
North Brisbane Lapidary Club Inc.



Constitution

Version 4.0

(Amended 26th March 2023)

Version 1.0	Adopted in whole at a Special Meeting called for the purpose	Wednesday, 16 th March 1988
Version 1.1	Amendment of the constitution at clause 29(d) by a resolution passed at the Annual General Meeting.	Wednesday, 10 th March 2010
Version 2.0	Amendments, changes and addition to and of the constitution passed at the Special General Meeting called for the purpose.	Saturday, 25 th March 2017
Version 3.0	Amendments, changes and addition to and of the constitution passed at the Special General Meeting called for that purpose.	18 th August 2021
Version 4.0	Amendments, changes and addition to and of the constitution passed at the Special General Meeting called for that purpose.	26 th March 2023

Contents

1. Interpretation	4
2. Name	4
3. Objects	4
4. Powers	5
Members	
5. Classes of Members	7
6. Life Membership	9
7. Members	9
8. Membership Fees	9
9. Admission and Rejection of Members	10
10. Termination of Members	10
11. Appeal against Rejection or Termination of Membership	11
12. Register of Members	12
Management Committee	
13. Membership of Management Committee	13
14. Election of the Management Committee	13
15. Termination from the Management Committee	14
16. Vacancies on the Management Committee	15
17. Functions of the Management Committee	15
18. Meetings of the Management Committee	16
19. Special Meeting of the Management Committee	17
20. Quorum for, and adjournment of, Management Committee Meeting	17
21. Minutes of the Management Committee Meeting	17
22. Appointment of Sub-Committee	18
23. Acts not affected by defects or disqualification	18
24. Resolutions of Management Committee without Meeting	18
General Meeting	
25. Annual General Meetings	19
26. General Meetings	19
27. Quorum for, and adjournment of General Meetings	20
28. Procedure at General Meeting	20
29. Voting at General Meeting	21
30. Special General Meeting	21
31. Proxies	22
32. Minutes of Meetings	22
By-Laws, Rules & Common Seal	
33. By-Laws	23
34. Alteration of Rules	23
35. Common Seal	23
Financial Matters	
36. Funds and Accounts	24
37. General Financial Matters	25
Documents, Financial Year & Dissolution	
38. Documents	26
39. Financial Year	26
40. Dissolution	26

Interpretation

1. Interpretation

In these rules –

- (1) *Act* means the Associations Incorporation Act 1981
- (2) *Rules* stand and mean the whole of this document, also referred to as Constitution.
- (3) 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.
- (4) For the purpose of this constitution *member* includes a person attending as a proxy unless stated otherwise.

Name

2. Name

The name of the organisation shall be the North Brisbane Lapidary Club Inc. Hereinafter called the Club or Association.

Objects

3. Objects

The objects of the club shall be to:-

- (1) Promote, pursue, advance and foster the art of lapidary, jewellery making and associated crafts / hobbies including but not limited to gemology, mineralogy and fossicking;
- (2) Encourage, promote and provide recreation and social interaction amongst the members of the Association and other persons;
- (3) Advance the social and intellectual welfare of the members of the Association and other persons;
- (4) Hold and conduct functions for the purpose of raising money to advance the objects of the Association;
- (5) Acquire by purchase or otherwise, and hold real and personal property considered likely to advance the objects of the Association and to deal therewith; and,
- (6) Do all such acts, matters and things as are incidental to, or conducive to, the attainment of the above objects or any one of them.

Powers

4. Powers

- (1) The Association has the powers of an individual.
- (2) In furtherance of the objects of the Association, it may;-
 - (a) Subscribe to, become a member of and co-operate with any other Association, club or organisation under the condition that:-
 - (i) Their objects are altogether or in part similar to those of the Association; and,
 - (ii) They prohibit the distribution of its income and property among members to the extent at least as great as that imposed under or by virtue of rule 37(6).
 - (b) 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 Associations premises;
 - (c) Purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal;
 - (i) In case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trust.
 - (d) To enter into arrangements with any government or Authority;
 - (i) To obtain any rights, privileges and concessions which may be desirable to obtain; and
 - (ii) To carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
 - (e) Appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purpose of the Association;
 - (f) 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;

- (g) 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 interest;
- (h) Contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, and working, Management, carrying out, alteration or control thereof;
- (i) Invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit;
- (j) Borrow or raise money either along 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;
- (k) 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;
- (l) Take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others;
- (m) 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 Rule 4(2)(a);
- (n) 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;
- (o) Print and publish any newspaper, periodicals, books or leaflet that support or promote the objects of the Association;
- (p) Amalgamate with any one or more incorporated Associations,
 - (i) Having objects altogether or in part similar to those of the Association;
 - (ii) Which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Association under or by virtue of sub-rule 37(6); and,

- (iii) Transfer all or any part of the property, assets, liabilities and engagements to any or more of the incorporated Associations with which the Association is authorised to amalgamate.
- (q) Purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any or more of the incorporated Associations with which the Association is authorised to amalgamate;
- (r) Make donations for patriotic, charitable or community purposes; and
- (s) 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.

Members

5. Classes of Members

- (1) The membership types of the Association consist of
 - (a) Ordinary Member;
 - (b) Associate Member;
 - (c) Concessional Member;
 - (d) Junior Member;
 - (e) Life Member; and
 - (f) Honorary Member.

- (2) Ordinary Member
 - (a) Any person 18 years of age or older may become an ordinary member; and,
 - (b) An ordinary member is one who uses the workshop facilities of the Association and / or participates in fossicking excursions.

- (3) Associate Member
 - (a) Any person 18 years of age or older may become an associate member;
 - (b) An associate member is a person who does not desire to be a working member;
 - (c) A person may become an associate member on payment of an annual subscription that is at least half the payment of an Ordinary Member; and,
 - (d) An associate member may hold any office of the Management Committee;

- (4) Concessional Member
- (a) Any person having gained the age of 65 years;
 - (b) Any person who relies on government support as their primary source of income. Examples of this support could be, but not limited to, the age pension or disability support pension;
 - (c) A member or prospective member must apply to the Management Committee if they believe this category of membership best suits their situation;
 - (d) Suitability to be a Concessional member will be determined by the Management Committee as required; and,
 - (e) A Concessional Member shall pay half the annual fee that an ordinary member pays.
- (5) Junior Member
- (a) Any person having gained the age of 12 years and not yet 18 years may become a junior member;
 - (b) Junior members are not entitled to vote;
 - (c) Junior members are not entitled to hold an office of the Management Committee; and,
 - (d) At all work sessions and any other activity held by the Association a junior member is to be accompanied and supervised by a responsible person 18 years or over.
- (6) Life Member
- (a) The Management Committee may propose, consider and decide that a person (either an ordinary member or associate member) who has given distinguished service to the organisation over a number of years may be made a Life Member in recognition of such services;
 - (b) The proposal shall be considered and decided upon by the Management Committee and if any new Life Members are chosen they will be presented with their honour at a Special General Meeting or the Annual General Meeting; and,
 - (c) A Life Member is exempt from paying the annual fee.
- (7) Honorary Member
- (a) The Management Committee may consider and bestow upon a person who is not a member of the Association the title of Honorary Member;
 - (b) The period of time an Honorary membership is bestowed upon a person is at the discretion of the Management Committee;
 - (c) All Honorary Memberships shall be reviewed by the Management Committee when required or at least once per year;
 - (d) An Honorary Member is not entitled to hold an office of the Management Committee;
 - (e) An Honorary Member may not vote; and,
 - (f) An Honorary Member is exempt from paying the initial fee and annual fee.

6. Family Membership

A group of people may be accepted as a family and be eligible for Family Membership.

- (1) To be eligible for Family Membership the group of people must
 - (a) Reside at the same address; and,
 - (b) Be made up of
 - (i) A maximum of 2 adults; and,
 - (ii) The children of that address.
- (2) A child is a person that is;
 - (a) Under the age of Eighteen and is at school; or,
 - (b) Eighteen years up to Twenty-Four years old and is a full-time student of a university or other educational institute.

7. Members

- (1) An application to membership must be:-
 - (a) In writing;
 - (b) Signed by the applicant; and
 - (c) In the form decided by the Management Committee.

8. Membership Fees

- (1) The membership fee comprises of a once of joining fee and an annual payable fee;
- (2) The membership fees for each class of membership shall be such a sum as the members shall determine on an annual basis at the first General Meeting from October; and,
- (3) The membership fees for each class of membership shall be payable at such time and in such a manner as the Management Committee shall determine from time to time.

9. Admission and Rejection of Members

- (1) At the next meeting of the Management Committee the members of the Committee will consider and determine the admission or rejection of each application for membership Ordinary, Associate and Junior Member after;
 - (a) Receipt of completed application papers; and
 - (b) Receipt of fee payable

10. Termination of Members

- (1) A member may resign from the Association at any time by giving notice in writing to the Secretary. Such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it can 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 these rules; or
 - (c) Has membership fees in arrears for a period of two months or more; or
 - (d) Conducts themselves in a manner considered to be injurious or prejudicial to the character or interests of the Association.

The Management Committee shall consider whether their membership shall be terminated; and,

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

11. Appeal against Rejection or Termination of Membership

- (1) A person whose application for membership has been rejected, or whose membership has been terminated;
 - (a) May give the Secretary written notice of their intention to appeal against the decision; and
 - (b) A notice of intention to appeal must be given within 1 month after the person receives written notice of the decision.
- (2) The Secretary must upon receiving a notice of intention to appeal call a special general meeting to decide the appeal;
 - (a) The special general meeting must be held within three (3) months of the Secretary receiving the notice of intention to appeal.
- (3) 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;
- (4) 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;

- (5) Members attending the special general meeting shall be given the opportunity to speak without fear of reprisal in support of either the appellant or the Management Committee; and
- (6) The appeal shall be determined by a majority vote of the members present in person and eligible to vote at the meeting.
 - (a) Proxy votes shall not be permitted to vote upon an appeal.
- (7) 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 shall forthwith refund the amount of any fee paid.

12. Register of Members

- (1) The Management Committee must keep a register of members of the Associations.
- (2) The register must include the following particulars for each member:-
 - (a) The full name of the member; and
 - (b) The postal or residential address of the member; and
 - (c) The date of admission as a member; and
 - (d) The date of death or time of resignation of the member; and
 - (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 Management Committee will make a register of current members available to members. This register will comprise of:-
 - (a) First and last name of members; and
 - (b) Membership number; and
 - (c) Date the member joined; and
 - (d) Member Class.
- (4) Any Member may request full disclosure about the information held by the Association about themselves;
- (5) Access to the member register information will be restricted to those position holders within the Association where the information is required for the administration and functioning of the Association.
 - (a) The member register, and the details held within, is at all times the property of the Association; and,

- (b) Upon ceasing to hold a responsible position within the Association, the position holder will remove, delete, render unusable or otherwise destroy any member register information previously held by the individual position holder;
- (6) No member may have access to full member information about other members, unless previously approved by the Management Committee and with the consent of that particular member;
- (7) Members 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.
- (8) Rule 12(6) does not apply if the use or disclosure of the information is approved by the Association.

Management Committee

13. Membership of Management Committee

- (1) The Management Committee of the Association shall consist of
 - (a) President;
 - (b) Vice-President;
 - (c) Secretary;
 - (d) Treasurer;
 - (e) And one other memberAll of whom shall be current financial members of the Association;
- (2) At the Annual General Meeting of the Association:
 - (a) All the members of the Management Committee for the time being shall retire from office; but
 - (b) Shall be eligible upon nomination for re-election; and
- (3) No member shall hold the same office of the Management Committee for more than two consecutive years.

14. Election of the Management Committee

- (1) The election of officers and other members of the Management Committee shall take place in the following manner:-
 - (a) Any two members of the Association shall be at liberty to nominate any other member to serve as an officer or other member of the Management Committee;
 - (b) Nominations for each Management Committee position shall:-
 - (i) Be made in writing; and
 - (ii) Be signed by the candidate and the members who nominated the candidate; and
 - (iii) provided to the Secretary at least 14 days before the date of the Annual General Meeting;
 - (c) A list of candidates' names in alphabetical order with the proposer's and seconder's name shall be posted in a conspicuous place in the clubrooms for at least seven (7) days immediately preceding the Annual General Meeting; and,
 - (d) Where more than one nomination has been received for any one position
 - (i) A secret ballot shall be held to determine that position; and,
 - (ii) Ballot lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order.
- (2) Each member present at the Annual General Meeting and eligible to vote may vote for one (1) candidate for each vacant position; and,
- (3) A person may be a candidate if the person:-
 - (a) Is a current financial member or associate member of the Association ; and
 - (b) Is not ineligible to be elected as a member under Section 61A of the Act.

15. Termination from the Management Committee

- (1) Any member of the Management Committee may resign from the Committee by giving written notice of the resignation to the Secretary;
- (2) The resignation takes effect at
 - (a) The time the notice is received by the Secretary; or
 - (b) A later time is specified in the notice;
- (3) A member of the Management Committee may be removed from office at a Special General Meeting of the Association called for that purpose if a majority of members present and eligible to vote at such meeting vote in favour of removing the member from office; and,

- (4) At the meeting, the Management Committee member who is the subject of the motion to terminate their appointment must be given a full and fair opportunity to show why their appointment should not be terminated.

16. Vacancies on the 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 notwithstanding any casual vacancy in the Management Committee; and,
- (3) However, if the number of Committee members is less than the number necessary for the quorum, the continuing members may act only to call a general meeting of the Association.

17. Functions of the Management Committee

- (1) Except as otherwise provided by this Constitution and subject to resolutions of the members of the club carried at any Annual or General or Special General Meeting, the Management Committee shall have the general control and Management of the administration of the affairs, property and funds of the club;
- (2) The Management Committee shall have authority to interpret the meaning of these rules and any matter relating to the club on which these rules are silent.
- (3) The Management Committee may exercise all the powers of the Association:-
 - (a) To borrow, raise or secure the payment of amounts in a way the members of the Association decide;
 - (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 Associations property, both present and future;
 - (c) To purchase, redeem or pay off any securities issued;
 - (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;
 - (f) To issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association;
 - (g) To provide and pay off any securities issued; and

- (h) To invest in a way the members of the Association may from time to time decide.
- (4) For Rule 17 (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 (1) financial institution for the Association, the financial institution nominated by the Management Committee.

18. Meetings of the Management Committee

- (1) The Management Committee shall meet:-
 - (a) As it considers appropriate; and,
 - (b) At least once in every month to exercise its functions.
- (2) The Management Committee may meet together and regulate its proceedings as it thinks fit;
- (3) The Management Committee shall decide any questions by majority of votes;
- (4) In the case of equality of votes on any question the question shall be deemed to be decided in the negative;
- (5) A member of the Management Committee shall not vote in respect of any contract or proposed contract with the Association or any matter arising therein in which the member is interested;
- (6) The President shall preside as Chairman at every meeting of the Management Committee;
 - (a) If there is no President or at any meeting he is not present within ten (10) minutes of the time appointed for holding the meeting, the Vice-President shall take the chair; and,
 - (b) In the absence of the President and the Vice-President, the remaining members of the Management Committee may choose one of their numbers to chair the meeting.
- (7) If within half an hour from the time appointed for the commencement of the Management Meeting a quorum is not present, the meeting shall lapse.
 - (a) The meeting shall stand adjourned to the same day in the next week at the same time and place; and,
 - (b) If a quorum is not present at the adjourned meeting it also shall lapse.

19. Special Meeting of the Management Committee

- (1) If the Secretary receives a request signed by at least 33% of the members of the Management Committee, the Secretary must call a special meeting of the committee;
- (2) The Secretary must give notice to the members of the committee within 14 days of receiving the request;
- (3) If the Secretary is unable or unwilling to call the special meeting, the President must call the meeting;
- (4) A request for a special meeting must state:-
 - (a) Why the special meeting is called; and
 - (b) The business to be conducted at the special meeting;
- (5) 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 such meeting.

20. Quorum for, and adjournment of, Management Committee Meeting

- (1) At every meeting of the Management Committee, a simple majority of the members elected or appointed to the committee form a quorum.
- (2) If there is no quorum within 30 minutes after the time fixed for a Management Committee meeting, the meeting shall lapse;
 - (a) The meeting is to be adjourned for at least one (1) day; and
 - (b) The members of the Management Committee who are present are to decide the day, time and place of the adjourned meeting; and,
- (3) If at an adjourned meeting mentioned in Rule 20 (2) there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

21. Minutes of the Management Committee Meeting

- (1) The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Management Committee meeting are entered in a minute book; and
- (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.

22. Appointment of Sub-Committee

- (1) The Management Committee may delegate any of its powers to a sub-committee consisting of such members of the Association as the Management Committee sees fit;
- (2) Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Management Committee;
- (3) A member of a sub-committee who is not a member of the Management Committee is not entitled to vote at a Management Committee meeting;
- (4) A sub-committee may elect a Chairman of its meeting(s)
 - (a) If no such Chairman is elected, or if at any meeting the Chairman is not present within ten (10) minutes after the time appointed for the holding of the meeting, the members present may choose one of their numbers to be Chairman of the meeting;
- (5) A sub-committee may meet and adjourn as it thinks proper; and,
- (6) Questions arising at any meeting shall be determined by a majority of votes of the members present;
 - (a) In case of equality of votes the question shall be deemed to be decided in the negative.

23. Acts not affected by defects or disqualification

- (1) All acts 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; and,
- (2) Rule 23 (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 of the relevant committee.

24. Resolutions of Management Committee without Meeting

- (1) 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 shall be as valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and held; and,
- (2) Any such resolution may consist of several documents in like form, each signed by one or more members of the Management Committee.

General Meetings

25. Annual General Meetings

- (1) Each Annual General Meeting shall be:-
 - (a) Held within three months of the close of the financial year; and
 - (b) Held at least once a year;
- (2) The following business must be conducted at each Annual General Meeting:-
 - (a) Receiving of Management Committee's report;
 - (b) Statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Association for the preceding financial year;
 - (c) Receiving of the Auditor's report upon the books and accounts for the preceding financial year;
 - (d) The election of members of the Management Committee; and
 - (e) The appointment of an Auditor.

26. General Meetings

- (1) The Secretary may call a general meeting of the Association;
- (2) The Secretary must give no less than 14 day notice to each member of the Association;
- (3) If the Secretary is unable or unwilling to call a meeting, the President must call the meeting;
- (4) The Management Committee determines in which manner the notice of a general meeting shall be given;

- (5) Notice for the following meetings must be given in writing:-
- (a) A special general meeting called to hear and decide the appeal of a person against the Management Committee decision of:
 - (i) Rejection of an application of membership; or,
 - (ii) Termination of membership; and,
 - (b) A meeting called to hear and decided a proposed special resolution of the Association.

27. Quorum for, and adjournment of General Meetings

- (1) At any general meeting the quorum is consists of double the number of members on the Management Committee plus one;
- (2) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds;
- (3) If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the general meeting shall lapse;
- (4) The General Meeting shall stand adjourned to such other day, time and place as the Management Committee may determine;
- (5) If at the adjourned meeting a quorum is not present within half hour from the time appointed for the meeting, the members present shall be a quorum;
- (6) The Chairman may and shall if directed by the meeting and with the consent of any meeting at which a quorum is present adjourn the meeting from time to time and from place to place;
- (7) No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place;
- (8) The Secretary is not required to give 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 (30) days; and,
- (9) When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

28. Procedure at General Meeting

- (1) The President is to preside as chairperson.
 - (a) If the President is not present within 15 minutes after the time appointed for holding the meeting, or is unwilling to act, the Vice-President shall be chairman; and
 - (b) If the Vice-President is not present or unwilling to act, then the members present shall elect one of their numbers to be chairman of the meeting;
- (2) The chairman shall maintain order and conduct the meeting in a proper and orderly manner;
- (3) A member may take part and vote in a general meeting, Special General Meeting and the Annual General Meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen; and,
- (4) A member who participates in a meeting as mentioned in Rule 28 (3) is taken to be present at the meeting.

29. Voting at General Meeting

- (1) Every question, matter or resolution shall be decided by a majority of votes of the members present;
- (2) Every member shall be entitled to one vote;
- (3) No member shall 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;
- (4) In the case of an equality of votes the chairman shall have a second or casting vote.
- (5) Voting shall be by show of hands;
- (6) If 20% of members present demand a ballot, there shall be a secret ballot:
 - (a) If a secret ballot is to be held, the chairman shall appoint two members to conduct the secret ballot in the way the chairman decides;
 - (b) The chairman will declare the result of the ballot; and,
 - (c) The result of the ballot shall be deemed to be the resolution of the meeting; and,
- (7) A member may vote – unless determined otherwise in these rules:
 - (a) In person;
 - (b) By proxy;
 - (c) By attorney; and,
 - (d) By duly authorised representative.

30. Special General Meeting

- (1) The Secretary must convene a special general meeting by giving each member of the Association notice of the meeting within 14 days after:-
 - (a) Being directed to do so by the Management Committee; or,
 - (b) At least 33% of the number of the Management Committee; or,
 - (c) At least the number of ordinary members of the Association equal to double the number of Management Committee members plus one; or,
 - (d) Being given written notice of an intention to appeal as per outlined in Rule 11;
- (2) A request mentioned in Rule 30 (1) must state:-
 - (a) Why the special general meeting is being called; and
 - (b) The business to be conducted at the meeting;
- (3) A special meeting must be held within three (3) months after the Secretary is directed or requested to do so as outlined in Rule 30 (1);
- (4) If the Secretary is unable or unwilling to call the special general meeting, the President must call the meeting; and,
- (5) For the purpose of this rule, a special general meeting may be referred to as special meeting.

31. Proxies

- (1) An instrument appointing a proxy must be in writing;
- (2) The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot;
- (3) The Proxy shall be in the following form or a form as near as the circumstances permit:-

North Brisbane Lapidary Club Inc.

I, _____ of _____ being a member of the above Association, hereby appoint _____, of _____, as my proxy to vote for me on my behalf at the (annual) general meeting of the Association, to be held on the ____ day of ____ 20__.

Signature

This form is to be used in favour / against the resolution*

*Strike out whichever is not desired (unless otherwise instructed, the proxy may vot as he/she thinks fit.

- (4) The proxy may be a member of the Association or another person; and,
- (5) Each instrument appointing a proxy must be given to the Secretary before the start of the meeting or adjourned meeting at which the person named in the proxy is to vote.

32. Minutes of Meetings

- (1) The Secretary must keep full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting;
- (2) All minutes are to be kept in a minute book or other form determined from time to time by the Management Committee;
- (3) To ensure and verify the accuracy, the minutes of each Annual General Meeting, general meeting and special general meeting must be signed by the chairperson of that meeting or the chairperson of the next general meeting; and,
- (4) If asked by a member of the Association, the Secretary must within 28 days of the request:-
 - (a) Make the minute book for a particular meeting available for inspection by the member at a mutually agreed time and place;
 - (b) Give the member copies of the meeting if requested; and,
 - (c) The Association may require the member to pay the reasonable costs of providing copies of the minutes.

By-Laws, Rules & Common Seal

33. By-Laws

- (1) The Management Committee may make, amend or repeal by-laws or standing orders, not inconsistent with the Constitution, for the internal management of the Association; and,
- (2) Any by-laws or standing orders may be set aside by a vote of members at a general meeting of the Association.

34. Alteration of Rules

- (1) Subject to the provision of the Associations Incorporations Act, these Rules may be amended, rescinded or added to from time to time by a special resolution carried at Special General meeting;
- (2) However, an amendment, repeal or addition is valid only if it is approved and registered by the relevant department within the Queensland State Government; and,
- (3) Formal written notice of motion detailing the proposed amendments to the Constitution must be handed to the Club Secretary fourteen (14) days prior to the meeting at which the motion will be put.

35. Common Seal

- (1) The Management Committee must ensure the Association has a common seal;
- (2) The common seal must be used only under the authority of the Management Committee; and,
- (3) Each instrument to which the seal is affixed must be signed by a member of the Management Committee and shall be countersigned by:-
 - (a) The Secretary; or,
 - (b) By a second member of the Management Committee.

Financial Matter

36. Funds and Accounts

- (1) The funds of the Association must be kept in an account in the name of the Association;
- (2) The financial institution/s in which the accounts are kept are to be determined by the Management Committee;
- (3) Records and accounts must be kept in the English language and show full and accurate particulars of the financial affair of the Association;
- (4) All moneys shall be banked as soon as practicable after receipt thereof;
- (5) The Management Committee shall determine the amount of petty cash which shall be kept on the imprest system;
- (6) A limit of petty cash payout will be set by the Management Committee each year;
- (7) All amounts over the petty cash payout must be made by cheque or electronic fund transfer;

- (8) If a payment is made by cheque, the cheque must be signed by any 2 of the following:-
 - (a) The President;
 - (b) The Vice-President;
 - (c) The Secretary;
 - (d) The Treasurer; or
 - (e) Any one of the other members of the Management Committee;
- (9) One of the persons signing a cheque must be:-
 - (a) The President; or
 - (b) The Secretary; or
 - (c) The Treasurer;
- (10) Cheques shall be crossed "not negotiable" except those in payment of wages or petty cash recoupments;
- (11) If a payment or payments are made by electronic fund transfer:-
 - (a) The Treasurer must prepare the transaction in the electronic banking system;
 - (b) A second member of the Management Committee has to approve the electronic fund transfer, being either:-
 - (i) The President;
 - (ii) The Vice-President;
 - (iii) The Secretary; or,
 - (iv) Any one of the other members of the Management Committee;
 - (c) The transaction statements have to be verified and signed by two (2) members of the Management Committee, one which has to be the President or the Secretary; and,
- (12) All expenditures shall be approved or ratified at a Management Committee meeting.

37. General Financial Matters

- (1) As soon as practicable after the end of the financial year the Treasurer must prepare a statement containing the particulars of:-
 - (a) The income and expenditure of 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.
- (2) All such statement shall be examined by the Auditor;
- (3) The auditor shall present his report on the audit to the Secretary prior to the holding of the Annual General Meeting in the following financial year of the year audited;

- (4) The income and property of the Association must be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein;
- (5) No portion of the income, assets and property shall 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; and,
- (6) Nothing herein shall prevent:-
 - (a) The payment in good faith of interest to any such member in respect of moneys advanced by him or her to the Association;
 - (b) The remuneration to any officers or servants of the Association in return for any services actually rendered; and,
 - (c) The payment or repayment to any member of out of pocket expenses, moneys lent, reasonable and proper charges for goods hired or reasonable and proper rent for premises let to the Association.

Documents, Financial Year & Dissolution

38. Documents

The Management Committee shall provide the safe custody of books, documents, instruments of title and securities of the Association.

39. Financial Year

The financial year of the Association shall close on the 31st December in each year.

40. Dissolution

- (1) This rule applies only if the Association is wound-up under Part 10 of the Act.
- (2) If there remain, after satisfaction of all its debts and liabilities any property whatsoever:-
 - (a) No remaining funds, assets or property shall be paid or distributed among the members of the Association;
 - (b) Any remaining property and assets shall be given or transferred to some other institution(s) having objects similar to those of the Association and which equally shall prohibit the distribution of income, assets and property among its members; and,
 - (c) Such institute or institutions as mentioned in Rule 40 (2)(b) are to be determined by the members of the Association.

- - - End of Document - - -