



Constitution of MGLS

CONSTITUTION OF

MT. GRAVATT LAPIDARY SOCIETY INC.

PURPOSE AND POWERS

1. NAME

The name of the incorporated society shall be Mt. Gravatt Lapidary Society Inc. (in these Rules called "the Society").

2. OBJECTS

The objects for which the Society is established are:-

- (1) To promote lapidary and allied hobbies.
- (2) To maintain a workshop and associated premises where members may conduct lapidary and allied crafts.
- (3) To maintain equipment and machinery for the conduct of lapidary and allied crafts.
- (4) To help members familiarise themselves with equipment and machinery necessary to undertake lapidary and allied crafts.
- (5) To maintain a library of books and periodicals on lapidary and allied crafts.
- (6) To maintain a collection of rocks, minerals and associated items.
- (7) To conduct classes for members in lapidary and associated crafts.
- (8) To hold an annual public gem and mineral display.
- (9) To conduct field trips for members.
- (10) To organise functions which promote social interaction among members.

3. POWERS

The powers of the Society are:

- (1) To take over the funds and other assets and the liabilities of the present unincorporated society known as the "Mt Gravatt Lapidary Society";
- (2) To subscribe to, become a member of and co-operate with any other society, club or organization, whether incorporated or not, whose objects are altogether or in part similar to those of the Society provided that the Society shall not subscribe to or support with its funds any club, society or organization 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 Society under or by virtue of Rule 28 (10);



- (3) In furtherance of the objects of the Society to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Society or persons frequenting the Society's premises;
- (4) 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 connexion with, any of the objects of the Society: Provided that in case the Society shall take or hold any property which may be subject to any trusts the Society shall only deal with the same in such manner as is allowed by law having regard to such trusts:
- (5) To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Society; to obtain from any such Government or Authority any rights, privileges and concessions which the Society may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- (6) 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 Society;
- (7) To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the incorporated society, or in or about the incorporated society or promotion of the incorporated society or in the furtherance of its objects;
- (8) 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 Society's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
- (9) To invest and deal with the money of the Society not immediately required in such manner as may from time to time be thought fit;
- (10) To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate:
- (11) In furtherance of the objects of the Society to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or, body corporate;
- (12) To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated society's property or assets present or future and to purchase, redeem or pay-off any such securities.
- (13) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;



- (14) In furtherance of the objects of the Society 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 Society;
- (15) To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Society's property of whatsoever kind' sold by the Society, or any money due to the Society from purchasers and others;
- (16) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Society but subject always to the proviso in sub-rule (4);
- (17) 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 Society, in the shape of donations, annual subscriptions or otherwise;
- (18) To print and publish any newspapers, periodicals, books or leaflets that the Society may think desirable for the promotion of its objects;
- (19) In furtherance of the objects of the Society to amalgamate with any one or more incorporated societies having objects altogether or in part similar to those of the Society and which is a fund, authority or institution approved by the Commissioner of Taxation as a fund, authority or institution referred to in Section 23 of the Income Tax Assessment Act 1936 (as amended), and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Society under or by virtue of Rule 40;
- (20) In furtherance of the objects of the Society to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated societies with which the Society is authorised to amalgamate;
- (21) In furtherance of the objects of the Society to transfer all or any part of the property, assets, liabilities and engagements of the Society to any one or more of the incorporated societies with which the Society is authorised to amalgamate;
- (22) To make donations for patriotic, charitable or community purposes;
- (23) 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;
- (24) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Society.

MEMBERSHIP

4. CLASSES OF MEMBERS

- (1) The membership of the Society shall consist of ordinary members and honorary life members.
- (2) The number of ordinary members shall not exceed five hundred.
- (3) The number of honorary life members shall not exceed ten.



(4) Honorary Membership

- (a) Honorary life membership may be conferred on members who have rendered outstanding service to the Society over an extended period of time.
- (b) Nominations for honorary life membership may be made to the Management Committee at any time. The nomination shall be made in writing and shall be proposed by a financial member and seconded by another.
- (c) At the next meeting of the Management Committee after receipt of a nomination for honorary life membership, the nomination shall be considered by the Management Committee, who shall thereupon determine on the admission or rejection of the nominee.
- (d) Nominees for honorary life membership shall be ordinary members at the time of nomination.

5. MEMBERSHIP

- (1) Every person who at the date of incorporation of the Society was a member of the unincorporated society and who on or before the 31st day of December, 1983, agrees in writing to become a member of the Society shall be admitted by the Management Committee to the same class of membership of the Society as that member held in the unincorporated society. Every member of the Society who previously to his agreeing to become a member of the Society has paid his subscription due on the 31st day of March, 1983, as a member of the unincorporated society, shall not be liable to pay any further sum by way of annual subscription to the Society for the period prior to the 31st day of March 1984.
- (2) Every applicant for any class of membership of the Society (other than the members of the unincorporated society referred to in sub-rule (1)) shall be proposed by one member of the Society and seconded by another member. The application for membership shall be made in writing, signed by the applicant and his proposer and seconder and shall be in such form as the Management Committee from time to time prescribes.

6. MEMBERSHIP FEES

- (1) The membership fee shall be such sum as the members shall from time to time at any general meeting so determine.
- (2) The membership fee shall be payable at such time and in such manner as the Management Committee shall from time to time determine.

7. ADMISSION AND REJECTION OF MEMBERS

- (1) At the next meeting of the Management Committee after the receipt of any application and the fee applicable for any class of membership, such application shall be considered by the Management Committee, who shall there upon determine upon the admission or rejection of the applicant.
- (2) Any applicant who receives a majority of the votes of the members of the Management Committee present at the meeting at which such application is being considered shall be accepted as a member.



- (3) Upon the acceptance or rejection of an application for membership the secretary shall forthwith give the applicant notice in writing of such acceptance or rejection. Such acceptance may be notified to the member in the newsletter.
- (4) The applicant's membership commences upon the later of completion of the application and payment of the relevant membership and joining fees and until acceptance by the Management Committee is subject to termination without the need to give a reason if the application is rejected by the Management Committee.
- (5) If the application is rejected, the Society must refund any membership and joining fees paid by the applicant upon application less any joining fees attributable to any items received by the member on joining which are not returned in the condition they were received (for example the club badge).

8. TERMINATION OF MEMBERSHIP

- (1) A member may resign from the Society at any time by giving notice in writing to the secretary. Such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date.
- (2) If a member-
 - (a) is convicted of an indictable offence; or
 - (b) fails to comply with any of the provisions of these Rules; or
 - (c) has membership fees in arrears for a period of two months or more; or
 - (d) conducts himself in a manner considered to be injurious or prejudicial to the character or interests of the Society,

the Management Committee shall consider whether his membership shall be terminated.

- (3) The member concerned shall be given a full and fair opportunity of presenting his case and if the Management Committee resolves to terminate his membership it shall instruct the secretary to advise the member in writing accordingly.
- (4) The Management Committee may terminate the membership of members who have membership fees in arrears for a period of two months, if a reminder notice has appeared in at least two consecutive newsletters.
- (5) A reminder notice under Rule 8(4) must advise members that their membership fees are due and that if they have not paid their dues by a nominated date they will cease to be members. The nominated date must be at least two months after the annual membership fees are due for payment.

Note. Rule 8(4) does not lead to automatic termination of a person's membership, it requires the Management Committee to make a decision to termination a person's membership before that membership is terminated.

- (6) A member whose membership is terminated under Rule 8(4) automatically has his or her membership reinstated if the member subsequently pays the membership fees for the year in which the member seeks to have his or her membership reinstated.



Example. A member's membership is terminated under Rule 8(4) in August 2009. The member returns to the Society in June 2011 and asks to re-join the Society. The member need only pay the 2011 membership fees due for payment on 31 March 2011 to have his or her membership be automatically reinstated. The member is not required to pay the 2009 or 2010 membership fees.

9. APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

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

10. REGISTER OF MEMBERS

- (1) The Management Committee shall cause a Register to be kept in which shall be entered the names and residential addresses of all persons admitted to membership of the Society and the dates of their admission.
- (2) Particulars shall also be entered into the Register of deaths, resignations, terminations and reinstatements of membership and any further particulars as the Management Committee or the members at any general meeting may require from time to time.
- (3) The Management Committee may determine the form of the register of members and how it is maintained, as well as how any copies of that register are kept and maintained.
- (4) The Register shall be open for inspection at all reasonable times by any member who previously applies to the secretary for such inspection.

THE MANAGEMENT COMMITTEE

11. MEMBERSHIP OF MANAGEMENT COMMITTEE

The Management Committee of the Society consists of:

- (1) the following officers all of whom must be members of the Society – a President, Vice-President, Secretary, Treasurer and Chief Instructor; and
- (2) such number of other members as the members of the Society at any general meeting may from time to time elect or appoint.



12. TERM IN OFFICE

- (1) At the annual general meeting of the Society, all the members of the Management Committee for the time being shall retire from office.
- (2) A member retiring from an office will not be eligible upon nomination for re-election to the same office if the term in that office for which the Member is standing for re-election is the member's fourth consecutive term in that office.
- (3) A member not eligible to stand for an office because of Rule 12(2) is still eligible to stand for another office.

13. ELECTION OF OFFICERS AND OTHER MEMBERS OF THE MANAGEMENT COMMITTEE

The election of officers and other members of the Management Committee shall take place in the following manner.

- (1) Any two members of the Society shall be at liberty to nominate any other member to serve as an officer or other member of the Management Committee.
- (2) The nomination, which shall be in writing and signed by the member and his proposer and seconder, shall be lodged with the secretary at least fourteen days before the annual general meeting at which the election is to take place.
- (3) A list of the candidates' names in alphabetical order, with the proposers' and seconders' names, shall be posted in a conspicuous place in the office or usual place of meeting of the Society for at least seven days immediately preceding the annual general meeting.
- (4) Balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each member present at the annual general meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.
- (5) Should, at the commencement of such meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.

14. RESIGNATION FROM THE MANAGEMENT COMMITTEE

Any member of the Management Committee may resign from membership of the Management Committee at any time by giving notice in writing to the secretary but such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date.

15. REMOVAL OF A MANAGEMENT COMMITTEE MEMBER FROM OFFICE

Any member of the Management Committee may be removed from office at a general meeting of the Society. The member must be given the opportunity to fully present his or her case. The question of removal must be determined by the vote of the members present at the general meeting.



16. APPEALS FROM REMOVAL FROM OFFICE

A Management Committee member removed from office by a resolution of a General Meeting has no right of appeal if:

- (1) the notice of the General Meeting included notice of the resolution to remove the member from office; and
- (2) if reasons for the resolution are included in the notice, the member being removed from office is given at least 7 days to consider the proposed notice and request a reply to the reasons be included in the meeting notice and that reply is included in the meeting notice,

otherwise the member removed from office has the same appeal rights as a member whose membership is terminated by the Management Committee.

17. VACANCIES ON MANAGEMENT COMMITTEE

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

18. FUNCTIONS OF THE MANAGEMENT COMMITTEE

- (1) Except as otherwise provided by these Rules and subject to resolutions of the members of the Society carried at any general meeting the Management Committee-
 - (a) shall have the general control and management of the administration of the affairs, property and funds of the Society; and
 - (b) shall have authority to interpret the meaning of these Rules and any matter relating to the Society on which these Rules are silent.
- (2) The Management Committee may exercise all the powers of the Society-
 - (a) to borrow or raise or secure the payment of money in such manner as the members of the Society may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Society in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Society's property, both present and future, and to purchase, redeem or pay off any such securities;
 - (b) to borrow money from members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Brisbane for overdrawn accounts on money lent, whether the term of the loan be short or long, and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Society, and to provide and pay off any such securities; and



- (c) to invest in such manner as the members of the Society may from time to time determine.

MANAGEMENT COMMITTEE MEETINGS AND CLUB MEETINGS

19. MEETINGS OF MANAGEMENT COMMITTEE

- (1) The Management Committee must meet to exercise its function at least once in each of ten months in every year. One Management Committee meeting in each of these calendar months is called a “Club Meeting” and will be open to all members. All members present at a Club Meeting have the right to vote on any resolution put to the meeting.

Note. This Rule does not prevent the Management Committee holding such meetings as the Management Committee sees fit in addition to the regular Club Meeting.

- (2) A special meeting of the Management Committee shall be convened by the secretary on the requisition in writing signed by not less than one-third of the members of the Management Committee, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.

20. NOTICE OF MANAGEMENT COMMITTEE SPECIAL MEETINGS

- (1) Not less than fourteen days notice shall be given by the secretary to members of the Management Committee of any special meeting of the Management Committee, unless all Management Committee members who at the relevant time are in Queensland and can be contacted by telephone consent to a shorter notice period.
- (2) The notice required by Rule 20(1) must clearly state the nature of the business to be discussed at the meeting.
- (3) The consent required by Rule 20(1) must be in writing but need not be signed if the method of writing identifies the member or a personal device belonging to the member such as the member’s mobile phone.

Note. The words “but need not be signed if the method of writing identifies the member” are intended to allow for forms of written communication that are not usually signed but which have a sender’s address or identification embedded in them, such as (without limitation) e-mails or mobile phone based SMS.

21. QUORUM OF MANAGEMENT COMMITTEE MEETINGS

- (1) At every meeting of the Management Committee a simple majority of a number equal to the number of members elected and/or appointed to the Management Committee as at the close of the last general meeting of the members, shall constitute a quorum.
- (2) If within half an hour from the time appointed for the commencement of a Management Committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.



22. INTERESTEDNESS

- (1) A member of the Management Committee shall not vote in respect of any contract or proposed contract with the Society in which he is interested, or any matter arising thereout, and if he does so vote his vote shall not be counted.

23. MANAGEMENT COMMITTEE MEETING PROCEDURES

- (1) Subject as previously provided in this rule, the Management Committee may meet together and regulate its proceedings as it thinks fit, provided that:
 - (a) questions arising at any meeting of the Management Committee shall be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative; and
 - (b) if all participants in the meeting can hear each other and make themselves heard, one or more participants need not be physically present to attend the meeting and be counted in the quorum;
 - (c) if one of more participants is attending via some means other than the member's physical presence at the meeting and the communications technology being used fails temporarily, the meeting is adjourned until:
 - A. if the communications technology is re-established within 30 minutes, the technology is re-established; otherwise
 - B. a later time agreed by the participants.

Explanatory note. Rule 23(1) is intended to also allow members to attend meetings using some form of communications technology without needing to be physically present.

- (2) The President shall preside as Chairman at every meeting of the Management Committee, or if there is no President or if at any meeting he is not present within ten minutes after the time appointed for holding the meeting, the Vice President shall be Chairman or if the Vice-President is not present at the meeting then the members may choose one of their number to be Chairman of the meeting.

24. SUB-COMMITTEES

- (1) The Management Committee may delegate any of its powers to a sub-committee consisting of such members of the Society as the Management Committee thinks fit. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Management Committee.
- (2) A sub-committee may elect a Chairman of its meetings. If no such Chairman is elected, or if at any meeting the Chairman is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairman of the meeting.
- (3) A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.



25. VALIDITY OF ACTS

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

26. RESOLUTIONS MADE WITHOUT A MEETING

A resolution in writing signed by all members of the Management Committee for the time being entitled to receive notice of a meeting of the Management Committee is as valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Management Committee.

GENERAL MEETINGS

27. ANNUAL GENERAL MEETINGS

- (1) The first general meeting shall be held at such time, not being less than one month nor more than three months after the incorporation of the Society, and at such place as the Management Committee may determine.
- (2) The annual general meeting shall be held within three months of the close of the financial year.

28. BUSINESS OF THE AGM

The business to be transacted at every annual general meeting shall be:

- (1) the receiving of the Management Committee's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the association for the preceding financial year;
- (2) the receiving of the auditor's report upon the books and accounts for the preceding financial year;
- (3) the election of members of the Management. Committee; and
- (4) the appointment of an auditor.

29. OTHER GENERAL MEETINGS

The secretary shall convene a special general meeting:

- (1) when directed to do so by the Management Committee; or
- (2) on the requisition in writing signed by not less than one-third of the members presently on the Management Committee or not less than the number of ordinary members of the Society which equals double the number of members presently on the Management



Committee plus one - such requisition shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat; or

- (3) on being given a notice in writing of an intention to appeal against the decision of the Management Committee to reject an application for membership or to terminate the membership of any person.

30. QUORUM REQUIREMENTS

- (1) At any general meeting the number of members required to constitute a quorum shall be double the number of members presently on the Management Committee plus one.
- (2) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. For the purposes of this Rule "member" includes a person attending as a proxy or as representing a corporation which is a member.
- (3) If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee or the Society, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
- (4) The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

31. NOTICE OF GENERAL MEETINGS.

- (1) The secretary shall convene all general meetings of the Society by giving not less than 14 days notice of any such meeting to the members of the Society.
- (2) The manner by which such notice shall be given shall be determined by the Management Committee: Provided that notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of his membership by the Management Committee, shall be given in writing. Notice of a general meeting shall clearly state the nature of the business to be discussed thereat.

32. GENERAL MEETING PROCEDURES

Unless otherwise provided by these Rules, at every general meeting:

- (1) the President shall preside as Chairman, or if there is no President, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice President shall be the Chairman or if the Vice-President is not



present or is unwilling to act then the members present shall elect one of their number to be Chairman of the meeting;

- (2) the Chairman shall maintain order and conduct the meeting in a proper and orderly manner;
- (3) every question, matter or resolution shall be decided by a majority of votes of the members present;
- (4) every member present shall be entitled to one vote and in the case of an equality of votes the Chairman shall have a second or casting vote - Provided that no member shall be entitled to vote at any general meeting if his annual subscription is more than one month in arrears at the date of the meeting;
- (5) voting shall be by show of hands or a division of members, unless not less than one-fifth of the members present demand a ballot, in which event there shall be a secret ballot;
- (6) for each secret ballot the Chairman shall appoint two members to conduct the secret ballot in such manner as he shall determine and the result of the ballot as declared by the Chairman shall be deemed to be the resolution of the meeting at which the ballot was demanded; and
- (7) a member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote and in a secret ballot every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote.

33. PROXIES

- (1) The instrument appointing a proxy must be:
 - (a) in writing, in the form provided in the Schedule or any other form approved by the Management Committee and made available to members for use at the meeting,
 - (b) signed by the member appointing the proxy (the *appointor*) or the appointor's duly appointed attorney, if the appointor is a corporation either under seal or under the hand of an officer or attorney duly authorised;
 - (c) if signed by the appointor's attorney, accompanied by a certified copy of the power of attorney; and
 - (d) deposited with the secretary before the commencement of any meeting or adjourned meeting at which the appointor purposes to vote;
- (2) a proxy may but need not be a member of the Society; and
- (3) the instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot.

34. MINUTES

- (1) The secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the secretary for that inspection.



- (2) Within 28 days after receiving an application under Rule 34(1) to inspect the minutes of a meeting, the secretary must:
 - (a) make the minute book for the relevant meeting available for inspection by the member at a mutually agreed time and place; and
 - (b) if requested to do so, give the member copies of the minutes of the meeting upon receiving any costs referred to in Rule 34(3).
- (3) The Society may require the member to pay the reasonable costs of providing copies of the minutes.

35. VERIFICATION OF MINUTES

- (1) For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Management Committee meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding Management Committee meeting verifying their accuracy.
- (2) Similarly, the minutes of every general meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding general meeting: Provided that the minutes of any annual general meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding general meeting or annual general meeting.

RULES, BY-LAWS AND CLUB PROPERTY

36. BY-LAWS

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

37. ALTERATION OF RULES

- (1) Subject to the provisions of the Associations Incorporation Act 1981 (the *Act*), these Rules may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting.
- (2) While the Act or the *Associations Incorporation Regulations 1999* requires changes to these Rules to be registered before they take effect, the special resolution referred to in Rule 37(1) will not take effect until such time as it is registered.

38. COMMON SEAL

- (1) The Management Committee must ensure that the Society has a common seal.
- (2) The common seal must be kept safely and only be used by the authority of the Management Committee.
- (3) Every instrument to which the common seal is affixed shall be signed by a member of the Management Committee and shall be counter-signed by the secretary or by a second



member of the Management Committee or by some other person appointed by the Management Committee for the purpose.

39. FUNDS AND ACCOUNTS

- (1) The funds of the Society shall be banked in the name of the Society in such bank as the Management Committee may from time to time direct.
- (2) Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the Society and the particulars usually shown in books of a like nature.
- (3) All moneys shall be banked as soon as practicable after receipt thereof.
- (4) All amounts of one hundred dollars (\$100) or over shall be paid by cheque.

Note. In June 2008 the Associations Incorporation Regulation 12(3) requires all payments of \$100 or more to be made by cheque. The penalty for breach of that regulation being up to \$440. The Society should review this Rule periodically (for example every 5 years) and decide if the amount referred to in the Rule should be updated.

- (5) Cheques must be crossed as "not negotiable" and signed by any two of the president, secretary, treasurer or other member authorised from time to time by the Management Committee.
- (6) Despite Rule 39(5), cheques for payment of wages, allowances or petty cash recoupments may be open cheques (i.e. not crossed as "not negotiable" or if pre-printed with "not negotiable" endorsed as being negotiable).
- (7) The Management Committee shall determine the amount of petty cash which shall be kept on the imprest system.
- (8) All expenditure shall be approved or ratified at a Management Committee meeting.
- (9) 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 Society at the close of that year.
- (10) 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.

40. USE OF INCOME AND PROPERTY

- (1) Regardless of how it is derived, the income and property of the Society must be used and applied solely in promotion of the Society's objects and in the exercise of its powers as set out in this Constitution.
- (2) No portion of the Society's income and property may be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Society.



- (3) Nothing in this Rule 40:
- (a) prevents the payment in good faith of interest to any member of the Society in respect of moneys advanced by the member to the Society or otherwise owing by the Society to the member;
 - (b) prevents remuneration to any officers or servants of the Society or to any member of the Society or other person in return for any services actually rendered to the Society; and
 - (c) may be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Society or reasonable and proper rent for premises demised or let to the Society.

41. DOCUMENTS

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

42. FINANCIAL YEAR

The financial year of the Society shall close on 31st August in each year.

43. DISTRIBUTION OF SURPLUS ASSETS

If the society shall be wound up in accordance with the provisions of the Associations Incorporation Act 1981, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Society, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Society, and which is a fund, authority or institution approved by the Commissioner of Taxation as a fund, authority or institution referred to in Section 23 of the Income Tax Assessment Act, 1936 (as amended), and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Society under or by virtue of Rule 40, such institution or institutions to be determined by members of the Society.

INTERPRETATION

44. HEADINGS NOTES AND EXAMPLES

Headings, notes and examples do not form part of these rules. Where there is ambiguity, headings, notes and examples but may be used to aid the interpretation of these rules.



SCHEDULE

MT GRAVATT LAPIDARY SOCIETY INC. (the Society)

PROXY FORM

I, of ,
being a member of the abovenamed Society, appoint *the Chairperson of the meeting/

* of ,
*or failing him or her,

* of
as my proxy to vote for me on my behalf at the meeting of the Society, to be held on the day
of , 20 , and at any adjournment thereof.

**My proxy may vote as he or she thinks fit.

**This form is to be used * *in _ favour _ of* the resolution(s) put to the meeting.
against

**My proxy must vote on each resolution as follows.

- ✓ Resolution 1 - Please vote [*in favour of / *against] this resolution.
[repeat the line above for each resolution you want to instruct the proxy upon]
- ✓
- ✓
- ✓ Please vote [*as you think fit on/ *in favour of / *against] the remaining resolutions.

Signed at..... this day of , 20

Signature.....

PLEASE NOTE

If you do not name a proxy, the Chairperson will be your proxy even if “the Chairperson of the meeting” or any part of it is struck out.

If there is any ambiguity in your instructions, your proxy’s decision as to what your instructions mean is final and you proxy may vote as he or she thinks you wanted him or her to vote. Your proxy’s decision in this event is final, even if it turns out your proxy voted in a manner contrary to how you or anyone else later thinks you instructed your proxy to vote.

COMPLETION NOTES:

- *Strike out or omit whichever options are not desired.
- **To avoid ambiguity use only one of these forms of instruction.
- ✓ Please complete the blanks.
- ✓ You do not need to appoint an alternative proxy (name a second proxy).
- ✓ You can not appoint more than one proxy to represent you at the same time on the same resolution.