



# SUNSHINE COAST BUSINESS COUNCIL INC

## CONSTITUTION

## RULES

### 1. WORDS AND EXPRESSIONS TO HAVE MEANING IN THE ACT

- 1.1 A word or expression that is not defined in these model rules, but is defined in the *Associations Incorporation Act 1981* ("the Act") has, if the context permits, the meaning given by the Act.

### 2. NAME

- 2.1 The name of the incorporated association is Sunshine Coast Business Council Inc. ("the Council")

### 3. OBJECTS

- 3.1 The objects of the Council are:

- (a) to encourage a membership which is representative of the various business types or industry sectors which are significant participants in the Sunshine Coast region's economy;
- (b) to promote the interests of the members of the Council through a unified audible and identifiable apolitical voice capable of:
  - (i) advocating its position to the three levels of government; and
  - (ii) providing leadership for the region's broader business community; and
- (c) to pursue regional economic development including, without limitation, supporting initiatives of other organisations provided that those initiatives are aligned with the objectives of the Council.

### 4. POWERS

- 4.1 The Council has the powers of an individual.

- 4.2 The Council may, for example:

- (a) enter into contracts;
- (b) acquire, hold, deal with and dispose of property;
- (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.

- 4.3 The Council may also issue secured and unsecured notes, debentures and debenture stock for the Council.

### 5. CLASSES OF MEMBERS

- 5.1 The membership of the Council will consist of the following classes of members:

- (a) Ordinary members, being representatives of:
  - (i) those business types or industry sectors; or
  - (ii) peak industry bodies themselves representative of those business types or industry sectors;

determined by the Board from time to time as being significant participants in the Sunshine Coast region's economy;

- (b) Observers, being representatives of government agencies or persons who may assist in providing a service to the Council;
- (c) Life members, being natural persons:
  - (i) who, as members or nominated representatives of members, have contributed a minimum of ten (10) years of service to the Council; and
  - (ii) whom the Board in its absolute discretion has resolved to appoint as Life members.

5.2 Observers may attend:

- (a) general meetings of the Council;
- (b) meetings of the Board; and
- (c) meetings of any committee or subcommittee;

at the invitation, in each instance, of the Council;

5.3 At meetings, Observers may offer advice and assistance which may, or may not, be accepted by the Council, the Board or any committee or subcommittee (as the case may be);

5.4 However, Observers are ineligible to:

- (a) vote at general meetings or annual elections; or to
- (b) become members of the Board.

5.5 In these rules, unless the subject matter or context otherwise require, Life members will have the same rights and privileges of membership as Ordinary members.

5.6 The number of members of any class is unlimited.

## 6. **MEMBERSHIP**

6.1 A person who, on the day the Council is incorporated, was a member of the unincorporated association and who, on or before a day fixed by the Board, agrees in writing to become a member of the incorporated association, must be admitted by the Board to the same class of membership of the Council as the member held in the unincorporated association.

6.2 An applicant for membership of the Council need not be proposed or seconded by any person.

6.3 An application for membership must be:

- (a) in writing;
- (b) in the form decided from time to time by the Board; and
- (c) signed by the applicant.

6.4 Membership may be in the name of a natural person or in the name of an incorporated or unincorporated entity or association.

6.5 A member which is not a natural person must:

- (a) nominate one natural person to represent a member at any general meeting of the Council and to perform such functions as are necessary for it to comply with these rules; and
- (b) promptly notify the secretary in writing of any change in the person nominated as its nominated representative.

6.6 A person nominated as a nominated representative must consent to the nomination in writing.

6.7 Each member and any nominated representative of a member must notify the Secretary in writing of any change in that person's name, address, facsimile number or electronic mail address within one (1) month after the change.

7. **MEMBERSHIP FEES**

7.1 The membership fee for each class of membership:

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

7.2 Despite Rule 7.1, Life members will not be required to pay membership fees.

8. **ADMISSION AND REJECTION OF MEMBERS**

8.1 The Board must consider an application for membership at the next meeting of the Board held after it receives:

- (a) the application; and
- (b) the appropriate membership fee for the application.

8.2 The Board must decide at the meeting whether to accept or reject the application.

8.3 If a majority of the Board members present at the meeting votes to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.

8.4 The secretary of the Council must, as soon as practicable after the Board decides to accept or reject an application, give the applicant written notice of the decision.

9. **WHEN MEMBERSHIP ENDS**

9.1 A member may resign from the Council by giving written notice of resignation to the secretary.

9.2 The resignation takes effect on:

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

9.3 The Board may terminate a member's membership if the member:

- (a) is convicted of an indictable offence;
- (b) does not comply with any of the provisions of these rules;
- (c) has membership fees in arrears for at least 2 months;
- (d) has displayed conduct considered by the Board to be injurious or prejudicial to the character or interests of the Council; or
- (e) ceases to be a representative of:
  - (i) a business type or industry sector; or
  - (ii) a peak industry body itself representative of a business type or industry sector;

determined by the Board from time to time as being a significant participant in the Sunshine Coast region's economy.

9.4 Before the Board terminates a member's membership, the Board must give the member a full and fair opportunity to show why the membership should not be terminated.

9.5 If, after considering all representations made by the member, the Board decides to terminate the membership, the secretary must give the member written notice of the decision.

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

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

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

10.3 If the secretary receives a notice of intention to appeal, the secretary must, within three (3) months after the date of receipt, call a general meeting to decide the appeal.

10.4 At the general meeting:

- (a) the applicant must be given a full and fair opportunity to show why the membership should not be terminated; and
- (b) the Board must be given an opportunity to show why the membership should be terminated.

10.5 An appeal must be decided by a vote of the members present at the meeting.

## 11. **REGISTER OF MEMBERS**

11.1 The Board must keep a register of members.

11.2 The register of members must include the following particulars for each member:

- (a) the full name and residential address (or principal place of business) of the member;
- (b) the date of admission as a member;
- (c) the date of death or resignation of the member;
- (d) details about the termination or reinstatement of membership;
- (e) any other particulars the Board or the members at a general meeting decide.

11.3 The register must be open for inspection at all reasonable times.

11.4 However, before the member may inspect the register, the member must apply in writing to the secretary to inspect it.

## 12. **SECRETARY**

12.1 If the Council has not elected an interim officer as secretary for the Council before its incorporation, the members of the Board must ensure that a secretary is appointed or elected for the Council within one (1) month after incorporation.

12.2 If a vacancy happens in the office of secretary, the members of the Board must ensure that a secretary is appointed or elected for the Council within one (1) month after the vacancy happens.

12.3 The secretary must be an individual residing in Queensland, or in another State but not more than 65 kilometres from the Queensland border, who is:

- (a) a member of the Council elected by the Council as secretary; or
- (b) any of the following persons appointed by the Board:

- (i) a member of the Council's Board;
- (ii) a member of the Council; or
- (iii) another person.

12.4 The Board may appoint and remove the Council's secretary at any time.

### 13. **MEMBERSHIP OF BOARD**

13.1 The Board of the Council consists of:

- (a) a president (referred to in these rules and by the Council as "the Chair"), vice-president (referred to in these rules and by the Council as "the Deputy Chair"), treasurer, and any other Ordinary members the Council members elect or appoint at a general meeting; and
- (b) the secretary;

limited in any event to no more than nine (9) persons.

13.2 A member of the Board, other than the secretary, must be an Ordinary member of the Council.

13.3 At each annual general meeting of the Council, the members of the Board must retire from office, but are eligible, on nomination, for re-election.

### 14. **ELECTING THE BOARD**

14.1 A member of the Board may only be elected as follows-

- (a) any two (2) members of the Council may nominate another member (the candidate) to serve as a member of the Board;
- (b) the nomination must be:
  - (i) in writing;
  - (ii) signed by the candidate and the members who nominated the candidate; 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 present at the annual general meeting may vote for any number of candidates which does not exceed the number of vacancies;
- (d) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.

14.2 Within seven (7) days after the close of nominations for the Board, the Secretary will forward to every Member, by the means and in the form from time to time prescribed by the Board, a list of the candidates' names in alphabetical order and specifying the particular position for which the candidate has nominated.

14.3 If required by the Board, balloting lists must be prepared containing the names of the candidates in alphabetical order.

### 15. **RESIGNATION OR REMOVAL FROM OFFICE OF BOARD MEMBER**

15.1 A Board member may resign from the Board by giving written notice of resignation to the secretary.

15.2 The resignation takes effect on:

- (a) the date and at the time the notice is received by the secretary; or

(b) if a later day is stated in the notice, the later day.

- 15.3 A member may be removed from office at a general meeting of the Council if a majority of the members present at the meeting votes in favour of removing the member.
- 15.4 Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why the member should not be removed from office.
- 15.5 A member has no right of appeal against the member's removal from office under this rule.

## 16. **VACANCIES ON BOARD**

- 16.1 If a casual vacancy happens on the Board, the continuing members of the Board may appoint another member of the Council to fill the vacancy until the next annual general meeting.
- 16.2 The continuing members of the Board may act despite a casual vacancy on the Board.
- 16.3 However, if the number of Board members is fewer than the number fixed under these rules as a quorum of the Board,<sup>8</sup> the continuing members may act only:
- (a) to increase the number of Board members to the number required for a quorum; and then to
- (b) call a general meeting of the Council.

## 17. **FUNCTIONS OF BOARD**

- 17.1 Subject to these rules or a resolution of the Council members carried at a general meeting, the Board:
- (a) has the general control and management of the administration of the affairs, property and funds of the Council; and
- (b) has authority to interpret the meaning of these rules and any matter relating to the Council on which the rules are silent.
- 17.2 The Board may exercise the powers of the Council to:
- (a) borrow, raise or secure the payment of amounts in a way the Council members decide;
- (b) secure the amounts mentioned in rule 17(2)(a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Council in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the Council's property, both present and future;
- (c) purchase, redeem or pay off any securities issued;
- (d) borrow amounts from members and pay interest on the amounts borrowed;
- (e) mortgage or charge the whole or part of its property;
- (f) issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Council;
- (g) provide and pay off any securities issued; and

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<sup>8</sup> For the number of members to form a quorum, see rule 18 (Meetings of Board)

- (h) invest in a way the members of the Council may from time to time decide.
- 17.3 For rule 17(2)(d), the rate of interest must not be more than the then current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by:
- (a) the financial institution for the Council; or
  - (b) if there is more than one (1) financial institution for the Council, the financial institution nominated by the Board.
18. **MEETINGS OF BOARD**
- 18.1 Subject to rules 18(2) to 18(16), the Board may meet and conduct its proceedings as it considers appropriate.
- 18.2 The Board must meet at least once every three (3) months to exercise its functions.
- 18.3 The Board must decide how a meeting is to be called.
- 18.4 Notice of a meeting is to be given in the way decided by the Board.
- 18.5 If the secretary receives a written request signed by at least 33% of the Board members, the secretary must call a special meeting of the Board.
- 18.6 A request for a special meeting must state-
- (a) why the special meeting is being called; and
  - (b) the business to be conducted at the meeting.
- 18.7 At a Board meeting, more than 50% of the members elected or appointed to the Board as at the close of the last general meeting of the members will form a quorum.
- 18.8 A question arising at a Board meeting is to be decided:
- (a) firstly, by discussion and agreement by consensus but failing consensus;
  - (b) by a majority vote of Board members present at the meeting, provided that if the votes are equal, the question is to be decided in the negative.
- 18.9 A Board member must not vote on a question about a contract or proposed contract with the Council if the member has an interest in the contract or proposed contract, and if the member does vote the member's vote must not be counted.
- 18.10 The secretary must give each Board member at least 14 days notice of a special meeting of the Board.
- 18.11 A notice of a special meeting must state:
- (a) the date, time and place of the meeting; and
  - (b) the business to be conducted at the meeting.
- 18.12 The Chair or, if there is no Chair or if the Chair is not present within 10 minutes after the time fixed for a Board meeting, the Deputy Chair is to preside as chairperson at the meeting.
- 18.13 If the Chair and the Deputy Chair are absent from a Board meeting, the members present may choose one (1) of their number to preside as chairperson at the meeting.
- 18.14 If a quorum is not present within 30 minutes after the time fixed for a Board meeting called on the request of Board members, the meeting lapses.
- 18.15 If a quorum is not present within 30 minutes after the time fixed for a Board meeting called other than on the request of Board members, the meeting is to be adjourned to:



- (a) the same day, time and place in the next week; or
- (b) a date, time and place decided by the Board.

18.16 If, at the adjourned meeting mentioned in rule 18(15), a quorum is not present within 30 minutes after the time fixed for the meeting, the meeting lapses.

**19. DELEGATION OF BOARD POWERS**

19.1 The Board may delegate the whole or part of its powers to a subcommittee consisting of such Council members or other persons considered appropriate by the Board.

19.2 A subcommittee may only exercise delegated powers in the way the Board decides.

19.3 A subcommittee may elect a chairperson of its meetings.

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

19.5 A subcommittee may meet and adjourn as it considers appropriate.

19.6 A question arising at a subcommittee meeting is to be decided:

- (a) firstly, by discussion and agreement by consensus but failing consensus;
- (b) by a majority vote of subcommittee members present at the meeting, provided that if the votes are equal, the question is to be decided in the negative.

**20. ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS**

20.1 An act performed by the Board, a subcommittee or a person acting as a member of the Board is taken to have been validly performed.

20.2 Rule 20(1) applies even if the act was performed when:

- (a) there was a defect in the appointment of a member of the Board, subcommittee or person acting as a member of the Board; or
- (b) a Board member, subcommittee member or person acting as a member of the Board was disqualified from being a member.

**21. RESOLUTIONS OF BOARD WITHOUT MEETING**

21.1 A written resolution signed by each member of the Board for the time being entitled to receive notice of a Board meeting is as valid and effectual as if it had been passed at a Board meeting that was properly called and held.

21.2 A resolution mentioned in rule 21(1) may consist of several documents in like form, each signed by one (1) or more members of the Board.

**22. FIRST GENERAL MEETING**

22.1 The first general meeting must be held not less than one (1) month, and not more than three (3) months, after the day the Council is incorporated.

22.2 The Board must decide where the meeting is to be held.

22.3 The business to be conducted at the first general meeting must include the appointment of an auditor.

**23. FIRST ANNUAL GENERAL MEETING**

23.1 The first annual general meeting must be held within 18 months after the day the Council is incorporated.

**24. SUBSEQUENT ANNUAL GENERAL MEETINGS**

24.1 Each subsequent annual general meeting must be held:

- (a) at least once each year; and
- (b) within 6 months after the end of the Council's previous financial year.

**25. BUSINESS TO BE CONDUCTED AT ANNUAL GENERAL MEETING**

25.1 The following business must be conducted at each annual general meeting:

- (a) receiving the statement of income and expenditure, assets, liabilities and mortgages, charges and securities affecting the property of the Council for the last financial year;<sup>9</sup>
- (b) receiving the auditor's report on the financial affairs of the Council for the last financial year;
- (c) presenting the audited statement to the meeting for adoption;
- (d) electing members of the Board; and
- (e) appointing an auditor.

**26. SPECIAL GENERAL MEETING**

26.1 The secretary may only call a special general meeting by giving each member notice of the meeting within 14 days after:

- (a) being directed to call the meeting by the Board;
- (b) being given a written request signed by:
  - (i) at least 33% of the members of the Council currently on the Board; or
  - (ii) at least the number of ordinary members of the Council equal to double the number of members of the Council currently on the Board plus 1; or
- (c) being given a written notice of an intention to appeal against the decision of the Board:
  - (i) to reject an application for membership; or
  - (ii) to terminate a person's membership.

26.2 A request mentioned in rule 26(1)(b) must state:

- (a) why the special general meeting is being called; and
- (b) the business to be conducted at the meeting.

**27. NOTICE OF GENERAL MEETING**

27.1 The secretary may call a general meeting of the Council.

27.2 The secretary must give at least 14 days notice of the meeting to each association member.

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<sup>9</sup> This statement is required to be prepared under the Act, section 59 (Audit and statement).

27.3 The Board may decide the way in which the notice must be given.

27.4 However, notice of the following meetings must be given in writing:

- (a) a meeting called to hear and decide the appeal of a member against the rejection or termination of the member's membership by the Board; or
- (b) a meeting called to hear and decide a proposed special resolution of the Council.

27.5 A notice of a general meeting must state the business to be conducted at the meeting.

**28. QUORUM FOR, AND ADJOURNMENT OF, GENERAL MEETING**

28.1 Subject to rule 28(5), at a general meeting the number of members equal to the number of members of the Council currently on the Board forms a quorum.

28.2 No business may be conducted at a general meeting unless a quorum of members is present at the commencement of the meeting.

28.3 If a quorum is not present within 30 minutes after the time fixed for a general meeting called on the request of members of the Board or the Council, the meeting lapses.

28.4 If a quorum is not present within 30 minutes after the time fixed for a general meeting called other than on the request of members of the Board or the Council, the meeting is to be adjourned to:

- (a) the same day, time and place in the next week; or
- (b) a date, time and place decided by the Board.

28.5 If at an adjourned meeting, a quorum under rule 28(1) is not present within 30 minutes after the time fixed for the meeting, the members present form a quorum.

28.6 The chairperson may, with the consent of any meeting at which a quorum is present, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.

28.7 If a meeting is adjourned under rule 28(6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.

28.8 The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.

28.9 If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

28.10 In this rule -

"member" includes a person attending as a proxy or representing a corporation or association that is a member.

**29. PROCEDURE AT GENERAL MEETING**

29.1 Subject to these rules, at each general meeting:

- (a) the Chair or, if there is no Chair or if the Chair is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the Deputy Chair is to preside as chairperson;
- (b) if the Deputy Chair is absent or unwilling to act as chairperson, the members present must elect one (1) of their number to be chairperson of the meeting;
- (c) the chairperson must conduct the meeting in a proper and orderly way;
- (d) each question, matter or resolution must be decided:

- (i) firstly, by discussion and agreement by consensus, but failing consensus (as determined by the Chair);
- (ii) by a majority of votes of the members present;
- (e) each member present and entitled to vote is entitled to one (1) vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote;
- (f) 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;
- (g) voting may be by a show of hands or a division of members, unless at least 20% of the members present demand a secret ballot;
- (h) if a secret ballot is held, the chairperson must appoint two (2) members to conduct the secret ballot in the way the chairperson decides;
- (i) 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;
- (j) a member may vote in person or by proxy or by attorney and:
  - (i) on a show of hands, each person present who is a member or a representative of a member has one (1) vote; and
  - (ii) in a secret ballot, each member present in person or by proxy or by attorney or other properly authorised representative has one (1) vote;
- (k) an instrument appointing a proxy must be in writing; and
  - (i) if the appointor is an individual, signed by the appointor or the appointor's attorney properly authorised in writing; or
  - (ii) if the appointor is a corporation, either under seal or signed by a properly authorised officer or attorney of the corporation;
- (l) a proxy may be a member of the Council or another person;
- (m) the instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot;
- (n) if someone wants to give a member an opportunity to vote for or against a resolution, the instrument appointing a proxy must be in the following or like form:

SUNSHINE COAST BUSINESS COUNCIL INC.:

I, \_\_\_\_\_ of \_\_\_\_\_, being a member of the Council, 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 \_\_\_\_\_ the resolution  
\* against \_\_\_\_\_

\*Strike out whichever is not wanted. (Unless otherwise instructed, the proxy may vote as the proxy considers appropriate.);

- (o) 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;
- (p) the secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Board meeting and general meeting are entered in a minute book; and
- (q) the secretary must ensure the minute book for each general meeting is open for inspection at all reasonable times by any financial member who previously applies in writing to the secretary for the inspection.

29.2 To ensure the accuracy of the minutes recorded under rule 29(1)(p):

- (a) the minutes of each Board meeting must be signed by the chairperson of the meeting, or the chairperson of the next Board meeting, verifying their accuracy;
- (b) 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
- (c) 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 Council that is a general meeting or annual general meeting, verifying their accuracy.

### 30. **BY-LAWS**

30.1 The Board may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Council.

30.2 A by-law may be set aside by a vote of members at a general meeting of the Council.

### 31. **ALTERATION OF RULES**

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

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

31.3 Despite anything to the contrary contained or implied in these rules, section 47(1) of the Act will not apply to the Council.

### 32. **COMMON SEAL**

32.1 The Board must ensure that the Council has a common seal.

32.2 The common seal must be:

- (a) kept securely by the Board; and
- (b) used only under the authority of the Board.

32.3 Each instrument to which the seal is attached must be signed by a member of the Board and countersigned by:

- (a) the secretary;
- (b) another member of the Board; or
- (c) someone appointed for that purpose by the Board.

### 33. **FUNDS AND ACCOUNTS**

- 33.1 The funds of the Council must be kept in an account in the name of the Council in a financial institution decided by the Board.
- 33.2 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Council.
- 33.3 All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- 33.4 If an amount of \$100 or more is to be paid by cheque, the cheque may be signed only by any of the following-
- (a) the Chair;
  - (b) the Deputy Chair
  - (c) the secretary;
  - (d) the treasurer;
  - (e) another Ordinary member authorised by the Board for the purpose;
- and then, only upon prior authorisation by any two (2) of the persons listed in (a) to (d) above (inclusive).
- 33.5 Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed 'not negotiable'.
- 33.6 If an amount of \$100 or more is to be paid electronically or any means other than by cheque, the payment may be made only by any of the following-
- (f) the Chair;
  - (g) the Deputy Chair
  - (h) the secretary;
  - (i) the treasurer; or
  - (j) another Ordinary member authorised by the Board for the purpose;
- and then, only upon prior authorisation by any two (2) of the persons listed in (a) to (d) above (inclusive).
- 33.7 A petty cash account must be kept on the imprest system, and the Board must decide the amount of petty cash to be kept in the account.
- 33.8 All expenditure must be approved or ratified at a Board meeting.
- 33.9 The treasurer must, as soon as practicable after the end of each financial year, ensure that a statement containing the following particulars is prepared -
- (a) the income and expenditure for the financial year just ended;
  - (b) the Council's assets and liabilities at the close of the year; and
  - (c) the mortgages, charges and securities affecting the property of the Council at the close of the year.
- 33.10 If the Council is incorporated within 3 months before the end of the Council's financial year, rule 33(8) does not apply for the financial year in which the Council is incorporated.

33.11 The auditor must examine the statement prepared under rule 33(8) and present a report about it to the secretary before the next annual general meeting following the financial year for which the audit was made.

33.12 The income and property of the Council must be used solely in promoting the Council's objects and exercising the Council's powers.

34. **DOCUMENTS**

34.1 The Board must ensure the safe custody of books, documents, instruments of title and securities of the Council.

35. **FINANCIAL YEAR**

35.1 The financial year of the Council closes on 30 June in each year.

36. **DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY**

36.1 This rule applies if the Council-

- (a) is wound-up under part 10 of the Act;<sup>10</sup> and
- (b) it has surplus assets.

36.2 The surplus assets must not be distributed among the Council members.

36.3 The surplus assets must be given to another entity:

- (a) having objects similar to the Council's objects; and
- (b) the rules of which prohibit the distribution of the entity's income and assets to its members.

36.4 In this rule, "surplus assets" has the meaning given by section 92(3)<sup>11</sup> of the Act.

1. \_\_\_\_\_

<sup>10</sup> Part 10 (Winding-up) of the Act

<sup>11</sup> Section 92 (Distribution of surplus assets) of the Act.