



Rules of Dragons Abreast Brisbane Incorporated

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1. Interpretation

1. In these rules:
 - a) **act** means the *Associations Incorporation Act 1981*
 - b) **active paddler member** means a member who actively participates and regularly trains in the activity of dragon boat racing with the association
 - c) **affiliate member** means a member who is either a past breast cancer survivor or supporter member of the association, who can no longer paddle due to a reason acceptable to the management committee
 - d) **association** means Dragons Abreast Brisbane Incorporated
 - e) **AusDBF** means the Australian Dragon Boat Federation who oversee the sport of dragon boat racing in Australia
 - f) **by-laws** mean the by-laws of the association
 - g) **breast cancer** means the disease of cancer that starts in the breast tissue, as recognised by The Royal Australasian College of Physicians
 - h) **breast cancer survivor** refers to a person who has been diagnosed and/or treated for breast cancer or undergone prophylactic mastectomy because of a medically identified predisposition to develop breast cancer, as recognised by The Royal Australasian College of Physicians and as outlined in Rule 5(1)
 - i) **BRD** means Brisbane River Dragons Dragon Boat and Outrigger Canoe Club Incorporated
 - j) **casual vacancy**, on the management committee, means a vacancy that happens when an elected member of the management committee resigns, dies or otherwise stops holding office
 - k) **chief executive** means the Chief Executive of the Queensland Government Office of Fair Trading
 - l) **DAA** means Dragons Abreast Australia Limited, the national body overseeing the sport of dragon boat racing for breast cancer survivor dragon boat teams across Australia
 - m) **DAB** is an acronym for the name of the association
 - n) **fee** means a payment of money due to the association by its members
 - o) **DBQ** means the Dragon Boat Queensland Incorporated, the state association for dragon boat paddling for the state of Queensland, Australia
 - p) **financial member** means a member of the association who has paid their fees
 - q) **IDBF** means the International Dragon Boat Federation, the international body that oversees the sport of dragon boat racing across nations
 - r) **IBCPC** means the International Breast Cancer Paddlers' Commission, the international body that oversees the sport of dragon boat racing for breast cancer survivor dragon boat teams
 - s) **non-paddling member** means a member of the association who elects not to participate in the activity of dragon boat racing with the association
 - t) **present** means a member or committee member who attends a management committee meeting (see rule 23(6)) or a general meeting (see rule 34(2))

- u) **paddle** means to actively participate socially and/or compete in the sport of dragon boat racing
 - v) **sanctioned event** means a dragon boat regatta or another event conducted by another authority who runs breast cancer, community or corporate paddling events at a domestic or international level, such as events organised by DAA, IBCPC, AusDBF or another community, corporate or international dragon boat club or authority
 - w) **special resolution** means a resolution that is passed at a general meeting (including the annual general meeting) by the votes of at least 75% of the total calculated vote of members who are present and entitled to vote
 - x) **sports paddling club** means any sports dragon boat or other form of sports paddling clubs e.g. Brisbane River Dragons Dragon Boat and Outrigger Canoe Club Incorporated or another paddling club
 - y) **supporter paddling member** means a member who has not been diagnosed with breast cancer as per the criteria under rule 5(4).
 - z) **Team meeting** means any meeting of members which is not an Annual General Meeting or a General Meeting, designed to communicate information to members e.g. information about Committee updates, upcoming dragon boat regattas, any upcoming or planned social or fund raising events, safety or coaching updates, information received from other paddling entities e.g. DAA or IBCPC and/or any other matter which the Committee or a Member wish to advise other members about.
2. The Model Rules under the Act are expressly displaced by these rules.
 3. Except where the contrary intention appears in these rules, a word or expression that is not defined in these rules, but is defined in the Act, if the context permits, will take the meaning given by the Act.
 4. If any provision of these rules or any phrase contained in it is invalid or unenforceable, the phrase or provision is to be read down so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of these rules.
 5. Headings are for convenience only and do not affect the interpretation of these rules.
 6. In these rules:
 - a) a reference to a function includes a reference to a power, authority and duty
 - b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty
 - c) words importing the singular include the plural and vice versa
 - d) words importing any gender include the other genders
 - e) references to persons include corporations and bodies politic
 - f) references to a person include the legal personal representatives, successors and permitted assigns of that person
 - g) a reference to "writing" shall, unless the contrary intention appears, include messages tangible and intangible which have been sent or received via electronic means.

2. Association name

1. The name of the incorporated association is Dragons Abreast Brisbane Incorporated and referred to as DAB. It is hereafter referred to as ***the association***.

3. Objects

1. The association's objects are as follows:
 - a) to continually align with the objects of DAA
 - b) to raise awareness of breast cancer in the Australian community, primarily, but not exclusively, through the sport of dragon boat racing
 - c) to demonstrate that people can be actively involved in life during and after breast cancer
 - d) to encourage the diversity, empowerment, personal safety and wellbeing of people who have lived with breast cancer or have a genetic predisposition to developing breast cancer (as recognised by The Royal Australasian College of Physicians)
 - e) to harness the resources of the community to make a positive difference in the lives of people who have lived with breast cancer or have a genetic predisposition to developing breast cancer
 - f) to give a "face" to the breast cancer statistics by participating in regattas and other competitions as breast cancer survivor member only teams, supporter only teams, or as mixed teams of breast cancer survivors and supporters teams where eligible
 - g) to maintain links with other breast cancer dragon boat clubs and/or teams across Australia and internationally
 - h) to promote early detection of breast cancer and to always encourage the search for a cure for breast cancer
 - i) to seek or receive donations and legacies and to fundraise (whether subject to any special trusts or not) as they apply to these objects
 - j) to promote the objects of the association and key affiliations in any manner the management committee considers appropriate, and to do things incidental or conducive to the attainment of these objects.

4. Powers

1. The association has the powers of an individual.
2. The association 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

- d) do other things necessary or convenient to be done in carrying out its affairs.

5. Classes of membership

1. The membership of the association shall consist of any of the following classes of members:
 - a) breast cancer survivor members
 - b) supporter members
 - c) life members
 - d) honorary members
 - e) affiliate members.
2. All classes of members may be of the following types of members:
 - a) breast cancer survivor members
 - b) supporter members
 - c) affiliate members.
3. The classes of members listed in rule 5(1)(a), (b) or (c) can be either:
 - a) paddling members
 - b) non-paddling members.
4. Classes 5(1)(d) and (e) are non-paddling members and can belong to other sports paddling clubs but chose to join the association for the purpose of participating with the association at breast cancer only paddling events.
5. All classes of members must be over 18 years of age at the date of applying for membership.
6. Breast cancer survivor members:
 - a) are eligible to vote at general and team meetings of the association
 - b) are eligible for election to the management committee in compliance with Rule 18 or eligibility passed on through another entity through the association e.g. a rule change from DAA
 - c) can belong to other sports paddling clubs, but paddle as a member of the association for breast cancer events
 - d) can be unlimited in number.
7. Supporter members:
 - a) do not have to be breast cancer survivors
 - b) must be introduced to the association by a breast cancer survivor member of the association; a breast cancer survivor member may introduce only one supporter member for membership to the association; the approval of additional supporter members per breast cancer survivor is subject to the approval of the association's management committee
 - c) must maintain a "first link" to a breast cancer survivor member of the association; a supporter who does not have a 'first link' (for example, a life partner, a sibling, a parent and/or a child or close friend) to a breast cancer survivor member must demonstrate that they have a genuine interest in the wellness and recovery of breast cancer survivors

- d) must agree to support the aims of the association and any related affiliated entity of the association e.g. DAA, IBCPC, AusDBF
- e) are eligible to vote at general and team meetings of the association
- f) are eligible for election to the management committee subject to meeting conditions outlined in rule 18
- g) may have their application for membership delayed or refused until suitable information has been gained to support approval of the supporter member
- h) may be limited in numbers from time to time by the management committee; the association was principally established for breast cancer survivors; to ensure operational effectiveness, the management committee can allow a short-term increase to supporter numbers for a set period to allow supporters to paddle and/or attend sanctioned events.

8. Life members:

- a) Life membership is open to persons who have rendered extraordinary and meritorious service to the association for a period of at least ten years.
- b) Any member may raise a recommendation to the management committee for another member to be nominated for election as a life member. Such recommendation shall include a resume of the proposed recipient's contribution of service.
- c) On the management committee's approval of the recommendation, they will propose the nominee for election as a life member at the next annual general meeting.
- d) The number of life memberships awarded shall be up to two in any one year, unless altered by special resolution at a general meeting of the association.
- e) Life members shall be entitled to all the entitlements of for breast cancer members of the association.

9. Honorary members:

- a) Honorary membership of the association shall be bestowed from time to time at the discretion of the management committee for a pre-determined period or purpose.
- b) Honorary members shall not be entitled to vote or to stand for election to the management committee.
- c) Honorary members may be appointed in an ex officio capacity to provide guidance and expertise as required.
- d) Any member may raise a recommendation to the management committee for an external person to be nominated as an honorary member. Such recommendation shall include a resume of the proposed recipient's interest and expertise to assist the association fulfil their objects.
- e) On the management committee's approval of the recommendation of an honorary member, the management committee will propose the nominee for election as an honorary member at general meeting or annual general meeting.

10. Affiliate members:

- a) All affiliate members must be or have been a member of the association, or of another DAA member group, who can no longer paddle due to a reason acceptable to the committee.

- b) Affiliate members do not have to be breast cancer survivors.
- c) Affiliate members must demonstrate that they have a genuine interest in breast cancer awareness and agree to support the aims of the association and any related affiliated entity e.g. DAA, IBCPC, AusDBF, IDBF etc.
- d) All applications for membership as an affiliate member can be approved at general committee meetings.
- e) Affiliate members may have their application for membership delayed or refused until suitable information has been gained to support approval of the affiliate member.
- f) Affiliate members are not entitled to vote at team or general meetings of the association.
- g) Affiliate members are not eligible for election to the management committee.
- h) The number of affiliate members is unlimited.

6. Automatic membership

1. A person who, on the day this version of the association's Rules was adopted, was a member of the association previously admitted by the management committee, is entitled to retain the equivalent class of membership of the association as the member held prior to the date of adoption of these Rules.

7. New membership

1. Membership of the association is open to anyone who complies with the eligibility criteria described in rule 5.
2. An applicant for membership of the association must be proposed by one member of the association (the **proposer**) and seconded by another member (the **seconder**).
3. An application for membership must be:
 - a) in writing and/or via electronic means on the DAB website
 - b) signed or lodged on the DAB website by the applicant
 - c) in the format decided by the management committee
 - d) subject to formal approval by the management committee of the association.

8. Membership fee

1. A membership fee for each class of membership of the association:
 - a) is the amount decided by the members from time to time at a general meeting
 - b) is payable when, and in the way, the management committee decides
 - c) can be waived or discounted at the discretion of the management committee.

2. Membership classes stated in rule 5(1)(a), (b) and (c) must become and remain a fee paying / financial member of DAA. Other classes of membership stated in rule 5(1)(d) and (e) are exempt from paying DAA fees.
3. All classes of members are responsible for all other fees and associated costs, including but not limited to:
 - a) membership fees to their chosen paddle club e.g. BRD
 - b) all applicable insurance fees e.g. DBQ
 - c) any costs to participate in regattas or competitions
 - d) all costs associated with purchasing required uniforms and equipment
 - e) any travelling expenses to attend sanctioned events
 - f) other expenses required of members of the association.
4. Life members are not required to pay:
 - a) annual subscription fees to the association
 - b) any membership fees payable to DAA.
5. Life members are responsible for paying all other costs associated with their membership.
6. Honorary members are not required to pay fees to the association.
7. Failure to pay all membership fees as applicable for the relevant class of membership will result in suspension of membership with the association and DAA.

9. Admission and rejection of new and renewing 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
 - 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 person's application, the person is advised:
 - a) whether or not the association has public liability insurance
 - 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 an application for membership.
4. If a majority of the members of the management committee present at the meeting vote to accept an applicant as a member, the applicant must be accepted as a member for the class of membership applied for.
5. The secretary or their delegate must, as soon as practicable after the management committee decides to accept or reject an application for membership, give the applicant 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
 - b) if a later time is stated in the notice, the later time.
3. The management committee may terminate a member's membership if a 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 two months
 - d) conducts themselves 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.

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 person's intention to appeal against that decision.
2. A notice of intention to appeal must be given to the secretary within one 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 one 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 three 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. 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 month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the association must, as soon as practicable, refund in full 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 for each member:
 - a) the full name of the member
 - b) the postal or residential address of the member
 - c) the date of admission as a member
 - d) the class of membership
 - e) the date of death or time of resignation of the member
 - f) details about the termination or reinstatement of membership
 - g) any other information the management committee or the members at a general meeting decide.
3. The register must be open for inspection by members of the association at all reasonable times.
4. A member may only inspect details of their own membership within the register.
5. To view the member's details, the member must contact the secretary to arrange an inspection of the register.
6. The management committee may, on the application of a member of the association, withhold information about the member (other than the member's full name) from the register available for inspection if the management committee has reasonable grounds for believing that disclosure of all information would put the member or another member at risk of harm.

14. Prohibition of 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
 - 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. Rule (14)(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 or Territory, but not more than 65km from the Queensland border, who is:
 - a) a member of the association elected by the association as secretary
 - b) any of the following persons appointed by the management committee as secretary:
 - i. a member of the association's management committee
 - ii. another member of the association.
2. If the association has not elected an interim officer as secretary for the association before its incorporation, the members of the management committee must ensure a secretary is appointed or elected for the association within one month after incorporation.
3. 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 month after the vacancy happens.
4. If the management committee appoints a person mentioned in rule (15)(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.
5. However, if the management committee appoints a person mentioned in rule (15)(1)(b)(ii) as secretary to fill a casual vacancy on the management committee, the person becomes a member of the management committee.
6. If the management committee appoints a person mentioned in rule (15)(1)(b)(iii) as secretary, the person does not become a member of the management committee.

16. Removal of secretary

1. The management committee of the association may at any time remove a person appointed by the committee as the secretary.
2. If the management committee removes a secretary who is a person mentioned in rule 15(1)(b)(i), the person remains a member of the management committee.

3. If the management committee removes a secretary who is a person mentioned in rule 15(1)(b)(ii) and who has been appointed to a casual vacancy on the management committee under rule 15(5), the person remains a member of the management committee.

17. Functions of secretary

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
 - b) keeping minutes of each meeting
 - c) keeping copies of all correspondence and other documents relating to the association
 - d) maintaining the register of members of the association.

18. Membership of the management committee

1. The management committee of the association consists of an executive committee comprised of:
 - a) president
 - b) vice-president/coordinator
 - c) secretary
 - d) treasurer
 - e) up to four general committee members.
2. All committee members must be elected by association members at a general meeting pursuant to rule 19.
3. The majority of positions on the management committee of the association must be breast cancer survivor members. The only exceptions are:
 - a) a secretary appointed by the management committee under rule 15(3)
 - b) a person appointed to the management committee under rule 18(3)
4. where no suitably qualified breast cancer survivor member is available for election for other roles on the executive committee as described in rule 18(1), a member or person who is not a breast cancer survivor may be appointed to the position of secretary and treasurer; in such circumstances the role is for operational effectiveness and the member or person will not hold any voting rights on the management committee. In accordance with the terms and conditions of group membership to DAA, both the president and vice-president/coordinator of the association must be breast cancer survivors.
5. At each annual general meeting of the association, the members of the management committee must retire from office, but are eligible, on nomination, for re-election.
6. A member of the association may be appointed to a casual vacancy on the management committee pursuant to rule 21.

19. Electing the management committee

1. A member of the management committee may only be elected as follows:
 - a) Any two 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
 - ii. signed by the candidate and the members who nominated them
 - 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 candidate for each vacant position on the management committee.
 - d) If, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
2. A person may be a candidate only if the person:
 - a) is over 18 years of age
 - b) is not ineligible to be elected as a member under section 61A of the Act
 - c) has paid all membership fees owing to both DAA and the association.
3. A list of all candidate/s' names in alphabetical order, with the names of the members who nominated each candidate, must be distributed in a usual form of communication, including any technology that would reasonably provide members with at least seven days' notice 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
 - b) if the association has public liability insurance, the amount of the insurance.
6. If any position has only one candidate, then the members present and eligible to vote must vote to accept or reject the nomination based on the candidate's ability to meet the requirement of the position statement, if known. If there is any doubt that the candidate possesses the skills and/or qualifications to fill the position, the nomination shall be rejected and the position shall remain vacant until a suitable individual can be found pursuant to rule 21, or that the association has the ability to procure in the required services of skilled personnel.
7. In the absence of any valid written nominations, candidates may be called or accepted from the floor of the annual general meeting. Individuals' nominating from the floor will be required to verbally provide the members with evidence as to their ability and/or experience to meet the skills, tasks and time required to full the specific position as defined by the position statement. The members of the association present and eligible to vote will

accept or reject the candidate's nominated based on information provided at that time by the candidate.

8. If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
9. If after a vote has been conducted and candidates for one position remain tied and deadlocked, the members present and entitled to vote can vote to accept or reject both candidates.
10. If after a vote to accept two candidates has been conducted, then the number of general committee members may be increased by one additional position in line with rule 18 until such time as the position is up for re-election or one candidate withdraws.
11. If the motion to have two candidates is rejected, then the position shall remain vacant until a suitable member can be found, or the association can buy in the services of skilled personnel.
12. No member of the association can hold more than one position on the management committee. However, any elected committee member can hold office on the management committee and hold a non-elected / non-voting supporting role or position on any sub-committees that the management committee call to manage a function, event or special project to aid the efficient and effective functioning of the committee and association operations.

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
 - b) if a later time is stated in the notice, the later time.
3. A member may be removed from office at a general meeting of the association if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.
4. Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why they should not be removed from office.
5. A member has no right of appeal against the member's removal from office under this rule.
6. A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

21. Vacancies on management committee

1. If a casual vacancy happens on the management committee, the continuing members of the committee may appoint another 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 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
 - b) call a general meeting of the association.

22. Functions of the management committee

1. Subject to these rules or a resolution of the members of the association carried at a general meeting, the management committee has the general control and management of the administration of the affairs, property and funds of the association.
2. The management committee has authority to interpret the meaning of these rules and any matter relating to the association on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.
3. The management committee may exercise the powers of the association:
 - a) to borrow, raise or secure the payment of amounts in a way the members of the association decide
 - b) to secure the amounts mentioned in rule 22(3)(a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the association's property, both present and future
 - c) to borrow amounts from members and pay interest on the amounts borrowed
 - d) to mortgage or charge the whole or part of its property
 - e) to invest in a way the members of the association may from time to time decide.
4. For rule (22)(3)(c), 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
 - b) if there is more than one financial institution for the association, the financial institution nominated by the management committee.

23. Meetings of the 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 four 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 rule (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, then the President shall have a casting vote.
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 member's 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 vice-president/coordinator is not present within ten minutes after the time fixed for a management committee meeting, the members may choose one of their number to preside as chairperson at the meeting.

24. Quorum for, and adjournment of, management committee meeting

1. At a management committee meeting, more than 50% of the members elected to the committee as at the close of the last general meeting of the members form a quorum.
2. If there is no quorum within 15 minutes after the time fixed for a management committee meeting called on the request of members of the committee, the meeting lapses.
3. If there is no quorum within 15 minutes after the time fixed for a management committee meeting called other than on the request of the members of the committee:
 - a) the meeting is to be adjourned for at least one day
 - b) the members of the management committee who are present are to decide the day, time and place of the adjourned meeting.
4. If, at an adjourned meeting mentioned in rule (24)(3), there is no quorum within 15 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
 - 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
 - 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 entered in a minute book or be retained via an electronic record on the association's record keeping system.
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 verifies their accuracy.

27. Appointment of subcommittees

1. The management committee may appoint subcommittees consisting of members of the association considered appropriate by the committee to help with the conduct of the association's operations.
2. A member of the subcommittee who is not a member of the management committee is not entitled to vote at a management committee meeting.
3. A subcommittee may elect a chairperson of its meetings.
4. If a chairperson is not elected, or if the chairperson is not present within 15 minutes after the time fixed for a meeting, the members present may choose one of their number to be chairperson of the meeting.
5. A subcommittee may meet and adjourn as it considers appropriate.

6. A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

28. Acts not affected by defects or disqualifications

1. An act performed by the management committee, a subcommittee or a person acting as a member of the management committee is taken to have been validly performed.
2. Rule (28)(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
 - 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 and/or endorsed in writing (e.g. via an email or other document by all of the executive 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 rule (29)(1) may consist of several documents in like form and is ratified at the next management committee meeting.

30. Annual general meetings

1. Each annual general meeting must be held:
 - a) at least once each year
 - b) within six months after the end date of the association's reportable financial year.

31. Business to be conducted at annual general meeting

1. The following business must be conducted at each annual general meeting of the association:

- a) receiving the association's financial statement, and audit report, for the last reportable financial year
- b) presenting the financial statement and audit report to the meeting for adoption
- c) electing members of the management committee
- d) appointing an auditor or an accountant for the present financial year.

32. Notice of general meeting

1. The secretary may call a general meeting of the association.
2. The secretary must give at least 14 days' notice of the meeting to each member of the association.
3. If the secretary is unable or unwilling to call the meeting, 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
 - 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.

33. Quorum for, and adjournment of, general meeting

1. The quorum for a general meeting is at least the number of members elected or appointed to the management committee at the close of the association's last general meeting plus one.
2. However, if all members of the association are members of the management committee, the quorum is the total number of members less one.
3. No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
4. If there is no quorum within 15 minutes after the time fixed for a general meeting called on the request of members of the management committee or the association, the meeting lapses.
5. If there is no quorum within 15 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 seven days
 - b) the management committee is to decide the day, time and place of the adjourned meeting.

6. The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
7. If a meeting is adjourned under rule (33)(6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
8. The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
9. If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

34. Procedure at general meeting

1. A member may take part and vote in a general meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
2. A member who participates in a meeting as mentioned in rule (34)(1) is taken to be present at the meeting.
3. At each general meeting:
 - a) the president is to preside as chairperson
 - b) if there is no president or if the vice-president/coordinator is not present within 15 after the time fixed for the meeting or is unwilling to act, the members present must elect one of their number to be chairperson of the meeting
 - c) the chairperson must conduct the meeting in a proper and orderly way.

35. Voting at general meeting

1. At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present.
2. A special resolution must be passed by at least 75% of the total calculated vote.
3. Each member present and eligible to vote is entitled to one vote only and can carry one additional proxy vote.
4. The chairperson has a casting vote as well as a primary vote.
5. 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.
6. The method of voting is to be decided by the management committee.
7. However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
8. If a secret ballot is held, the chairperson must appoint two members to conduct the secret ballot in the way the chairperson decides.

9. 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.

36. Special general meeting

1. The secretary must call a special general meeting by giving each member of the association notice of the meeting within 14 days after:
 - a) being directed to call the meeting by the management committee
 - b) being given a written request signed by:
 - i. at least 33% of the number of members of the management committee when the request is signed
 - ii. at least the number of members of the association equal to double the number of members of the association on the management committee when the request is signed plus one
 - 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
 - ii. to terminate a person's membership.
2. A request mentioned in rule (36)(1)(b) must state:
 - a) why the special general meeting is being called
 - b) the business to be conducted at the meeting.
3. A special general meeting must be held within three months after the secretary:
 - a) is directed to call the meeting by the management committee
 - b) is given the written request mentioned in rule (36)(1)(b)
 - c) is given the written notice of an intention to appeal mentioned in rule (36)(1)(c).
4. If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

37. Proxies

1. Any member entitled to vote at a general meeting may appoint a proxy.
2. A proxy must be a member of the association.
3. No person may hold more than two proxies.
4. A proxy is valid for the business of the meeting for which it was given.
5. An instrument appointing a proxy must be in writing and be in the following or similar form:

[Dragons Abreast Brisbane Incorporated

I, _____ of _____ being
a member of the association, appoint

of
as my proxy to vote for me on my behalf at the (annual) general meeting of the
association, to be held on the _____ day of 20____
and at any adjournment of the meeting.

Signed this _____ day of _____ 20____ .

Signature

6. The instrument appointing a proxy must:
 - a) if the appointor is an individual, be signed by the appointor or the appointor's attorney properly authorised in writing
 - b) if the appointor is a corporation:
 - i. be under seal
 - ii. be signed by a properly authorised officer or attorney of the corporation.
7. The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
8. A proxy may be revoked at any time by notice in writing signed on behalf of the member of the association.
9. The secretary will maintain a register of proxies.
10. Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.
11. 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:

Dragons Abreast Brisbane Inc:
I, _____ of _____, being
a member of the association, appoint
of _____
as my proxy to vote for me on my behalf at the (annual) general meeting of the
association, to be held on the _____ day of _____
20____
and at any adjournment of the meeting.
Signed this _____ day of _____ 20____ .
Signature _____
This form is to be used **in favour of/*against* [~~*strike out whichever is not wanted*~~] the
following resolutions—
[List relevant resolutions]
12. If a proxy is only for a single meeting, it may be used at any postponement or adjournment of that meeting, unless the proxy states otherwise.

38. Minutes of general meeting

1. The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book or be retained via an electronic record on the associations record keeping system.
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
 - 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 minutes for a particular general meeting available subject to rule (38)(4) for inspection by the member at a mutually agreed time and place
 - b) give the member copies of the minutes of the meeting.
4. Where the minutes requested in rule (38)(3) contain sensitive information which recorded discussion or decisions related to other members of the association, then the committee may refuse provision of the minutes and/or redact (i.e. block out) parts of the requested minutes which relate to other members.
5. Any decision to refuse access to requested in minutes must be issued to the requesting member in writing within 28 days after the request was made.
6. The association may require the member to pay the reasonable costs of providing copies of the minutes.

39. By-laws

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

40. 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.
2. However, an amendment, repeal or addition is valid only if it is registered by the chief executive.

41. 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
 - 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
 - b) another member of the management committee
 - c) someone authorised by the management committee.

42. Funds and accounts

1. The funds of the association must be kept in accounts in the name of the association in a financial institution decided by the management committee.
2. Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
3. All amounts must be deposited in the financial institution account as soon as practicable after receipt.
4. A payment by the association of \$100 or more must be made by electronic funds transfer or bank cheque.
5. Any electronic funds transfer from an account in the name of the association must be signed or approved by any two of the following roles:
 - a) the president
 - b) the vice-president/coordinator
 - c) the secretary
 - d) the treasurer
 - e) any other member of the association who has been authorised by the management committee to approve payments of the association.
6. Any electronic funds transfer from an account in the name of the association must be signed or approved by any two of the above persons; however, one of the persons who approves the transfer must be the president, the vice-president/coordinator or the treasurer.
7. A petty cash account may be kept using an imprest system, and the management committee must decide the amount, if any, of petty cash to be kept in the account.
8. All expenditure must be approved or ratified at a management committee meeting.

43. 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.

44. Documents

1. The management committee must ensure the safe custody of all records either via electronic or other methods and include:
 - a) books
 - b) minutes
 - c) all other documents, instruments of title and securities of the association.

45. Financial year

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

46. Distribution of surplus assets to another entity

1. This rule applies if the association:
 - a) is wound up under part 10 of the Act
 - b) has surplus assets.
2. The surplus assets must not be distributed among the members of the association.
3. In the event of the dissolution of the association any funds or property remaining shall be transferred to Dragons Abreast Australia.
4. If Dragons Abreast Australia has been wound up, then all surplus assets must be given to another entity which is determined by the members of the association at or before the time of dissolution of the association having regard to the proposed entity's:
 - a) objects being similar to the association's objects
 - b) the rules which prohibit the distribution of the entity's income and assets to its members.
5. In this rule, **surplus assets** is defined in section 92(3) of the Act.