

Associations Incorporation Act 1981 (QLD)

RULES OF
SOUTH BANK BUSINESS ASSOCIATION
INCORPORATED

2008 REVISED VERSION

NAME

- 1. The name of the incorporated association shall be South Bank Business Association Incorporated (in these rules called "the association")**

OBJECTIVES

- 2. The objectives of the association are:**

- 2.1 to foster within the community increased awareness and utilization of the public and private sector facilities within the South Bank area;
- 2.2 to promote the best interests of the South Bank area and the members of the association;
- 2.3 to encourage interaction, co-operation, mutual support and dissemination of information at a senior level between persons with a substantial commercial interest in the South Bank Area to achieve objectives (1) and (2);
- 2.4 to support organisations in areas adjacent to the South Bank Area whose objectives are compatible with objectives (1) and (2); and
- 2.5 to do all such other things as may be incidental to the attainment of the association's objectives.

POWERS

- 3. The association has, in the exercise of its affairs, all the powers of an individual.**

- 3.1 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.
- 3.2 The association may take over the funds and other assets and liabilities of the present unincorporated association known as the South Bank Business Associations Working Party.

MEMBERSHIP

4. Membership Qualifications

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

the person is a person who:

- (a) has been nominated for membership of the association as provided by rule 5.1;
- (b) has, in the opinion of the Board of the association, a substantial commercial interest in the South Bank Area or areas adjacent thereto and/or
- (c) can, in the opinion of the Board, make a significant contribution to achieving the objectives of the association; and
- (d) has been approved for membership of the association by the Board of the association.

4.2 Membership is divided into the following categories:

- (a) Full membership - Any person or organisation conforming to the description contained in 4.1(b) and 4.1(c).
- (b) Intermediate membership – Any person or organisation which has, in the opinion of the Board of the Association, a commercial interest in the South Bank area or areas adjacent thereto and can, in the opinion of the Board, make a significant contribution to achieving the objectives of the Association but does not meet the criteria relating to Full membership.
- (c) Associate membership - Any person or organisation which has, in the opinion of the Board of the association, a commercial interest in the SouthBank Area or areas adjacent thereto and can, in the opinion of the Board, make a contribution to achieving the objectives of the association but does not meet the criteria relating to Full membership.

5. Nomination for Membership

5.1 A nomination of a person for membership of the association:

- (a) shall be made by a member of the association in writing in the form set out in Appendix 1 to these rules;
- (b) shall, if the applicant is a body corporate, nominate one person to represent it in the association who complies with rule 6.2 and who consents to such appointment;
- (c) shall be accompanied by such documents or evidence as to qualification for membership as the Board may determine; and
- (d) shall be lodged with the secretary of the association.

- 5.2 As soon as practicable after receiving a nomination for membership, the secretary shall refer the nomination to the Board which shall determine in its absolute discretion whether to approve or to reject the nomination. The Board need give no reasons for the rejection of a nomination.
- 5.3 Where the Board determines to approve a nomination for membership, the secretary shall, as soon as practicable after that determination, notify the nominee of that approval and request the nominee to pay within the period of 28 days after receipt by the nominee of the notification the sum payable under these rules by a full member/associate member as entrance fee and annual subscription.
- 5.4 The secretary shall, on payment by the nominee of the amounts referred to in rule 5.3 within the period referred to in that rule, enter the nominee's name in the register of members, together with the name of the nominee's representative, if applicable, and, upon its name being so entered, the nominee becomes a member of the association.

6. Corporate Members

- 6.1 Any body corporate applicant which is accepted for membership in accordance with rule 5 shall be known as a corporate member.
- 6.2 All corporate members shall be represented in the association by one nominated representative who shall be a director or senior executive officer employed by the body corporate. The nominated representative shall be entitled to appoint a suitable alternative to act in his stead, by giving notice in writing to the secretary of the nominated alternate.
- 6.3 The representative of a corporate member shall cease to be its representative if the person:
- (a) dies;
 - (b) ceases to be employed by the corporate member;
 - (c) is replaced as the representative; or
 - (d) notifies the secretary that he is unwilling to act as the representative.
- 6.4 Any alternative of a corporate representative shall cease to act as such when the representative for whom he is an alternate ceases to be the representative of the corporate member pursuant to rule 6.3.
- 6.5 A corporate member may change its nominated representative from time to time by notice in writing to the secretary, subject to compliance with rule 6.2.

7. Membership Fees

- 7.1 A member of the association shall within the period of twenty eight (28) days after admission to membership pay to the association a fee in such sum as the members shall from time to time at any General Meeting so determine.

- 7.2 In addition to any amount payable by the member under rule 7.1, a member of the association shall pay to the association an annual membership fee as determined by the Board.
- (a) before 1 July in each calendar year; or
 - (b) where the member becomes a member on or after 1 July in any calendar year, upon becoming a member and before 1 July in each succeeding calendar year.

8. Cessation of Membership

- 8.1 A person ceases to be a member of the association if the person:
- (a) being an individual, dies;
 - (b) being a body corporate, is wound up or otherwise dissolved or deregistered;
 - (c) resigns that membership;
 - (d) is expelled from the association; or
 - (e) ceases to have a substantial commercial interest in the SouthBank Area or areas adjacent thereto and the Board resolves not to renew the person's membership on those grounds.
- 8.2 If a person ceases to be a member under rule 8.1(e), the Board shall notify the member in writing of its intention not to renew the membership.

9. Membership Entitlements not Transferable

- 9.1 A right, privilege or obligation which 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 the person's membership.

10. Resignation of Membership

- 10.1 A member of the association is not entitled to resign that membership except in accordance with this rule.
- 10.2 A member of the association who has paid all amounts payable by the member to the association in respect of 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 Board 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.
- 10.3 Where a member of the association ceases to be a member pursuant to rule 10.2, and in every other case where a member ceases to hold membership,

the secretary shall make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

11. Register of Members

11.1 The public officer of the association shall 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 the name of the nominated representative of a corporate member, together with the date on which the person became a member and the date the representative of a corporate member was appointed or charged.

11.2 The register of members shall be kept at the principal place of administration of the association and shall be open for inspection, free of charge, by any member of the association at any reasonable hour.

12. Members' Liabilities

12.1 The liability of a member of the association to contribute towards the payments of the debts and liabilities of the association or the cost, 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 rule 7.

13. Resolution of Internal Disputes

13.1 Dispute between members (in their capacity as members) of the association and are to be referred to mediation to be conducted by a mediator appointed by the President of the Queensland Law Society Inc.

14. Disciplining Members

14.1 Where the Board is of the opinion that a member of the association:

- (a) has persistently refused or neglected to comply with a provision or provisions of these rules; or
- (b) has persistently and willfully acted in a manner prejudicial to the interests of the association,

the Board may, by resolution:

- (c) expel the member from the association; or
- (d) suspend the member from membership of the association for a specified period.

14.2 A resolution of the Board under rule 14.1 is of no effect unless the Board, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under rule 14.3, confirms the resolution in accordance with this rule.

- 14.3 Where the Board passes a resolution under rule 14.1, the secretary shall; as soon as practicable, cause a notice in writing to be served on the member:
- (a) setting out the resolution of the Board and the grounds on which it is based;
 - (b) stating that the member may address the Board at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice;
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the member that the member may do either or both of the following:-
 - (i) attend and speak at that meeting;
 - (ii) submit to the Board at or prior to the date of that meeting written representations relating to the resolution.
- 14.4 At a meeting of the Board held as referred to in rule 14.3, the Board shall:
- (a) give to the member an opportunity to make oral representations;
 - (b) give due consideration to any representations submitted to the Board by the member at or prior to the meeting; and
 - (c) by resolution determine whether to confirm or to revoke the resolution.
- 14.5 Where the Board confirms a resolution under rule 14.4, the secretary shall, within 7 days after that confirmation, by notice in writing inform the member of the fact and of the member's right of appeal under rule 13.
- 14.6 A resolution confirmed by the Board under rule 14.4 does not take effect:
- (a) until the expiration of the period within which the member is entitled to appeal against the resolution where the member does not exercise the right of appeal within that period; or
 - (b) where within that period the member exercises the right of appeal, unless and until the association confirms the resolution pursuant to rule 15.4.

15. Right of Appeal of Disciplined Member

- 15.1 A member may appeal to the association in general meeting against a resolution of the Board which is confirmed under rule 14.4 within 7 days after notice of the resolution is served on the member by lodging with the secretary a notice to that effect.
- 15.2 Upon receipt of a notice from a member under rule 15.1 the secretary shall notify the Board which shall convene a general meeting of the association to

be held within 21 days after the date on which the secretary received the notice.

- 15.3 At a general meeting of the association convened under rule 15.1:-
- (a) no business other than the question of the appeal shall be transacted;
 - (b) the Board and the member shall be given the opportunity to state their respective cases orally or in writing, or both; and
 - (c) the members present shall vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- 15.4 If at the general meeting the association passes a special resolution in favour of the confirmation of the resolution, the resolution is confirmed.

THE BOARD

16. Constitution and Membership

- 16.1 The board shall consist of:
- (a) The office bearers of the association; and
 - (b) Seven (7) members each of whom shall be elected at the Annual General Meeting of the Association pursuant to Rule 16.
- 16.2 The office bearers of the association shall be:
- (a) The Chairman, (President);
 - (b) The Vice President;
 - (c) The Honorary Treasurer;
- 16.3 The proportion of membership represented on the Board shall be eight (8) Full members, four (4) Intermediate members; and two (2) Associate members. The members will hold office until the conclusion of the Annual General Meeting following the date of the member's election, but will be eligible for re-election..
- 16.4 At the annual general meeting of the association, all the members of the management Board for the time being shall retire from office, but shall be eligible upon nomination for re-election.
- 16.5 The election of the Board members of the management Board shall take place in the following manner:-
- (a) As to full membership
 - (i) any 2 members of the association shall be at liberty to nominate any other full member to serve as an officer or other member of

the management Board;

- (ii) the nomination, which shall be in writing and signed by the full member and the full member's proposer and seconder, shall be lodged with the secretary at least 14 days before the annual general meeting at which the election is to take place;
- (iii) a list of the candidates' names in alphabetical order, with the proposers' and seconds' names, shall be posted in a conspicuous place in the office or usual place of meeting of the association for at least 7 days immediately preceding the annual general meeting;
- (iv) balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each full member present at the annual general meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;
- (v) should, at the commencement of such meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.

(b) As to Intermediate membership

- (i) any 2 members of the association shall be at liberty to nominate any other full member to serve as an officer or other member of the management Board;
- (ii) the nomination, which shall be in writing and signed by the full member and the full member's proposer and seconder, shall be lodged with the secretary at least 14 days before the annual general meeting at which the election is to take place;
- (iii) a list of the candidates' names in alphabetical order, with the proposers' and seconds' names, shall be posted in a conspicuous place in the office or usual place of meeting of the association for at least 7 days immediately preceding the annual general meeting;
- (iv) balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each full member present at the annual general meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;
- (v) should, at the commencement of such meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.

(c) As for Associate Membership

- (i) any 2 members of the association shall be at liberty to nominate any other associate member to serve as an officer or other

member of the management Board;

- (ii) the nomination, which shall be in writing and signed by the associate member and the associate member's proposer and seconder, shall be lodged with the secretary at least 14 days before the annual general meeting at which the election is to take place;
- (iii) a list of the candidates' names in alphabetical order, with the proposers' and seconds' names, shall be posted in a conspicuous place in the office or usual place of meeting of the association for at least 7 days immediately preceding the annual general meeting;
- (iv) balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each associate member present at the annual general meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;
- (v) should, at the commencement of such meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.

16.6 The Board then elected shall determine the office bearers.

17. Secretary

17.1 If the association has not elected an interim officer as secretary for the association before its incorporation, the members of the management Board must appoint or elect a secretary for the association within 1 month after incorporation.

17.2 If a vacancy happens in the office of secretary, the members of the management Board must appoint or elect a secretary within 1 month after the vacancy happens.

17.3 The secretary must be an individual residing in Queensland, or in another State but not more than 65 kms from the Queensland border, who is:-

- (a) a member of the association elected by the association as secretary; or
- (b) a member of the association's management Board appointed by the Board as secretary; or
- (c) appointed by the management Board as secretary (whether or not the individual is a member of the association).

17.4 The management Board may appoint and remove the secretary at any time.

It is the duty of the secretary to keep minutes of:

- (a) all appointments of office bearers and members of the Board;

- (b) the names of members of the Board present at a Board meeting or a general meeting; and
 - (c) all proceedings at Board meetings and general meetings.
- 17.5 Minutes of proceedings at a meeting shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

18. Resignation or Removal from Office of Member of Management Board

- 18.1 Any member of the management Board may resign from membership of the management Board at any time by giving notice in writing to the secretary but such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date or such member may be removed from office at a general meeting of the association where that member shall be given the opportunity to fully present the member's case.
- 18.2 The question of removal shall be determined by the vote of the members present at such a general meeting.
- 18.3 There is no right of appeal against a member's removal from office under this section.

19. Vacancies on Management Board

- 19.1 The management Board shall have power at any time to appoint any member of the association to fill any casual vacancy on the management Board until the next annual general meeting.
- 19.2 The continuing members of the management Board may act notwithstanding any casual vacancy in the management Board, but if and so long as their number is reduced below the number fixed by or pursuant to these rules as the necessary quorum of the management Board, the continuing member or members may act for the purpose of increasing the number of members of the management Board to that number or of summoning a general meeting of the association, but for no other purpose.

20. Functions of Management Board

- 20.1 Except as otherwise provided by these rules and subject to resolutions of the members of the association carried at any general meeting the management Board:-
- (a) shall have the general control and management of the administration of the affairs, property and funds of the association; and
 - (b) shall have authority to interpret the meaning of these rules and any matter relating to the association on which these rules are silent.
- 20.2 The management Board may exercise all the powers of the association:-

- (a) to borrow or raise or secure the payment of money in such manner as the members of the association may think fit and secure the same 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 and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the association's property, both present and future, and to purchase, redeem or pay off any such securities;
- (b) to borrow amounts from members and to pay interest on the amounts borrowed and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability obligation of the association, and to provide and pay off any such securities; and
- (c) to invest in such manner as the members of the association may from time to time determine.

20.3 For sub-section (2)(b) the rate of interest must not be more than the rate for the time being charged for overdrawn accounts for money lent (whatever the term of the loan) by:-

- (a) the financial institution for the association; or
- (b) if there is more than 1 financial institution for the association - the financial institution nominated by the association.

21. Meetings of Management Board

- 21.1 The management Board shall meet at least once every 4 calendar months to exercise its functions.
- 21.2 Additional meetings of the Board may be convened by any 2 members of the Board.
- 21.3 Oral or written notice of a meeting of the Board shall be given by the secretary to each member of the Board at least 48 hours (or such other period as may be unanimously agreed upon by the members of the Board) before the time appointed for the holding of the meeting.
- 21.4 A special meeting of the management Board shall be convened by the secretary on the requisition in writing signed by not less than one-third of the members of the management Board, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.
- 21.5 At every meeting of the management Board a simple majority of a number equal to the number of members elected and/or appointed to the management Board as at the close of the last general meeting of the members, shall constitute a quorum.
- 21.6 Subject as previously provided in this section, the management Board may meet together and regulate its proceedings as it thinks fit.

- 21.7 However, questions arising at any meeting of the management Board shall be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.
- 21.8 A member of the management Board shall not vote in respect of any contract or proposed contract with the association in which the member is interested, or any matter arising thereout, and if the member does so vote the member's vote shall not be counted.
- 21.9 Not less than 14 days notice shall be given by the secretary to members of the management Board of any special meeting of the management Board.
- 21.10 Such notice shall clearly state the nature of the business to be discussed thereat.
- 21.11 The president shall preside as chairperson at every meeting of the management Board, or if there is no president, or if at any meeting the president is not present within 10 minutes after the time appointed for holding the meeting, the vice president shall be chairperson or if the vice president is not present at the meeting then the members may choose 1 of their number to be chairperson of the meeting.
- 21.12 If within half an hour from the time appointed for the commencement of a management Board meeting a quorum is not present, the meeting, if convened upon the requisition of members of the management Board, shall lapse.
- 21.13 In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the management Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.

22. Delegation of Powers of Management Board

- 22.1 The management Board may delegate any of its powers to a subBoard consisting of such members of the association as the management Board thinks fit.
- 22.2 Any subBoard so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the management Board.
- 22.3 A subBoard may elect a chairperson of its meetings.
- 22.4 If no such chairperson is elected, or if at any meeting the chairperson is not present within 10 minutes after the time appointed for holding the meeting, the members present may choose 1 of their number to be chairperson of the meeting.
- 22.5 A subBoard may meet and adjourn as it thinks proper.

- 22.6 Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.

23. Acts not affected by Defects or Disqualifications

- 23.1 All acts done by any meeting of the management Board or of a subBoard or by any person acting as a member of the management Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the management Board or person acting as aforesaid, or that the members of the management Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the management Board.

24. Resolutions of Management Board without Meeting

- 24.1 A resolution in writing signed by all the members of the management Board for the time being entitled to receive notice of a meeting of the management Board shall be as valid and effectual as if it had been passed at a meeting of the management Board duly convened and held.
- 24.2 Any such resolution may consist of several documents in like form, each signed by 1 or more members of the management Board.

25. First General Meeting

- 25.1 The first general meeting must be held not less than 1 month, and not more than 3 months, after the day the association is incorporated.
- 25.2 The management Board must decide where the meeting is to be held.
- 25.3 The business to be transacted at the first general meeting must include the appointment of an auditor.

26. First Annual General Meeting

- 26.1 The first annual general meeting must be held within 18 months after the day the association is incorporated.

27. Subsequent Annual General Meetings

- 27.1 Each subsequent annual general meeting must be held:-

(a) at least once every year; and

- (b) within 6 months after the end of the association's previous financial year.

28. Business to be Transacted at Annual General Meeting

- 28.1 The following business must be transacted at every annual general meeting:-

- (a) the receiving of the statement of income and expenditure, assets and liabilities and of mortgages, charges and securities affecting the property of the association for the last financial year;
- (b) the receiving of the auditor's report on the financial affairs of the association for the last financial year;
- (c) the presenting of the audited statement to the meeting for adoption;
- (d) the election of members of the management Board;
- (e) the appointment of an auditor.

29. Special General Meetings - Calling Of

- 29.1 The Board may, whenever it thinks fit, convene a special general meeting of the association.
- 29.2 The Board shall, on the requisition in writing of not less than 10 per cent of the total number of members, convene a special general meeting of the association.
- 29.3 A requisition of members for a special general meeting:
- (a) shall state the purpose or purposes of the meeting;
 - (b) shall be signed by the members making the requisition;
 - (c) shall be lodged with the secretary; and
 - (d) may consist of several document in a similar form, each signed by one or more of the members making the requisition.
- 29.4 If the Board fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- 29.5 A special general meeting convened by a member or members as referred to in rule 29.4 shall be convened as nearly as is practicable in the same manner as general meetings are convened by the Board and any member who thereby incurs expense is entitled to be reimbursed by the association for any expense to incurred.
- 29.6 At the annual general meeting of the association, all the members of the management Board for the time being shall retire from office, but shall be eligible upon nomination for re-election.
- 29.7 The election of officers and other members of the management Board shall take place in the following manner:-
- (a) any 2 members of the association shall be at liberty to nominate any other member to serve as an officer or other member of the management Board;

- (b) the nomination, which shall be in writing and signed by the member and the member's proposer and seconder, shall be lodged with the secretary at least 14 days before the annual general meeting at which the election is to take place;
- (c) a list of the candidates' names in alphabetical order, with the proposers' and seconds' names, shall be posted in a conspicuous place in the office or usual place of meeting of the association for at least 7 days immediately preceding the annual general meeting;
- (d) balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each member present at the annual general meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;
- (e) should, at the commencement of such meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.

30. Quorum at General Meeting

- 30.1 At any general meeting the number of members required to constitute a quorum shall be 19.
- 30.2 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- 30.3 For the purpose of the rule -

"**member**" includes a person attending as a proxy or as representing a corporation which is a member.
- 30.4 If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members of the management Board or the association, shall lapse.
- 30.5 In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the management Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
- 30.6 The chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 30.7 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- 30.8 Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

31. Notice of General Meeting

- 31.1 The secretary shall convene all general meetings of the association by giving not less than 14 days notice of any such meeting to the members of the association.
- 31.2 The manner by which such notice shall be given shall be determined by the management Board.
- 31.3 However, notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of his membership by the management Board, shall be given in writing.
- 31.4 Notice of a general meeting shall clearly state the nature of the business to be discussed thereat.

32. Procedure at General Meeting

- 32.1 Unless otherwise provided by these rules, at every general meeting -
 - (a) the president shall preside as chairperson, or if there is no president, or if the president is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the vice president shall be the chairperson or if the vice president is not present or is unwilling to act then the members present shall elect 1 of their number to be chairperson of the meeting; and
 - (b) the chairperson shall maintain order and conduct the meeting in a proper and orderly manner; and
 - (c) every question, matter or resolution shall be decided by a majority of votes of the members present; and
 - (d) every member present shall be entitled to 1 vote and in the case of an equality of votes the chairperson shall have a second or casting vote; and
 - (e) however, no member shall be entitled to vote at any general meeting if the member's annual subscription is more than 1 month in arrears at the date of the meeting; and
 - (f) voting shall be by show of hands or a division of members, unless not less than one fifth of the members present demand a ballot, in which event there shall be a secret ballot; and
 - (g) The chairperson shall appoint 2 members to conduct the secret ballot in such manner as the chairperson shall determine and the result of the ballot as declared by the chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded; and
 - (h) a member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have 1 vote and in a secret ballot every member present in person or by proxy or by attorney or other duly authorised representative shall have 1 vote; and

- (i) the instrument appointing a proxy shall be in writing, in the common or usual form under the hand of the appointor or of the appointor's attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised; and
- (j) a proxy may but need not be a member of the association; and
- (k) the instrument appointing a proxy shall be deemed to confer authority to demand or joint in demanding a secret ballot; and
- (l) where it is desire to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:-

ASSOCIATION

I, _____ of _____, being a member of the above-mentioned association, hereby appoint _____ of _____, or failing the member, 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 _____ 19 ____ and at any adjournment thereof.

Signed this _____ day of _____ 19 ____ .

Signature

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

*Strike out whichever is not desire. (Unless otherwise instructed, the proxy may vote as the proxy thinks fit.);

- (m) the instrument appointing a proxy shall be deposited with the secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote; and
 - (n) the secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every management Board meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the secretary for that inspection.
- 32.2 For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every management Board meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding management Board meeting verifying their accuracy.
- 32.3 Similarly, the minutes of every general meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding general meeting.

- 32.4 However, the minutes of any annual general meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding general meeting or annual general meeting.

MISCELLANEOUS

33. By-Laws

- 33.1 The management Board may from time to time make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the association and any by-law may be set aside by a general meeting of members.

34. Alterations of Rules

- 34.1 Subject to the provisions of the *Associations Incorporation Act 1981*, these rules may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting.

- 34.2 However an amendment, rescission or addition is valid only if it is registered by the chief executive.

35. Common Seal

- 35.1 The management Board shall provide for a common seal and for its safe custody.

- 35.2 The common seal shall only be used by the authority of the management Board and every instrument to which the seal is affixed shall be signed by a member of the management Board and shall be countersigned by the secretary or by a second member of the management Board or by some other person appointed by the management Board for the purpose.

36. Funds and Accounts

- 36.1 The funds of the association must be kept in the name of the association in a financial institution decided by the management Board.

- 36.2 Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the association and the particulars usually shown in books of a like nature.

- 36.3 All moneys shall be deposited as soon as practicable after receipt thereof.

- 36.4 All amounts of \$100.00 or over shall be paid by cheque signed by any 2 of the president, secretary, treasurer or other member authorised from time to time by the management Board.

- 36.5 Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty cash recoupments which may be open.

- 36.6 The management Board shall determine the amount of petty cash which shall be kept on the imprest system.

- 36.7 All expenditure shall be approved or ratified at a management Board meeting.
- 36.8 As soon as practicable after the end of each financial year the treasurer shall cause to be prepared a statement containing the particulars of:-
- (a) the income and expenditure for the financial year just ended; and
 - (b) the assets and liabilities and of all mortgages, charges and securities affecting the property of the association at the close of that year.
- 36.9 If the association is incorporated within 3 months of the end of the association's financial year, subsection (8) does not apply for the financial year the association is incorporated.
- 36.10 The auditor must examine the statement prepared under subsection (8) and present a report on it to the secretary before the next annual general meeting following the financial year for which the audit was made.
- 36.11 The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.

37. Inspections of Books, etc

Except as otherwise provided by these rules, the public officer shall keep in his or her custody or under his or her control all records, books and other documents relating to the association.

38. Financial Year

The financial year of the association shall close on 30 June in each year.

39. Distribution of Surplus Assets to Another Entity

- 39.1 This section applied if the association is wound-up under part 10 of the Act and there are surplus assets.
- 39.2 The surplus assets must not be distributed among the members but must be given to another entity -
- (a) that has 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.
- 39.3 In this section -
- "surplus assets"** has the meaning given by section 92(3) of the Act.

APPENDIX 1 (Rule)

APPLICATION FOR MEMBERSHIP OF ASSOCIATION
SOUTHBANK BUSINESS ASSOCIATION INCORPORATED
(Incorporated under the Associations Incorporation Act 1984)

I/We, _____

(Full name of Applicant)

of _____

(Address)

(Occupation/business interest in SouthBank Business Association)

hereby apply to become a member of the abovenamed incorporated association.

[Next part to be completed only by applicants who are body corporates]

We nominate _____

(Name, address & position of representative)

to be our representative in the association, who consents to act as such representative by his signature below.

In the event of my/our admission as a member, I/We agree to be bound by the rules of the association for the time being in force.

Signature of applicant
(individual)

Signed for and on behalf of the
applicant which is a body corporate by

Name

Title

Signature of nominated representative
(If different to the person signing on
behalf of the body corporate)

Witness

Date

I, _____ a member of the association
(full name of member)

the nominated representative of a corporate member of the association, nominate the applicant, who is personally known to me, for membership of the association.

Signature of proposer

Date

I, _____ a member of the association
(full name of member)

the nominated representative of a corporate member of the association, second the nomination of the applicant, who is personally known to me, for membership of the association.

Signature of Seconder

Date