

REDCLIFFE BRIDGE CLUB INCORPORATED

RULES

(Previously referred to as “The Constitution”)

REDCLIFFE BRIDGE CLUB INCORPORATED

RULES

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REDCLIFFE BRIDGE CLUB INCORPORATED RULES

(Previously referred to as "The Constitution")

1. INTERPRETATION

- (1) In these Rules --
Act means the Associations Incorporation Act 1981.
aggrieved party see Rule 12A(3).
dispute resolution centre means a dispute resolution centre established under the *Dispute Resolution Centres Act 1990*.
Present –
 - (a) At a Management Committee meeting, see Rule 23(6); or
 - (b) At a general meeting, see Rule 34(2).
- (2) 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.

2. NAME

The name of the Incorporated Association is "Redcliffe Bridge Club Incorporated" (the Association).

3. OBJECTS

The objects of the Association are to:

- (1) promote, control and advance Contract Bridge or other card games;
- (2) conduct, organise and supervise bridge tournaments and competitions;
- (3) provide opportunities for learning bridge;
- (4) co-operate, or affiliate with any other organisation whose objects are like or similar;
- (5) interpret and administer the Laws of Duplicate Bridge or any like laws adopted in substitution; and
- (6) provide, maintain and improve Association premises and amenities for the attainment of any of the objects set out in this Rule 3.

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 or in meeting its objects.
- (3) The Association may issue secured and unsecured notes, debentures and debenture stock for the Association.

5. CLASSES OF MEMBERS

- (1) The membership of the Association consists of any of the following classes of members:
- (a) **Ordinary Members:** being those persons who have been admitted as an ordinary member of the Association.
 - (b) **Honorary Life Members:** being those persons whom the Association in general meeting may, upon the recommendation of the Management Committee, admit for outstanding services to the Association.
 - (c) **Honorary Members:** being those persons, whose place of residence is outside the State of Queensland, whom the Management Committee may admit.
 - (d) **Student Members:** being those persons who, in the opinion of the Management Committee, are bona fide students under the age of twenty-five years.
- (2) The number of members in each class is unlimited.

6. NEW MEMBERSHIP

- (1) An applicant for membership of the Association must be proposed by one member of the Association (the proposer) and seconded by another member (the seconder).
- (2) An application for membership must be:
- (a) in writing; and
 - (b) signed by the applicant and the applicant's proposer and seconder; and
 - (c) in the form decided by the Management Committee.

7. MEMBERSHIP FEES

- (1) The annual membership 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.
- (2) A person shall on application for membership of the Association pay an entrance fee applicable to that class of membership applied for in addition to the applicable annual membership fee. The entrance fee for each class of

membership shall be in the amount decided by the members at a general meeting.

- (3) In addition to an annual membership fee and an entrance fee (if any) paid to the Association, ordinary and student members shall pay the fees and any other charges levied by the Australian Bridge Federation and the Queensland Bridge Association or their successors. Default in any payment in this regard shall be taken as default in payment of the Association's membership fees and Sub-rule 9(3)(c) shall apply.
- (4) Honorary Life Members of the Association, after admission as an Honorary Life Member, shall not be required to pay future Association annual membership fees or any other charges as may be levied by the Australian Bridge Federation or the Queensland Bridge Association or their successors. All such fees shall be met by the Association.

8. ADMISSION AND REJECTION OF NEW MEMBERS

- (1) The Management Committee must consider an application for membership at the next committee meeting held after it receives:
 - (a) the application for membership; and
 - (b) the appropriate fees 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 at the meeting whether to accept or reject the application.
- (4) If a majority of the members of the Management Committee present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.
- (5) The Secretary of the Association must, as soon as practicable after the Management Committee decides to accept or reject an application, give the applicant a written notice of the decision.

9. 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, then the later time.

- (3) The Management Committee may terminate a member's membership if the member:
 - (a) is convicted of an indictable offence;
 - (b) does not comply with any of the provisions of these Rules;
 - (c) has membership fees in arrears for at least two months; or
 - (d) conducts himself or herself in a way considered to be injurious or is prejudicial to the character or interests of the Association and in a way the Management Committee considers action under Rule 12 to be inappropriate.
- (4) Before the Management Committee terminates a member's membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.
- (5) If, after considering all representations made by the member, the Management Committee decides to terminate the membership, the Secretary must give the member a written notice of the decision.
- (6) The membership of an Honorary Member mentioned in Sub-rule 5(1)(c) ends two calendar months from the date of admission as an Honorary Member if not terminated earlier under the provisions of this Rule 9.

10. APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP.

- (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.
- (2) A notice of intention to appeal must be given to the Secretary within one month after the person receives written notice of the decision.
- (3) If the Secretary receives a notice of intention to appeal, the Secretary must, within one month after receiving the notice, call a general meeting to decide the appeal.

11. GENERAL MEETING TO DECIDE APPEAL

- (1) The general meeting to decide an appeal must be held within three 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 application should not be rejected or the membership should not be terminated.
- (3) Also, the Management Committee and the members of the committee who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.

- (4) An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.
- (5) If a person whose application for membership has been rejected does not appeal against the decision within one 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 and entrance fee (if any) paid by the person.

12. DISCIPLINARY POWERS

- (1) The Management Committee has authority to exercise disciplinary powers with respect to members of the Association. Disciplinary powers include but are not limited to:
 - (a) caution;
 - (b) censure;
 - (c) suspension from membership for a stated period of time;
 - (d) refusal of entry, or omission to invite the entry, to any bridge tournament or other function or functions of whatsoever nature conducted by or under the auspices of the Association other than a congress or a QBA event; and
 - (e) deprivation of any rights and privileges of membership.
- (2) In the exercise of its disciplinary powers, the Management Committee may act on the written report of a session Director or a session Recorder or on the written complaint of any member addressed to the committee.
- (3) Before the Management Committee exercises any disciplinary power, the committee shall give the member concerned a full and fair opportunity to show why a disciplinary power should not be exercised.
- (4) If, after considering all representations made by the member, the Management Committee proposes to exercise a disciplinary power, the committee shall give the member a full and fair opportunity to show why the particular disciplinary power proposed by the committee should not be exercised.
- (5) If, after considering all representations made by the member, the committee decides to exercise a disciplinary power, the Secretary to the committee must give the member a written notice of the decision.
- (6) A member against whom the Management Committee has exercised a disciplinary power and who has received a written notice of the decision may appeal against the decision. The provisions of Rules 10 and 11 apply to the appeal as if the disciplinary action was termination of membership.
- (7) A member suspended under Sub-rule (1)(c) shall not during the period of suspension be entitled to exercise any of the rights of membership but shall nevertheless remain a member.

12A GRIEVANCE PROCEDURE

- (1) This Rule sets out a grievance procedure for dealing with a dispute under the Rules between parties as mentioned in section 47A (1) of the Act.
- (2) To remove any doubt, it is declared that the grievance procedure cannot be used by a person whose membership has been terminated if the Rules provide for an appeal process against the termination.
- (3) A member (the aggrieved party) initiates the grievance procedure in relation to the dispute by giving notice in writing of the dispute to:
 - (a) The other party; and
 - (b) If the other party is not the Management Committee – the Management Committee.
- (4) If two (2) or more members initiate a grievance procedure in relation to the same subject matter, the Management Committee may deal with the disputes in a single process and the members must choose one (1) of the members (also the aggrieved party) to represent the members in the grievance procedure.
- (5) Subject to Rule 12B, the parties to the dispute must, in good faith, attempt to resolve the dispute.
- (6) If the parties to the dispute cannot resolve the dispute within 14 days after the aggrieved party initiates the grievance procedure, the aggrieved party may, within a further 21 days, ask the Association's Secretary to refer the dispute to mediation.
- (7) Subject to Rule 12B, if the aggrieved party asks the Association's Secretary to refer the dispute to mediation under Sub-rule (6), the Management Committee must refer the dispute within 14 days after the request.
- (8) If the aggrieved party does not ask the Association's Secretary to refer the dispute to mediation under Sub-rule (6), the grievance procedure in relation to the dispute ends.

12B GRIEVANCE PROCEDURE NOT CONTINUED IN PARTICULAR CIRCUMSTANCES

- (1) This Rule applies if:
 - (a) a member initiates a grievance procedure in relation to a dispute and the Association's Management Committee is the other party to the dispute; or
 - (b) the aggrieved party asks the Association's Secretary to refer the dispute to mediation under Rule 12A (6).
- (2) The Management Committee does not have to act under Rule 12A (5) or (7) if:
 - (a) the aggrieved party has, within 21 days before initiating the grievance procedure, behaved in a way that would give the Management Committee

grounds for taking disciplinary action under the Rules against the aggrieved party in relation to the matter the subject of the grievance procedure; or

- (b) before the grievance procedure was initiated, a process had started to take action under the Rules against the aggrieved party or terminate the aggrieved party's membership, as provided for under the Rules, and the dispute relates to that process or to a matter relevant to that process; or
- (c) the dispute relates to an obligation under the Liquor Act 1992 or any other State law to prevent the entry of the aggrieved party to, or to remove the aggrieved party from, premises used by the Association, or to refuse to serve liquor to the aggrieved party at the premises; or
- (d) the dispute could reasonably be considered frivolous, vexatious, misconceived or lacking in substance, or relates to a matter that has already been the subject of the grievance procedure.

12C APPOINTMENT OF MEDIATOR

- (1) If a dispute under Rule 12A is referred to mediation:
 - (a) the parties to the dispute must choose a mediator to conduct mediation; and
 - (b) if the parties are unable to agree on the appointment of a mediator within 14 days after the dispute is referred to mediation, the mediator must be:
 - (i) for a dispute between a member and another member: a person appointed by the Management Committee; or
 - (ii) for a dispute between a member and the Management Committee or the Association: an accredited mediator or a mediator appointed by the Director of a dispute resolution centre.
- (2) An accredited mediator may refuse to be the mediator, or the director of a dispute resolution centre may refuse to appoint a mediator, to mediate the dispute.
- (3) If Sub-rule (2) applies, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

12D CONDUCT OF MEDIATION

- (1) If a mediator is appointed under Rule 12C, the mediator must start the mediation as soon as possible after the appointment and try to finish the mediation within 28 days after the appointment.
- (2) Sub-rule (1) does not apply if the mediator is a mediator appointed by the director of a dispute resolution.

- (3) The mediator:
 - (a) must give each party to the dispute an opportunity to be heard on the matter the subject of the dispute; and
 - (b) must comply with natural justice; and
 - (c) must not act as an adjudicator or arbitrator; and
 - (d) during the mediation may see the parties with or without their representatives, together or separately.
- (4) The parties to the dispute must act reasonably and genuinely in the mediation and help the mediator to start and finish the mediation within the period mentioned in Sub-rule (1).
- (5) The costs of the mediation, if any, are to be shared equally between the parties unless otherwise agreed.
- (6) If the mediation cannot resolve the dispute, the parties may seek to resolve the dispute in accordance with the act or otherwise at law.

12E REPRESENTATION FOR GRIEVANCE PROCEDURE

- (1) A party to a dispute may appoint any qualified person to act on behalf of the party in the grievance procedure.
- (2) For Sub-rule (1), a person is qualified to act on behalf of a party if the person:
 - (a) has sufficient knowledge of the matter the subject of the dispute to be able to represent the party effectively; and
 - (b) is authorised to negotiate an agreement for the party.
- (3) If a party appoints a person under Sub-rule (1) to act on the party's behalf, the party must give written notice of the appointment to each of the following entities:
 - (a) the other party to the dispute;
 - (b) the Management Committee; and
 - (c) if a mediator has been appointed before the party appoints the person: the mediator.

12F ELECTRONIC COMMUNICATION FOR GRIEVANCE PROCEDURE

Any meeting or mediation session required under the grievance procedure may be conducted by electronic means if the parties to the dispute and, for a mediation, the mediator agree.

13. REGISTER OF MEMBERS

- (1) The Management Committee must keep a register of members of the Association.
- (2) The register must include the following particulars for each member:
 - (a) the full name of the member;
 - (b) the postal or residential address of the member;
 - (c) the date of admission as a member;
 - (d) the date of death or resignation of the member;
 - (e) details about the termination or reinstatement of membership; and
 - (f) any other particulars the Management Committee or the members at a general meeting decide.
- (3) The register must be open for inspection by members of the Association at all reasonable times.
- (4) A member must contact the Secretary to arrange an inspection of the register.
- (5) However, the Management Committee may, on the application of a member of the Association, withhold information about the member (other than the member's full name) from the register available for inspection if the Management Committee has reasonable grounds for believing the disclosure of the information would put the member at risk.

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.
- (2) Sub-rule (1) does not apply if the use or disclosure of the information is approved by the Association.

15. APPOINTMENT OR ELECTION OF SECRETARY

- (1) The Secretary must be an Adult residing in Queensland, or in another State but not more than 65 km from the Queensland border, who is:
 - (a) a member of the Association elected by the Association as Secretary; or
 - (b) any of the following persons appointed by the Management Committee as Secretary:
 - (i) a member of the Association's Management Committee;
 - (ii) another member of the Association other than an Honorary Member mentioned in Sub-rule 5(1)(c); or
 - (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 one month after the vacancy happens.
- (3) If the Management Committee appoints a person mentioned in Sub-rule (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 Sub-rule (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 Sub-rule (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 Sub-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 Sub-rule 15(1)(b)(ii) and who has been appointed to a casual vacancy on the Management Committee under Sub-rule 15(4), the person remains a member of the Management Committee.

17. FUNCTIONS OF SECRETARY

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

- (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
- (2) keeping minutes of each meeting; and
- (3) keeping copies of all correspondence and other documents relating to the Association; and
- (4) maintaining the register of members of the Association.

18. MEMBERSHIP OF MANAGEMENT COMMITTEE

- (1) The Management Committee of the Association consists of:
 - (a) a President; and
 - (b) a Vice President; and
 - (c) a Secretary as provided for in Rule 15; and
 - (d) a Treasurer; and
 - (e) other members, as the members of the Association at any general meeting may elect or appoint, provided that the total membership of the Management Committee does not exceed nine.
- (2) The immediate past president may continue as an unelected non-voting member of the Management Committee, in an advisory capacity, for a period of one year only provided he or she has not been removed from office by the Association at a general meeting.
- (3) A member of the Management Committee, other than a Secretary appointed by the Management Committee under Sub-rule 15(1)(b)(iii), must be a member of the Association.
- (4) 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.
- (5) A member of the Association, other than an Honorary Member mentioned in Sub-rule 5(1)(c), 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 two members of the Association may nominate another member (the ***candidate***) to serve as a member of the Management Committee; and
 - (b) the nomination must be:
 - (i) in writing; and
 - (ii) signed by the candidate and the members who nominated him or her; and
 - (iii) given to the Secretary at least fourteen days before the Annual General Meeting at which the election is to be held; and
 - (c) each 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; and
 - (d) if, at the start of the Annual General Meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- (2) A person may be a candidate only if the person:
 - (a) is an adult; and
 - (b) is not an Honorary Member mentioned in Sub-rule 5(1)(c); and
 - (c) is not ineligible to be elected as a member under section 61A of the Act.

Note: Act (current from 3 November 2022) states:

61A Eligibility for election to a Management Committee

(1) *A person is not eligible to be elected as a member of an incorporated Association's Management Committee if –*

- (a) *The person has been convicted –*
 - (i) *On indictment; or*
 - (ii) *Summarily and sentenced to imprisonment, other than in default of payment of a fine; and*
- (b) *The rehabilitation period in relation to the conviction has not expired.*

(1A) *Also, a person is not eligible to be elected as a member of an incorporated Association's Management Committee if –*

- (a) *Under the Bankruptcy Act 1966 (Cwlth) or the law of an external territory or another country, the person is an undischarged bankrupt; or*
- (b) *The person has executed a deed of arrangement under the Bankruptcy Act 1966 (Cwlth), part X or a corresponding law of an external territory or another country and the terms of the deed have not been fully complied with; or*
- (c) *The person's creditors have accepted a composition under the bankruptcy Act 1966 (Cwlth), part X or a corresponding law of an external territory or another country and a final payment has not been made under the composition.*

- (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 seven 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, then, 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.

Note; Act (current from 3 November 2022) states:

64 Tenure of members of Management Committee

- (2) *The office of a member of the Management Committee shall be vacated in such circumstances (if any) as may be prescribed by the Rules of the incorporated Association or if the person holding that office ---*
 - (a) Dies; or*
 - (b) Becomes bankrupt or compounds with creditors or otherwise takes advantage of the laws in force for the time being relating to bankruptcy; or*
 - (c) Is -*
 - (i) Convicted of an offence under this Act; or*

- (ii) 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*
- (d) 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. VACANCIES ON MANAGEMENT COMMITTEE

- (1) If a casual vacancy happens on the Management Committee, the continuing members of the committee may appoint another member of the Association to fill the vacancy until the next Annual General Meeting.
- (2) The continuing members of the Management Committee may act despite a casual vacancy on the Management Committee.
- (3) However, if the number of committee members is less than the number fixed under Sub-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, any By-Laws made under these Rules; and any matter relating to the Association on which the Rules or By-Laws 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 securities issued; and
 - (h) to invest in a way the members of the Association may decide.
- (4) For Sub-rule (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 one financial institution for the Association, then the financial institution nominated by the Management Committee.
- (5) The Management Committee shall have the power to make financial grants to individual members, pairs or teams to compete in events conducted by the Queensland Bridge Association or the Australian Bridge Federation or their successors, and to pay expenses to Association members when engaged on Association business.

23. MEETINGS OF MANAGEMENT COMMITTEE

- (1) Subject to this Rule, the Management Committee may meet and conduct its proceedings as it considers appropriate.
- (2) If a member of the Management Committee has a material personal interest in a matter being considered at a Management Committee meeting, the member must:
- (a) as soon as the member becomes aware of the interest, disclose the nature and extent of the interest to the Management Committee and at the next general meeting of the Association (section 70B of the Act refers); and
 - (b) must not be present while the matter is being considered at the Management Committee meeting nor vote on the matter (section 70C of the Act refers).
- (3) The Management Committee must meet at least once every two months to exercise its functions.
- (4) The Management Committee must decide how a meeting is to be called.
- (5) Notice of a meeting is to be given in the way decided by the Management Committee.
- (6) 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.
- (7) A committee member who participates in the meeting as mentioned in Sub-rule (6) is taken to be present at the meeting.

- (8) 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.
- (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 the commencement of a Management Committee meeting, the members may choose one of their number to preside as chairperson at the meeting.

24. QUORUM FOR AND ADJOURNMENT OF MANAGEMENT COMMITTEE MEETING

- (1) At a Management Committee meeting, more than 50% of the members elected to the committee as at the close of the last general meeting of the members form a quorum.
- (2) If there is no quorum within thirty 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 thirty 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 one 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 Sub-rule (3), there is no quorum within thirty minutes after the time fixed for the meeting, the meeting lapses.

25. SPECIAL MEETING OF MANAGEMENT COMMITTEE

- (1) If the Secretary receives a written request signed by at least 33% of the members of the Management Committee, the Secretary must call a special meeting of the committee by giving each member of the Committee notice of the meeting within fourteen days after the Secretary receives the request.
- (2) If the Secretary is unable or unwilling to call the special meeting, the President must call the meeting.
- (3) A request for a special meeting must state:
 - (a) why the special meeting is called; and
 - (b) the business to be conducted at the meeting.
- (4) A notice of a special meeting must state:
 - (a) the day, time and place of the meeting; and
 - (b) the business to be conducted at the meeting.

- (5) A special meeting of the Management Committee must be held within fourteen 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 and a hard copy kept.
- (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 Sub-Committee consisting of members of the Association considered appropriate by the Committee to help with the conduct of the Association's operations.
- (2) A member of the Sub-Committee who is not a member of the Management Committee is not entitled to vote at a Management Committee meeting.
- (3) A Sub-Committee must elect a chairperson and a Secretary of its meetings.
- (4) If the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose one of their number to be chairperson of the meeting.
- (5) The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Sub-Committee meeting are recorded and a hard copy kept.
- (6) A Sub-Committee may meet and adjourn as it considers appropriate.
- (7) A question arising at a Sub-Committee 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 Sub-Committee or a person acting as a member of the Management Committee is taken to have been validly performed.

- (2) Sub-rule (1) applies even if the act was performed when:
 - (a) there was a defect in the appointment of a member of the Management Committee, Sub-Committee or person acting as a member of the Management Committee; or
 - (b) a Management Committee member, Sub-Committee member or person acting as a member of the Management Committee was disqualified from being a member.

29. RESOLUTIONS OF MANAGEMENT COMMITTEE WITHOUT MEETING

- (1) A written resolution signed by each member of the Management Committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.
- (2) A resolution mentioned in Sub-rule (1) may consist of several documents in like form, each signed by one or more members of the committee.
- (3) The agenda of the next ordinary meeting of the Management Committee occurring after the transmission of a written resolution must include an item which reports on the consultation of members; the outcome of that consultation and the motion as adopted by the Management Committee as a consequence.

30. ANNUAL GENERAL MEETING

- (1) Each Annual General Meeting must be held:
 - (a) at least once each year; and
 - (b) within six months after the end date of the Association's reportable financial year.

31. BUSINESS TO BE CONDUCTED AT ANNUAL GENERAL MEETING

The following business must be conducted at each Annual General Meeting of the Association:

- (1) the tabling and confirmation of the minutes of the previous Annual General Meeting and of Special General Meeting (if any) and consideration of business arising from the minutes; and
- (2) In accordance with section 70D of the Act, disclosure of remuneration and other benefits paid to any person; and
- (3) receiving the Association's financial statements and audit report for the last reportable financial year; and
- (4) presenting the financial statements and audit report to the meeting for adoption; and
- (5) electing members of the Management Committee; and

- (6) appointing an auditor for the present financial year.

32. NOTICE OF GENERAL MEETING

- (1) The Secretary may call a general meeting of the Association.
- (2) The Secretary must give at least fourteen days' notice of the meeting to each member of the Association.
- (3) If the Secretary is unable or unwilling to call the meeting, the President must call the meeting.
- (4) The Management Committee may decide the way in which the notice must be given.
- (5) However, notice of the following meetings must be given in writing:
 - (a) A meeting called to hear and decide the appeal of a person against the Management Committee's decision:
 - (i) to reject the person's application for membership of the Association;
or
 - (ii) to terminate the person's membership of the Association;
 - (b) A meeting to hear and decide a proposed special resolution of the Association. (refer footnote to Rule 35(1))
- (6) A notice of a general meeting must state the business to be conducted at the meeting.

33. 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 Annual General Meeting plus one (1).
- (2) No business may be conducted at a general meeting unless there is a quorum present when the meeting proceeds to business.
- (3) 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.
- (4) 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 seven (7) days; and
 - (b) the Management Committee is to decide the day, time and place of the adjourned meeting.

- (5) 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.
- (6) If a meeting is adjourned only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (7) 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 thirty days.
- (8) If a meeting is adjourned for at least thirty days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

34. PROCEDURE AT GENERAL MEETING

- (1) A member may take part and vote at a general meeting in person, by proxy or by using any technology that reasonably allows the member to hear and take part in discussions as they happen. (For the sake of clarity, this Rule does not permit postal voting).
- (2) A member who participates in a meeting as mentioned in Sub-rule (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 one of their number to be chairperson of the meeting; and
 - (c) the chairperson must conduct the meeting in a proper and orderly way.

35. 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 members present.

Note; Act (current from 3 November 2022) states-

3 Special resolutions

- (1) *Written notice of a proposed special resolution and of the time and place of the general meeting at which it is proposed to move the resolution, must be given, as required under the Association's rules, before the general meeting to each member of the Association who has a right to vote on the resolution.*
- (2) *The notice must state the terms of the proposed special resolution.*
- (3) *A special resolution about which notice has not been given under this section has no effect.*
- (4) *A declaration by the person presiding at a general meeting that a resolution has been passed at the meeting by the votes of $\frac{3}{4}$ of the members who are present and entitled to vote on the resolution is conclusive evidence of the fact, unless a poll is demanded at the meeting.*

- (2) Each member present and eligible to vote is entitled to one vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
- (3) A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting or if the member is an Honorary member mentioned in Sub-rule (5)(1)(c).
- (4) Subject to these Rules and any By-Laws made in accordance with Rule 39, the methodology of voting is to be decided by the Chairperson of the meeting.
- (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 two 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.

36. SPECIAL GENERAL MEETING

- (1) The Secretary must call a Special General Meeting by giving each member of the Association notice of the meeting within fourteen days after:
 - (a) being directed to call the meeting by the Management Committee; or
 - (b) being given a written request signed by:
 - (i) at least 33% of the number of members of the Management Committee when the request is signed; or
 - (ii) at least the number of ordinary members of the Association equal to double the number of members of the Association on the Management Committee when the request is signed plus one; or
 - (c) being given a written notice of an intention to appeal against the decision of the Management Committee:
 - (i) to reject an application for membership; or
 - (ii) to terminate a person's membership.
- (2) A request mentioned in Sub-rule (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 three months after the Secretary:
 - (a) is directed to call the meeting by the Management Committee; or
 - (b) is given the written request mentioned in Sub-rule (1)(b); or
 - (c) is given the written notice of an intention to appeal mentioned in Sub-rule (1)(c).
- (4) If the Secretary is unable or unwilling to call the special meeting, the President must call the meeting.

37. PROXIES

- (1) Unless a member wants a proxy to specifically vote for or against a resolution, or for a particular candidate for a contested position on the Management Committee (where this applies), the instrument appointing the proxy must be in writing and be in the form, or similar form, as provided at Appendix 1.
- (2) If a member wants to direct a proxy to vote for or against a resolution, or for a particular candidate for a contested position on the Management Committee (where this applies), the instrument appointing the proxy must be in writing and, be in the form, or similar form, as provided at Appendix 2. A resolution, or a candidate for a contested position on the Management Committee that is not itemised on this form will confer authority for the proxy to vote as the proxy considers appropriate for any such resolution or candidate.
- (3) The instrument appointing a proxy must be signed by the appointor or the appointor's attorney properly authorised in writing and also by the Appointee as verification of acceptance of the appointment.
- (4) A proxy must be a member of the Association.
- (5) A proxy, being a member of the Association, must not hold more than 3 instruments of appointment (or such other number as members present at a general meeting may by majority vote so decide). Instruments held in excess of this number shall be invalid.
- (6) Each instrument appointing a proxy must be registered with the Secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- (7) The Secretary must ensure that no member is registered to hold more than the number of instruments to which he/she is entitled to hold in accordance with Sub-rule 37(5) above.
- (8) The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- (9) A proxy appointed by instrument in the form mentioned in Sub-rule 37(1) may vote as the proxy considers appropriate.

38. MINUTES OF GENERAL MEETING

- (1) The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are recorded and a hard copy kept.

- (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 twenty-eight days after the request is made:
 - (a) make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
 - (b) give the member copies of the minutes of the meeting.
- (4) The Association may require the member to pay the reasonable costs of providing copies of the minutes.

39. BY-LAWS

By-Laws, consistent with these Rules, for the internal management of the Association, may be made, amended, repealed or added to by a resolution carried at a general meeting.

40. ALTERATION OF RULES

- (1) Subject to the Act, these Rules may be amended, repealed or added to by a special resolution (see footnote to Rule 35(1)) carried at a general meeting.
- (2) However, an amendment, repeal or addition is valid only if it is registered by the chief executive of the Queensland Government department responsible for the administration of the Act.
- (3) Such amendment, repeal or addition must also be approved by any other organisation or Association to which Redcliffe Bridge Club Inc. is affiliated if such approval is a requirement of affiliation.

41. EFFECT OF AMENDED RULES

- (1) In this section:

New Rules of an Incorporated Association means the Association's Rules on registration of an amendment of its Rules.

Old Rules of an Incorporated Association means the Association's Rules immediately before registration of an amendment of its Rules.

Registration means registration under the Act.

- (2) The new Rules of an Incorporated Association do not affect a right, liability or obligation under the Association's old Rules.
- (3) However, rights, liabilities and obligations under the old Rules are extinguished to the extent they:
 - (a) existed between:
 - (i) a member of the Incorporated Association and the Incorporated Association; or
 - (ii) the Incorporated Association's members; and
 - (b) were not the subject of litigation immediately before the registration of the new Rules.

42. FUNDS AND ACCOUNTS

- (1) The funds of the Association must be kept in accounts 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 \$200 or more must be made by cheque or electronic funds transfer.
- (5) If a payment of \$200 or more is made, the cheque or electronic funds transfer must be signed or authorised by any two of the following:
 - (a) the President;
 - (b) the Vice President;
 - (c) the Secretary;
 - (d) the Treasurer; or
 - (e) any one of three other members of the Association who have been authorised by the Management Committee to sign cheques issued by the Association.
- (6) However, one of the persons who signs the cheque or authorises the electronic funds transfer must be the President, the Vice President, the Secretary or the Treasurer.
- (7) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed "not negotiable".
- (8) A petty cash account must be kept on the imprest system, and the Management Committee must decide the amount of petty cash to be kept in the account.
- (9) All expenditure must be approved or ratified at a Management Committee meeting except that expenditure by the Association of \$20,000 or more (or more than \$20,000 in aggregate if the expenditure relates to a single project), or such

other amount as may be approved by members at a general meeting, must be approved by members at a general meeting prior to commitment of expenditure.

43. 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.
- (3) No part of the Association's income or property is to be distributed, paid or transferred by way of a bonus, dividend or other similar payment to the Association's members.
- (4) Sub-rule (3) does not apply to:
 - (a) Reasonable remuneration paid to a member of the Association for work done by the member for or on behalf of the Association; or
 - (b) Any payments or dispositions of property that are incidental to activities of the Association in accordance or consistent with the Association's objectives.

44. DOCUMENTS

- (1) The Management Committee must ensure the safe custody of books, documents, instruments of title and securities of the Association.
- (2) The financial documents of the Association must be kept:
 - (a) in the state; and
 - (b) for a period of at least five years.

45. FINANCIAL YEAR

The end date of the Association's financial year is the thirty first day of March in each year.

46. 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.

Note; Act (current from 2 November 2022) states -

92 Distribution of Surplus Assets

(3) *In this section –*

Surplus Assets means, in relation to the incorporated Association, the assets after payment of the debts and liabilities remaining on a winding up of the incorporated Association and the costs, charges and expenses of the winding up.

47. NOTICES

- (1) A notice or advice may be given by the Management Committee to any person personally or by sending it either:
 - (a) by posting a properly addressed prepaid letter containing the notice or advice, whether the notice of advice forms part of or is accompanied by other material, to the person at the person's nominated postal address; or
 - (b) by facsimile to the person's nominated facsimile number; or
 - (c) by email to the person's nominated email address.
- (2) Where a notice or advice is sent by post, service of the notice or advice shall be deemed to have been effected at the time at which the letter would be delivered in the ordinary course of post.
- (3) Where a notice or advice is sent by facsimile or email, service of the notice or advice shall be deemed to have effect on the date of its successful transmission.

NOTE

- (1) These Rules were approved by a special resolution carried at a general meeting of the Association held on 18 October 2024.
- (2) These Rules were registered by the Chief Executive on 5 February 2025.
- (3) These Rules came into force at the beginning of the day on the date of registration by the Chief Executive (adopting s15B of Acts Interpretation Act 1954).
- (4) In the event that the provisions of the Act as quoted herein become relevant or appear to be or become relevant in any particular circumstance, it is incumbent upon the Management Committee or any person concerned with the operation of those provisions to check the wording of the Act in force at that particular time. The wording of the latest version of the Act will always prevail.

Rules

APPENDIX 1

General form of Proxy (Rule 37(1))

Redcliffe Bridge Club Incorporated:

I, ----- of -----, being
a member of the Association, appoint -----
----- of -----
as my proxy to vote for me on my behalf at the general meeting
of the Association, to be held on the ----- day of the month of -----
20--- and at any adjournment of the meeting.

Signed this ----- day of ----- 20---
----- Signature of Appointor

----- Signature of Appointee

NOTE:

*This form to be used where the Appointor does **NOT** want to direct his/her proxy to specifically vote For or against a resolution and/or for a position on the Management Committee (where this applies) leaving it entirely for the proxy to vote as the proxy considers appropriate.*

Rules

APPENDIX 2

Form of Proxy for voting For or Against a Resolution or for a particular candidate for a contested position on the Management Committee (Rule 37(2))

Redcliffe Bridge Club Incorporated:

I, ----- of -----, being a member of the Association, appoint ----- of ----- as my proxy to vote for me on my behalf at the general meeting of the Association, to be held on the ----- day of the month of ----- 20--- and at any adjournment of the meeting.

I Direct my proxy to vote –

- (1) In favour of/against (*strike out whichever is not wanted*) Resolution 1 which states -----
- (2) In favour of/against (*strike out whichever is not wanted*) Resolution 2 which states -----
- (3) For candidate ----- for the contested position of ----- on the Management Committee.
- (4) For candidate ----- for the contested position of ----- on the Management Committee

Add other resolutions/positions as applicable. Where appropriate, appointor to write “abstain” in the relevant space.

Signed this ----- day of ----- 20---
----- Signature of Appointor

----- Signature of Appointee

NOTE:

- (1) *This form to be used where the Appointor wants his/her proxy to vote for a resolution and/or a particular candidate for a position on the Management Committee (where this applies) as he/she so directs.*
- (2) *If a resolution, or a candidate for a contested position, is not itemised, a proxy may vote as the proxy considers appropriate*
- (3) *A line must be drawn through any “vacant” spaces on this form.*