



# **Gold Coast Potters' Association Inc.**

## **Constitution (Rules of Association)**

**Endorsed 30 November 2020**

# Rules of Gold Coast Potters' Association Inc.

Endorsed 30 November 2020

## 1. Name

The name of the incorporated association is **Gold Coast Potters' Association Inc.** (in these Rules, call ***the association***).

## 2. Interpretation

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.

## 3. Definitions

(a) **ACT** means the Associations Incorporation Act 1981 (Queensland).

(b) **ASSOCIATION** means Gold Coast Potters Association Inc.

(c) **COMMITTEE** means as defined in rule 18.

(d) **FAMILY MEMBER** means persons that are related by birth in the first degree (that is, parent-child, siblings, etc), marriage or adoption and includes any persons that co-habitate with each other regardless of their relationship.

(e) **GENERAL MEETING** means an Annual General Meeting or a Special General Meeting.

(f) **MANAGEMENT COMMITTEE** means the same as Committee.

(g) **OFFICE BEARERS** means the President, Treasurer and Secretary of the Association.

(h) **PRESENT** means:

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

(b) at a general meeting, see rule 35(2).

(i) **SIGNED** means physical signature or sent from the person's usual email address.

## 4. Objects

The objects of the association are:

(a) to foster, encourage, and promote the art of pottery in the local area;

(b) to affiliate with pottery groups in Australia and such other bodies as the association deems fit;

(c) to abide by the rules regulating the conduct of the gold Coast Potters Association including the Qld Government Land Act and our lease agreement with the Gold Coast City Council

(d) to foster a healthy environment and encourage good fellowship and a sense of community spirit amongst members and visitors;

(e) to establish and maintain facilities for the benefit, social comfort and advancement of the craft, the association, its members and visitors;

(f) to do such things as are incidental or conducive to the attainment of any or all of these objects.

## 5. 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.

## 6. Classes of members

- (1) The membership of the association consists of the following classes of members:

- (a) Full members
- (b) Associate members
- (c) Teacher members
- (d) Life members

- (2) A **Full Member** shall be any person aged eighteen (18) years or over who participates in pottery activities on the payment of the membership fee and other such sums as may be declared upon by Members at any General Meeting.

Full Members shall be:

- (a) subject to the provisions of the Rules;
- (b) subject to the policies and procedures stipulated by the Association;
- (c) entitled to vote at General Meetings of the Association unless there is a perceived or real conflict of interest;
- (d) entitled to hold a position on the Management Committee;
- (e) entitled to obtain a key to one or both studios, pending achievement of criteria as set by the Management Committee from time to time;
- (f) entitled to other benefits afforded to Full Members as determined by the Management Committee from time to time; and
- (g) encouraged to volunteer for the Association in conducting its activities.

Full Members shall be unlimited in number.

- (3) An **Associate Member** be any person aged eighteen (18) years or over who participates in pottery activities on the payment of the membership fee and any other such sums as may be declared upon by Members at any General Meeting.

Associate Members shall be:

- (a) subject to the provisions of the Rules;
- (b) subject to the policies and procedures stipulated by the Association;
- (c) not entitled to vote at General Meetings of the Association;
- (d) not entitled to hold a position on the Management Committee;
- (e) not entitled to obtain a key to one or both studios; and
- (f) encouraged to volunteer for the Association in conducting its activities.

Associate Members shall be unlimited in number.

- (4) A **Teacher Member** shall be any person aged eighteen (18) years or over with skills and experience that meet criteria as determined by the Management Committee from time to time and on the payment of the membership fee and other such sums as may be declared upon by Members at any General Meeting. All teachers must become a Teacher Member as part of their eligibility to teach Association activities.

Teacher Members shall be:

- (a) subject to the provisions of the Rules;
- (b) subject to the policies and procedures stipulated by the Association;
- (c) entitled to vote at General Meetings of the Association unless there is a perceived or real conflict of interest;
- (d) entitled to hold a School Representative position that may vote at the Management Committee meetings unless there is a real or perceived conflict of interest;
- (e) entitled to other benefits afforded to Members as determined by the Management Committee from time to time; and
- (f) encouraged to volunteer for the Association in conducting its activities.

Teacher Members shall be unlimited in number.

- (5) A **Life Member** shall be a person who has provided meritorious service to the Association and meets any such criteria set by the Association and whose nomination has been passed by the Management Committee and confirmed by a majority of members present at the Annual General Meeting of the Association. Voting shall occur in the same way as committee membership during the Annual General Meeting.

Life members shall be:

- (a) subject to the provisions of the Rules;
- (b) subject to the policies and procedures stipulated by the Association;
- (c) exempt from the payment of membership fees only;
- (d) subject to class fees, workshop attendance fees and other fees should the person partake in activities that necessitate the payment of fees;
- (e) entitled to speak and vote at a General Meeting of the Association and shall be entitled to hold a position on the Management Committee;
- (f) afforded all the entitlements offered to Life Members as determined by the Management Committee from time to time; and
- (g) able to concurrently be a Teacher Member, however, the provisions of Teacher Membership shall take precedence over Life Membership except for the payment of membership fees. For clarity, Life Members who are also Teacher Members may not be elected to the Management Committee except as School Representatives and shall not be subject to membership fees.

Life Members shall be limited so that no more than two (2) Life Members are nominated for consideration by Members at the Annual General Meeting in any one year. The total number of Life Members shall be unlimited.

## 7. New membership

- (1) An applicant for membership of the association must be proposed by one (1) member of the association (the **proposer**) and seconded by another member (the **seconder**).
- (2) An application for membership must be—
  - (a) in writing; and
  - (b) signed by the applicant and the applicant's proposer and seconder; and
  - (c) in the form decided by the management committee.

## 8. Membership fees

- (1) The membership fee for each ordinary membership and for each other class of membership (if any):
  - (a) is the amount decided by the members eligible to vote from time to time at a General Meeting; and
  - (b) is payable when, and in the way, the management committee decides.
- (2) Activity fees (in addition to the membership fee):
  - (a) is the amount decided by the management committee from time to time; and
  - (b) is payable when, and in the way, the management committee decides.

## 9. Admission and rejection of new members

- (1) The management committee must consider an application for membership at the next committee meeting held after it receives:
  - (a) the application for membership; and
  - (b) the appropriate membership fee for the application.
- (2) The management committee must ensure that, as soon as possible after the person applies to become a member of the association, and before the management committee considers the persons application, the person 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.
- (3) The management committee must decide at the meeting whether to accept or reject the application.
- (4) If a majority of the members of the management committee present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.
- (5) The secretary of the association must, as soon as practicable after the management committee decides to accept or reject an application, give the applicant a written notice of the decision.

#### **10. When membership ends**

- (1) A member may resign from the association 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 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) has membership fees in arrears **with the Association**; or
  - (d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the association.
- (4) 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.
- (5) If, after considering all representations made by the member, the management committee decides to terminate the membership, the secretary of the committee must give the member a written notice of the decision.
- (6) **If a member withdraws from the Association, the member is required to pay all outstanding membership fees, activity fees and any other money due to the Association. Any possessions of the Association, such as keys, must be returned immediately.**
- (7) **All existing memberships automatically requires renewal at the end of the Association's financial year and member is not renewed until payment is made.**

#### **11. Appeal against rejection or termination of membership**

- (1) A person whose application for membership has been rejected, or whose membership has been terminated, may give the secretary written notice of the persons intention to appeal against the decision.
- (2) A notice of intention to appeal must be given to the secretary within 1 month after the person receives written notice of the decision.
- (3) 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.

#### **12. General meeting to decide appeal**

- (1) The general meeting to decide an appeal 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 application should not be rejected or the membership should not be terminated.
- (3) Also, the management committee and the members of the committee who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or 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) If a person whose application for membership has been rejected does not appeal against the decision within one (1) month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the Treasurer must, as soon as practicable, refund the membership fee paid by the person.

### 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 of each member:
  - (a) the postal and residential address and email address of the member, if it exists;
  - (b) the date of admission as a member;
  - (c) the date of death or time of resignation of the member;
  - (d) details about the termination or reinstatement of membership;
  - (e) any other particulars the management committee or the members at a general meeting decide.
- (3) A restricted view of the register must be made available for inspection by members of the Association within a reasonable timeframe and only upon request by the member. Only names of members shall be provided, to ensure the privacy of member details.
- (4) A member must contact the secretary to arrange an inspection of the register.

### 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 individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is:
  - (a) a member of the Association elected by the Association as secretary; or
  - (b) any other person, who may be a member of the Association, who is appointed by the management committee as secretary:
    - (i) a member of the association's management committee; or
    - (ii) another member of the Association.
- (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 one (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) 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 management 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(4), the person remains a member of the management committee.

#### **17. Functions of secretary**

- (1) 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 shall be seven (7) persons consisting of:
  1. President
  2. Treasurer
  3. Secretary
  4. General Committee Member - Facilities and Maintenance
  5. General Committee Member - Publicity
  6. General Committee Member - Membership
  7. General Committee Member - Events and Workshops
- (2) A further two Teacher Members shall be appointed to attend and participate in Management Committee meetings and are eligible to vote, unless it is a conflict of interest. The two positions shall be:
  8. School representative – Benowa
  9. School representative – MudgeerabaThese two representatives shall be appointed for a one (1) year period with the timing aligning with each Annual General Meeting and shall be eligible for re-appointment.
- (3) A member of the management committee positions one (1) to seven (7), inclusive, must be a Full Member or Life Member of the Association.
- (4) The office bearers of the Association shall be positions one (1) to three (3).
- (5) A maximum of two (2) family members as defined in rule 3(d) are eligible to be members of the management committee at any one time, and a maximum of one (1) family member may be an office bearer.
- (6) All elected management committee members will be in office for two (2) years.
- (7) At each Annual General Meeting (AGM) of the Association, the members of the management committee must retire from office in line with subrule (8) and are eligible, on nomination, for re-election in line with subrule (9).
- (8) At the Annual General Meeting of the Association, the volunteer members of the management committee shall on even years retire all persons holding even numbered

positions and on odd years retire all persons holding odd numbered positions from office, but shall be eligible upon nomination for re-election, subject to subrule (9).

- (9) No volunteer member of the management committee or the appointed Secretary as defined in rule 15(4) can hold any position on the management committee for more than six (6) consecutive years and must retire for a minimum of one (1) year before they will be eligible for re-election to any management committee position.
- (10) A Full 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 person may be a candidate only if the person:
  - (a) is an adult;
  - (b) is eligible to be elected as a member under section 61A of the Act;
  - (c) is not in conflict with rule 18(5); and
  - (d) has not been expelled as a Board Member, Committee Member or Director of any not-for-profit or Australian Company Limited by Guarantee.
- (2) A member of the management committee may only be elected as follows:
  - (a) any two (2) members of the association 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 association present and eligible to vote at the annual general meeting may vote for one (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;
  - (e) if only one (1) candidate is nominated for a position, the members present shall vote to accept or reject the nomination. Should the nomination be rejected, nominations shall be called from the floor of the meeting;
  - (f) the members present and eligible to vote will accept or reject the nominations for each position based on the candidates' skills, experience and time availability to undertake the requirements of the position.
- (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 Association and circulated to members 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 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) The member who has resigned from the management committee will not be eligible for nomination or election to any position on the management committee for a one (1) year period from their resignation date irrespective of the circumstances. The member, however, is able to volunteer for the Association in a non-committee position.
- (4) 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.
- (5) 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.
- (6) A member has no right of appeal against the members removal from office under this rule.
- (7) A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.
- (8) A member of the management committee shall be removed from their position if they fail to attend two (2) consecutive committee meetings unless for a reason previously determined as acceptable by the committee.

## **21. Vacancies on management committee**

- (1) If a casual vacancy happens on the management committee, the continuing members of the committee may appoint another Full Member of the Association 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 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.

*Note:* The Act prevails if the Association's Rules are inconsistent with the Act—see section 1B of 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 associations 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 one (1) financial institution for the Association—the financial institution nominated by the Management Committee.

### **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 two (2) 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 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 association 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 ten (10) minutes after the time fixed for a Management Committee meeting, the members may choose one (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, **four (4) elected or appointed committee members holding positions one (1) to seven (7) are required to form a quorum.**
- (2) If there is no quorum within thirty (30) minutes after the time fixed for a Management Committee meeting:
  - (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; **or**
  - (c) **if a quorum of the Management Committee cannot be achieved under subrule (1), the continuing Management Committee members may act as required under rule 21(3).**
- (3) If, at an adjourned meeting mentioned in subrule (2a, 2b), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

### **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 and identified as Minutes in an electronic format accessible to the committee.
- (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.

## **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) Each sub-committee shall include at least one member of positions one (1) to nine (9) on the Management Committee.
- (3) The Management Committee will determine the manner in which the subcommittee will operate.
- (4) The sub-committee must take minutes of each sub-committee meeting and forward the minutes to the Secretary within seven (7) days. The minutes shall be accompanied by a progress report of each assigned project.
- (5) A member of the subcommittee who is not a member of the management committee is not entitled to vote at a management committee meeting.
- (6) A subcommittee may elect a chairperson of its meetings.
- (7) 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 one (1) of their number to be chairperson of the meeting.
- (8) A subcommittee may meet and adjourn as it considers appropriate.
- (9) 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.
- (10) Decisions of the subcommittee are not final until ratified by the Management Committee unless in accordance with approved decision-making parameters pre-approved by the Management Committee.

## **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 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 one (1) or more members of the committee.

### **30. Annual general meetings**

An 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.

### **31. Business to be conducted at the annual general meeting**

The following business must be conducted at each Annual General Meeting of the association:

- (a) Opening, recording of attendance and apologies;
- (b) President's welcome;
- (c) Approval of minutes of the previous Annual General Meeting;
- (d) Business arising from the minutes of the previous Annual General Meeting;
- (e) Reports by the President and any other Committee Member pre-determined by the Management Committee;
- (f) Treasurer's report, including:
  - (i) receiving the association's financial statement, and audit report, for the last reportable financial year;
  - (ii) presenting the financial statement and audit report to the meeting for adoption;
- (g) Approval of the Association membership fees for the next financial year;
- (h) Approval of Management Committee benefits;
- (i) Notice of motions and/or Special Resolutions;
- (j) Election of Life Members (if any nominations are put forward);
- (k) Retirement of Committee Members from positions that are due for re-election, as per rule 18(8);
- (l) Election of members of the Management Committees for the vacant positions;
- (m) Appointment of an auditor or an accountant for the present financial year.

### **32. General Members Meetings**

- (1) General members meetings must be held:
  - (a) At least three (3) times per year separate to the Annual General Meeting; and
  - (b) No more than four (4) months apart.
- (2) The following business must be conducted at each general members meeting of the Association:
  - (a) Report on the previous term activities and successes, and upcoming activities and events; and
  - (b) Report on facility management and progress of all asset-related projects; and
  - (c) Report on the current actual financial status versus the budget projections; and
  - (d) Report on any changes to policies, operating procedures and any other decisions made by the Management Committee that will impact on members.
- (3) The general members meetings may also incorporate social elements, pottery demonstrations and any other activity deemed suitable by the Management Committee.

### **33. Notice of Annual General Meeting and Special General Meeting**

- (1) The secretary may call a General Meeting of the Association.
- (2) The secretary must give at least fourteen (14) days' notice of the meeting to each member of the Association.
- (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 association; or
    - (ii) to terminate the person's membership of the Association;
  - (b) a meeting called to hear and decide a proposed special resolution of the association.
- (6) A notice of a General Meeting must state the business to be conducted at the meeting.

### **34. Quorum for, and adjournment of, all general meetings**

- (1) The quorum for a General Meeting is **ten (10) members present and eligible to vote**.
- (2) No business may be conducted at a General Meeting unless there is a quorum of members when the meeting proceeds to business.
- (3) If there is no quorum within thirty (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.
- (4) If there is no quorum within thirty (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.
- (5) **If, at the adjourned General Meeting, a quorum is not present within thirty (30) minutes after the time fixed for the meeting, the members present shall constitute a quorum.**
- (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 thirty (30) days.
- (9) If a meeting is adjourned for at least thirty (30) days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

### **35. Procedure at general meeting**

- (1) A member may take part and vote in a General Meeting, **in accordance with the eligibility of the membership class, either** in person, by proxy 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 fifteen (15) minutes after the time fixed for the meeting or is unwilling to act, the members present must elect one (1) of their number to be chairperson of the meeting; and
- (c) the chairperson must conduct the meeting in a proper and orderly way; and
- (d) members must conduct their manner and behaviour properly and according to the direction of the chairperson; and
- (e) the chairperson may evict a member(s) if they contravene subrule (d).

### **36. Voting at the Annual General Meeting or Special 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) A Special Resolution must be decided by 75% or more of votes of the members present and eligible to vote.
- (3) Each member present and eligible to vote is entitled to one (1) vote only and, if the votes are equal, the matter shall be decided in the negative and the status quo retained.
- (4) 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.
- (5) The method of voting is to be decided by the management committee.
- (6) However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- (7) If a secret ballot is held, the chairperson must appoint two (2) members to conduct the secret ballot in the way the chairperson decides.
- (8) 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.
- (9) At a Special General Meeting, there shall only be discussion and resolution of items directly pertaining to the reason for the Special General Meeting being called, as per rule 37(2).

### **37. Special general meeting**

- (1) The secretary must call a special general meeting by giving each member of the association notice of the meeting that includes the specific matter to be resolved 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 three (3) members of the management committee when the request is signed; or
    - (ii) at least fifteen (15) members eligible to vote when the request is signed; 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.

- (5) The Special General Meeting must be conducted in accordance with Rules 36, 37, 38 and 41.

### 38. Proxies

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

Gold Coast Potters' Association Inc.:  
I, \_\_\_\_\_ of \_\_\_\_\_, being  
a Full 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

- (2) The instrument appointing a proxy must be signed by the Full Member appointor properly authorised in writing.
- (3) A proxy may be a member of the association or another person.
- (4) Each person attending the meeting shall only be eligible to act as a proxy for a maximum of one (1) member. For clarity, this means that if the proxy is a Full Member and eligible to vote, they will have two votes. The proxy may vote in any manner.
- (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) 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:

Gold Coast Potters' Association Inc.:  
I, \_\_\_\_\_ of \_\_\_\_\_, being  
a Full 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*]

### 39. 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 accurately and kept electronically for all committee members to access.
- (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 association that is a general meeting or annual general meeting, verifying their accuracy.
- (3) If asked by a member of the association, the secretary must, within 28 days after the request is made:

- (a) make the applicable 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 association may require the member to pay the reasonable costs of providing copies of the minutes.

#### 40. 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) The By-Law must be passed by the management committee at a committee meeting before coming into effect.
- (3) A By-Law may be set aside by a vote of members at a general meeting of the association.

#### 41. 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 **as per rule 37**.
- (2) However, an amendment, repeal or addition is valid only if it is registered by the chief executive, Office of Fair Trading.

#### 42. Common seal

- (1) The management committee must ensure the association has a common seal.
- (2) The common seal must be:
  - (a) kept securely by the management committee; and
  - (b) used only under the authority of the management committee.
- (3) Each instrument to which the seal is attached must be signed by a member of the management committee and countersigned by:
  - (a) the secretary; or
  - (b) another member of the management committee; or
  - (c) someone authorised by the management committee.

#### 43. 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) The Management Committee is required to keep separate bank accounts for:
  - (a) **General Account** for operating funds, fundraising and day-to-day expenses; and
  - (b) **Sinking fund** for facility and major equipment maintenance, repair, replacement and future facility improvements.
- (5) An annual allocation of funds must be transferred to the **sinking fund** in accordance with the projected maintenance and replacement costs, which may be informed by the Association's Asset Management Plan.
- (6) An annual budget for the management of the Association is to be prepared by the Management Committee.
- (7) Members of the Management Committee shall be entitled to benefits that are reasonable and within the budget of the Association in return for their service, but shall not be in the form of a direct cash payment. The benefits shall exceed those afforded to Full Members.

The Management Committee benefits shall be subject to confirmation by members at a General Meeting.

- (8) A payment by the association of \$100 or more must be made by cheque or electronic funds transfer.
- (9) If a payment of \$100 or more is made by cheque or electronic funds transfer, the cheque must be signed by, or electronic funds transfer authorised by, any two (2) of the following that are not a family member:
  - (a) the president;
  - (b) the secretary;
  - (c) the treasurer;
  - (d) any one (1) other member authorised by the Management Committee from time to time.
- (10) However, one (1) of the persons who signs the cheque or authorises the payment must be the treasurer, and if the treasurer is unavailable, it must be the president.
- (11) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- (12) All expenditure must be approved or ratified at a management committee meeting.

#### **44. 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.

#### **45. Documents**

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

#### **46. Financial year**

The end date of the association's financial year is 31 May in each year.

#### **47. 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.