

Mackay & District Kart Club Inc.

Incorporation Number (IA05948)

## Rules

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Date of adoption	4 November 2023
Date of registration with OFT	<<DATE>>

## 1. Introductory provisions

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### 1.1. Interpretation

#### 1.1.1. In these rules:

- a. **Act** means the *Associations Incorporation Act 1981*;
- b. **Association** means the Mackay & District Kart Club Inc.;
- c. **bylaws** means the bylaws of the Association;
- d. **by lot** means making a determination or choice by lottery. For example, this might include conducting a draw at random;
- e. **casual vacancy**, on the management committee, means a vacancy that occurs when an elected member of the management committee resigns, dies or otherwise stops holding office;
- f. **family** means, for the purposes of family membership of the Association under these rules, a group of one or more parents or guardians and their children (including step-children, adopted children and foster children) under the age of 18 living together (including on a less than full-time basis) as a unit;
- g. **fee** means a payment of money due to the Association by its members;
- h. **financial statement**, for a reportable financial year of an incorporated association, means a statement containing the following information—
  - i if the association uses accrual accounting—
    - a. the association's income and expenditure during the year;
    - b. the association's balance sheet at the end of the year;
    - c. the mortgages, charges and securities affecting the association's property at the end of the year; or
  - ii if the association uses cash accounting—
    - a. the association's receipts and payments during the year;
    - b. the association's assets and liabilities at the end of the year;
    - c. the mortgages, charges and securities affecting the association's property at the end of the year.
- i. **large incorporated association** has the meaning given under section 58 of the Act;
- j. **majority** means more than half of all eligible voting members or management committee members present and voting at a management committee meeting or a general meeting (as the case may be);
- k. **medium incorporated association** has the meaning given under section 58 of the Act;

- l. **the management committee** means the people elected or appointed to control the business and operations of the Association and who are deemed to be agents of the incorporated Association for all purposes within its objects;
  - m. **member** means a person who has been duly accepted as such by the management committee in accordance with the rules and who has paid any membership fees due to the Association;
  - n. **present** means:
    - i. at a management committee meeting, see rule 5.6.8; or
    - ii. at a general meeting, see rule 6.7.2;
  - o. **signed** means agreed in writing;
  - p. **small incorporated association** has the meaning given under section 58 of the Act;
  - q. **special resolution** means a resolution that is passed at a general meeting (including the annual general meeting) by the votes of at least 75% of the members who are present and voting;
  - r. **verification statement** has the same meaning as it does in section 59AB(3) of the Act;
  - s. **written / in writing** means, unless the contrary intention appears, all forms of visible words, including printed, hard copy or digital formats.
- 1.1.2. Words importing the singular include the plural where context requires or permits;
- 1.1.3. 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.

## 1.2. Name

- 1.2.1. The name of the incorporated association is Mackay & District Kart Club Inc.

## 2. Objects and powers

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### 2.1. Objects

- 2.1.1. The objects of the Association are:
  - a. the promotion, control and management of kart racing in the Mackay District;
  - b. the arrangement and regulation of district and Association kart racing tournaments and competitions;
  - c. to afford its members all of the usual privileges, advantages and convenience of a club;
  - d. to establish, promote or assist in establishing or promoting and to subscribe to or become a member of or associated or amalgamated

- with any other association or club whose objects are similar or in part similar to the objects of the Association or to the establishment or promotion of which may be beneficial to the Association;
- e. to promote, conduct and carry out any competitions, entertainments or amusements or to co-operate with any other body of persons corporate or incorporate in promoting, conducting or carrying out the same or to provide trophies and prizes in connection with them;
  - f. to raise funds by contributions by members and any other lawful means for the purpose and the doing of all other such acts and things as are conducive or incidental to the objects of the Association;
  - g. to provide equipment and facilities for the members of the Association and to assist in travelling and transport costs for members representing the Association;
  - h. from time to time, to contribute or subscribe to any public, charitable or benevolent object;
  - i. to contribute to the relief and assistance of the spouses and families of deceased members of the Association;
  - j. do such things, including participating in or undertaking any commercial activities, as are incidental or conducive to the attainment of any or all of these objects and to the advancement of the club generally;
  - k. do such things as are incidental or conducive to the attainment of any or all of these objects and to the advancement of kart racing generally.

## **2.2. Powers**

- 2.2.1. The Association has the powers of an individual.
- 2.2.2. 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.
- 2.2.3. The Association may issue secured and unsecured notes, debentures and debenture stock for the Association.

## **3. Membership**

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### **3.1. Classes of members**

- 3.1.1. The membership of the Association consists of the following classes:
  - a. Ordinary:

- i ordinary members must be at least 18 years of age and support the objects of the Association and abide by the Association's bylaws and codes of conduct;
  - ii ordinary members may include drivers, parents of junior members, non-driving volunteers and officials and other people;
  - iii ordinary members are entitled to vote at general meetings of the Association;
  - iv ordinary members are eligible for election to the management committee;
  - v fees payable by an ordinary member can be waived or discounted by the management committee.
- b. Junior:
- i junior members must be below the age of 18 years and support the objects of the Association and abide by the Association's bylaws and codes of conduct;
  - ii junior members may include drivers, non-driving volunteers and other people;
  - iii junior members who are not part of a family membership group are entitled to vote at general meetings of the Association provided that the vote must be exercised by the nominated parent or guardian of the junior member. If:
    - A. one or more junior member(s) are from the same family but are not part of a family membership group, only one vote in total may be exercised by the nominated parent or guardian (e.g., if there are three junior members from a family, then the nominated parent or guardian will exercise only one vote);
    - B. junior members are part of a family membership group, then voting rights are those identified in clause 3.1.1.f of these Rules;
  - iv junior members are not eligible for election to the management committee;
  - v fees payable by a junior member can be waived or discounted by the management committee.
- c. Life:
- i no life memberships will be granted to any person from the date of adoption of this Constitution;
  - ii in the case of life members existing as at the date of adoption of this Constitution:

- C. life members must be at least 18 years of age and support the objects of the Association and abide by the Association's bylaws and codes of conduct;
- D. life members are entitled to vote at general meetings of the Association;
- E. life members are eligible for election to the management committee;
- F. life members are not required to pay annual membership fees to the Association but are required to pay any other fees as determined and announced by the management committee from time-to-time associated with the access to the Association's facilities and racing activities.

d. Honorary:

- i honorary members must support the objects of the Association and abide by the Association's bylaws and codes of conduct and must be deemed by the management committee to be of value to the Association in pursuance of its objects;
- ii honorary members do not apply for membership. The management committee bestows honorary membership upon members of distinguished attainment or position and is at the sole discretion of the management committee;
- iii honorary membership is granted for a term of 1 year only but may be reviewed by the management committee for such additional periods as the management committee sees fit;
- iv honorary membership may be revoked by the management committee at any time without notice and at their discretion;
- v honorary members are not entitled to vote at general meetings of the Association;
- vi honorary members are not eligible for election to the management committee;
- vii honorary members are not required to pay membership fees to the Association.

e. Honorary Life:

- i honorary life members must be at least 18 years of age and support the objects of the Association and abide by the Association's bylaws and codes of conduct;
- ii honorary life membership may only be granted to persons who have rendered at least 15 years' accumulated extraordinary and meritorious service to the Association provided that at no time shall the number of honorary life members, life members and honorary members (combined) exceed 10% of the entire membership (of all classes) of the Association at any one time;



- iii where the management committee has accepted a nomination for honorary life membership (which it may do in its absolute discretion), that honorary life membership is approved;
- iv honorary life members are entitled to vote at general meetings of the Association;
- v honorary life members are eligible for election to the management committee or subcommittees;
- vi no fees or levies are payable by an honorary life member.

f. Family:

- i family membership is available to any group of people consisting of at least 2 people living as a family (within the meaning of clause 1.1);
- ii family members must support the objects of the Association and abide by the Association's bylaws and codes of conduct;
- iii family members may include drivers, parents of junior members, non-driving volunteers and officials and other people;
- iv one nominated representative of each family membership group who is at least 18 years of age is entitled to vote at general meetings. In respect of each family membership, only one vote in total may be exercised by the nominated parent or guardian on behalf of the family member group. All family members who are at least 18 years of age are eligible for election to the management committee;
- v fees payable by an ordinary member can be waived or discounted by the management committee.

3.1.2. Other than as set out in rule 3.1.1.e.ii, the number of members in all classes of membership is unlimited.

### **3.2. New membership**

- 3.2.1. Every applicant for any class of membership must be proposed by one member (other than a Junior member) and seconded by another member (other than a Junior member).
- 3.2.2. An application for membership must be:
  - a. in writing;
  - b. signed by the applicant, their proposer and seconder (or proposed and seconded in any other manner that the management committee sees fit); and
  - c. in the form, or to be lodged, in the manner decided by the management committee.

### **3.3. Membership fees**

- 3.3.1. The membership fee for each class of membership, other than honorary membership or honorary life membership and other fees which the management committee, in its sole discretion, considers necessary or appropriate to impose, are:
  - a. the amount decided by the management committee from time to time; and
  - b. payable when, and in the way, the management committee decides.
- 3.3.2. Membership fees are non-refundable.

### **3.4. Admission and rejection of new members**

- 3.4.1. The management committee may appoint at least 2 members of the management committee to act as its delegate in considering applications for membership and making the decision as to whether the new membership should be granted or rejected.
- 3.4.2. If delegates are appointed under rule 3.4.1, the delegates must make their decision within 14 days of receipt of:
  - a. the application for membership; and
  - b. the appropriate membership fee for the application.
- 3.4.3. If the management committee does not appoint any delegates under rule 3.4.1, it must consider an application for membership either pursuant to a circulating resolution issued under rule 5.13 or, if no such resolution has been considered, at the next management committee meeting held after it receives:
  - a. the application for membership; and
  - b. the appropriate membership fee for the application.
- 3.4.4. 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.
- 3.4.5. The management committee must decide, in its sole discretion, at the meeting whether to accept or reject the application.
- 3.4.6. If a majority of the members of the management committee present and voting at the meeting vote to accept the applicant as an ordinary or junior member, the applicant must be accepted as a member for the class of membership applied for.
- 3.4.7. If a majority of the members of the management committee present and voting at the meeting vote to accept all members of a group applying for

family membership, the applicants must be accepted as members of that class.

- 3.4.8. If a majority of the members of the management committee present and voting at the meeting vote to bestow honorary membership on any person, the person will be accepted as an honorary member from the passing of a resolution to that effect by the management committee.
- 3.4.9. If a majority of the members of the management committee present and voting at the meeting vote to accept the applicant as an honorary life member, the applicant must be accepted as an honorary life member on the passing of a resolution to that effect by the members.
- 3.4.10. No person may be accepted or approved as a member of the Association if, within the 12 months prior to the date of their application or nomination for membership, they:
  - a. Had their membership terminated by the club;
  - b. Resigned or terminated their own membership as a result of a warning or investigation by the management committee in respect of conduct engaged in by the individual in question.
- 3.4.11. The secretary of the Association must, as soon as practicable, give the applicant or honorary member or honorary life member notice of the decision in a manner determined by the management committee.

### **3.5. When membership ends**

- 3.5.1. A member may resign from the Association by giving a written notice of resignation to the secretary.
- 3.5.2. The resignation takes effect at:
  - a. the time the notice is received by the secretary; or
  - b. if a later time is stated in the notice, the later time.
- 3.5.3. The management committee may terminate or suspend a member's membership if the member or, in the case of family members, any member:
  - a. is convicted of an indictable offence; or
  - b. does not comply with any of the provisions of these rules or the bylaws applicable to the member from time-to-time; or
  - c. has fees in arrears for at least two months; or
  - d. fails or refuses to comply with the reasonable and lawful direction of the management committee (or any member of the management committee, as the case may be); or
  - e. conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Association.
- 3.5.4. If the management committee decides to terminate or suspend a member's membership:

- a. because their fees remain in arrears for at least two months, the member's membership, or in the case of a family membership, each family member's membership, is terminated automatically and the secretary must remove the member's/s' name from the register of members; or
  - b. for any other reason, the secretary must, within seven days after the decision, give the member written notice:
    - i setting out the decision of the management committee and the grounds on which it is based;
    - ii stating that the member may address the management committee at a meeting to be held not earlier than seven days and not later than 28 days after the service of the notice;
    - iii stating the date, place, and time of that meeting;
    - iv informing the member that the member may do either of the following:
      - A. attend and speak at that meeting; or
      - B. submit to the committee at or before the date of that meeting written representations relating to the resolution.
- 3.5.5. Before the management committee terminates or suspends a member's membership under rule 3.5.4.b, the management committee must:
- a. give the member a full and fair opportunity to make verbal representations at a meeting as mentioned in rule 3.5.4.b.ivA; or
  - b. give due consideration to any written representations submitted to the committee by the member at or before the meeting mentioned in rule 3.5.4.b.ivB.
- 3.5.6. If, after considering all representations made by the member, the management committee decides by resolution to terminate or suspend the membership, the secretary of the management committee must, within seven days of the meeting mentioned in rule 3.5.4.b.iv, give the member a written notice of the decision.
- 3.5.7. If membership is terminated in accordance with this rule, the membership fee is forfeited by the member.

### **3.6. Appeal against rejection, termination or suspension of membership**

- 3.6.1. A person whose application for membership has been rejected, or a member whose membership has been terminated or suspended, may give the secretary written notice of their intention to appeal against the decision.
- 3.6.2. A notice of intention to appeal must be given to the secretary within seven days after the person receives written notice of the decision.

- 3.6.3. If the secretary receives a notice of intention to appeal, the secretary must, within 3 months after receiving the notice, call a general meeting to decide the appeal.

### **3.7. General meeting to decide appeal**

- 3.7.1. The general meeting to decide an appeal must be held within 28 days after the secretary receives the notice of intention to appeal.
- 3.7.2. 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 or suspended.
- 3.7.3. Also, the management committee and the members of the management committee who rejected the application or terminated or suspended the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated or suspended.
- 3.7.4. An appeal must be decided by a majority vote of the members present and voting at the meeting.
- 3.7.5. 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 applicant appeals but the appeal is unsuccessful, the secretary must, as soon as possible, refund any membership fees paid by the person.

### **3.8. Register of members**

- 3.8.1. The management committee must keep a register of members of the Association.
- 3.8.2. The register must include the following particulars for each member:
  - a. the full name of the member;
  - b. the postal or residential address, email address (if any) and phone number of the member;
  - c. the date of admission as a member;
  - d. the date of death or time of resignation of the member;
  - e. details about the termination or reinstatement of membership;
  - f. any other particulars the management committee or the members at a general meeting decide.
- 3.8.3. Members must ensure that they provide the secretary with the details referred to in rule 3.8.2.b and must immediately notify the secretary of any changes to them.
- 3.8.4. The register must be open for inspection by members of the Association at all reasonable times.

- 3.8.5. A member must contact the secretary to arrange an inspection of the register.
- 3.8.6. 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 of harm.

### **3.9. Prohibition on use of information on register of members**

- 3.9.1. 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.

## **4. Secretary**

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### **4.1. Appointment or election of secretary**

- 4.1.1. The secretary must be an individual residing in Queensland, or in another state but not more than 65km from the Queensland border, who is:
  - a. a member of the Association elected by the Association as secretary; or
  - b. any of the following people appointed by the management committee as secretary:
    - i a member of the Association's management committee;
    - ii another member of the Association;
    - iii another person.
- 4.1.2. If a vacancy occurs 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 occurs.
- 4.1.3. If the management committee appoints a person mentioned in rule 4.1.1.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.
- 4.1.4. However, if the management committee appoints a person mentioned in rule 4.1.1.b.ii as secretary to fill a casual vacancy on the management

committee, the person becomes a member of the management committee.

- 4.1.5. If the management committee appoints a person mentioned in rule 4.1.1.b.iii as secretary, the person does not become a member of the management committee.

## **4.2. Removal of secretary**

- 4.2.1. The management committee of the Association may at any time remove a person appointed by the management committee as the secretary.
- 4.2.2. If the management committee removes a secretary who is a person mentioned in rule 4.1.1.b.i, the person remains a member of the management committee.
- 4.2.3. If the management committee removes a secretary who is a person mentioned in rule 4.1.1.b.ii and who has been appointed to a casual vacancy on the management committee under rule 4.1.4, the person remains a member of the management committee.

## **4.3. Functions of secretary**

- 4.3.1. The secretary's functions include, but are not limited to:
  - a. calling meetings of the Association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the Association; and
  - b. keeping minutes of each meeting; and
  - c. keeping copies of all correspondence and other documents relating to the Association; and
  - d. maintaining the register of members of the Association.

## **5. Management committee**

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### **5.1. Membership of management committee**

- 5.1.1. The management committee of the Association must have at least five members, of whom one holds the position of president, one senior vice-president, one junior vice-president, one secretary and one treasurer and any other members that the Association members elect at a general meeting.
- 5.1.2. A member of the management committee, other than a secretary appointed by the management committee under rule 4.1.1.b.iii must be a member of the Association.
- 5.1.3. At each annual general meeting of the Association, the members of the management committee must retire from office, but are eligible, on nomination, for re-election.

- 5.1.4. A management committee member must exercise his or her powers and discharge his or her duties in good faith, in the best interests of the Association for proper purpose and with a degree of care and diligence that a reasonable person would exercise in the circumstances.

## 5.2. Electing the management committee

- 5.2.1. A member of the management committee may only be elected as follows:
- a. the secretary calls for nominations for management committee positions with sufficient notice before the general meeting at which the election is to be held;
  - b. any two members of the Association may nominate another member (the ***candidate***) to serve as a member of the management committee;
  - c. nominations must be:
    - i in writing; and
    - ii signed by the candidate and the members who nominated him or her (i.e. the proposer and seconder); and
    - iii given to the secretary at least 14 days before the general meeting at which the election is to be held;
  - d. a list of the candidates' names in alphabetical order, with the names of the proposer and seconder, must be open for inspection by members of the Association for at least seven days immediately preceding the general meeting;
  - e. if required by the management committee, balloting lists must be prepared containing the names of the candidates in order determined by lot;
  - f. each member present and entitled to vote at the general meeting may vote for one candidate for each vacant position on the management committee. Any equality in voting is resolved as follows:
    - i if there are two candidates and both candidates receive an equal number of votes, voting is determined by lot;
    - ii if there are three or more candidates and two or more candidates receive an equal highest number of votes, a second vote is conducted between only those candidates who received the equal highest number of votes. In the event that following the second vote, two or more candidates receive an equal highest number of votes, voting is determined by lot.
  - g. if there is only one candidate for a position, the candidate is declared elected if approved by a majority of members present and voting. If



the candidate is not approved, nominations for the position may be taken from the floor of the meeting;

- h. if, at the start of the general meeting, there are no candidates nominated for any position, nominations for that position may be taken from the floor of the meeting.

5.2.2. A person may be a candidate only if the person:

- a. is at least 18 years of age; and
- b. is not ineligible to be elected as a member under section 61A of the Act.

5.2.3. 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.

### **5.3. Resignation, removal or vacation of office of management committee member**

5.3.1. A member of the management committee may resign from the management committee by giving written notice of resignation to the secretary.

5.3.2. The resignation takes effect at:

- a. the time the notice is received by the secretary; or
- b. if a later time is stated in the notice, the later time.

5.3.3. A member of the management committee may be automatically removed from office if that member is absent from three consecutive management committee meetings without leave of the management committee.

5.3.4. A member may be removed from office at a general meeting of the Association if a majority of the members present and voting at the meeting vote in favour of removing the member.

5.3.5. Before a vote 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.

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

5.3.7. A member immediately vacates the office of management committee member in the circumstances mentioned in section 64(2) of the Act.

### **5.4. Vacancies on management committee**

5.4.1. If a casual vacancy occurs on the management committee, the continuing members of the management committee may appoint another

member of the Association to fill the vacancy until the next annual general meeting.

- 5.4.2. With the exception of the positions of president and treasurer, the continuing members of the management committee may act despite a casual vacancy on the management committee.
- 5.4.3. If the number of management committee members is less than the number fixed under rule 5.7.1 as a quorum of the management committee, the continuing members of the management committee 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.
- 5.4.4. If a casual vacancy occurs in the position of president or treasurer, the continuing members of the management committee may act only to:
  - a. appoint another member of the Association to fill the casual vacancy; or
  - b. call a general meeting of the Association.

## **5.5. Functions of management committee**

- 5.5.1. The management committee must take all reasonable steps to ensure that the Association complies with its obligations under the Act and these rules.
- 5.5.2. 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.
- 5.5.3. The management committee has authority to interpret the meaning of these rules and any matter relating to the Association on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

**Note:** *The Act prevails if the Association's rules are inconsistent with the Act; see section 1D of the Act.*

- 5.5.4. 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 rule 5.5.4.a, or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the Association's property, both present and future; and

- c. to purchase, redeem or pay off any securities issued; and
  - d. to borrow amounts from members and pay interest on the amounts borrowed; and
  - e. to mortgage or charge the whole or part of its property; and
  - f. to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association; and
  - g. to provide and pay off any securities issued; and
  - h. to invest in a way the members of the Association may decide.
- 5.5.5. For rule 5.5.4.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 of the Association; or
  - b. if there is more than one financial institution of the Association, the financial institution nominated by the management committee.

## **5.6. Meetings of management committee**

- 5.6.1. Subject to this rule, the management committee may meet and conduct its proceedings, as it considers appropriate.
- 5.6.2. The management committee must meet at least once every calendar month to exercise its functions.
- 5.6.3. The management committee must decide how a meeting is to be called.
- 5.6.4. Notice of a meeting is to be given in the way decided by the management committee.
- 5.6.5. The notice must state the business to be conducted at the meeting.
- 5.6.6. The treasurer must prepare and provide to the secretary at least 24 hours prior to each meeting up to date management accounts of the Association. The secretary must distribute these accounts to the management committee with notice of the meeting or otherwise, as soon as possible following receipt and prior to the meeting.
- 5.6.7. The management committee may hold meetings, or permit a management 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.
- 5.6.8. A management committee member who participates in the meeting as mentioned in rule 5.6.7 is taken to be present at the meeting.
- 5.6.9. A question arising at a management committee meeting is to be decided by a majority vote of members of the management committee present and voting at the meeting and, if the votes are equal, the question is resolved so as to maintain the status quo.

- 5.6.10. If a management committee member has a material personal interest in a matter that relates to the affairs of the Association:
  - a. the management committee member must declare the interest;
  - b. the management committee member must not vote on matters that relate to the interest and, if the member does vote, the member's vote must not be counted;
  - c. the management committee member must declare the interest at the next meeting of members;
  - d. the Association cannot avoid the transaction merely because of the existence of the interest.
- 5.6.11. The president is to preside as chairperson at a management committee meeting.
- 5.6.12. If there is no president or if the president is not present within 30 minutes after the time fixed for a management committee meeting, the senior vice-president will be chairperson or if the senior vice-president is not present then the members may choose one of their number to preside as chairperson at the meeting.

## **5.7. Quorum for, and adjournment of, management committee meeting**

- 5.7.1. At a management committee meeting, more than 50% of the members elected or appointed to the management committee as at the close of the last general meeting of the members form a quorum.
- 5.7.2. If there is no quorum within 30 minutes after the time fixed for a management committee meeting called on the request of members of the management committee, the meeting lapses.
- 5.7.3. If there is no quorum within 30 minutes after the time fixed for a management committee meeting called other than on the request of the members of the management committee the meeting is to be adjourned to:
  - a. the same day in the next week at the same time and place; or
  - b. any other day, time and place that the members of the management committee who are present may decide.
- 5.7.4. If, at an adjourned meeting mentioned in rule 5.7.3, there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

## **5.8. Special meeting of management committee**

- 5.8.1. 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 management committee by giving each member of the management committee notice of the meeting within 14 days after the secretary receives the request.

- 5.8.2. If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.
- 5.8.3. 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.
- 5.8.4. 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.
- 5.8.5. Only the business listed on the notice of a special meeting of the management committee may be conducted at a special meeting of the management committee.
- 5.8.6. A special meeting of the management committee must be held within 14 days after notice of the meeting is given to the members of the management committee.

#### **5.9. Minutes of management committee meetings**

- 5.9.1. 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.
- 5.9.2. 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.

#### **5.10. Delegation**

- 5.10.1. The management committee may delegate all or any of its powers and authorities, duties and functions to any person or to any subcommittee except:
  - a. the power to delegate; and
  - b. a function that is a duty imposed on the management committee by the Act or by any other law.
- 5.10.2. Despite any delegation under this rule, the management committee may continue to exercise all its functions, including any function that has been delegated and remains accountable for the exercise of those functions at all times.

#### **5.11. Appointment of subcommittees**

- 5.11.1. The management committee may appoint one or more subcommittees consisting of members of the Association considered appropriate by the

management committee to help with the conduct of the Association's operations.

- 5.11.2. Subcommittees shall have such membership, powers and duties as the management committee shall confer on them, or which the management committee shall delegate to them.
- 5.11.3. Any act or thing done or suffered by a subcommittee acting in the exercise of a delegation under these rules has the same force and effect as it would have if it had been done or suffered by the management committee.
- 5.11.4. A subcommittee may meet and adjourn as it considers appropriate, or as requested by the management committee.
- 5.11.5. A member of the subcommittee who is not a member of the management committee is not entitled to vote at a management committee meeting.
- 5.11.6. A subcommittee may elect a chairperson of its meetings.
- 5.11.7. If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose one of their number to be chairperson of the meeting.
- 5.11.8. A question arising at a subcommittee meeting is to be decided by a majority vote of the members present and voting at the meeting and, if the votes are equal, the question is decided so as to maintain the status quo.

## **5.12. Acts not affected by defects or disqualifications**

- 5.12.1. An act performed by the management committee, a subcommittee or a person acting as a member of the management committee is taken to have been validly performed.
- 5.12.2. Rule 5.12.1 applies even if the act was performed when:
  - a. there was a defect in the appointment of a member of the management committee, subcommittee or person acting as a member of the management committee; or
  - b. a management committee member, subcommittee member or person acting as a member of the management committee was disqualified from being a member.

## **5.13. Resolutions of management committee without meeting**

- 5.13.1. A written resolution agreed in writing by all members of the management committee is as valid and effectual as if it had been passed at a management committee meeting that was properly called and held.
- 5.13.2. Such a resolution may be validly transmitted and agreed in writing electronically.

- 5.13.3. A resolution mentioned in rule 5.13.1 may consist of several documents in like form, each agreed in writing by one or more members of the management committee.

## **6. Meetings of members**

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### **6.1. Annual general meetings**

- 6.1.1. The Association's annual general meeting must be held:
- a. at least once each year; and
  - b. within 6 months after the end date of the Association's reportable financial year.

### **6.2. Business to be conducted at annual general meeting of large incorporated Associations and particular medium and small incorporated Associations**

- 6.2.1. This rule applies only if the Association is:
- a. a large incorporated association to which sections 59A and 59AA of the Act apply; or
  - b. a medium incorporated association to which sections 59A and 59AA of the Act apply; or
  - c. a small incorporated association to which sections 59A and 59AA of the Act apply.
- 6.2.2. The following business must be conducted at each annual general meeting of the Association:
- a. receiving of the management committee's report;
  - b. receiving the Association's financial statement, and audit report, for the last reportable financial year;
  - c. presenting the financial statement and audit report to the meeting for adoption;
  - d. electing members of the management committee;
  - e. for a large incorporated Association - appointing an auditor or an accountant for the present financial year;
  - f. for a medium incorporated Association, or a small incorporated Association —appointing an auditor, an accountant or an approved person for the present financial year;
  - g. the declaration of any material personal interests of or remuneration or benefits required to be disclosed under the Act received by, a member of the management committee.

### **6.3. Other business to be conducted at annual general meeting of other medium incorporated Associations**

- 6.3.1. This rule applies only if the Association is a medium incorporated Association to which sections 59A and 59AB of the Act apply.
- 6.3.2. The following business must be conducted at each annual general meeting of the Association:
  - a. receiving the Association's financial statement, and verification statement, for the last reportable financial year;
  - b. presenting the financial statement and verification statement to the meeting for adoption; and
  - c. electing members of the management committee.
  - d. appointing an auditor, an accountant or an approved person for the present financial year.

### **6.4. Other business to be conducted at annual general meeting of other small incorporated Associations**

- 6.4.1. This rule 6.4 applies only if the Association is a small incorporated Association to which sections 59A and 59AB of the Act apply.
- 6.4.2. The following business must be conducted at each annual general meeting of the Association:
  - a. receiving the Association's financial statement, and verification statement, for the last reportable financial year;
  - b. presenting the financial statement and verification statement to the meeting for adoption; and
  - c. electing members of the management committee;

### **6.5. Notice of general meeting**

- 6.5.1. The secretary may call a general meeting of the Association.
- 6.5.2. The secretary must give at least 14 days' notice of the meeting to each member of the Association.
- 6.5.3. If the secretary is unable or unwilling to call the meeting, the president must call the meeting.
- 6.5.4. The management committee may decide the way in which the notice must be given.
- 6.5.5. However, notice of the following meetings must be given in writing:
  - a. a meeting called to hear and decide an appeal against the management committee's decision:
    - i to reject an applicant's application for membership of the Association; or



- ii to terminate or suspend a member's membership of the Association.
  - b. a meeting called to hear and decide a proposed special resolution of the Association.
- 6.5.6. A notice of a general meeting must state the business to be conducted at the meeting.

## **6.6. Quorum for, and adjournment of, general meeting**

- 6.6.1. The quorum for a general meeting is at least the number of members equal to double the number of members on the management committee at the close of the Association's last general meeting plus one.
- 6.6.2. However, if all members of the Association are members of the management committee, the quorum is the total number of members less one.
- 6.6.3. No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- 6.6.4. If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the management committee or the Association, the meeting lapses.
- 6.6.5. If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the management committee or the Association the meeting is to be adjourned to:
  - a. the same day in the next week at the same time and place; or
  - b. any other day, time and place that the members of the management committee who are present may decide.
- 6.6.6. The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- 6.6.7. If a meeting is adjourned under rule 6.6.6 only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- 6.6.8. The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- 6.6.9. If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

## **6.7. Procedure at general meeting**

- 6.7.1. A member may take part and vote in a general meeting in person, by proxy or by attorney.

- 6.7.2. A member who participates in a meeting as mentioned in rule 6.7.1 is taken to be present at the meeting.
- 6.7.3. 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 30 minutes after the time fixed for the meeting or is unwilling to act, the senior vice-president will be the chairperson or if the senior vice-president is not present or is unwilling to act, then the members present may choose another management committee member to be chairperson of the meeting; and
  - c. if there is no management committee member present the members may choose one of their number to preside as chairperson at the meeting; and
  - d. the chairperson must conduct the meeting in a proper and orderly way.

## **6.8. Voting at general meeting**

- 6.8.1. At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority vote of the members present and voting.
- 6.8.2. Each member present and entitled 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.
- 6.8.3. A member is not entitled to vote at a general meeting if the member's annual fee or other fees payable to the Association are more than one month in arrears at the date of the meeting.
- 6.8.4. The method of voting is by show of hands or any other method decided by the management committee.
- 6.8.5. However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- 6.8.6. If a secret ballot is held, the chairperson must appoint two members to conduct the secret ballot in the way the chairperson decides.
- 6.8.7. 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.

## **6.9. Special general meeting**

- 6.9.1. The secretary must call a special general meeting by giving each member of the Association notice of the meeting within 14 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 or suspend a member's membership.
- 6.9.2. A request mentioned in rule 6.9.1.b must state:
- a. why the special general meeting is being called; and
  - b. the business to be conducted at the meeting.
- 6.9.3. A special general meeting must be held within 28 days after the secretary:
- a. is directed to call the meeting by the management committee; or
  - b. is given the written request mentioned in rule 6.9.1.b; or
  - c. is given the written notice of an intention to appeal mentioned in rule 6.9.1.c.
- 6.9.4. If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

## 6.10. Proxies

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

Mackay & District Kart Club Inc.:

I, \_\_\_\_\_ of \_\_\_\_\_ being  
 a member of the Association, appoint \_\_\_\_\_ of \_\_\_\_\_  
 as my proxy to vote for me on my behalf at the (annual) general meeting of the  
 Association, to be held on the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_  
 and at any adjournment of the meeting.  
 Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_  
 Signature \_\_\_\_\_

- 6.10.2. The instrument appointing a proxy must:
- a. If the appointor is an individual—be signed by the appointor or the appointor's attorney properly authorised in writing and, if the member has nominated an email address recorded on the register of members, be sent from the member's nominated email address; or
  - b. If the appointor is an organisation:
    - i. be under seal; or

- ii. be signed by a properly authorised officer or attorney of the organisation.

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

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

6.10.5. Each instrument appointing a proxy must be given to the secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote, as directed by the secretary and at the time directed by the secretary.

6.10.6. Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.

6.10.7. If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the following or similar form:

Mackay & District Kart Club Inc.:

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

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_\_

Signature \_\_\_\_\_

This form is to be used \*in favour of/\*against [*strike out whichever is not wanted*] the following resolutions:

[*List relevant resolutions*]

## 6.11. Minutes of general meetings

6.11.1. The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book.

6.11.2. 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.

6.11.3. If asked by a member of the Association, the secretary must, within 28 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.

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

## **7. Dispute Resolution**

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In this rule 7, dispute resolution centre means a dispute resolution centre established under the Dispute Resolution Centres Act 1990.

### **7.1. Grievance procedure**

7.1.1. This rule sets out a grievance procedure for dealing with a dispute under the rules between:

- a. a member and another member; or
- b. a member and the management committee of the Association; or
- c. a member and the Association.

7.1.2. To remove any doubt, it is declared that the grievance procedure cannot be used by a person whose membership has been terminated in accordance with these rules or any member who has been placed on probation in accordance with the Association's bylaws.

7.1.3. A member (the aggrieved party) initiates the grievance procedure in relation to the dispute by giving a 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.

7.1.4. If 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 1 of the members (also the aggrieved party) to represent the members in the grievance procedure.

7.1.5. Subject to rule 7.2, the parties to the dispute must, in good faith, attempt to resolve the dispute.

7.1.6. 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 secretary to refer the dispute to mediation.

7.1.7. Subject to rule 7.2, if the aggrieved party asks the secretary to refer the dispute to mediation under subrule 7.1.6, the management committee must refer the dispute within 14 days after the request.

7.1.8. If the aggrieved party does not ask the secretary to refer the dispute to mediation under subrule 7.1.6, the grievance procedure in relation to the dispute ends.

## **7.2. Grievance procedure not continued in particular circumstances**

7.2.1. This rule applies if:

- a. a member initiates a grievance procedure in relation to a dispute and the Association or the management committee is the other party to the dispute; or
- b. the aggrieved party asks the secretary to refer the dispute to mediation under rule 7.1.6.

7.2.2. The management committee does not have to act under rule 7.1.5 or 7.1.7 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 or bylaws 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 or bylaws 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 already been the subject of the grievance procedure.

## **7.3. Appointment of mediator**

7.3.1. If a dispute under rule 7.2.1 is referred to mediation:

- a. the parties to the dispute must choose a mediator to conduct the mediation; or
- 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:

- A. for a dispute between a member and another member—a person appointed by the management committee; or
- B. 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.

7.3.2. 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.

7.3.3. If subrule 7.3.2 applies, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

#### **7.4. Conduct of mediation**

7.4.1. If a mediator is appointed under rule 7.3, 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.

7.4.2. Subrule 7.4.1 does not apply if the mediator is a mediator appointed by the director of a dispute resolution centre.

7.4.3. 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.

7.4.4. 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 subrule 7.4.1.

7.4.5. The costs of the mediation, if any, are to be shared equally between the parties unless otherwise agreed.

7.4.6. If the mediator cannot resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

#### **7.5. Representation for grievance procedure**

7.5.1. A party to a dispute may appoint any qualified person to act on behalf of the party in the grievance procedure.



7.5.2. For subrule 7.5.1, 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.

7.5.3. If a party appoints a person under subrule 7.5.1 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;
- c. if a mediator has been appointed before the party appoints the person—the mediator.

## **7.6. Electronic communication for grievance procedure**

7.6.1. 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.

## **8. Rules and bylaws**

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### **8.1. Alteration of rules**

- 8.1.1. Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.
- 8.1.2. However, an amendment, repeal or addition is valid only if it is registered by the chief executive of the Queensland Government Office of Fair Trading.

### **8.2. Bylaws**

- 8.2.1. The management committee may at their discretion make, amend or repeal bylaws, consistent with these rules for the internal management of the Association.
- 8.2.2. A bylaw may be set aside by a vote of members at a general meeting of the Association.

### **8.3. Common seal**

- 8.3.1. The management committee must ensure the Association has a common seal.

- 8.3.2. The common seal must be:
- a. kept securely by the management committee; and
  - b. used only under the authority of the management committee.
- 8.3.3. Each instrument to which the seal is attached must be signed by a member of the management committee and countersigned by:
- a. the secretary; or
  - b. another member of the management committee; or
  - c. someone authorised by the management committee.

## **9. Finance**

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### **9.1. Funds and accounts**

- 9.1.1. The funds of the Association must be kept in an account in the name of the Association in a financial institution decided by the management committee.
- 9.1.2. Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.
- 9.1.3. All amounts must be deposited in the financial institution account as soon as possible after receipt.
- 9.1.4. A payment by the Association of \$100 or more must be made by cheque or electronic funds transfer (including through the use of a credit or debit card).
- 9.1.5. Any cheque or electronic funds transfer must be signed or approved by any two of the following:
- a. the president;
  - b. the senior or junior vice-president;
  - c. the secretary;
  - d. the treasurer;
  - e. any one of three other members of the Association who have been authorised by the management committee to sign cheques issued or approve electronic funds transfers by the Association.
- 9.1.6. However, one of the people who signs the cheque or approves the electronic funds transfer must be the president, the secretary or the treasurer.
- 9.1.7. Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- 9.1.8. A petty cash account may be kept on the imprest system, and the management committee must decide the amount of petty cash to be kept in any such account.

- 9.1.9. All expenditure must be approved or ratified at a management committee meeting.
- 9.1.10. The Association precludes the payment to an officer or employee of the Association of an amount by way of commission or allowance calculated by reference to the quantity of liquor sold or supplied by the Association or the receipts of the Association for such liquor.

## **9.2. General financial matters**

- 9.2.1. 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. The financial statement must be examined by the auditor who must present their report to the secretary prior to the annual general meeting next following the financial year in respect of which the audit was conducted.
- 9.2.2. The income and property of the Association must be used solely in promoting the Association's objects and exercising the Association's powers.
- 9.2.3. 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 or their associates other than in accordance with the Act.
- 9.2.4. Rule 9.2.3 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 with such remuneration being approved by the management committee prior to the work being performed; 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.

## **9.3. Documents**

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

## **9.4. Financial year**

- 9.4.1. The end date of the Association's financial year is 31 July in each year.

## **9.5. Distribution of surplus assets to another entity**

- 9.5.1. This rule applies if the Association:
  - a. is wound-up under part 10 of the Act; and
  - b. has surplus assets.

- 9.5.2. The surplus assets must not be distributed among the members of the Association.
  - 9.5.3. 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.
  - 9.5.4. In this rule: **surplus assets** see section 92(3) of the Act.
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