



# **BRIBIE ISLAND COMMUNITY ARTS SOCIETY INCORPORATED**

## **RULES OF ASSOCIATION**

**Passed by members: 18 May 2025**

**Approved by OFT: 12 June 2025**

## CONTENTS

<b>PART 1 – GENERAL .....</b>	<b>4</b>
1. Definitions .....	4
2. Name.....	5
3. Objects .....	5
 <b>PART 2 – PRELIMINARY .....</b>	 <b>6</b>
4. Rules .....	6
5. Income and Property .....	6
6. Powers of the Association .....	6
 <b>PART 3 – MEMBERSHIP.....</b>	 <b>6</b>
7. Classes of Members.....	6
8. Honorary Life Membership .....	7
9. Eligibility for Membership .....	7
10. Qualification for Membership .....	7
11. Application for Membership.....	7
12. Admission and Rejection of New Members .....	7
13. Cessation of Membership .....	8
14. Resignation of Membership .....	8
15. Termination of Membership .....	9
16. Appeal against Termination of Membership.....	9
17. Conduct of Appeal Meeting .....	10
18. Register of Members .....	10
19. Fees.....	11
20. Notice by Members .....	11
21. Members' Liabilities .....	11
22. General Rights of Members.....	11
 <b>PART 4 - THE BOARD .....</b>	 <b>12</b>
23. Composition of Board .....	12
24. Election of Board.....	12
24A. Duties and Obligations of Board Members .....	13
25. Resignation from Board .....	13
26. Termination of Board Membership.....	13
27. Appeal against Termination of Board Membership.....	13
28. Conduct of Appeal Meeting.....	14

---

29.	Vacancies on Board .....	14
30.	Functions of Board .....	14
31.	Meetings of Board .....	15
32.	Quorum for and Adjournment of Board Meeting .....	15
33.	Special Meeting of Board .....	15
34.	Appointment of Subcommittees .....	16
35.	Minutes of Board Meetings .....	16
36.	Acts not Affected by Defects or Disqualification .....	17
37.	Resolutions of Board without Meeting .....	17
38.	Appointment or Election of Secretary .....	17
39.	Functions of Secretary .....	17
40.	Removal of Secretary .....	17
 <b>PART 5 - GENERAL MEETINGS .....</b>		<b>18</b>
41.	Annual General Meeting .....	18
42.	Business to be transacted at Annual General Meeting .....	18
43.	Convening General Meetings .....	18
44.	Notice of General Meetings .....	19
45.	Procedure and Quorum at General Meetings .....	19
46.	Presiding Member .....	19
47.	Adjournment .....	19
48.	Making Decisions .....	20
49.	Special Resolutions .....	20
 <b>PART 6 - MISCELLANEOUS .....</b>		<b>21</b>
50.	Custody of Books .....	21
51.	Management of Funds .....	21
52.	Service of Notices .....	21
53.	Auditor .....	21
54.	Common Seal .....	22
55.	Operational Procedures .....	22
56.	Alteration of Rules .....	22
57.	Distribution of Surplus Assets .....	22

## PART 1 – GENERAL

### 1. Definitions

In these Rules:

- (1) **'ACT'** means the *Associations Incorporation Act 1981*.
- (2) **'ARTS'** includes community arts, public art, moveable cultural heritage, aboriginal arts, film and video production, digital and new media, visual arts and crafts, performing arts, music, literature, and any other creative forms of expression as they arise.
- (3) **'ASSOCIATION'** means The Bribie Island Community Arts Society Incorporated;
- (4) **'BOARD'** means the full Board of Management of the Association elected under Rule 24 or in case of a casual vacancy such of them as remain.
- (5) **'BRIBIE ISLAND'** unless otherwise stated means the area confined by the postcode 4507.
- (6) **'CALENDAR YEAR'** means the year ending 31 December.
- (7) **'CASUAL VACANCY'** means a position on the Board that is not filled.
- (8) **'CHIEF EXECUTIVE'** means the government representative responsible for ensuring compliance with the Act and Regulations.
- (9) **'CULTURAL ACTIVITY'** includes the creative products produced by artists and designers as well as the creative products of communities.
- (10) **'FINANCIAL YEAR'** means the year ending on 31 December.
- (11) **'GENERAL MEETING'** - a general meeting of the Association other than the Annual General Meeting.
- (12) **'LIABILITY'** means liability of any kind (whether actual or contingent and whether fixed or unascertained) and includes costs, damages, expenses, including costs and expenses incurred in connection with any investigation or inquiry by a government agency or a liquidator.
- (13) **'MEMBER'** means a person admitted as a member of the Association.
- (14) **'PERSON'** means a natural person.
- (15) **'POSITION STATEMENTS'** means descriptions of each Board member's role including title, objectives and skill set to fulfil the role.
- (16) **'QLD'** means the State of Queensland.
- (17) **'REGISTER' or 'REGISTER OF MEMBERS'** means the register of members described in these Rules.

- (18) **'REGULATIONS'** means the *Associations Incorporation Regulations 1999*.
- (19) **'RULES'** means the Bribie Island Community Arts Society Rules of Association, as amended from time to time.
- (20) **'SECRETARY'** means the person holding office under these Rules as secretary of the Association.
- (21) **'SOCIETY'** means the Bribie Island Community Arts Society Incorporated.
- (22) **'SURPLUS ASSETS'** means the Society's assets after the payment of the debts and liabilities remaining on a winding up of the Society and the costs, charges, and expenses of the winding up.
- (23) **'TREASURER'** means the person holding office under these Rules as treasurer of the Association.
- (24) **EMPLOYEE OF THE ASSOCIATION** means a person who works under a contract of employment with the Association under which they receive or are entitled to receive a salary or a wage.

## **2. Name**

- (1) The name of the incorporated association is "The Bribie Island Community Arts Society Incorporated." The Association is incorporated under the Associations Incorporation Act 1981.
- (2) The Acts Interpretation Act 1954 applies to these Rules in the same way as it would if they were an instrument made under the Act.

## **3. Objects**

- (1) Promote, foster, and practice the creative and performing arts.
- (2) Promote public awareness, knowledge and appreciation of the arts.
- (3) Provide opportunity for adults, young people and children to participate in the practice and presentation of the arts.
- (4) Provide community access to the presentation, performance, display and demonstration of the arts.
- (5) Provide opportunity to study, learn and train in the arts.
- (6) Cooperate, coordinate and affiliate with groups, bodies, agencies and persons with interests similar to the objectives of the Association.
- (7) Provide or obtain venues, facilities and resources for activities related to the objectives of the Association, and where possible, in cooperation with other cultural associations.
- (8) Pursue a standard of excellence in respect of all objectives and activities of the Association.
- (9) Do all things and take all actions expedient, incidental and conducive to the achievement of the above objectives.

**PART 2 – PRELIMINARY****4. Rules**

- (1) In these Rules:
  - (a) A reference to a function includes a reference to a power, authority, and duty;
  - (b) and a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.
- (2) The provision at Section 47(1) of the Associations Incorporation Act 1981 does not apply.

**5. Income and Property**

- (1) The income and property of the Association however derived shall be applied solely towards the promotion of the objects and purposes of the Association and no portion of the funds of the Association will be distributed directly or indirectly to any members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.
- (2) The funds of the Association are to be derived from government agency grants, joining and annual membership fees, donations, fees for service, space rental, commissions on sales of goods and services and surplus funds derived from special projects, and, subject to any resolution passed by the Association in a general meeting, such other sources as the Board determines.

**6. Powers of the Association**

- (1) The Association has the powers of a person.
- (2) The Association may, for example:
  - (a) Enter into contracts; and
  - (b) acquire, hold, deal with and dispose of property; and
  - (c) charge for services and facilities that it supplies; and
  - (d) do other things necessary or convenient to be done in carrying out its affairs.
- (3) The Association may also issue secured and unsecured notes, debentures and debenture stock for the Association.

**PART 3 – MEMBERSHIP****7. Classes of Members**

- (1) The membership of the Association shall consist of ordinary members, junior members, honorary life members, life members and foundation members.
- (2) The number of ordinary members and honorary life members is unlimited.

- (3) The number of life members and foundation members is limited to the number in each class existing at the date when this constitution receives approval. No person shall be admitted to life membership or foundation membership after this date.
- (4) The number of junior members is unlimited and shall consist of juniors aged 12 to 17 years.

## **8. Honorary Life Membership**

- (1) A member of the association who has rendered outstanding service for a period of at least 10 years may be recommended for honorary life membership.
- (2) The recommendation, signed by minimum of five members, must be submitted in the first instance in writing to the Board.
- (3) If approved by the Board, the recommendation is to be submitted at the next annual or general meeting of the Association.
- (4) Honorary membership will be granted if the resolution is passed by two thirds majority of those present and voting.

## **9. Eligibility for Membership**

- (1) Persons who are interested in and supportive of the objects of the Association (subject to Rule 10) may apply for membership in accordance with Rule 11.

## **10. Qualification for Membership**

- (1) A person is qualified to be a member of the Association if:
  - (a) they have an interest in the preservation, development and promotion of the arts/culture on Bribie Island; and
  - (b) they have been proposed for membership under Rule 11 and have been approved for membership by the Board.

## **11. Application for Membership**

- (1) An application for membership must be:
  - (a) in writing; and
  - (b) signed by the applicant; and
  - (c) in a form approved by the Board; and
  - (d) accompanied by any joining fee and membership fee required by the Board from time to time.

## **12. Admission and Rejection of New Members**

- (1) As soon as practicable after receiving an application for membership, the secretary must:
  - (a) advise the applicant whether the Association has public liability insurance and the amount; and
  - (b) refer the application to the Board.

- (2) The Board may in its absolute discretion accept or reject an application for membership.
- (3) The Board need not give a reason for rejecting an application for membership.
- (4) There is no appeal against a decision rejecting an application for membership.
- (5) If an application for membership is rejected, the secretary must as soon as practicable:
  - (a) give written notice of the rejection to the applicant; and
  - (b) refund any joining fee and membership fee paid by the applicant.
- (6) If an application for membership is accepted, the secretary must as soon as practicable:
  - (a) give written notice of the acceptance to the applicant; and
  - (b) enter the member's name and details in the register of members.

### **13. Cessation of Membership**

- (1) A member ceases to be a member if the member:
  - (a) no longer meets the qualification requirements; or
  - (b) resigns as a member by giving written notice in accordance with Rule 14; or
  - (c) is terminated by the Board under this Part; or
  - (d) dies; or
  - (e) has membership fees one (1) month in arrears.

### **14. Resignation of Membership**

- (1) A member may resign from membership by giving to the secretary written notice of the member's resignation.
- (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) Where a member resigns under Sub-Rule (1) above, and in every other case where a member ceases to hold membership, the secretary must make or cause to be made an appropriate entry in the register of members recording the date on which the membership ceased.
- (4) No resignation or termination of membership shall entitle a former member to a refund of any current year's subscription or other related fee.
- (5) The rights or privileges of membership may be reinstated at the absolute discretion of the Board.

**15. Termination of Membership**

- (1) The Board may, by written notice served in accordance with Rule 52, commence procedures to terminate an ordinary member's membership if the member has conducted himself or herself in a way the Board considers injurious or prejudicial to the character or interests of the Association.
- (2) Before the Board decides to terminate a member's membership, the Board must give the member an opportunity to be heard.
- (3) Before the Board decides to terminate a member's membership, the Board must give a member an opportunity to mediate.
- (4) A written notice commencing procedures to terminate an ordinary member's membership must contain at least:
  - (a) A statement of the facts that cause the Board to issue the notice;
  - (b) A statement that the member must be provided an opportunity to be heard;
  - (c) A statement that the member must be provided an opportunity to mediate;
  - (d) A statement about action that the ordinary member might take in response to the notice;
  - (e) Details of the Board's contact point with respect to the notice; and
  - (f) The signature of the Board member issuing the notice on the Board's behalf.
- (5) If the Board decides to terminate an ordinary member's membership, the secretary must within 7 days give the member written notice in accordance with Rule 52:
  - (a) of its decision to terminate the member's membership; and
  - (b) of the reason for the Board's decision; and
  - (c) set out the member's appeal rights.
- (6) The termination of membership takes effect immediately after the Board's decision.

**16. Appeal against Termination of Membership by the Board**

- (1) An ordinary member whose membership has been terminated by the Board may give notice to the effect that he or she wishes to appeal against the termination.
- (2) The notice must be in writing and given to the secretary not later than one month after the Board's decision is communicated to the person.
- (3) If a person gives notice under Sub-Rule (2), an appeal meeting must be convened by the Board as soon as practicable, but not later than 21 days after the notice is received.
- (4) Notice of the appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must:
  - (a) specify the date, time and place of the meeting;
  - (b) state the name of the person whose membership has been terminated;
  - (c) state the grounds for terminating the membership; and
  - (d) state that at the appeal meeting the members present must vote on whether the decision to terminate should be affirmed or rejected.

“Appeal meeting” is a general meeting convened by the Board for the purpose of hearing and determining an appeal against termination of membership.”

## **17. Conduct of Appeal Meeting**

- (1) At an appeal meeting:
  - (a) no business other than the question of the appeal may be conducted; and
  - (b) the Board must state the grounds and reasons for termination, and
  - (c) the person whose membership has been terminated must be given an opportunity to be heard.
- (2) After complying with Sub-Rule (1) above, the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to terminate the person’s membership should be affirmed.
- (3) The decision is affirmed if not less than three quarters of the members voting at the meeting vote in favour of the decision.

“Appeal meeting” is a general meeting convened by the Board for the purpose of hearing and determining an appeal against termination of membership.”

## **18. Register of Members**

- (1) The secretary shall maintain or cause to be established and maintained a Register of members of the Association which records at least:
  - (a) the name and current address of each member;
  - (b) the date on which the person became a member; and
  - (c) the date on which the person ceased to be a member.
- (2) The Register must be kept at the principal place of administration of the Association and must be available for inspection, free of charge, to any member at any reasonable hour at a place on Bribie Island nominated by the Board.
- (3) The Board may withhold information about a member (other than the member’s full name) from the Register available for inspection if the Board has reasonable grounds for believing the disclosure of that information may put a member at risk of harm.
- (4) A member may request in writing to the Board that their current address not be disclosed.
- (5) A member of the Association must not:
  - (a) use information obtained from the Register to contact or send material to another member 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 for the purpose of advertising for political, religious, charitable, or commercial purposes.

**19. Fees**

- (1) A person must, on application for membership, pay to the Association a joining fee, if any, in such amount as is determined by the Board from time to time.
- (2) In addition to any amount payable by a member under Sub-Rule (1) above, all ordinary and junior members must pay an annual membership fee in such amount as is determined by the members at a general meeting.

**20. Notice by Members**

- (1) Each member must promptly notify the secretary in writing of:
  - (a) any change in their qualification to be a member of the Association; and
  - (b) any change in their address or contact details.

**21. Members' Liabilities**

- (1) The liability of a member to contribute towards the payment of the debts and liabilities of the Association or to the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by these Rules.

**22. General Rights of Members**

- (2) A member of the Association who is entitled to vote has the right:
  - (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
  - (b) to submit items of business for consideration at a general meeting; and
  - (c) to attend and be heard at general meetings; and
  - (d) to vote at a general meeting; and
  - (e) to have access to the minutes of general meetings and other documents of the Association as provided under these Rules; and
  - (f) to inspect the Register of members.
- (2) A member is entitled to vote if:
  - (a) more than 10 business days have passed since he or she became a member of the Association; and
  - (b) the member's membership rights are not suspended for any reason.
- (3) A junior member can attend and participate in general meetings but is not entitled to vote.

**PART 4 - THE BOARD****23. Composition of Board**

- (1) The Association's Board shall comprise a chairperson, secretary, treasurer and 4 other members.
- (2) A member of the Board other than a secretary appointed by the Board under Rule 38 (1)(b) must be a member of the Association.
- (3) At each Annual General Meeting of the Association, the members of the Board must retire from office but may nominate for reelection.
- (4) The Board may appoint a member of the Association to a casual vacancy on the Board in accordance with Rule 29.

**24. Election of Board**

- (1) A person may be a candidate for election to the Board only if the person:
  - (a) is an adult; and
  - (b) is not ineligible for election under section 61A of the Act; and
  - (c) before election provides in writing in a form approved by the Board details of their ability to meet the skills, tasks and time requirements for the position sought, as defined by the Association's position statements and
  - (d) is not an employee of the Association.
- (2) The secretary must circulate to members without alteration written details provided by each candidate no less than 14 days before the day of the Annual General Meeting.
- (3) Before the day of the Annual General Meeting, the secretary must prepare a ballot list for each Board position containing the names of the candidates in alphabetical order.
- (4) Election of Board members must occur by secret ballot at the Annual General Meeting.
- (5) The members present at the Annual General Meeting and eligible to vote will vote for a candidate, with each member present having one vote.
- (6) A candidate's election to the Board is to be determined by majority vote. If there is an equality of votes, then the candidature is determined as rejected.

**24A Duties and Obligations of Board Members**

- (1) A Board member is deemed by law to be a clerk or servant of the Society within the meaning of the Qld Criminal Code.
- (2) A Board member must:
  - (a) Exercise their powers and discharge their duties with care and due diligence, in good faith in the best interest of the Society;
  - (b) Not improperly use their position to gain, directly or indirectly, a pecuniary benefit or material advantage for themselves or another person;
  - (c) Not propose a motion or vote upon any question in which they have, or may be considered to have a personal interest directly, or indirectly.

(3) A Board member must also:

- (a) Disclose any material personal interest;
- (b) Disclose remuneration or benefits paid or given to Management Committee and their relatives;
- (c) Prevent insolvent trading of the Society.

## **25. Resignation from Board**

- (1) A Board member may resign from the Board by giving written notice of resignation to the secretary.
- (2) The resignation takes effect at:
  - (a) the time the notice is received by the secretary; or
  - (b) if a later time is stated in the notice, the later time.

## **26. Termination of Board Membership**

- (1) The Board may terminate a Board membership if a Board member has conducted himself or herself in a way the Board considers injurious or prejudicial to the character or interests of the Association.
  - (a) The Board may terminate a Board membership if the Board member misses three (3) Board meetings in a Board term.
- (2) Before the Board decides to terminate a Board membership, the Board must give the member an opportunity to show why they should not be removed from the Board.
- (3) If the Board decides to terminate a Board membership, the Secretary must within 7 days give the member written notice in accordance with Rule 52:
  - (a) of its decision to terminate the member's membership; and
  - (b) of the reason for the Board's decision; and
  - (c) to set out the member's appeal rights.
- (4) The Board's decision to terminate a Board membership takes effect when the decision is made.

## **27. Appeal against Termination of Board Membership**

- (1) A person whose Board membership has been terminated by the Board may give notice to the effect that he or she wishes to appeal against the termination.
- (2) The notice must be in writing and given to the secretary not later than 48 hours after the Board's decision is communicated to the person.
- (3) If a person gives notice under Sub-Rule (1) and (2) above, an appeal meeting must be convened by the Board as soon as practicable but in any event not later than 21 days after the notice is received.
- (4) Notice of the appeal meeting must be given to each member of the Association who is entitled to vote as soon as practicable and must state:

- (a) the date, time and place of the meeting,
  - (b) the name of the person whose Board membership has been terminated,
  - (c) the grounds for termination, and
- (5) At the appeal meeting the members present must vote on whether the Board's decision to terminate should be affirmed.

"Appeal meeting" is a general meeting convened by the Board for the purpose of hearing and determining an appeal against termination of membership."

## **28. Conduct of Appeal Meeting**

- (1) At an appeal meeting:
  - (a) no business other than the question of the appeal may be conducted; and
  - (b) the Board must state the grounds for termination and the reasons for its decision; and
  - (c) the person whose Board membership has been terminated must be given an opportunity to be heard.
- (2) After complying with Sub-Rule (1), the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to terminate should be affirmed.
- (3) The decision is affirmed if a majority of the members voting at the meeting vote in favour of the decision.

"Appeal meeting" is a general meeting convened by the Board for the purpose of hearing and determining an appeal against termination of membership."

## **29. Vacancies on Board**

- (1) If a casual vacancy happens on the Board, the continuing members of the Board may appoint another member of the Association to fill the vacancy until the next Annual General Meeting.
- (1a) The continuing members of the Board shall not appoint an employee of the Association to a casual vacancy on the Board.
- (2) The continuing members of the Board may act despite a casual vacancy on the Board.
- (3) However, if the number of Board members is less than the number fixed under Rule 32 (1) as a quorum of the Board, the continuing members may act only to:
  - (a) increase the number of Board members to the number required for a quorum; or
  - (b) call a general meeting of the Association.

## **30. Functions of Board**

- (1) Subject to these Rules or a resolution of the Association members carried at a general meeting, the Board has the general control and management of the administration of the affairs, property and funds of the Association.

- (2) The Board 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.
- (3) The Act prevails if any Rules are inconsistent with the Act.

### **31. Meetings of Board**

- (1) Subject to this Rule, the Board may meet and conduct its proceedings as it considers appropriate.
- (2) The Board must meet at least once every 2 months to exercise its functions.
- (3) Notice of a meeting is to be given in a way decided by the Board.
- (4) The Board may hold meetings or permit a Board 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) A question arising at a Board meeting is to be decided by majority vote of Board members present and, if the votes are equal, the question is decided in the negative.
- (6) Voting by proxy is not permitted.
- (7) A Board member must not vote on a question about a contract or proposed contract with the Association if the Board member has an interest in the contract or proposed contract and, if the Board member does vote, then the vote must not be counted.
- (8) The chairperson is to preside as chairperson at a Board meeting.
- (9) If there is no chairperson or the chairperson is not present within 10 minutes after the time fixed for a Board meeting, the Board members may choose one of their number to preside as chairperson of the meeting.

### **32. Quorum for and Adjournment of Board Meeting**

- (1) At a Board meeting, more than 50% of elected or appointed Board members is required to form a quorum.
- (2) If there is no quorum within 30 minutes after the time fixed for a Board meeting, the meeting is to be adjourned for at least one day; and the Board members present are to decide the day, time and place of the adjourned meeting.
- (3) If at an adjourned meeting mentioned in Sub-Rule (2) above there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

### **33. Special Meeting of Board**

- (1) If the secretary receives a written request signed by at least 33% of the members of the Board, the secretary must call a special meeting of the Board by giving each Board member notice of the meeting within 14 days after the secretary receives the request.

- (2) If the secretary is unable or unwilling to call the special meeting, the chairperson must call the meeting.
- (3) A request for a special meeting of the Board must state why the special meeting is called and the business to be conducted at the meeting.
- (4) A notice of a special meeting of the Board must state:
  - (a) the day, time and place of the meeting; and
  - (b) the business to be conducted at the meeting.
- (5) A special meeting of the Board must be held within 14 days after notice of the meeting is given to the members of the Board.
- (6) If there is no quorum within 30 minutes after the time fixed for a Board meeting called on the request of Board members, the meeting lapses.

#### **34. Appointment of Subcommittees**

- (1) The Board may appoint a sub-committee to help with the conduct of the Association's operations.
- (2) The sub-committee must act in accordance with any instructions from the Board.
- (3) A member of the subcommittee who is not a member of the Board is not entitled to vote at a Board meeting.
- (4) A subcommittee may elect a chairperson of its meetings.
- (5) If a chairperson is not elected, or the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose one of those present to be chairperson of the meeting.
- (6) A subcommittee may meet and adjourn as it considers appropriate.
- (7) A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

#### **35. Minutes of Board Meetings**

- (1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Board meeting are entered into a minute book.
- (2) The minutes of each Board meeting must be signed by the chairperson of the meeting or the chairperson of the next Board meeting verifying their accuracy.

**36. Acts not Affected by Defects or Disqualification**

- (1) An act performed by the Board or a person acting as a Board member is taken to have been validly performed.
- (2) Sub-Rule (1) above applies even if the act was performed when:
  - (a) there was a defect in the appointment of a Board member or person acting as a Board member; or
  - (b) a Board member or person acting as a Board member was disqualified from being a Board member.

**37. Resolutions of Board without Meeting**

- (1) A written resolution signed or electronically approved by each Board member is as valid and effectual as if it had been passed at a Board meeting that was properly called and held.
- (2) A resolution mentioned in Sub-Rule (1) above may consist of several documents in like form, each of which is signed or electronically approved by one or more Board Members.

**38. Appointment or Election of Secretary**

- (1) The secretary must be a person residing in Queensland or in another State but not more than 65 km from the Queensland border who is:
  - (a) a member of the Association elected by the Association as secretary;
  - (b) or any person appointed secretary by the Board.
- (2) If a vacancy happens in the office of secretary, the members of the Board must ensure a secretary is appointed or elected within one month after the vacancy happens.

**39. Functions of Secretary**

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

**40. Removal of Secretary**

- (1) The Board may at any time remove a person appointed by the Board as the secretary.
- (2) The Board may remove a secretary elected by the members, though the person remains a member of the Board.

**PART 5 – GENERAL MEETINGS****41. Annual General Meeting**

- (1) An Annual General Meeting must be held at least once each year and within 6 months after the end date of the Association's reportable financial year.

**42. Business to be transacted at Annual General Meeting**

- (1) The following business must be transacted at each Annual General Meeting:
  - (a) Receiving the Association's financial statement and audit report for the last reportable financial year;
  - (b) Presenting the financial statement and audit report to the meeting for adoption;
  - (c) Electing members of the Board; and
  - (d) Appointing an auditor for the present financial year.

**43. Convening General Meetings**

- (1) The Board may, whenever it thinks fit, convene a general meeting of the Association.
- (2) The Board must on the requisition in writing of 20% of the total number of members convene a general meeting of the Association.
- (3) A requisition of members for a general meeting:
  - (a) must state the purpose or purposes of the meeting;
  - (b) must be signed by the members making the requisition;
  - (c) must be lodged with the secretary; and
  - (d) may consist of several documents in similar form, each signed by one or more of the members making the requisition.
- (4) The Board must convene a general meeting within one month after the date on which a requisition of members for the general meeting is lodged with the secretary.
- (5) If the Board fails to convene a general meeting within one month after the date on which a requisition of members for the general meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a general meeting to be held not later than 3 months after that date.
- (6) A general meeting convened by members as referred to in this Rule must be convened as early as practicable in the same manner as general meetings are convened by the Board.
- (7) A meeting convened for the purpose of determining an appeal against termination of membership is not a general meeting to which Part 5 applies.

**44. Notice of General Meetings**

- (1) The secretary must, at least 14 days before the date fixed for the holding of a general meeting, send to each member at the member's address or email address appearing in the register of members, a notice specifying the place, date and time of the meeting and nature of the business proposed to be transacted.
- (2) If the secretary is not able or not willing to give notice of a general meeting, the chairperson must give notice.
- (3) A member desiring to bring any business before a general meeting, except an appeal meeting, may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting.

**45. Procedure and Quorum at General Meetings**

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under these Rules to vote is present in person during the time the general meeting is considering that item.

The number of members appointed to the Board at the last Annual General Meeting plus 1 constitutes a quorum for the transaction for the business at a general meeting.

- (2) If within half an hour after the appointed time for commencement of a general meeting a quorum is not present, the meeting:
  - (a) If convened on the requisition of members is dissolved; and
  - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and at the same place.
- (3) If at the adjourned general meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present constitute a quorum.

**46. Presiding Member**

- (1) The chairperson of the Board will preside as chairperson at each general meeting.
- (2) If the chairperson of the Board is not present within 15 minutes after the time fixed for the meeting or is not willing to act, the members present must elect one of their number to be chairperson of the meeting.

**47. Adjournment**

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned general meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the secretary must give written notice of the adjourned general meeting to each member stating the place, date and time of the meeting and the nature of the business to be transacted.

- (3) Except as provided in Sub-Rules (1) and (2) above, notice of an adjournment of a general meeting or of the business to be transacted at an adjourned general meeting is not required to be given.

#### **48. Making Decisions**

- (1) Each member present and entitled to vote at a general meeting is entitled to one vote only.
- (2) Voting by proxy is not permitted
- (3) A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.
- (4) A resolution arising at a general meeting, except for a special resolution, is to be determined by majority vote. If there is an equality of votes, then the resolution is determined as lost.
- (5) A resolution arising at a general meeting, except for the election of the Board, is to be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favor or against that resolution.
- (6) A poll may be demanded by the chairperson or by at least 3 members present.
- (7) If a poll is demanded at a general meeting, the poll will be taken:
- (a) immediately in the case of a poll which relates to the question of an adjournment; or
  - (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs.
- (8) The resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

#### **49. Special Resolutions**

- (1) A resolution is a special resolution if it is a resolution amending, repealing, or adding to these Rules.
- (2) A special resolution must be passed by at least 75% of the members present and eligible to vote.

**PART 6 - MISCELLANEOUS****50. Custody of Books**

- (1) Subject to the Act, the Regulation and these Rules, the secretary or delegated person must keep in his or her custody or under his or her control all records, books and other documents relating to the Association.

**51. Management of Funds**

- (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 Board.
- (2) All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank account.
- (3) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.
- (4) A payment by the Association of \$100 or more must be made by cheque or electronic funds transfer.
- (5) All cheques, electronic funds transfers, drafts, bills of exchange, promissory notes and other negotiable instruments must be authorized in writing by any 2 of the following:
  - (a) the chairperson;
  - (b) the secretary;
  - (c) the treasurer;
  - (d) or any one of the above and an ordinary member of the Board.
- (6) A petty cash account must be kept on the imprest system and the Board must decide the amount of petty cash to be kept in the account.
- (7) All expenditure must be approved or ratified at a Board meeting.

**52. Service of Notices**

- (1) A notice may be served by or on behalf of the Association upon any member personally by hand, by electronic means or by sending it by pre-paid post to the member at their address shown in the Register of members notified to the Association by the member in writing.
- (2) A notice sent to a person in accordance with Sub-Rule (1) above is taken for the purpose of these Rules to have been served on the person 2 days after the time at which the notice was sent.

**53. Auditor**

- (1) In accordance with the provisions of the Act and these Rules, one or more Auditors of the Association shall be appointed.

**54. Common Seal**

- (1) There shall be a common seal of the Association which shall contain the words “Bribie Island Community Arts Society Incorporated”.
- (2) The common seal of the Association is to be kept at the office of the Association and the Board shall provide for its safe custody.
- (3) The common seal may be used on contracts, any instrument appointing a person as agent or attorney of the Association to execute deeds on its behalf and transactions relating to the acquisition, charging or disposal of any real or personal property of the Association.
- (4) The common seal shall not be affixed to a document except with the authority of the Board and must be attested by the signatures of 2 members of the Board.

**55. Operational Procedures**

- (1) The Board may make, amend, or repeal Operational Procedures, not inconsistent with these Rules, for the internal management of the Association.
- (2) An Operational Procedure may be set aside by a vote of members at a general meeting of the Association.

**56. Alteration of Rules**

- (1) Subject to the Act, these Rules may be amended, repealed, or added to by special resolution carried at a general meeting.
- (2) However, an amendment, repeal or addition is valid only if it is registered by the Chief Executive.

**57. Distribution of Surplus Assets on Administration or Winding Up**

- (1) This Rule applies if the Association:
  - (a) is placed into administration or wound up under part 10 of the Act; and
  - (b) has surplus assets.
- (2) Except as otherwise advised by law, the surplus assets must not be distributed among the Association members.
- (3) Except as otherwise advised by law, the surplus assets must be given to another entity:
  - (c) having objects similar to the Association’s objects; and
  - (d) the Rules of which prohibit the distribution of the entity’s income and assets to its members.
- (4) In this Rule, surplus assets see subsection 92 (3) of the Act.