

# THIRD SCHEDULE

## North Queensland Underwater Explorers Club Inc.

### RULES

#### NAME

1. The name of the incorporated association shall be North Queensland Underwater Explorers Club Inc. (in these Rules called "the Association")

#### OBJECTS

2. The objects for which the Association is established are: to organise and participate in such aspects of free and scuba diving as well as any social activities that the members may determine from time to time and every effort should be made to promote good fellowship amongst members and with other clubs.

#### POWERS

- 3.1 The association has, in the exercise of its affairs, all the powers of an individual.
- 3.2 The association may, for example -
  - (a) enter into contracts; and
  - (b) acquire, hold deal with and dispose of any 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.
- 3.3 The association may take over the funds and other assets and liabilities of the present unincorporated association known as the 'North Queensland Underwater Explorers Club'.
- 3.4 The association may also issue secured and unsecured notes, debentures and debenture stock for the association.

#### CLASSES OF MEMBERS

- 4.1 The membership of the Association shall consist of the following classes of members:-
  - (a) **Members** - A member shall be a person who holds a scuba diving certification recognised by the club and who has paid the required fees. Members shall have the right to vote at all general meetings. Membership numbers shall be unlimited.
  - (b) **Associate members** - An associate member shall be a certified or non certified person who has paid the required fee. Associate members shall have no voting - rights, and are not eligible for election to management committee positions. Associate member numbers will not exceed the number of members.
  - (c) **Life members** - Any person who has rendered special and important services to the club maybe elected as a life member by the members in a general meeting, and shall thereby be relieved from payment of any further subscription to the club. Members shall have the right to vote at all general meetings. Life membership numbers shall be limited to 5.
  - (d) **Honorary members** - Any person who has rendered special services to the club may be elected as a honorary member by the members in a general meeting and shall be relieved from payment of annual membership fees for a one year period. Honorary membership to the club shall be reviewed by the members at the annual general meeting. Honorary members shall have no voting rights, and are not eligible for election to management committee positions. Honorary membership numbers shall be limited to 5.
- 4.2 The number of ordinary members shall be unlimited.

## **MEMBERSHIP**

- 5.1 Every person who at the date of incorporation of the Association was a member of the unincorporated association and who on or before the \_\_\_\_\_ day of, \_\_\_\_\_, 19\_\_\_\_\_, agrees in writing to become a member of the Association shall be admitted by the members at a general meeting to the same class of membership of the Association as that member held in the unincorporated association.
- (a) Every member of the Association who previously to his agreeing to become a member of the Association has paid his subscription due on the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_\_, as a member of the unincorporated association, shall not be liable to pay any further sum by way of annual subscription to the Association for the period prior to the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_\_.
- 5.2 Every applicant for any class of membership of the Association [other than the members of the unincorporated Association referred to in sub rule (1)] shall be proposed by one member of the Association and seconded by another member.
- 5.3 The application for membership shall be made in writing, signed by the applicant and his proposer and seconder and shall be in such form as the members at a general meeting may prescribe.

## **MEMBERSHIP FEES**

- 6.1 The membership fees for each class of membership shall be such sum as the members shall from time to time at any general meeting so determine.
- 6.2 The membership fees for each class of membership shall be payable at such time and in such manner as the members at a general meeting shall from time to time determine.

## **ADMISSION AND REJECTION OF MEMBERS**

- 7.1 At the next meeting of the Management Committee or the next general meeting after the receipt of any application and the fee applicable for any class of membership, such application shall be considered by the Management Committee or general meeting, who shall thereupon determine upon the admission or rejection of the applicant.
- 7.2 Any applicant who receives a majority of the votes of the members of the Management Committee or members at the general meeting at which such application is being considered shall be accepted as a member to the class of membership applied for.
- 7.3 Upon the acceptance or rejection of an application for any class of membership the secretary shall forthwith give the applicant notice of such acceptance or rejection.

## **TERMINATION OF MEMBERSHIP**

- 8.1 A member may resign from the Association at any time by giving notice in writing to the secretary.
- (a) 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.
- 8.2 If a member -
- (a) is convicted of an indictable offence; or
  - (b) fails to comply with any of the provisions of these Rules; or
  - (c) has membership fees in arrears for a period of two months or more; or
  - (d) conducts himself in a manner considered to be injurious or prejudicial to the character or interests of the Association, the members at a general meeting shall consider whether his membership shall be terminated

- 8.3 The member concerned shall be given a full and fair opportunity of presenting his case and if the members at a general meeting resolves to terminate his membership it shall instruct the secretary to advise the member in writing accordingly.

### **APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP**

- 9.1 A person whose application for membership has been rejected or whose membership has been terminated may within one month of receiving written notification thereof, lodge with the secretary written notice of his intention to appeal against the decision of the members at a general meeting.
- 9.2 Upon receipt of a notification of intention to appeal against rejection or termination of membership, the appeal shall be determined at the next general meeting or in the absence of such, the secretary shall convene a general meeting within three months of the date of receipt by him of such notice.
- (a) At any such meeting the applicant shall be given the opportunity to fully present his case and the Management Committee or those members thereof who rejected the application for membership or terminated the membership subsequently shall likewise have the opportunity of presenting its or their case.
- (b) The appeal shall be determined by the vote of the members present at such meeting.
- 9.3 Where a person whose application is rejected, does not appeal against the decision of the members at a general meeting within the time prescribed by these Rules or so appeals but the appeal is unsuccessful, the secretary shall forthwith refund the amount of any fee paid.

### **REGISTER OF MEMBERS**

- 10.1 The management committee shall cause a Register to be kept in which shall be entered the names and residential addresses of all persons admitted to membership of the Association and the dates of their admission.
- 10.2 Particulars shall also be entered into the Register of deaths, resignations, terminations and reinstatements of membership and any further particulars as the Management Committee or the members at any general meeting may require from time to time.
- 10.3 The Register shall be open for inspection at all reasonable times by any member who previously applies to the secretary for such inspection.
- 10A.1 if the association has not elected an interim officer as secretary for the association before its incorporation, the members of the management committee must appoint or elect a secretary for the association within 14 days after incorporation.
- 10A.2 If a vacancy happens in the office of secretary, the members of the management committee must appoint or elect a secretary within 14 days after the vacancy happens.

- 10A.3 The secretary must be an individual residing in the State who is -
- (a) a member of the association elected by the association as secretary; or
  - (b) a member of the association's management committee appointed by the committee as secretary; or
  - (c) appointed by the management committee as secretary (whether or not the individual is a member of the association).

### **MEMBERSHIP OF MANAGEMENT COMMITTEE**

- 11.1 The Management Committee of the Association shall consist of a President, Secretary, Treasurer, all of whom shall be members of the Association, and such number of other members as the members of the Association at any general meeting may from time to time elect or appoint.
- 11.2 At the annual general meeting of the Association, all the members of the Management Committee for the time being shall retire from office, but shall be eligible upon nomination for re-election.
- 11.3 The election of officers and other members of the Management Committee shall take place in the following manner.-
- (a) Any two members of the Association shall be at liberty to nominate any other member to serve as an officer or other member of the Management Committee;
  - (b) The nomination, which shall be in writing and signed by the member and his proposer and seconder, shall be lodged with the secretary at least fourteen 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 seconders' names, shall be available from the secretary at least seven 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.
- 12.1. Any member of the Management Committee may resign from membership of the Management Committee 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 his case.
- 12.2 The question of removal shall be determined by the vote of the members present at such a general meeting.
- 12.3 There is no right of appeal against a member's removal from office under this section.

### **VACANCIES ON MANAGEMENT COMMITTEE**

- 13.1 The Management Committee shall have power at any time to appoint any member of the Association to fill any casual vacancy on the Management Committee until the next annual general meeting.
- 13.2 The continuing members of the Management Committee may act notwithstanding any casual vacancy in the Management Committee, 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 Committee, the continuing member or members may act for the purpose of increasing the number of members of the Management Committee to that number or of summoning a general meeting of the Association, but for no other purpose.

## **FUNCTIONS OF THE MANAGEMENT COMMITTEE**

- 14.1 Except as otherwise provided by these Rules and subject to resolutions of the members of the Association carried at any general meeting the Management Committee -
- (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.
- 14.2 The Management Committee 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 or 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.
- 14.3 For subsection (2)(b), the rate of interest must not be more than the rate for the time being charged for overdrawn accounts on 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.

## **MEETINGS OF MANAGEMENT COMMITTEE**

- 15.1 The Management Committee shall meet at least once every 2 calendar months to exercise its functions. A general meeting at which there is a quorum of the Management Committee shall constitute such a meeting.
- (a) The management committee must decide now a meeting is to be called.
  - (b) Notice off a meeting is to be given in the way decided by the management committee.
- 15.2 A special meeting of the Management Committee shall be convened by the secretary on the requisition in writing signed by not less than one-third of the members of the Management Committee, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat
- 15.3 At every meeting of the Management Committee a simple majority of a number equal to the number of members elected and/or appointed to the Management Committee as at the close of the last general meeting of the members, shall constitute a quorum.
- 15.4 Subject as previously provided in this rule, the Management Committee may meet together and regulate its proceedings as it thinks fit:
- (a) Provided that questions arising at any meeting of the Management Committee 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.
- 15.5 A member of the Management Committee shall not vote in respect of any contract or proposed contract with the Association in which he is interested, or any matter arising thereout, and if he does so vote his vote shall not be count
- 15.6 Unless all Management Committee members agree otherwise, not less than fourteen days notice shall be given by the secretary to members of the Management Committee of any special meeting of the Management Committee.
- (a) Such notice shall clearly state the nature of the business to be discussed thereat.

- 15.7 The President shall preside as Chairman at every meeting of the Management Committee, or if there is no President, or if at any meeting he is not present within ten minutes after the time appointed for holding the meeting, the Vice-President shall be Chairman or if the Vice-President is not present at the meeting then the members may choose one of their number to be Chairman of the meeting.
- 15.8 If within half an hour from the time appointed for the commencement of a Management Committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee, shall lapse.
- (a) 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 Committee 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.
- 16.1 The Management Committee may delegate any of its powers to a sub-committee consisting of such members of the Association as the Management Committee thinks fit.
- (a) Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Management Committee.
- 16.2 A sub-committee may elect a Chairman of its meetings.
- (a) If no such Chairman is elected, or if at any meeting the Chairman is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairman of the meeting.
- 16.3 A sub-committee may meet and adjourn as it thinks proper.
- (a) 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.
17. All acts done by any meeting of the Management Committee or of a sub-committee or by any person acting as a member of the Management Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Management Committee or person acting as aforesaid, or that the members of the Management Committee 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 Committee.
- 18.1 A resolution in writing signed by all the members of the Management Committee for the time being entitled to receive notice of a meeting of the Management Committee shall be as valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and held.
- 18.2 Any such resolution may consist of several documents in like form, each signed by one or more members of the Management Committee.

***First general meeting***

- 19.1 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.
- 19.2 The management committee must decide where the meeting is to be held.
- 19.3 The business to be transacted at the first general meeting must include the appointment of an auditor.

***First annual general meeting***

- 19A. The first annual general meeting must be held within 18 months after the day the association is incorporated.

***Annual general meetings***

- 19B. Each subsequent annual general meeting must be held -
- (a) at least once each year, and
- (b) within 3 months after the end of the association's previous financial year.

***Business to be transacted at annual general meeting***

20. 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 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 statements to the meeting for adoption;
  - (d) the election of members of the management committee;
  - (e) the appointment of an auditor.

***Special general meeting***

- 21.1 The secretary shall convene a special general meeting by sending out notice of the meeting within 14 days of -
- (a) being directed to do so by the Management Committee; or
  - (b) being given a requisition in writing signed by not less than one-third of the members presently on the Management Committee or not less than the number of ordinary members of the Association which equals double the number of members presently on the Management Committee plus one.
  - (c) on being given a notice in writing of an intention to appeal against the decision of the members at a general meeting to reject an application for membership or to terminate the membership of any person.
- 21.2 A requisition mentioned in subsection (1)(b) shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat.

***Quorum at general meeting***

- 22.1 At any general meeting the number of members required to constitute a quorum shall be double the number of members presently on the Management Committee plus one.
- 22.2 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.
- (a) For the purposes of this rule "member" includes a person attending as a proxy or as representing a corporation which is a member.
- 22.3 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 Committee or the Association, shall lapse.
- (a) 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 Committee 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.
- 22.4 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.
- 22.5 When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- 22.6 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.

**Notice of general meeting**

- 23.1 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.
- 23.2 The manner by which such notice shall be given shall be determined by the Management Committee:
- 23.3 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 members at a general meeting shall be given in writing.
- 23.4 Notice of a general meeting shall clearly state the nature of the business to be discussed thereat.

**Procedure at general meeting**

- 24.1 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 fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall be the Chairman or if the Vice-President is not present or is unwilling to act then the members present shall elect one of their number to be Chairman 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 one vote and in the case of an equality of votes the Chairperson shall have a second or casting vote:
  - (e) Provided that no member shall be entitled to vote at any general meeting if his annual subscription is more than one month in arrears at the date of the meeting;
  - (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.
  - (g) The Chair shall appoint two members to conduct the secret ballot in such manner as the chair shall determine and the result of the ballot as declared by the Chair shall be deemed to be the resolution of the meeting of 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 one vote and in a secret ballot every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote;
  - (i) the instrument appointing a proxy shall be in writing, in the common or usual form, under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
  - (j) A proxy may but need not be a member of the Association.
  - (k) the instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot; and

- (l) where it is desired 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 abovenamed 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 resolution \* against  
Strike out whichever is not desired. (Unless otherwise instructed, the proxy may vote as he thinks fit.); and

- (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 Committee 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.

24.2 For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Management Committee meeting and/or general meeting shall be proposed and seconded at the next such meeting that the minutes be taken as a true record of that meeting.

## **BY-LAWS**

25. The Management Committee 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.

## **ALTERATION OF RULES**

26.1 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:

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

## **COMMON SEAL**

27.1 The Management Committee shall provide for a Common Seal and for its safe custody.

27.2 The Common Seal shall only be used by the authority of the Management Committee and every instrument to which the seal is affixed shall be signed by a member of the Management Committee and shall be countersigned by the secretary or by a second member of the Management Committee or by some other person appointed by the Management Committee for the purpose.

## FUNDS AND ACCOUNTS

- 28.1 The funds of the association must be kept in the name of the association in a financial institution decided by the members at a general meeting.
- 28.2 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.
- 28.3 All moneys shall be deposited as soon as practicable after receipt thereof.
- 28.4 All amounts of one hundred dollars or over shall be paid by cheque signed by any two of the president, secretary, treasurer or other member authorised from time to time by the Management Committee.
- 28.5 Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty cash recoupment which may be open.
- 28.6 The Management Committee shall determine the amount of petty cash which shall be kept on the imprest system.
- 28.7 All expenditure shall be approved or ratified by members at a general meeting.
- 28.8 As soon as practicable after the end of each financial year the treasurer shall cause to be prepared a statement containing 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.
- 28.9 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.
- 28.10 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.
- 28.11 The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.

## DOCUMENTS

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

## FINANCIAL YEAR

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

## DISTRIBUTION OF SURPLUS ASSETS

- 31.1 This section applies if the association is wound-up under part 7 of the Act and there are surplus assets.
- 31.2 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.
- 31.3 In this section – "**surplus assets**" has the meaning given by section 47(3) of the Act.