instrument appointing a proxy must be

deemed to confer authority to demand or join in demanding a secret ballot;

- (8) where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy must be in the following form or a form as near thereto as circumstances permit: -

**SUNSHINE COAST LAW ASSOCIATION INC.:**

I, \_\_\_\_\_ of \_\_\_\_\_  
being a member of the Sunshine Coast Law Association Inc., hereby appoint  
\_\_\_\_\_ of \_\_\_\_\_, or failing  
him, \_\_\_\_\_ 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 \_\_\_\_\_

\_\_\_\_\_, 19\_\_\_\_\_, and at any adjournment thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_\_.

Signature.

This form is to be used in favour of the resolution.  
\_\_\_\_\_ against \_\_\_\_\_

\*Strike out whichever is not desired. (Unless otherwise instructed the proxy may vote as he thinks fit.);

- (9) the instrument appointing a proxy must be deposited with the Secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote; and
- (10) the Secretary must cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Management Committee meeting must be signed by the Chairman of that meeting or the Chairman of the next succeeding Management Committee meeting verifying their accuracy. Similarly, the minutes of every general meeting must be signed by the Chairman of that meeting or the Chairman of the next succeeding general meeting: Provided that the minutes of any annual general meeting must be signed by the Chairman of that meeting or the Chairman of the next succeeding general meeting or annual general meeting,

**BY-LAWS**

26. The Management Committee may from time to time make, amend, or repeal by-laws, not inconsistent with these Rules, for the internal management of the Association and any by-law may be set aside by a general meeting of members.

**ALTERATION OF RULES**

27. Subject to the provisions of the Associations Incorporation Act 1981 these Rules may be amended, rescinded, or added to from time to time by a special resolution carried at any general meeting.

**COMMON SEAL**

28. The Management Committee must provide for a Common Seal and for its safe custody.



The Common Seal must only be used by the authority of the Management Committee and every instrument to which the seal is affixed must be signed by a member of the Management Committee and must be countersigned by the Secretary or by a second member of the Management Committee or by some other person appointed by the Management Committee for the purpose.

### **FUNDS AND ACCOUNTS**

29. The funds of the Association must be deposited in the name of the Association in such Bank or Permanent Building Society as the Management Committee may from time to time direct.
  - (1) Proper books and accounts must be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature.
  - (2) All moneys must be deposited as soon as practicable after receipt of them.
  - (3) All amounts of ten dollars or over must be paid by either:
    - (i) Cheque signed by any two of the President, Vice President, Secretary, Treasurer, or other member authorised from time to time by the Management Committee; or
    - (ii) Electronic funds transfer approved by any two of the President, Vice President, Secretary, Treasurer, or other member authorised from time to time by the Management Committee.
  - (4) Cheques must be crossed "not negotiable" except those in payment of wages, allowances or petty cash recoupments which may be open.
  - (5) The Management Committee must determine the amount of petty cash which must be kept on the imprest system.
  - (6) All expenditure must be approved or ratified at a Management Committee meeting.
  - (7) Within three months of the end of each financial year the Treasurer must cause to be prepared a statement containing the particulars of -
    - (a) the income and expenditure for the financial year just ended; and
    - (b) the assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.
  - (8) All such statements must be examined by the auditor who must present his report upon such audit to the Secretary prior to the holding of the Annual General Meeting next following the financial year in respect of which such audit was made.
  - (9) The income and property of the Association whencesoever derived must 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 must be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association provided that nothing herein contained will prevent the payment in good faith of interest to any such member in respect of moneys advanced by him to the Association or to any member of the Association or other person in return for any services actually rendered to the Association provided further that nothing herein contained must be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association.



### **DOCUMENTS**

30. The Management Committee must provide for the safe custody of books, documents, instalments of title and securities of the Association.

### **FINANCIAL YEAR**

31. The financial year of the Association will close on the 30 June in each year.

### **DISTRIBUTION OF SURPLUS ASSETS**

32. If the Association must be wound upon in accordance with the provisions of the Associations Incorporation Act 1981-1990, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same must not be paid to or distributed among the members of the Association, but must be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which must prohibit the distribution of its or their income or property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of rule 29(10), such institution or institutions to be determined by the members of the Association.

As at 27 August 2019