



## Rules of the BMW Club Queensland Incorporated

### 1 Interpretation

(1) In these rules—

- “the Act” means the Clubs Incorporation Act 1981; as amended from time to time and including any subsequent amendments of the said act.
- “The Club” means the BMW Club Queensland.
- “Management Committee” means the executive committee of the club
- “Committee” is the working committee of the club
- “The Unincorporated Club” means the unincorporated body known as the “BMW Club Queensland” whose funds and other assets and liabilities the Club is authorised to take over by Clause 3(c) of the rules.
- “Present” means
  - (a) at a management committee meeting, see rule 23(6); or
  - (b) at a general meeting, see rule 37(2).
- “Secretary” means any person appointed to perform the duties of a secretary of the Club and includes an honorary secretary.
- “State” means the State of Queensland.
- Where member is stated as “he”, read also as “she”.
- Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form; words or expressions contained in these regulations shall be interpreted in accordance with the provisions of the Acts interpretation Act 1954 as amended and of the Act as in force at the date at which these regulations become binding on the company.

(2) A word or expression that is not defined in these model rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

### 2 Name

The name of the incorporated club is “*BMW CLUB QUEENSLAND INCORPORATED*” (***the Club***).

### 3 Objectives

The objectives of the Club are—

- a) To advance and promote the interests of the owners and drivers of motor vehicles manufactured by BMW AG, any of its subsidiaries or companies in which it has an interest.
- b) To promote the Club of such owners and drivers by arranging meetings and social events and in particular by arranging competitive events in the various forms of motor sport.

- c) Solely for the purpose of carrying out the aforesaid objects and not otherwise. the Club has the power to hold or arrange competitions and provide or contribute towards the provision of prizes (members only), awards and distinctions in connection, PROVIDED that no member of the Club shall receive any prize, award or distinction of monetary value except as a successful competitor at any competition held or promoted by the Club or to the cost of the holding or promotion of which the Club may have subscribed out of its income or property and which, under the regulations affecting the said competition, may be awarded to him.
- d) To subscribe to, become a member of and co-operate with or amalgamate with any club or organisation, whether incorporated or not, whose objectives are similar to those of the Club provided that the Club shall not subscribe to or support with its funds or amalgamate with any club or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Club under or by virtue of clause 8 of this memorandum.
- e) To buy, sell and deal in all kinds of apparatus and all kinds of provisions, liquid and solid, required by the members of the Club or persons frequenting the Club's premises.
- f) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Club, PROVIDED that in case the Club shall take or hold any property which may be subject to any trusts the Club shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- g) To enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise that may seem conducive to the Club's objects, or any of them and to obtain from any such Government or authority any rights, privileges and concessions which the Club may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- h) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Club.
- i) To establish and support or aid in the establishment and support of clubs, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Club or the dependents or connections of any such persons; and to grant pensions and allowances; and to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects, or for any public general or useful object.
- j) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Club's interest and to contribute to, subsidise or

- otherwise assist and take part in the constructions, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- k) To invest and deal with the money of the Club not immediately required in such manner as the Committee deems fit.
  - l) To borrow, raise or secure the payment of money in such manner as the Club may deem fit and to secure the same or the repayment or performance of any debt, liability, contract, guarantee, or other engagement incurred or to be entered into by the Club in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Club's property (both present and future), and to purchase, redeem or pay off any such securities.
  - m) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
  - n) To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Club.
  - o) To take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, or any part of the Club's property of whatsoever kind sold by the Club or any money due to the Club from purchasers and others.
  - p) To take any gift of property whether subject to any special trust or not, for any one (1) or more of the objects of the Club but subject always to the proviso in paragraph (g) of this Clause.
  - q) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Club, in the shape of donations, annual subscriptions or otherwise.
  - r) To print and publish any newspapers, periodicals, books or leaflets that the Club may think desirable for the promotion of its objects.
  - s) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one (1) or more of the companies, institutions, societies or clubs with which the Club is authorised to amalgamate.
  - t) To transfer all or any part of the property, assets, liabilities and engagements of the Club to any one (1) or more of the companies, institutions, societies or clubs with which the Club is authorised to amalgamate.
  - u) To make donations for patriotic or charitable purposes.
  - v) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged.

#### **4 Powers**

- (1) The club has the powers of an individual.
- (2) The club 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.

#### **5 Classes of members**

(1) The membership of the club consists of ordinary members, and any of the following classes of members—

- (a) Ordinary membership hereinafter referred to as "members"
- (b) Associate membership
- (c) Honorary membership
- (d) Life membership
- (e) Country membership
- (f) Additional Card Holders
- (g) Family Membership

(2) The number of ordinary members is unlimited. The number of members with which the Club proposes to be registered is six hundred (600) but the Committee may from time to time register an increase of members.

#### **Membership Definitions**

- (a)
  - a) "Members" shall be those who own or and regularly drive a motor vehicle manufactured by BMW AG or any of its subsidiaries or other companies in which BMW AG shall have an interest. Such members shall be unlimited in number.
  - b) "Associate member" is a person who is not qualified for membership under subparagraph (a) hereof, nominated as such by a full member in accordance with these rules. Such nomination shall be terminated at any time upon giving written notice thereof to the secretary and a member may not nominate more than one (1) associate member at any one time. Such associate members shall be unlimited in number.
  - c) Upon proposal by a member, the Committee or any two members of the Committee may elect as an "Honorary member" for a period not exceeding one (1) month and or two (2) club sponsored events, any person who has previously enjoyed the like privilege within the period of three (3) months immediately preceding, and who is a member of another club approved by the committee. Honorary members shall be unlimited in number.
  - d) The Committee shall have power to elect as a "Life member" without payment of any further subscription any member of not less than ten years standing who shall in the opinion of the Committee have rendered significant services to the Club but such

election shall not take effect unless and until the same is confirmed at the Annual General Meeting next ensuing after the date of such election. Life membership shall be limited to no more than five (5) persons or such other number not exceeding thirty (30) in the discretion of the Committee.

- e) A “Country Member” shall be a member residing outside a radius of 200km from the G.P.O. of the city or town at which the nearest Chapter of the Club is based. Such country members shall be unlimited in numbers.
- f) “Additional Cardholders” shall be any nominated family member (not immediate) of any of the above classes of member.
- g) “Family Membership” shall be the immediate spouse and dependants of an Ordinary Member.

(b) Subject to clause 2(c) below, Associate members, Honorary members, Additional Cardholders and Family members shall enjoy all the privileges of full membership except that they shall not have the right to nominate members or vote at meetings.

(c) Despite clause 2(b), an Associate member shall have the right to nominate members or vote at meetings, *provided* that the Associate member:

- i. has been an Associate member and/ or an ordinary member, for 10 years or more (cumulatively); or
- ii. is, or has nominated to be, a currently serving member of the management committee.

## **7 New membership**

(a) An applicant for membership of the club must be proposed by 1 member of the club (the proposer) and seconded by another member (the seconder).

(b) An application for membership must be—

- (i) in writing; and
- (ii) signed by the applicant and the applicants’ proposer and seconder; and
- (iii) in the form decided by the management committee.

(c) A person joining via the website portal is deemed to have their application proposed by the membership officer and seconded by the Secretary.

(c) The management committee may resolve to reject a written application referred in clause 7(b) or a website application referred to in clause 7(c): provided that:

- i. the resolution must be made not more than 3 months after the date of the application; and
- ii. the resolution must be made by way of a special resolution.

(d) If an application is rejected in accordance with these rules, the Secretary must, as soon as practicable, effect a refund the membership fee paid by the person.

## **8 Membership fees**

(1) The membership fee for each membership and for each other class of membership (if any)—

- (a) is the amount decided by the members from time to time at a general meeting; and
- (b) is payable when, and in the way, the management committee decides.

(2) A member of the club who, before becoming a member, has paid the members annual subscription for membership of the club on or before a day fixed by the management committee, is not liable to pay a further amount of annual subscription for the period before the day fixed by the management committee as the day on which the next annual subscription is payable.

### **9 When membership ends**

(1) A member may resign from the club by giving a written notice of resignation to the secretary.

(2) The resignation takes effect at—

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

(3) The management committee may terminate a members membership if the member—

- (a) is convicted of an indictable offence; or
- (b) does not comply with any of the provisions of these rules; or
- (c) has membership fees in arrears for at least 2 months; or
- (d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the club.

(4) Before the management committee terminates a member's membership, the management committee must give the member a full and fair opportunity to show why the membership should not be terminated.

(5) If, after considering all representations made by the member, the management committee decides to terminate the membership, the secretary of the management committee must give the member a written notice of the decision.

### **10 Appeals**

(1) No right of appeal lies against a decision by the management committee to reject an application for membership made in accordance with clause 7.

(2) The following applies to to a termination of current membership:

(a) A person whose membership has been terminated, may give the secretary written notice of the person's intention to appeal against the decision.

(b) A notice of intention to appeal must be given to the secretary within 1 month after the person receives written notice of the decision.

(c) If the secretary receives a notice of intention to appeal, the secretary must, within 1 month after receiving the notice, call a general meeting to decide the appeal.

### **11 General meeting to decide appeal**

(1) The general meeting to decide an appeal against a termination of membership must be held within 3 months after the secretary receives the notice of intention to appeal.

(2) At the meeting, the applicant must be given a full and fair opportunity to show why the membership should not be terminated.

(3) Also, the management committee and the members of the management committee who terminated the membership must be given a full and fair opportunity to show why the membership should be terminated.

(4) An appeal against a termination of membership must be decided by a majority vote of the members present and eligible to vote at the meeting.

## **12 Register of members**

- (1) The management committee must keep a register of members of the club.
- (2) The register must include the following particulars for each member—
  - (a) the full name of the member;
  - (b) the postal or residential address of the member;
  - (c) the date of admission as a member;
  - (d) the date of death or time of resignation of the member;
  - (e) details about the termination or reinstatement of membership;
  - (f) any other particulars the management committee decides.
- (3) The register must be open for inspection by members of the club at all reasonable times.
- (4) A member must contact the secretary to arrange an inspection of the register.
- (5) However, the management committee may, on the application of a member of the club, withhold information about the member (other than the members full name) from the register available for inspection if the management committee decide that the disclosure is not in the member's best interest.

## **13 Prohibition on use of information on register of members**

- (1) A member of the club must not—
  - (a) use information obtained from the register of members of the club to contact, or send material to, another member of the club for the purpose of advertising for political, religious, charitable or commercial purposes; or
  - (b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the club for the purpose of advertising for political, religious, charitable or commercial purposes.
- (2) Subrule (1) does not apply if the use or disclosure of the information is approved by the club.

## **14 Appointment or election of secretary**

- (1) The secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is—
  - (a) a member of the club elected by the club as secretary; or
  - (b) any of the following persons appointed by the management committee as secretary—
    - (i) a member of the clubs management committee;
    - (ii) another member of the club;
    - (iii) another person.
- (2) If the club has not elected an interim officer as secretary for the club before its incorporation, the members of the management committee must ensure a secretary is appointed or elected for the club within 1 month after incorporation.
- (3) If a vacancy happens in the office of secretary, the members of the management committee must ensure a secretary is appointed or elected for the club within 1 month after the vacancy happens.
- (4) If the management committee appoints a person mentioned in subrule (1)(b)(ii) as secretary, other than to fill a casual vacancy on the management committee, the person does not become a member of the management committee.

(5) However, if the management committee appoints a person mentioned in subrule (1)(b)(ii) as secretary to fill a casual vacancy on the management committee, the person becomes a member of the management committee.

(6) If the management committee appoints a person mentioned in subrule (1)(b)(iii) as secretary, the person does not become a member of the management committee.

(7) In this rule— **casual vacancy**, on a management committee, means a vacancy that happens when an elected member of the management committee resigns, dies or otherwise stops holding office.

### **15 Removal of secretary**

(1) The management committee of the club may at any time remove a person appointed by the committee as the secretary.

(2) If the management committee removes a secretary who is a person mentioned in rule 15(1)(b)(i), the person remains a member of the management committee.

(3) If the management committee removes a secretary who is a person mentioned in rule 15(1)(b)(ii) and who has been appointed to a casual vacancy on the management committee under rule 15(5), the person remains a member of the management committee.

### **16 Functions of secretary**

The secretary's functions include, but are not limited to—

(a) calling meetings of the club, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the club; and

(b) keeping minutes of each meeting; and

(c) keeping copies of all correspondence and other documents relating to the club; and

(d) maintaining the register of members of the club or delegating these duties to a nominated committee member (Membership Officer)

### **17 Membership of management committee**

(1) The management committee of the club consists of a president, treasurer, secretary and any other members the club members elect at a general meeting.

(2) A member of the management committee, other than a secretary appointed by the management committee under rule 15(1)(b)(iii), must be a member of the club.

(3) At each annual general meeting of the club, the members of the management committee must retire from office, but are eligible, on nomination, for re-election.

(4) A member of the club may be appointed to a casual vacancy on the management committee under rule 21.

### **18 Electing the management committee**

(1) A member of the management committee may only be elected as follows—

(a) any 2 members of the club may nominate another member (the **candidate**) to serve as a member of the management committee;

(b) the nomination must be—

(i) in writing; and

(ii) signed by the candidate and the members who nominated him or her; and



- (iii) given to the secretary at least 14 days before the annual general meeting at which the election is to be held;
  - (c) each member of the club present and eligible to vote at the annual general meeting may vote for 1 candidate for each vacant position on the management committee;
  - (d) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- (2) A person may be a candidate only if the person—
- (a) is an adult; and
  - (b) is not ineligible to be elected as a member under section 61A of the Act.
- (3) A list of the candidates' names in alphabetical order, with the names of the members who nominated each candidate, must be posted in a conspicuous place in the office or usual place of meeting of the club for at least 7 days immediately preceding the annual general meeting.
- (4) If required by the management committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- (5) The management committee must ensure that, before a candidate is elected as a member of the management committee, the candidate is advised—
- (a) whether or not the club has public liability insurance; and
  - (b) if the club has public liability insurance—the amount of the insurance.

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

- (1) A member of the management committee may resign from the committee by giving written notice of resignation to the secretary.
- (2) The resignation takes effect at—
- (a) the time the notice is received by the secretary; or
  - (b) if a later time is stated in the notice—the later time.
- (3) A member may be removed from office at a general meeting of the club if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.
- (4) Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- (5) A member has no right of appeal against the member's removal from office under this rule.
- (6) A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

#### **20 Vacancies on management committee**

- (1) If a casual vacancy happens on the management committee, the continuing members of the committee may appoint another member of the club to fill the vacancy until the next annual general meeting.
- (2) The continuing members of the management committee may act despite a casual vacancy on the management committee.
- (3) However, if the number of committee members is less than the number fixed under rule 24(1) as a quorum of the management committee, the continuing members may act only to—

- (a) increase the number of management committee members to the number required for a quorum; or
- (b) call a general meeting of the club.

## **21 Functions of management committee**

- (1) Subject to these rules or a resolution of the members of the club carried at a general meeting, the management committee has the general control and management of the administration of the affairs, property and funds of the club.
- (2) The management committee has authority to interpret the meaning of these rules and any matter relating to the club on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

*Note*— The Act prevails if the clubs rules are inconsistent with the Act—see section 1B of the Act.

- (3) The management committee may exercise the powers of the club—
  - (a) to borrow, raise or secure the payment of amounts in a way the members of the club decide; and
  - (b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the club in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the clubs property, both present and future; and
  - (c) to purchase, redeem or pay off any securities issued; and
  - (d) to borrow amounts from members and pay interest on the amounts borrowed; and
  - (e) to mortgage or charge the whole or part of its property; and
  - (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the club; and
  - (g) to provide and pay off any securities issued; and
  - (h) to invest in a way the members of the club may from time to time decide.
- (4) For subrule (3)(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by—
  - (a) the financial institution for the club; or
  - (b) if there is more than 1 financial institution for the club—the financial institution nominated by the management committee.

## **22 Meetings of management committee**

- (1) Subject to this rule, the management committee may meet and conduct its proceedings as it considers appropriate.
- (2) The management committee must meet at least once every three (3) months to exercise its functions.
- (3) The management committee must decide how a meeting is to be called.
- (4) Notice of a meeting is to be given in the way decided by the management committee.
- (5) The management committee may hold meetings, or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (6) A committee member who participates in the meeting as mentioned in subrule (5) is taken to be present at the meeting.

(7) A question arising at a management committee meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the question is decided in the negative.

(8) A member of the management committee must not vote on a question about a contract or proposed contract with the club if the member has an interest in the contract or proposed contract and, if the member does vote, the members vote must not be counted.

(9) The president is to preside as chairperson at a management committee meeting.

(10) If there is no president or if the president is not present within 10 minutes after the time fixed for a management committee meeting, the members may choose 1 of their number to preside as chairperson at the meeting.

### **23 Quorum for, and adjournment of, management committee meeting**

(1) At a management committee meeting, more than 50% of the members elected to the committee as at the close of the last general meeting of the members form a quorum.

(2) If there is no quorum within 30 minutes after the time fixed for a management committee meeting called on the request of members of the committee, the meeting lapses.

(3) If there is no quorum within 30 minutes after the time fixed for a management committee meeting called other than on the request of the members of the committee—

(a) the meeting is to be adjourned for at least 1 day; and

(b) the members of the management committee who are present are to decide the day, time and place of the adjourned meeting.

(4) If, at an adjourned meeting mentioned in subrule (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

### **24 Special meeting of management committee**

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

(2) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

(3) A request for a special meeting must state—

(a) why the special meeting is called; and

(b) the business to be conducted at the meeting.

(4) A notice of a special meeting must state—

(a) the day, time and place of the meeting; and

(b) the business to be conducted at the meeting.

(5) A special meeting of the management committee must be held within 14 days after notice of the meeting is given to the members of the management committee.

### **25 Minutes of management committee meetings**

(1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each management committee meeting are entered in a minute book.

(2) To ensure the accuracy of the minutes, the minutes of each management committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next management committee meeting, verifying their accuracy.

## **26 Appointment of subcommittees**

(1) The management committee may appoint a subcommittee consisting of members of the club considered appropriate by the committee to help with the conduct of the clubs operations.

(2) A member of the subcommittee who is not a member of the management committee is not entitled to vote at a management committee meeting.

(3) A subcommittee may elect a chairperson of its meetings.

(4) If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be chairperson of the meeting.

(5) A subcommittee may meet and adjourn as it considers appropriate.

(6) A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

## **27 Acts not affected by defects or disqualifications**

(1) An act performed by the management committee, a subcommittee or a person acting as a member of the management committee is taken to have been validly performed.

(2) Subrule (1) applies even if the act was performed when—

(a) there was a defect in the appointment of a member of the management committee, subcommittee or person acting as a member of the management committee; or

(b) a management committee member, subcommittee member or person acting as a member of the management committee was disqualified from being a member.

## **28 Resolutions of management committee without meeting**

(1) A written resolution signed by each member of the management committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.

(2) A resolution mentioned in subrule (1) may consist of several documents in like form, each signed by 1 or more members of the committee.

## **29 First annual general meeting**

The first annual general meeting must be held within 6 months after the end date of the club's first reportable financial year.

## **30 Subsequent annual general meetings**

Each subsequent annual general meeting must be held—

(a) at least once each year; and

(b) within 6 months after the end date of the club's reportable financial year.

## **31 Business to be conducted at annual general meeting of level 1 incorporated clubs and particular level 2 and 3 incorporated clubs**

(1) This rule applies only if the club is—

- (a) a level 1 incorporated club; or
  - (b) a level 2 incorporated club to which section 59 of the Act applies; or
  - (c) a level 3 incorporated club to which section 59 of the Act applies.
- (2) The following business must be conducted at each annual general meeting of the club—
- (a) receiving the club's financial statement, and audit report, for the last reportable financial year;
  - (b) presenting the financial statement and audit report to the meeting for adoption;
  - (c) electing members of the management committee;
  - (d) for a level 1 incorporated club—appointing an auditor or an accountant for the present financial year;
  - (e) for a level 2 incorporated club, or a level 3 incorporated club, to which section 59 of the Act applies—appointing an auditor, an accountant or an approved person for the present financial year.

### **34 Business to be conducted at annual general meeting of other level 2 incorporated clubs**

- (1) This rule applies only if the club is a level 2 incorporated club to which section 59A of the Act applies.
- (2) The following business must be conducted at each annual general meeting of the club—
- (a) receiving the club's financial statement, and signed statement, for the last reportable financial year;
  - (b) presenting the financial statement and signed statement to the meeting for adoption;
  - (c) electing members of the management committee;
  - (d) appointing an auditor, an accountant or an approved person for the present financial year.

### **35 Business to be conducted at annual general meeting of other level 3 incorporated clubs**

- (1) This rule applies only if the club is a level 3 incorporated club to which section 59B of the Act applies.
- (2) The following business must be conducted at each annual general meeting of the club—
- (a) receiving the club's financial statement, and signed statement, for the last reportable financial year;
  - (b) presenting the financial statement and signed statement to the meeting for adoption;
  - (c) electing members of the management committee.

### **36 Notice of general meeting**

- (1) The secretary may call a general meeting of the club.
- (2) The secretary must give at least 14 days' notice of the meeting to each member of the club.
- (3) If the secretary is unable or unwilling to call the meeting, the president must call the meeting.
- (4) The management committee may decide the way in which the notice must be given.
- (5) However, notice of the following meetings must be given in writing—
- (a) a meeting called to hear and decide the appeal of a person against the management committee's decision—
    - (i) to reject the person's application for membership of the club; or

- (ii) to terminate the person's membership of the club;
  - (b) a meeting called to hear and decide a proposed special resolution of the club.
- (6) A notice of a general meeting must state the business to be conducted at the meeting.

### **37 Quorum for, and adjournment of, general meeting**

- (1) The quorum for a general meeting is at least the number of members elected or appointed to the management committee at the close of the club's last general meeting plus 1.
- (2) However, if all members of the club are members of the management committee, the quorum is the total number of members less 1.
- (3) No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- (4) If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the management committee or the club, the meeting lapses.
- (5) If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the management committee or the club—
- (a) the meeting is to be adjourned for at least 7 days; and
  - (b) the management committee is to decide the day, time and place of the adjourned meeting.
- (6) The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- (7) If a meeting is adjourned under subrule (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (8) The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- (9) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

### **38 Procedure at general meeting**

- (1) A member may take part and vote in a general meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (2) A member who participates in a meeting as mentioned in subrule (1) is taken to be present at the meeting.
- (3) At each general meeting—
- (a) the president is to preside as chairperson; and
  - (b) if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect 1 of their number to be chairperson of the meeting; and
  - (c) the chairperson must conduct the meeting in a proper and orderly way.

### **39 Voting at general meeting**

- (1) At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present.

- (2) Each member present and eligible to vote is entitled to 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
- (3) A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.
- (4) The method of voting is to be decided by the management committee.
- (5) However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- (6) If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.
- (7) The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

**40 Special general meeting**

- (1) The secretary must call a special general meeting by giving each member of the club notice of the meeting within 14 days after—
  - (a) being directed to call the meeting by the management committee; or
  - (b) being given a written request signed by—
    - (i) at least 33% of the number of members of the management committee when the request is signed; or
    - (ii) at least the number of ordinary members of the club equal to double the number of members of the club on the management committee when the request is signed plus 1; or
  - (c) being given a written notice of an intention to appeal against the decision of the management committee—
    - (i) to reject an application for membership; or
    - (ii) to terminate a person's membership.
- (2) A request mentioned in subrule (1)(b) must state—
  - (a) why the special general meeting is being called; and
  - (b) the business to be conducted at the meeting.
- (3) A special general meeting must be held within 3 months after the secretary—
  - (a) is directed to call the meeting by the management committee; or
  - (b) is given the written request mentioned in subrule (1)(b); or
  - (c) is given the written notice of an intention to appeal mentioned in subrule (1)(c).
- (4) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

**41 Proxies**

- (1) An instrument appointing a proxy must be in writing and be in the following or similar form—

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

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

Signature \_\_\_\_\_

- (2) The instrument appointing a proxy must—
  - (a) if the appointor is an individual—be signed by the appointor or the appointor's attorney properly authorised in writing; or
  - (b) if the appointor is a corporation—
    - (i) be under seal; or
    - (ii) be signed by a properly authorised officer or attorney of the corporation.
- (3) A proxy may be a member of the club or another person.
- (4) The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- (5) Each instrument appointing a proxy must be given to the secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- (6) Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.
- (7) If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the following or similar form—

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

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

Signature

#### **42 Minutes of general meetings**

- (1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book.
- (2) To ensure the accuracy of the minutes—
  - (a) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
  - (b) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the club that is a general meeting or annual general meeting, verifying their accuracy.
- (3) If asked by a member of the club, the secretary must, within 28 days after the request is made—
  - (a) make the minutes for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
  - (b) give the member copies of the minutes of the meeting.
- (4) The club may require the member to pay the reasonable costs of providing copies of the minutes.

#### **43 By-laws**

- (1) The management committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the club.
- (2) A by-law may be set aside by a vote of members at a general meeting of the club.



#### **44 Alteration of rules**

(1) Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.

(2) However an amendment, repeal or addition is valid only if it is registered by the chief executive.

#### **45 Common seal (Repealed)**

#### **46 Funds and accounts**

(1) The funds of the club must be kept in an account in the name of the club in a financial institution decided by the management committee.

(2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the club.

(3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.

(4) A payment by the club of \$100 or more must be made by cheque or electronic funds transfer.

(5) If a payment of \$100 or more is made by cheque or EFT, the cheque must be signed or the EFT approved by any 2 of the following—

(a) the president;

(b) the secretary;

(c) the treasurer;

(d) any 1 of 3 other members of the club who have been authorised by the management committee to sign cheques or approve EFT's issued by the club.

(6) However, 1 of the persons who signs the cheque or approve the EFT must be the president, the secretary or the treasurer.

(7) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.

(8) A petty cash account must be kept on the imprest system, and the management committee must decide the amount of petty cash to be kept in the account.

(9) All expenditure must be approved or ratified at a management committee meeting.

#### **47 General financial matters**

(1) On behalf of the management committee, the treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.

(2) The income and property of the club must be used solely in promoting the club's objects and exercising the club's powers.

#### **48 Documents**

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

#### **49 Financial year**

The end date of the club's financial year is 31 December in each year.

## **50 Distribution of surplus assets to another entity**

- (1) This rule applies if the club—
  - (a) is wound-up under part 10 of the Act; and
  - (b) has surplus assets.
- (2) The surplus assets must not be distributed among the members of the club.
- (3) The surplus assets must be given to another entity—
  - (a) having objects similar to the club's objects; and
  - (b) the rules of which prohibit the distribution of the entity's income and assets to its members.
- (4) In this rule— *surplus assets* see section 92(3) of the Act.

## **51 Seal**

(Repealed)

## **52 Accounts**

- (a)
  - I. The funds of the Club shall be banked in the name of the Club in such bank as the management committee may from time to time direct.
  - II. 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 Club and the particulars usually shown in books of a like nature.
  - III. All moneys shall be banked as soon as practicable after receipt thereof.
  - IV. All amounts of one hundred dollars (\$100.00) or over shall be paid by cheque or EFT signed or approved by any two (2) of the President, Secretary, Treasurer, or other member authorised from time to time by the management committee.
  - V. v) Cheques shall be crossed “not negotiable” except those in payment of wages, allowances or petty cash recoument which may be open.
  - VI. vi) The management committee shall determine the amount of petty cash which shall be kept on the imprest system.
  - VII. vii) All expenditure shall be approved or ratified at a management committee meeting.
  - VIII. 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 Club at the close of that year.
  - IX. All such statements shall be examined by the Auditor who shall present his report upon such audit to the Secretary prior to the holding of the Annual General Meeting next following the financial year in respect of which such audit was made.

(b) The management committee shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditor's report thereon as required by the Act. Provided, however, that the management

committee shall cause to be made out and laid before each general meeting a balance sheet and profit and loss account made up to date not more than three (3) months before the date of the meeting.

(c) All Annual General Meetings must be held within five (5) months of the end of the financial year.

(d) Within six (6) months of the end of the financial year, the annual return and audited financial statement outlining the financial affairs of the club must be lodged with the relevant authority.

(e) The management committee shall from time to time determine at what times and places under what conditions or regulations the accounting and other records of the Club shall be open to the inspection of members.

### **53 Audit**

A properly qualified Auditor or Auditors shall be appointed and his or their duties regulated in accordance with the Act.

### **54 Notice**

Any notice required by law or under these articles to be given to any member shall be given by sending it by post to him at his registered address, or (if he has no registered address within the State) to the address, if any, within the State supplied by him to the Club for the giving of notices to him or by email to the email address supplied by him to the club. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

(a) Notice of every annual general meeting shall be given in any manner herein before authorised to:-

- I. every member except those members who (having no registered address within the State) have not supplied to the Club an address within the State for the giving of notices to them;  
and;
- II. the Auditor or Auditors for the time being of the Club.

(b) No other person shall be entitled to receive notices of general meetings.

### **55 Winding Up**

The provisions of rule 8 hereof relating to the winding-up or dissolution of the Club shall have effect and be observed as if the same were repeated in these regulations.

### **56 Indemnity**

Every member of the management committee, Auditor, and other officer for the time being of the Club shall be indemnified out of the assets of the Club against any liability arising out of the execution of the duties of his or her office which is incurred by him or her in

defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application under the act in which relief is granted to him or her by the Court in respect of any negligence, default, breach of duty or breach of trust.

**57 Alterations of Rules**

Alteration of rules are 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; provided that no such amendment, rescission or addition shall be valid unless the same shall have been previously submitted to be approved by the relevant authority

**58 Safe Custody**

The management committee shall provide for the safe custody of books, documents, instruments of title and securities of the Club.

DATED the ..... day of ..... 20.....

Signatures of Subscribers.

.....

Witness to signatures and address of witness  
BMW CLUB QUEENSLAND INCORPORATED