



# Constitution - Sunshine Coast Free Flyers Association

## 1 Interpretation and Definitions

### 1.1 Interpretations

(1) In these rules—

**Act** means the *Associations Incorporation Act 1981*.

**present**—

(a) at a management committee meeting, see rule 23(6); or

(b) at a general meeting, see rule 37(2).

(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.

### 1.2 Definitions

(1) **Sports aviation** means those activities which CASA has delegated aviation authority to Sports Aviation Federation Australia (**SAFA**) including at the adoption of this Constitution, hang gliding, powered hang gliding, paragliding, powered paragliding, and weight shift microlighting

## 2 Name

The name of the incorporated association is **Sunshine Coast Free Flyers (SCFF)**

## 3 Objects

The objects of the association are—

(1) facilitate the safe enjoyment of sports aviation by our members

(2) have regard for the public interests and public safety in the execution of sports aviation

- (3) facilitate and encourage the establishment of flying sites and the retention of flying sites related to sports aviation
- (4) seek to ensure that sports aviation activities are conducted without harassment, bullying or discrimination
- (5) affiliate and otherwise liaise with SAFA, adopt their rule and policy frameworks to further these Objects;
- (6) undertake other actions or activities necessary, incidental or conducive to advance these Objects

#### **4 Powers**

- (1) The association has the powers of an individual.
- (2) 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) The association may also issue secured and unsecured notes, debentures and debenture stock for the association.

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

The membership of the association consists of any of the following classes of members:

##### **(1) Ordinary member**

- (a) This class requires either a current SAFA membership or to have had a SAFA membership which expired no more than 24 months previously
- (b) This class must apply and pay a fee and be approved by the committee
- (c) The club has the discretion to reject or approve an application
- (d) This member class has voting rights after three months of membership
- (e) This class can fly sites for which SCFF is the site manager, subject to applicable site rules determined by the management committee, if a current SAFA member and holds a pilot certificate issued by SAFA
- (f) This class can be elected to a committee position
- (g) The number of members of this class is unlimited

- (h) The membership duration for this class will typically be 12 months, or as determined by the committee
- (i) The club has the discretion to cancel this class of membership to a person previously approved at any time
- (j) This class is bound by the code of conduct and all relevant club policies

**(2) Temporary member**

- (a) This class requires a current SAFA membership
- (b) This class must apply and pay a fee and be approved by the committee
- (c) The club has the discretion to reject or approve an application
- (d) This member class does not have voting rights
- (e) This class can fly sites for which SCFF is the site manager, subject to applicable site rules determined by the management committee, if a current SAFA member and holds a pilot certificate issued by SAFA
- (f) This class cannot be elected to a committee position
- (g) The number of members of this class is unlimited
- (h) The membership duration for this class will typically be 1 month, or as determined by the committee
- (i) The club has the discretion to cancel this class of membership to a person previously approved at any time
- (j) This class is bound by the code of conduct and all relevant club policies

**(3) Student Member**

- (a) This class must have a current SAFA student membership and licence
- (b) This class must apply and pay a fee and be approved by the committee
- (c) The club has the discretion to reject or approve an application
- (d) This member class does not have voting rights
- (e) This class can fly sites for which SCFF is the site manager, subject to applicable site rules determined by the management committee, under SAFA rules for student pilot supervision
- (f) This class cannot be elected to a committee position
- (g) The number of members of this class is unlimited

- (h) The membership duration for this class will typically be 2 months, or as determined by the committee
- (i) The club has the discretion to cancel this class of membership to a person previously approved at any time
- (j) This class is bound by the code of conduct and all relevant club policies

**(4) Ground Only Member**

- (a) This class must be over 15 years of age
- (b) This class pays no fee and must be approved by the committee
- (c) The club has the discretion to reject or approve an application
- (d) This member class does not have voting rights
- (e) This class cannot fly sites
- (f) This class cannot be elected to a committee position
- (g) The number of members of this class is unlimited
- (h) The membership duration for this class will typically be 12 months, or as determined by the committee
- (i) The club has the discretion to cancel this class of membership to a person previously approved at any time
- (j) This class is bound by the code of conduct and all relevant club policies

**(5) Life Member**

- (a) This class requires either a current SAFA membership or to have had a SAFA membership previously
- (b) This class pays no membership fee
- (c) Membership of this class is awarded in accordance with the SCFF Life Membership policy
- (d) This member class has voting rights
- (e) This class can fly sites for which SCFF is the site manager, subject to applicable site rules determined by the management committee, if a current SAFA member and holds a pilot certificate issued by SAFA
- (f) This class can be elected to a committee position
- (g) The number of members of this class is limited to two new Life Members per annum

- (h) The membership duration for this class is for the life of the member, unless terminated by the committee
- (i) The club has the discretion to cancel this class of membership to a person previously approved at any time
- (j) This class is bound by the code of conduct and all relevant club policies

**(6) Contributory Member**

- (a) This class has skills and experience that would contribute positively to the club
- (b) This class pays no membership fee
- (c) Membership of this class is by nomination in accordance with the SCFF Contributory Membership policy
- (d) This member class has voting rights after three months of membership or at committee discretion
- (e) This class can fly sites for which SCFF is the site manager, subject to applicable site rules determined by the management committee, if a current SAFA member and holds a pilot certificate issued by SAFA
- (f) This class can be elected to a committee position
- (g) The number of members of this class is unlimited
- (h) The membership duration for this class will typically be 12 months, or as determined by the committee
- (i) The club has the discretion to cancel this class of membership to a person previously approved at any time
- (j) This class is bound by the code of conduct and all relevant club policies

**(7) Honorary Member**

- (a) This class brings prestige, networks or specific knowledge to the club
- (b) This class pays no membership fee
- (c) Membership of this class is by invitation in accordance with the SCFF Honorary Membership policy
- (d) This member class does not have voting rights
- (e) This class can fly sites for which SCFF is the site manager, subject to applicable site rules determined by the management committee, if a current SAFA member and holds a pilot certificate issued by SAFA

- (f) This class cannot be elected to a committee position
- (g) The number of members of this class is limited to 3 at any one time
- (h) The membership duration for this class is for a period decided by the management committee
- (i) The club has the discretion to cancel this class of membership to a person previously approved at any time
- (j) This class is bound by the code of conduct and all relevant club policies

## **6 Commercial Operators**

Commercial operations at sites for which SCFF is the site manager are only permitted with the express written permission of the Management Committee and at the Management Committee's complete discretion

## **7 New membership**

- (1) A new membership application must be received in a manner decided by the Management Committee
- (2) Membership applications must be approved by the Management Committee or its delegate.
- (3) The Management committee has complete discretion as to who it accepts as a member and may reject an application for any reason.
- (4) In becoming a member of the club, the person agrees to abide by the club's rules, by laws and code of conduct and understands that failure to do so may result in the membership being cancelled.

## **8 Membership fees**

- (1) The membership fee for each other class of membership —
  - (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
  - (c) The Management Committee may defer the obligation of a member to pay a fee, or reduce (including to zero) the fee payable by a member, if they are satisfied that there are grounds to do so
  - (d) The privileges of a member afforded to them under Clause 5 are suspended while the payment of any fee is in arrears

## **9 Admission and rejection of new members**

- (1) If a majority of the members of the management committee vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.
- (2) If a majority of the members of the management committee vote to reject the applicant as a member, the applicant must be rejected as a member for the class of membership applied for.
- (3) The management committee's decision to reject an applicant is final and not subject to appeal
- (4) Membership is not valid until such time as the management committee has accepted the application and full payment has been received.
- (5) The Management Committee will notify the applicant of acceptance or rejection by electronic means in a timeframe to be determined by the committee with the reasons for its decision.

## **10 When membership ends**

A person ceases to be a member upon

- (1) Resignation by written notice of resignation to the secretary. The resignation takes effect at the time the notice is received by the secretary; or if a later time is stated in the notice, the later time.
- (2) Death
- (3) Failure to pay the membership fees by the due date
- (4) When membership is terminated or revoked by the management committee

### **10.1 Termination**

- (1) The management committee may terminate a member's 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) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the association
- (2) Before the management committee terminates a member's membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.
- (3) If, after considering all representations made by the member, the management committee decides to terminate the membership, the secretary of the committee or their delegate must give the member a written notice of the decision, which can be by electronic means

**11 Appeal against termination of membership**

- (1) A person whose membership has been terminated, may give the secretary written notice of the person's intention to appeal against the decision.
- (2) A notice of intention to appeal must be given to the secretary within 14 days after the person receives written notice of the decision.
- (3) If the secretary receives a notice of intention to appeal, the secretary must, within 14 days after receiving the notice, call a General meeting to decide the appeal
- (4) The membership privileges afforded to a member whose membership has been terminated and who has appealed, are suspended whilst the appeal process is taking place

**12 General meeting to decide appeal**

- (1) A general meeting to decide an appeal must be held within 60 days 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 committee who terminated the membership must be given a full and fair opportunity to show why the membership should be terminated.
- (4) An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.
- (5) The general meeting shall also decide if a prorated proportion of the fee paid by the person whose membership has been terminated, shall be refunded.

**13 Register of members**

- (1) The management committee must keep a register of members of the association.
- (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 email address of the member
  - (d) the date of admission as a member;
  - (e) the date of death or time of resignation of the member;
  - (f) details about the termination or reinstatement of membership;



- (g) any other particulars the management committee or the members at a general meeting decide.
- (3) The register must be open for inspection by members of the association at all reasonable times.
- (4) If the register is not already available to members, 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 association, withhold information about the member (other than the member's full name) from the register available for inspection if the management committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

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

- (1) A member of the association must not—
  - (a) use information obtained from the register of members of the association to contact, or send material to, another member of the association 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 association 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 association.

#### **15 Appointment or election of secretary**

- (1) The secretary must be an adult who is—
  - (a) a member of the association elected by the association as secretary; or
  - (b) any of the following persons appointed by the management committee as secretary—
    - (i) a member of the association's management committee;
    - (ii) another member of the association;
    - (iii) another person.
- (2) 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 association within 1 month after the vacancy happens.
- (3) 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.

- (4) 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.
- (5) 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.
- (6) 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.

## **16 Removal of secretary**

- (1) The management committee of the association may at any time remove a person appointed by the committee as the secretary by majority vote of the management committee excluding the person to whom the removal pertains
- (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.

## **17 Functions of secretary**

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

- (a) calling meetings of the association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the association; and
- (b) keeping minutes of each meeting; and
- (c) keeping copies of all correspondence and other documents relating to the association; and
- (d) maintaining the register of members of the association.

## **18 Membership of management committee**

- (1) The management committee of the association consists of a president, treasurer, and any other members the association members elect at a general meeting with a minimum of 6 and up to a maximum of 10
- (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 class of

member of the association that is eligible to be a committee member as defined in Clause 5

- (3) At each annual general meeting of the association, the members of the management committee must retire from office, but are eligible, on nomination, for re-election.
- (4) A member of the association may be appointed to a casual vacancy on the management committee under rule 21.

## 19 Electing the management committee

- (1) A member of the management committee may only be elected as follows—
  - (a) any 2 members of the association may nominate another member (the ***candidate***) to serve as a member of the management committee; or a candidate may nominate themselves subject to endorsement by two members of the association
  - (b) the nomination must be—
    - (i) in writing; (by electronic means is acceptable) and
    - (ii) endorsed by the candidate and the members who nominated him or her; (endorsement by electronic means is acceptable) 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 association 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 a member eligible to hold a committee position as defined in Clause 5 ; 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 made available to members in a conspicuous place such as the association website for at least 10 days immediately preceding the annual general meeting and members must be notified at the time of posting, that the list has been posted
- (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 association has public liability insurance; and

- (b) if the association has public liability insurance—the amount of the insurance.

## **20 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 association 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.

## **21 Vacancies on management committee**

- (1) If a casual vacancy happens on the management committee, the continuing members of the committee may nominate another member of the association to fill the vacancy and this must be ratified by a majority of members in a manner to be decided by the committee.
- (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 association.

## **22 Functions of management committee**

- (1) Subject to these rules or a resolution of the members of the association 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 association.

- (2) The management committee has authority to interpret the meaning of these rules and any matter relating to the association on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.
- (3) The management committee may exercise the powers of the association—
  - (a) to borrow, raise or secure the payment of amounts in a way the members of the association 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 association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the association's 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 association; and
  - (g) to provide and pay off any securities issued; and
  - (h) to invest in a way the members of the association 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 association; or
  - (b) if there is more than 1 financial institution for the association—the financial institution nominated by the management committee.
- (5) For subrule (3) a dollar limit is to be set at each Annual General Meeting by the members whereby if the value of the action is greater than the limit, a general meeting of the members must be called

**22.1 A general meeting of members to decide to approve the transaction must be held prior to the committee taking action**

- (1) Prior to the meeting, full and transparent disclosure about the proposed transaction must be provided

- (2) At the meeting, the management committee must be given a full and fair opportunity to show why the proposed transaction would benefit the association.
- (3) At the meeting, members must be given the opportunity to ask questions about the proposed transaction
- (4) The outcome must be decided by a majority vote of the members present and eligible to vote at the meeting.

## **23 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 2 months to exercise its functions.
- (3) The management committee must decide how a meeting is to be called.
- (4) All management committee members must be invited to the meeting
- (5) Notice of a meeting is to be given in the way decided by the management committee.
- (6) 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.
- (7) A committee member who participates in the meeting as mentioned in subrule (6) is taken to be present at the meeting.
- (8) A question arising at a 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.
- (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.

## **24 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 either the request of members of the committee, or by the secretary or president the meeting lapses.
- (3) the meeting is to be adjourned for at least 1 day; and no more than 14 days
- (4) The members of the management committee who are present are to decide the day, time and place of the adjourned meeting.
- (5) If, at an adjourned meeting mentioned in subrule (2), there is no quorum within 30 minutes after the time fixed for the meeting,
- (6) The meeting is to be adjourned for at least 1 day; and no more than 7 days
- (7) The members of the management committee who are present are to decide the day, time and place of the adjourned meeting.
- (8) If this happens a third time, a Special General Meeting of members must be called

## **25 Special meeting of management committee**

- (1) If the secretary receives a written request signed by at least 33% of the members of the management 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.

## **26 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 recorded.
- (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. However, draft meeting minutes can be issued to committee members prior to the Chairperson providing sign off

- (3) If requested by a member to view minutes of a management committee meeting, the minutes must be made available

## **27 Appointment of subcommittees**

- (1) The management committee may appoint a subcommittee consisting of members of the association considered appropriate by the committee to help with the conduct of the association's 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.

## **28 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.



**29 Resolutions of management committee without meeting**

- (1) A written resolution signed (including by electronic means) 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.

**30 First annual general meeting**

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

**31 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 association's reportable financial year.

**32 Management committee members to be elected at annual general meeting**

The association must elect the members of the management committee at each annual general meeting of the association.

**33 Other business for annual general meeting of other small incorporated associations**

- (1) This rule applies if the association is a small incorporated association to which sections 59A and 59AB of the Act apply.
- (2) The following business must be conducted at each annual general meeting of the association—
  - (a) receiving the association's financial statement, and verification statement, for the last reportable financial year;
  - (b) presenting the financial statement and verification statement to the meeting for adoption.

**34 Notice of general meeting**

- (1) The secretary may call a general meeting of the association.
- (2) The secretary must give at least 14 days notice of the meeting to each member of the association.
- (3) If the Secretary is unable or unwilling to call the meeting within the timeframe specified the President must call the meeting.

- (4) If both the President and the Secretary are unable or unwilling to call the meeting within the timeframe specified, another committee member may call the meeting
- (5) Notice of all general meetings must be provided in writing (including by electronic means) to all members
- (6) This includes but is not limited to—
  - (a) a meeting called to hear and decide the appeal of a person against the management committee's decision
  - (b) a meeting called to hear and decide a proposed special resolution of the association.
  - (c) an annual general meeting
  - (d) a special general meeting
  - (e) to terminate a person's membership of the association
- (7) A notice of a general meeting must state the business to be conducted at the meeting.

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

- (1) The quorum for a general meeting is at least twice the number of committee members appointed to the committee at the last general meeting.
- (2) However, if all members of the association 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 association, 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 association—
  - (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.

### **36 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) The management committee must offer attendance by technology for all general meetings
- (4) 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 10 minutes after the time fixed for the meeting or is unwilling to act, or if the majority of members do not want the President to chair the meeting, 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.

### **37 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.

### **38 Special general meeting**

- (1) The secretary must call a special general meeting by giving each member of the association 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 association equal to double the number of members of the association 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 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 30 days 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, within the timeframe specified, the president must call the meeting.
- (5) If the Secretary and the President are unable or unwilling to call the meeting or fail to call a meeting within the time frame specified in clause 1 above, another member of the management committee may call the meeting

### **39 Proxies**

- (1) Proxies are valid and applicable only in the following instances
  - (a) where a resolution has been published prior to the General Meeting
  - (b) in the matter of voting for candidates for the management committee where the names of candidates have been made available as in Clause 19 (3)
- (2) An instrument appointing a proxy for purpose of electing members of the management committee must be in writing and be in the following or similar form— Sunshine Coast Free Flyers:

I, \_\_\_\_\_ of \_\_\_\_\_ being a member of  
the association, appoint  
\_\_\_\_\_ of  
\_\_\_\_\_ as my proxy to vote for me in  
regard to the election of committee members on my behalf at the  
(annual) general meeting of the association, to be held on the \_\_\_\_\_  
day of \_\_\_\_\_ 20\_\_\_\_ and at any adjournment of the  
meeting.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_  
\_\_\_\_\_ Signature

- (3) 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—

Sunshine Coast Free Flyers:

I, \_\_\_\_\_ of \_\_\_\_\_ being a  
member of the association, appoint  
\_\_\_\_\_ 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 \_\_\_\_\_ 20\_\_\_\_ and at any  
adjournment of the meeting.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_  
\_\_\_\_\_ Signature

This form is to be used \*in favour of/\*against [*strike out  
whichever is not wanted*] the following resolutions—

[*List relevant resolutions*]

- (4) 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.
- (5) A proxy may be a member of the association or another person.
- (6) The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.

- (7) 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.
- (8) In the matter of election of management committee members, and in regard to a pre-published resolution, the proxy may vote as the proxy considers appropriate.
- (9) In all other matters the proxy carries only his her own vote, not the vote of the person by whom they were appointed

#### **40 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 recorded and filed in a place accessible to current and future management committee members
- (2) The secretary must ensure the minutes are prepared within 7 days of the meeting
- (3) 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 association that is a general meeting or annual general meeting, verifying their accuracy.
- (4) The chairperson must sign off the minutes within 14 days of the meeting
- (5) If asked by a member of the association, the secretary must, within 7 days after the request is made—
  - (a) make the minute record for a particular general meeting available for inspection by members
  - (b) ensure the minutes are accessible for the life of the association
- (6) The association may require the member to pay the reasonable costs of providing copies of the minutes.

#### **41 By-laws**

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

#### **42 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 by 75% of members present
- (2) However an amendment, repeal or addition is valid only if it is registered by the chief executive.

#### **43 Execution of Documents:**

- (1) The Association may execute a document without using a common seal if the document is signed by:
  - (a) 2 members of the Committee, or
  - (b) One member of the Committee and the Secretary or Public Officer.
- (2) For the avoidance of doubt, any document that may be signed by the Association can be executed by the affixing of the common seal or by being signed in accordance with this clause.
- (3) The Committee may, by resolution, authorise specific members or officers to execute particular documents or classes of documents on behalf of the Association.
- (4) Digital signatures may be used in place of handwritten signatures, provided they comply with the applicable laws and regulations governing electronic transactions."

#### **44 Funds and accounts**

- (1) The funds of the association must be kept in an account in the name of the association in a financial institution decided by the management committee.
- (2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
- (3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (4) A payment by the association of \$100 or more must be made by electronic funds transfer.
- (5) All electronic funds transfers from the club bank account must be 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 association who have been authorised by the management committee to approve bank transfers by the association.
- (6) All expenditure over an amount to be agreed at the AGM each year, must be approved or ratified at a management committee meeting.

**45 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 association must be used solely in promoting the association's objects and exercising the association's powers.

**46 Documents**

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

**47 Financial year**

The end date of the association's financial year is 30th June in each year.

**48 Distribution of surplus assets to another entity**

- (1) This rule applies if the association—
  - (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 association.
- (3) The surplus assets must be given to another entity—
  - (a) having 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.
- (4) In this rule— **surplus assets** see section 92(3) of the Act.