

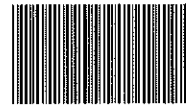


Queensland Government
Department of Tourism, Racing and Fair Trading

Phone: 29 597 409 596

6855169

FORM 8
QUEENSLAND
ASSOCIATIONS INCORPORATION
ACT 1981
Section 48



2858904

is:
Law Building
Riverside Drive
Brisbane Qld 4000
Postal:
GPO Box 3111
Brisbane Qld 4001

APPLICATION TO REGISTER AN AMENDMENT OF RULES

FEE: \$ 13.00 NO GST IS PAYABLE ON THIS FEE

LA No. 12858

COOLUM BRIDGE CLUB INC.

(name of incorporated association)

1. Application is hereby made pursuant to section 48 of the Associations Incorporation Act 1981 to register an amendment of the rules of the abovenamed association. At a general meeting of the members of the said association duly convened and held at COOLUM WATERS RETIREMENT RESORT

Wembley Road Coolum on the 30th JULY 2004 a special resolution
(place) (date)

was passed # effecting a change to rule(s) number(s) all the rules of the abovenamed association by adopting the rules accompanying this application in place of the existing rules of the abovenamed association

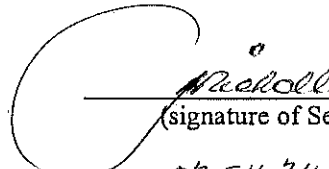
2. The following accompany this application:

- (a) A copy of the amendment or the complete rules with the amendment clearly shown; * and previously,
(b) A statutory declaration by the association's secretary stating the amendment complies with the Associations Incorporation Act 1981.

having been sent to you

Dated at Coolum the 2nd day of September 2004

THIS FORM MUST BE LODGED WITHIN THREE (3) MONTHS AFTER THE PASSING OF THE SPECIAL RESOLUTION AT A GENERAL MEETING OF THE ASSOCIATION.


(signature of Secretary)
07 54 74 40 95
(daytime contact no.)

Notes for associations with the model rules:

If the association has as its rules the model rules, any amendments other than amendments to the objects, membership and end of financial year date, or amendments updating the rules to include statutory changes to the model rules, would, subject to approval, result in the association no longer having the model rules but its own rules.

Notes for completion:

- # For the purposes of this Act, a special resolution means a resolution passed at a general meeting of the association by the votes of 3/4 of the members who are present and entitled to vote on the resolution. Written notice of a proposed special resolution, and of the time and place of the general meeting at which it is proposed to move the resolution, must be given, as required under the association's rules, before the general meeting to each member of the association who has a right to vote on the resolution.
- For minor amendments the reverse side of this form may be used.

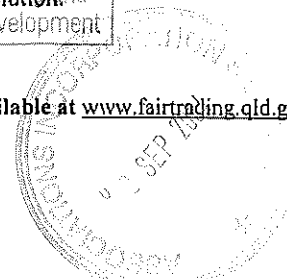
V5 - May 2002

00/034179

F4-1774

Associations Incorporation Act 1981
Registered On
27 SEP 2004
Alexon
Delegate of the Director General

RECEIVED
Wine Industry Development



COOLUM BRIDGE CLUB INC.

RULES

NAME

1. The name of the incorporated association shall be the COOLUM BRIDGE CLUB INC. (in these rules called 'the association').

OBJECTS

2. The objects for which the association is established are –
 - (a) The promotion, control and advancement of card games, particularly Contract Bridge, amongst its members;
 - (b) The conducting of card tournaments;
 - (c) To affiliate and co-operate with other organisations or associations whose aims and objects are like and similar;
 - (d) Interpretation of the laws of all, or any, of the said games and the settlement of disputes arising in relation thereto;
 - (e) Publication of matter relating to all, or any, of the said games;
 - (f) Certification of teachers and card organisations and studios;
 - (g) Establishment of club rooms;
 - (h) Entering into contracts and any other legal obligations in order to carry out these objects.

The foregoing enumeration should not be deemed to restrict the power of the club, or its committee, to take any action considered necessary or desirable in the interests of the players of all or any of the said games or of their organisations.

POWERS

3. (1) The association has, in the exercise of its affairs, all 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.

CLASSES OF MEMBERSHIP

- (1) The membership of the association shall consist of ordinary members and any of the following classes of members:-
 - (a) Life Members. A life member is a member who subscribes to annual membership (20) twenty years in advance, or such life membership subscription as determined from time to time.
 - (b) Honorary Life Members. An honorary life member is a member who has given meritorious service to the association and who is elected as such by an annual general meeting on the recommendation of the management committee. An honorary life member shall not be obliged to pay any annual subscription.
- (2) The number of members in each class shall be unlimited.

MEMBERSHIP

5. (1) Every applicant for any class of membership of the association shall be proposed by one member of the association and seconded by another.
- (2) The application for membership shall be made in writing, signed by the applicant and his/her proposer and seconder and shall be in such form as the management committee from time to time prescribes.

MEMBERSHIP FEES

6. (1) Membership of the association shall be open to all persons who are approved by the management committee and who pay –
 - (a) an annual subscription fee which shall be determined by the members at any general meeting, and
 - (b) an affiliation fee set by the QBA/ABF provided that an affiliation fee shall not be required to be paid by a member or a prospective member who can provide adequate proof that he or she is already paying an affiliation fee to the QBA/ABF through another Australian club.
- (2) The fees shall be payable at any such time and in such manner as the management committee shall from time to time determine.

ADMISSION AND REJECTION OF MEMBERS

7. (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 thereupon 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 to the class of membership applied for.
- (3) Upon the acceptance or rejection of an application for any class of membership the secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.

TERMINATION OF MEMBERSHIP

8. (1) A member may resign from the association at any time by giving notice in writing to the secretary.
- (2) 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.
- (3) 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 (2) two months or more; or
 - (d) conducts himself or herself in a manner considered to be injurious or prejudicial to the character or interests of the association, the management committee shall consider whether the member's membership shall be terminated.
- (4) The member concerned shall be given a full and fair opportunity of presenting the member's case and if the management committee resolves to terminate the membership it shall instruct the secretary to advise the member in writing accordingly.

APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

9. (1) A person whose application for membership has been rejected or whose membership has been terminated may within (1) one month of receiving written notification thereof, lodge with the secretary written notice of the person's 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 (3) three months of the date of receipt by the secretary of such notice, a general meeting to determine the appeal.
- (3) At any such meeting the applicant shall be given the opportunity to fully present the applicant's 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.
- (4) The appeal shall be determined by the vote of the members present at such meeting.
- (5) 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.

REGISTER OF MEMBERS

10. (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 association and the dates of their admission.
- (2) Particulars should 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 register shall be open for inspection at all reasonable times by any member who previously applies to the secretary for such inspection.

SECRETARY

11. (1) If a vacancy happens in the office of secretary, the members of the management committee must appoint or elect a secretary within (1) one month after the vacancy happens.
- (2) The secretary must be an individual residing in Queensland, or in another State but not more than (65) sixty five km from the Queensland border, who is –
- (a) a member of the association elected by the association as secretary, or
- (b) a member of the association's management committee appointed by the committee as secretary.
- (3) The management committee may appoint and remove the secretary at any time.

MEMBERSHIP OF MANAGEMENT COMMITTEE

12. (1) The management committee of the association shall consist of a president, vice-president, secretary, treasurer, all of whom shall be members of the association, and such number of other members of the association at any general meeting may from time to time elect or appoint.
- (2) At the annual general meeting of the association all the members of the management committee for the time being shall retire but shall be eligible upon nomination for re-election. The retiring president shall remain as a member of the management committee as immediate past president for (1) one year.
- (3) The election of officers and other members of the management committee shall take place in the following manner –
- (a) any (2) two members of the association shall be at liberty to nominate any other member to serve as an officer or other member of the management committee;
- (b) the nomination, which shall be in writing and signed by the member and the member's proposer and seconder, shall be lodged with the secretary at least (14) fourteen days before the annual general meeting at which the election is to take place;

- (c) 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 association for at least (7) seven days immediately preceding the annual general meeting.
- (d) 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;
- (e) 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.

**RESIGNATION OR REMOVAL FROM OFFICE OF MEMBERSHIP OF
MANAGEMENT COMMITTEE**

- 13. (1) 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 or such member may be removed from office at a general meeting of the association where that member shall be given the opportunity to fully present the member's case.
- (2) The question of removal shall be determined by the vote of the members present at such a general meeting.
- (3) There is no right of appeal against a member's removal from office under this section.

VACANCIES ON MANAGEMENT COMMITTEE

- 14. (1) The management committee shall have power at any time to appoint any member of the association 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 association, but for no other purpose.

FUNCTIONS OF THE MANAGEMENT COMMITTEE

- 15. (1) Except as otherwise provided by these rules and subject to resolutions of the members of the association 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 association; and

- (b) shall have authority to interpret the meaning of these rules and any matter relating to the association on which these rules are silent.
- (2) The management committee may exercise all the powers of the association –
- (a) to borrow or raise or secure the payment of money in such manner as the members of the association 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 association in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the association's property, both present and future, and to purchase, redeem or pay off any such securities;
 - (b) to borrow amounts from members and to pay interest on the amounts borrowed 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 association, and to provide and pay off any such securities; and
 - (c) to invest in such manner as the members of the association may from time to time determine.
- (3) For sub-section (2) (b) the rate of interest must not be more than the rate for the time being charged for overdrawn accounts for money lent (whatever the term of the loan) by –
- (a) the financial institution for the association; or
 - (b) if there is more than (1) one financial institution for the association - the financial institution nominated by the association.

MEETINGS OF MANAGEMENT COMMITTEE

16. (1) The management committee shall meet at least once every (2) two calendar months to exercise its functions.
- (2) The management committee must decide how a meeting is to be called.
- (3) Notice of a meeting is to be given in the way decided by the management committee.
- (4) 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.
- (5) 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.

- (6) Subject as previously provided in this section, the management committee may meet together and regulate its proceedings as it thinks fit.
- (7) However, 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.
- (8) A member of the management committee shall not vote in respect of any contract or proposed contract with the association in which the member is interested, or any matter arising thereout, and if the member does so vote the member's vote shall not be counted.
- (9) Not less than (7) seven days' notice shall be given by the secretary to members of the management committee of any special meeting of the management committee.
- (10) Such notice shall clearly state the nature of the business to be discussed thereat.
- (11) The president shall preside as chairperson at every meeting of the management committee, or if there is no president, or if at any meeting the president is not present within (10) ten minutes after the time appointed for holding the meeting, the vice-president shall be chairperson or if the vice-president is not present at the meeting then the members may choose (1) one of their number to be chairperson of the meeting.
- (12) 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.
- (13) 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.

DELEGATION OF POWERS OF MANAGEMENT COMMITTEE

17. (1) The management committee may delegate any of its powers to a sub-committee consisting of such members of the association as the management committee thinks fit.
- (2) 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.
- (3) A sub-committee may elect a chairperson of its meetings.
- (4) If no such chairperson is elected, or if at any meeting the chairperson is not present within (10) ten minutes after the time appointed for holding the meeting, the members present may choose (1) one of their number to be chairperson of the meeting.
- (5) A sub-committee may meet and adjourn as it thinks proper.

- (6) 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.

ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS

18. 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.

RESOLUTIONS OF MANAGEMENT COMMITTEE WITHOUT MEETING

19. (1) A resolution in writing signed by all the members of the management committee for the time being entitled to receive notice of a meeting of the management committee shall be as valid and effectual as if it had been passed at a meeting of the management committee duly convened and held.
- (2) Any such resolution may consist of several documents in like form, each signed by (1) one or more members of the management committee.

ANNUAL GENERAL MEETINGS

20. An annual general meeting must be held:
- (a) at least once every financial year; and
- (b) within (3) three months after the end of the association's previous financial year.

BUSINESS TO BE TRANSACTED AT ANNUAL GENERAL MEETING

21. The following business must be transacted at every annual general meeting:
- (a) the receiving of the statement of income and expenditure, assets and liabilities and of mortgages, charges and securities affecting the property of the association for the last financial year;
- (b) the receiving of the auditor's report on the financial affairs of the association for the last financial year;
- (c) the presenting of the audited statement to the meeting for adoption;
- (d) the election of members of the management committee;
- (e) the appointment of an auditor who shall be a member of the Institute of Chartered Accountants in Australia, or the Australian Society of Practising Accountants.

SPECIAL GENERAL MEETING

22. (1) The secretary shall convene a special general meeting by sending out notice of the meeting within (14) fourteen days of:-
- (a) being directed to do so by the management committee; or

- (b) being given a 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 association which equals double the number of members presently on the management committee plus (1) one;
 - (c) 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.
- (2) A requisition mentioned in subsection (1)(b) shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat.

QUORUM AT GENERAL MEETING

23. (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 (1) 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.
- (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 association, shall lapse.
- (4) 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
- (5) The chairperson 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.
- (6) When a meeting is adjourned for (30) thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (7) 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.

NOTICE OF A GENERAL MEETING

24. (1) The secretary shall convene all general meetings of the association by giving not less than (14) fourteen days' notice of any such meeting to the members of the association.
- (2) The manner by which such notice shall be given shall be determined by the management committee.
- (3) However, 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.

- (4) Notice of a general meeting shall clearly state the nature of the business to be discussed thereat.

PROCEDURE AT GENERAL MEETING

- 25.A (1) Unless otherwise provided by these rules, at every general meeting:
- (a) the president shall preside as chairperson, or if there is no president, or if the president is not present within (15) fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the vice-president shall be the chairperson or if the vice-president is not present or is unwilling to act then the members present shall elect (1) one of their number to be chairperson of the meeting; and
 - (b) the chairperson shall maintain order and conduct the meeting in a proper and orderly manner; and
 - (c) every question, matter or resolution shall be decided by a majority of votes of the members present; and
 - (d) every member present shall be entitled to (1) one vote and in the case of an equality of votes the chairperson shall have a second or casting vote; and
 - (e) however, no member shall be entitled to vote at any general meeting if the member's annual subscription is more than (1) one month in arrears at the date of the meeting; and
 - (f) 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; and
 - (g) the chairperson shall appoint (2) two members to conduct the secret ballot in such manner as the chairperson shall determine and the result of the ballot as declared by the chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded.

MINUTES

- 25.B (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) 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 chairperson of that meeting or the chairperson of the next succeeding management committee meeting verifying their accuracy.
 - (3) Similarly, the minutes of every general meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding general meeting.
 - (4) However, the minutes of any annual general meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding general meeting or annual general meeting.

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 association and any by-law may be set aside by a general meeting of members.

ALTERATION OF RULES

27. (1) Subject to the provisions of the *Associations Incorporation Act 1981*, these rules may be amended, rescinded, or added to from time to time by a special resolution carried at any general meeting.
- (2) However an amendment, rescission or addition is valid only if it is registered by the chief executive.

COMMON SEAL

28. (1) The management committee shall provide for a common seal and for its safe custody.
- (2) The common seal shall only be used by the authority of the management committee and every instrument to which the seal is affixed shall be signed by a member of the management committee and shall be countersigned 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.

FUNDS AND ACCOUNTS

29. (1) The funds of the association must be kept in the name of the association in a financial institution decided by the management committee.
- (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 association and the particulars usually shown in books of a like nature.
- (3) All moneys shall be deposited as soon as practicable after receipt thereof.
- (4) All amounts of \$100 or over shall be paid by cheque signed by any (2) two of the president, secretary, treasurer or other member authorised from time to time by the management committee.
- (5) Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty cash recoupments which may be open.
- (6) The management committee shall determine the amount of petty cash which shall be kept on the imprest system.
- (7) All expenditure shall be approved or ratified at a management committee meeting.
- (8) As soon as practicable after the end of each financial year the treasurer shall cause to be prepared a statement containing the 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 association at the close of that year.

- (9) The auditor must examine the statement prepared under subsection (8) and present a report on it to the secretary before the next annual general meeting following the financial year for which the audit was made.
- (10) The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.

DOCUMENTS

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

FINANCIAL YEAR

31. The financial year of the association shall close on 30th June in each year.

DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY

32. (1) This section applies if the association is wound-up under part 10 of the Act and there are surplus assets.
- (2) The surplus assets must not be distributed among the members but must be given to another entity -
 - (a) that has 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.
- (3) In this section –

“surplus assets” has the meaning given by section 92(3) of the Act.