

RULES

BRISBANE WATER OUTDOORS CLUB INCORPORATED

SECTION I - NAME AND OBJECTS	3
1. NAME OF ASSOCIATION	3
2. STATEMENT OF OBJECTS	3
SECTION 2 - RULES	4
PART 1 - PRELIMINARY	4
1. INTERPRETATION	4
PART 11 - MEMBERSHIP	5
2. MEMBERSHIP QUALIFICATIONS	5
3. APPLICATION FOR MEMBERSHIP	5
4. CESSATION OF MEMBERSHIP	5
5. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE	6
6. RESIGNATION OF MEMBERSHIP	6
7. REGISTER OF MEMBERS	6
8. FEES & SUBSCRIPTIONS	6
9. MEMBERS' LIABILITIES	7
10. DISCIPLINING OF MEMBERS	7
11. RIGHT OF APPEAL OF DISCIPLINED MEMBER	7
PART 111 - THE COMMITTEE	8
12. POWERS OF COMMITTEE	8
13. CONSTITUTION AND MEMBERSHIP	8
14. ELECTION OF MEMBERS	9
15. SECRETARY	9
16. TREASURER	10
17. CASUAL VACANCIES	10
18. REMOVAL OF MEMBER	10
19. COMMITTEE MEETINGS AND QUORUM	11
20. DELEGATION TO A SUB-COMMITTEE	11
21. VOTING AND DECISIONS OF COMMITTEE	11
PART IV - GENERAL MEETINGS	12

22.	ANNUAL GENERAL MEETINGS - HOLDING OF	12
23.	BUSINESS AT MEETINGS.....	12
24.	SPECIAL GENERAL MEETINGS - CALLING OF	13
25.	NOTICE	13
26.	PROCEDURE	14
27.	PRESIDING MEMBER.....	14
28.	ADJOURNMENT.....	14
29.	BALLOTS	15
30.	SPECIAL RESOLUTION.....	15
31.	VOTING.....	16
32.	APPOINTMENT OF PROXIES	16
PART V - MISCELLANEOUS		17
33.	INSURANCE	17
34.	FUNDS - SOURCE	17
35.	FUNDS - MANAGEMENT	17
36.	ALTERATION OF OBJECTS AND RULES	17
37.	COMMON SEAL	17
38.	CUSTODY OF BOOKS ETC.....	17
39.	INSPECTION OF BOOKS ETC.	18
40.	SERVICE OF NOTICES.....	18
41.	SURPLUS PROPERTY.....	18
APPENDIX 1 - FORM OF APPOINTMENT OF PROXY		19

SECTION I - NAME AND OBJECTS

1. NAME OF ASSOCIATION

The name of the association will be Brisbane Water Outdoors Club Incorporated - called "the association" in this constitution and in these rules.

2. STATEMENT OF OBJECTS

- a) To bring together all those who appreciate the outdoor life.
- b) To conduct, organise, supervise and participate in outdoor activities including bushwalking, canoeing, caving, canyoneering, rock-climbing, ski-touring and other outdoor activities.
- c) To provide facilities for and to promote the exchange of knowledge of the skills, equipment, experience and information required for those activities.
- d) To encourage conservation of the natural environment in which all those activities will take place.
- e) To act alone or in association with other bodies or persons in furthering the objects of the club.

SECTION 2 - RULES

PART 1 - PRELIMINARY

1. INTERPRETATION

- (1) In these rules, except in so far as the context or subject matter otherwise indicates or requires:

“ordinary member” means a member of the association who is not an office-bearer of the association, as referred to in rule 13(2), and includes a life member;

“life member” means a member of the association who has been elected by three-quarters of the members present at a meeting of the association;

“secretary” means:

- a) the person holding office under these rules as secretary of the association; or
- b) where no such person holds that office, the public officer of the association.

“special general meeting” means a general meeting of the association other than an annual general meeting;

the “Act” means the Associations Incorporation Act, 1984; and

“the Regulation” means the Associations Incorporation Regulation, 1985.

- (2) In these rules:

- a) a reference to a function includes a reference to a power, authority and duty; and
- b) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty.

- (3) The provisions of the Interpretation Act, 1987, apply to these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

PART 11 - MEMBERSHIP

2. MEMBERSHIP QUALIFICATIONS

A person is qualified to be a member of the association if, but only if:

- a) the person is a person referred to in section 15 (1) (a), (b) or (c) of the Act and has not ceased to be a member of the association at any time after incorporation of the association under the Act; or
- b) the person is a natural person who:
 - (i) is 18 year of age or older
 - (ii) has been nominated for membership of the association as provided by rule 3; and
 - (iii) has been approved for membership of the association by the committee of the association; or
 - (iii) is a life member of the association.

3. APPLICATION FOR MEMBERSHIP

- (1) any application for membership of the association (except for a life member):
 - a) must be made in writing in the form which is in use at the time of making application for membership, is in keeping with the regulations in this document and must be supported by at least 2 members of the association; and
 - b) must be lodged with the secretary of the association.
- (2) As soon as practicable after receiving an application for membership the secretary must refer the application to the committee which will determine whether to approve or to reject the application.
- (3) Where the committee determines to approve an application for membership the secretary must, as soon as practicable after that determination, notify the applicant of that approval and request the applicant to pay, within the period of 28 days after receipt by the applicant of the notification the sum payable under these rules by a member as an entrance fee and annual subscription.
- (4) The secretary will, on payment by the applicant of the amounts referred to in sub-clause (3) within the period referred to in that clause, enter the applicant's name in the register of members and, upon the name being so entered, the applicant becomes a member of the association.

4. CESSATION OF MEMBERSHIP

A person ceases to be a member of the association if the person:

- a) dies;
- b) resigns that membership;
- c) is expelled from the association; or
- d) fails to pay the annual subscription due by 30 September in any year.

5. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

A right, privilege or obligation that a person has by reason of being a member of the association:

- a) is not capable of being transferred or transmitted to another person; and
- b) terminates upon cessation of that person's membership.

6. RESIGNATION OF MEMBERSHIP

- (1) A member of the association is not entitled to resign that membership except under this rule.
- (2) A member of the association who has paid all amounts payable to the association for the member's membership may resign from membership of the association by first giving notice (being not less than 1 month or not less than such other period as the committee may determine) in writing to the secretary of the member's intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.
- (3) Where a member of the association ceases to be a member pursuant to clause 2, and in every other case where a member ceases to hold membership, the secretary will make an appropriate entry in the register of members recording the date on which the member ceased to be a member.
- (4) Notwithstanding this a member may be granted leave of absence on conditions determined by the committee.

7. REGISTER OF MEMBERS

- (1) The Secretary of the association must establish and maintain a register of members of the association specifying the name and address of each person who is a member of the association and recording the date on which the person became a member.
- (2) The register of members will be available for inspection at any meeting of the association.

8. FEES & SUBSCRIPTIONS

- (a) Membership fees must be determined at the April general meeting and fall due by the annual general meeting or on the date the organisation is approved. The association's financial year will be from 1 July to 30 June.
- (b) The association has the right to set a fee covering those ordinary members who become members of the association after 1 January in any year, or to set a special membership fee for any other class of membership.

9. MEMBERS' LIABILITIES

The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member for membership of the association as required by rule 8.

10. DISCIPLINING OF MEMBERS

The procedure for disciplining members will be determined by the committee.

11. RIGHT OF APPEAL OF DISCIPLINED MEMBER

Any disciplined member who wishes to appeal against a decision refusing membership, expelling that member from membership or otherwise disciplining that member may do so at the next general meeting of the association.

PART 111 - THE COMMITTEE

12. POWERS OF COMMITTEE

The Committee will be called the management committee of the association and subject to these rules and any resolution passed by the association in a general meeting:

- a) will control and manage the affairs of the association;
- b) may exercise all the functions of the association except those required by these rules to be exercised by a general meeting of members of the association;
- c) has power to act and to do everything that appears to the committee to be desirable for the proper management of the affairs of the association to achieve its objects; and
- d) may promulgate by-laws and regulations (not inconsistent with this constitution) as it, from time to time, thinks necessary for the internal management and well being of the association and to amend and vary them from time to time.

13. CONSTITUTION AND MEMBERSHIP

- (1) Subject in the case of the first members of the committee to section 21 of the Act the committee will consist of:
 - a) the office-bearers of the association: and
 - b) and a minimum of 3 ordinary members each of who will be elected at the annual general meeting of the association under rule 14.
- (2) The office bearers of the association will be:
 - a) the president;
 - b) the vice-president;
 - c) the treasurer; and
 - d) the secretary.
- (3) Each member of the committee must, subject to these rules, hold office until the conclusion of the annual general meeting following the date of the member's election but is eligible for re-election.
- (4) If a casual vacancy occurs in the membership of the committee, the committee may appoint a member of the association to fill the vacancy and the member so appointed will hold office, subject to these rules, until the conclusion of the annual general meeting following the date of the appointment.
- (5) The association may at its annual meeting elect members to represent the various functions and activities of the association, which may include, but not be limited to, the following positions:
 - a) patron;
 - b) editor;
 - c) librarian;
 - d) caving and canyoneering co-ordinator;
 - e) canoeing co-ordinator; and
 - f) bushwalking co-ordinator

14. ELECTION OF MEMBERS

- (1) Nominations of candidates for election as office-bearers of the association or as ordinary members of the committee must be submitted at the annual general meeting or in such other ways as may be determined by the association at a general meeting.
- (2) If insufficient nominations are received to fill all vacancies on the committee, the candidates nominated will be deemed to be elected and further nominations for the vacant positions may be called for.
- (3) If insufficient further nominations are received, any vacant positions remaining on the committee will be deemed to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated will be deemed to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot will be held.
- (6) The ballot for the election of office bearers and ordinary members of the committee at the annual general meeting will be conducted in such usual and proper manner as the committee may direct.
- (7) In a ballot for a single office bearer, the person who obtains a simple majority will be elected.
- (8) Only financial members may nominate candidates and vote in any ballot.

15. SECRETARY

- (1) The secretary of the association will, as soon as practicable after election, lodge with the association notice of his/her address.
- (2) It is the duty of the secretary to keep minutes of:
 - a) all appointments of office-bearers and members of the committee;
 - b) the names of members of the committee present at a committee meeting or a general meeting; and
 - c) all proceedings at committee meetings and general meetings.
- (3) It is the duty of the secretary to keep and maintain:
 - a) an attendance book to record the attendance of all members and other persons at meetings of the committee or general meetings of the association;
 - b) a file of all correspondence;
 - c) a register of all resolutions carried and lost at general meetings of the association; and
 - d) a register of members of the association specifying the name and address of each person who is a member of the association and recording the date on which the person became a member.
- (4) It will be the responsibility of the secretary to have available a copy of these rules for inspection at any meeting of the association.

16. TREASURER

It is the duty of the treasurer of the association to ensure that:

- a) all money due to the association is collected and banked and that all payments authorised by the association are made;
- b) correct books and accounts are kept showing the financial affairs of the association including full details of all receipts and expenditure connected with the activities of the association; and
- c) before each annual general meeting all books and accounts are verified in a manner directed by the committee and provide a certificate as to their correctness at the annual general meeting.

17. CASUAL VACANCIES

For the purposes of these rules, a casual vacancy in the office of a member of the committee occurs if the member:

- a) dies;
- b) ceases to be a member of the association;
- c) resigns office by notice in writing given to the secretary;
- d) is removed from office under rule 18;
- e) becomes of unsound mind; or
- f) is absent without the consent of the committee from all meetings of the committee held during a period of 3 months.

18. REMOVAL OF MEMBER

The association in a general meeting of members may, by resolution, remove any member of the committee from office before the expiration of the member's term of office and appoint another member in that member's place to hold office until the expiration of the term of office at the next annual general meeting.

19. COMMITTEE MEETINGS AND QUORUM

- (1) The committee will meet as often as necessary to conduct the affairs of the association.
- (2) Additional meetings of the committee may be convened at any time by the president or any 2 members of the committee.
- (3) Notice of committee meetings will be given at the previous committee meeting or by such other means as the committee may decide upon.
- (4) Any 4 members of the committee constitute a quorum for the transaction of the business of a meeting of the committee.
- (5) No business will be transacted by the committee unless a quorum is present. If a quorum is not present within 1 hour of the time appointed for the meeting, the meeting will not be held.
- (6) At a meeting of the committee:
 - a) the president, or in the president's absence, the vice-president, will preside;
or
 - b) if the president and the vice-president are absent or unwilling to act, another member present at the meeting may be chosen to preside.
- (7) The committee will decide its own meeting procedures and take any action it thinks is necessary to further the objects of the association.
- (8) The committee will take whatever action it considers desirable to keep members informed of the association's activities.

20. DELEGATION TO A SUB-COMMITTEE

- (1) The association may, from time to time, delegate to a sub-committee some of the functions of the committee to further the objects of the association. The chairman of any sub-committee will be appointed by the association.
- (2) The chairman of a sub-committee will report on the sub-committee's activities from time to time, at the direction of the association.
- (3) A sub-committee may meet and adjourn as it thinks proper.

21. VOTING AND DECISIONS OF COMMITTEE

- (1) Matters arising at a meeting of the committee or any sub-committee appointed by the committee will be determined by a majority vote of members present at the meeting.
- (2) Each member present at a meeting of the committee or a sub-committee (including the person presiding at the meeting) is entitled to one vote. In the event of any equality of votes on any matter, the person presiding may exercise a second or casting vote.

PART IV - GENERAL MEETINGS

22. ANNUAL GENERAL MEETINGS - HOLDING OF

- (1) With the exception of the first annual general meeting of the association, the association will meet at least once in each calendar year, and within 3 months after the expiration of each financial year of the association, convene an annual general meeting of its members.
- (2) The secretary shall provide to the temporary Chairman of an AGM a list of financial members eligible to vote at the AGM.

23. BUSINESS AT MEETINGS

- (1) Besides any other business which may be transacted at any annual general meeting, the business of any annual general meeting will be:
 - a) to confirm the minutes of the last annual general meeting and of any special general meeting held since that meeting;
 - b) to receive from the committee reports upon the activities of the association during the preceding financial year;
 - c) to elect office-bearers of the association and ordinary members of the committee;
 - d) to receive and consider the statement which is required to be submitted to members pursuant to section 26 (6) of the Act; and
 - e) to elect delegates or representatives of the association to any other association or organisation with which the association is affiliated.
- (2) An annual general meeting must be specified as such in the notice convening it.
- (3) An general meeting may deal with any business not required to be conducted at an annual general meeting or at a special general meeting.
- (4) The association will hold a general meeting in each month.

24. SPECIAL GENERAL MEETINGS - CALLING OF

- (1) The committee may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The committee must, on the requisition in writing of not less than 4 members, convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting:
 - a) must state the purpose 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) If the committee fails to convene a special meeting within 1 month after the date on which a requisition of members for the meeting is lodged with the secretary, any 2 of the members who lodged the requisition may convene a special general meeting to be held no later than 3 months after that date.
- (5) A special general meeting convened by members as in sub-clause (4), must be convened as nearly as practicable in the same manner as general meetings convened by the committee, and any member who incurs expense in the calling of a general meeting is entitled to be reimbursed by the association.

25. NOTICE

- (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary will, at least 7 days before the date fixed for holding the general meeting, give members adequate notice of the meeting in such a manner as the committee may direct.
- (2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary will, at least 21 days before the date fixed for the holding of the general meeting a cause to be sent by pre-paid post or email to each member at the member's address appearing in the register of members, a notice specifying:
 - (a) the date, time and place of the meeting;
 - (b) the nature of the business to be proposed at the meeting; and
 - (c) the intention to propose the resolution as a special resolution.
- (3) Except for that business specified in the notice convening a general meeting and that which may be transacted under rule 23(1) no other business must be transacted at the meeting.
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who will include the business in the next notice calling a general meeting issued after receipt of the notice from a member.

26. PROCEDURE

- (1) No item of business will be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present when the meeting is considering that item.
- (2) Seven members present in person (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within 1 hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened upon the requisition of members will be dissolved and in any other case will stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within 1 hour after the time appointed for the commencement of the meeting, the members present (being not less than 5) will constitute a quorum.

27. PRESIDING MEMBER

- (1) The president or, in the president's absence, the vice-president, will preside as chairperson at each general meeting of the association.
- (2) If the president and the vice-president are absent from a general meeting or are unwilling to act, the members present will elect one of their number to preside as chairperson at the meeting.

28. ADJOURNMENT

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of over 50% of members present at the meeting, adjourn the meeting from time to time and place to place.
- (2) Where a general meeting is adjourned for 14 days or more, the secretary must give written or oral notice of the adjourned meeting to each member of the association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in sub-clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

29. BALLOTS

- (1) A question arising at a general meeting of the association will 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 favour of or against that resolution.
- (2) At a general meeting of the association a poll may be demanded by the chairperson or by not less than 3 members present in person or by proxy at the meeting.
- (3) Where the poll is demanded at a general meeting, the poll must be taken:
 - a) immediately, in the case of a poll which relates to the election of the chairperson of the meeting or 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 and the resolution of the poll on the matter will be deemed to be the resolution of the meeting on that matter.

30. SPECIAL RESOLUTION

- (1) A resolution of the association is a special resolution if:
 - a) it is passed by no less than three-quarters of the members present, in person or by proxy, at a general meeting of which no less than 35 days' written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; or
 - b) it is not possible or practicable to pass the resolution in the manner specified in sub-paragraph (a) and a request is made to the Corporate Affairs Commission for permission to pass the resolution in some other manner specified by the Commission.
- (2) A special resolution must be approved by a general meeting of the association to effect:
 - a) a change in the association's name;
 - b) a change in the association's rules;
 - c) a change of the association's objects;
 - d) an amalgamation with another incorporated association;
 - e) the voluntarily winding up of the association and the distribution of its property; or
 - f) an application for registration as a company or a co-operative.

31. VOTING

- (1) Upon any question arising at any meeting of the association a member has one vote only.
- (2) All votes must be given personally or by proxy but no member may hold more than 5 proxies.
- (3) When there is an equality of votes on a question at a general meeting the chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid for the current year.

32. APPOINTMENT OF PROXIES

- (1) Each member will be entitled to appoint another member as proxy by notice given to the secretary at least 24 hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy must be in the form set out in Appendix 1 to these rules.

PART V - MISCELLANEOUS

33. INSURANCE

- (1) The association must effect and maintain insurance pursuant to section 44 of the Act.
- (2) Besides the insurance required under clause (1), the association may effect and maintain other insurance.

34. FUNDS - SOURCE

- (1) The funds of the association will be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the association in general meeting, such other sources as the committee determines.
- (2) All money received by the association must be deposited as soon as practicable to the credit of the association's bank or building society account.
- (3) The association will, as soon as practicable after receiving any money, issue an appropriate receipt.

35. FUNDS - MANAGEMENT

- (1) Subject to any resolution passed by the association in general meeting the funds of the association must be used to achieve the objects of the association in such manner as the committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any two of the president, treasurer and secretary of the association.

36. ALTERATION OF OBJECTS AND RULES

The statement of objects and these rules may be altered, rescinded or added to only by a special resolution of the association.

37. COMMON SEAL

- (1) The common seal of the association must be kept in the custody of the secretary.
- (2) The common seal will not be affixed to any instrument except by the authority of the committee and the affixing of the common seal will be attested by the signatures either of 2 members of the committee or of 1 member of the committee and of the public officer or secretary.

38. CUSTODY OF BOOKS ETC.

Except as otherwise provided by these rules the secretary must keep in the secretary's custody or under the secretary's control all records, books and other documents relating to the association.

39. INSPECTION OF BOOKS ETC.

The records, books and other documents of the association will be open to inspection, free of charge, by any member of the association at any meeting of the association.

40. SERVICE OF NOTICES

- (1) For the purpose of these rules, a notice may be served by or on behalf of the association upon any member either personally or by sending it by post, facsimile or email to the member at the member's address shown in the register of members.
- (2) Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document the document will, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.
- (3) In the case of a notice sent by facsimile transmission or email, on the date it was sent, or if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

41. SURPLUS PROPERTY

- (1) At the first general meeting of the association, the association must pass a special resolution nominating an incorporated association as the association in which to vest its surplus property pursuant to section 53 (2) of the Act in the event of the winding up or the cancellation of the incorporation of the association.
- (2) The incorporated association so nominated will be one which fulfils the requirement specified in section 53 (2) (a)-(c) of the Act.

(Rule 32(2))

APPENDIX 1 - FORM OF APPOINTMENT OF PROXY

I _____ of _____
(full name) (address)

being a member of Brisbane Waters Outdoors Club

hereby appoint _____ (full name of proxy)

of _____ (address)

being a member of that incorporated association, as my proxy to vote for me on my behalf at the general meeting of the association (annual general meeting or special general meeting, as the case may be) to be held on the _____ day of _____ 20... and at any adjournment of that meeting.

My proxy is authorised to vote in favour of/against (delete as appropriate) the resolution (insert details).

(To be inserted if desired)

Signature of member appointing proxy _____

Date _____

NOTE: A proxy vote may not be given to a person who is not a member of the association.