

**CONSTITUTION**  
**SOUTH BRISBANE MEN'S SHED Inc.**  
(Version Draft zero Sept 2016)

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## 1 INTERPRETATION

(1) In this document:

**Act** means the *Associations Incorporations Act 1981* and *Associations Incorporation Regulations 1999*.

(2) A word or expression that is not defined in this document, but is defined in the Act has, if the context permits, the meaning given by the Act.

## 2 NAME OF ASSOCIATION

The name of the incorporated association is **SOUTH BRISBANE MEN'S SHED Inc.** referred to hereafter as **SBMS**.

## 3 OBJECTIVES OF SBMS

The objectives of the **SBMS**:

- (1) To represent **SBMS** to the community, governments, non-government organisations, support groups, sponsors and potential funding sources.
- (2) To promote and publicise the Men's Shed concept.
- (3) To assist men by:
  - (a) Providing support, activities, training, information, and advice in a stress free, comfortable and non-threatening environment.
  - (b) Provide a safe place for fathers and male family members of young people with autism to come and talk with fathers with similar experiences.
  - (c) Acquiring funding, sponsorships and insurance protection.
  - (d) Promoting and encouraging friendship and community involvement.
- (4) To establish and maintain communication links with other Men's Sheds.
- (5) To promote men's wellbeing and good health with the emphasis on prevention and early detection.
- (6) To acquire support and / or sponsorship from commercial and other organisations to assist with the implementation of **SBMS's** objectives.
- (7) To coordinate the management and usage of acquired support, available skills, **SBMS** resources and activities related to Men's interests and wellbeing.

## 4 POWERS OF SBMS

- (1) The **SBMS** has the powers of an individual.
- (2) The **SBMS** may, for example:
  - (a) Enter into contracts,
  - (b) Acquire, hold, deal with, and dispose of property,
  - (c) Participate in the special interest group for fathers of people with autism.
  - (d) Make charges for services and facilities it supplies, and
  - (e) Do other things necessary or convenient to be done in carrying out its affairs

## 5 CLASSES OF MEMBERSHIP

- (1) The membership of **SBMS** consists of the following classes of members:
  - (a) Ordinary Member
    - i. Must be a financial member,
    - ii. Must support the objectives of the **SBMS**, and,
    - iii. Must be a male and at least 18 years of age.
  - (b) Associate Member
    - i. May be an individual or an organisation,
    - ii. Must pay the annual subscription as determined by the executive committee,
    - iii. Entitled to **SBMS** social privileges,
    - iv. Has no voting rights,

- v. Cannot be elected to the executive committee or be a member of the executive committee, and,
- vi. May serve on one or more management committees.

(c) Honorary Member

- i. An external person appointed by the executive committee in recognition of their value and contribution to **SBMS**, and,
- ii. Entitled to **SBMS** social privileges only and relieved of annual subscriptions.

(d) Life Member

- i. An ordinary member who has given exemplary services to **SBMS** over a long period of time,
- ii. A proposal and unanimous vote by the executive committee is required to appoint a life member,
- iii. A life member will be entitled to all ordinary member privileges, but relieved of annual subscriptions for life.

(2) The number of Ordinary Members is unlimited.

## 6 NEW MEMBERSHIP

- (1) An applicant for membership of **SBMS** must be proposed by one member of the **SBMS** (the **proposer**) and seconded by another member (the **seconder**).
- (2) An application for membership must be:
  - (a) In writing,
  - (b) Signed by the applicant and the applicant's proposer and seconder,
  - (c) Accompanied by an application for a Volunteer, Working with Children Check (blue card) and,
  - (d) In the form decided by the executive committee.

## 7 MEMBERSHIP FEES

- (1) The membership fee for an ordinary membership and for each other class of membership will be:
  - (a) The amount determined from time to time by the executive committee, and,
  - (b) Payable annually and in accordance with an executive committee directive.

## 8 ADMISSION AND REJECTION OF NEW MEMBERS

- (1) An application for membership must be submitted to the Membership and Welfare Management Committee together with the appropriate membership fee for the class of membership.
- (2) The applicant is to be advised: Whether or not **SBMS** has public liability insurance, and, if **SBMS** has public liability insurance and the amount of the insurance.
- (3) The Membership and Welfare Management Committee will consider the application and submit their recommendation to the executive committee.
- (4) The executive committee must consider an application for membership at the next committee meeting. The executive committee must decide at the meeting whether to accept or reject the application.
- (5) If a majority of the executive committee members present at the meeting vote to accept the applicant as a member, the applicant will become a member of the membership class noted on the application.
- (6) The secretary of **SBMS** must, as soon as practicable after the executive committee decides to accept or reject an application advise the applicant of the decision.

## 9 WHEN MEMBERSHIP ENDS

- (1) A member may resign from **SBMS** by giving a written notice of resignation to the secretary.

- (2) The resignation takes effect at:
  - (a) The time the notice is received by the secretary, or,
  - (b) If a later date is stated in the notice, the later time.
- (3) Should a member die while a financial member of **SBMS** the membership will automatically terminate on the date of member's death.
- (4) The executive committee may terminate a member's membership if the member:
  - (a) Is convicted of any indictable offence,
  - (b) Does not comply with any of the provisions of these rules,
  - (c) Has membership fees in arrears exceeding three months, or,
  - (d) Conducts themselves in a way considered to be injurious or prejudicial to the objectives or interests of **SBMS**. However;
- (5) Before the executive 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.
- (6) If, after considering all representations made by the member, the executive committee decides to terminate the membership, the secretary of the committee must give the member a written notice of the decision.
- (7) When a membership ends by resignation, death, or termination there will be no refund of any membership fees unless the executive committee by a majority resolution decides that a full or partial refund is appropriate.

#### **10 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 the decision.
- (2) A notice of intention to appeal must be given to the secretary within one month after the person has received 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 special general meeting to decide the appeal.

#### **11 SPECIAL GENERAL MEETING TO DECIDE MEMBERSHIP APPEAL**

- (1) A special general meeting to decide an appeal must be held within three (3) months after the secretary receives the notice of intention to appeal.
- (2) At the meeting the applicant must be given a full and fair opportunity to show why the application should not be rejected, or the membership should not be terminated.
- (3) Also, the executive 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) The application must be decided by a majority vote of the members present at the general meeting.
- (5) If a person whose application for membership has been rejected does not appeal against the decision within one month after the notice of the decision, or the person appeals but the appeal is unsuccessful, the treasurer must, as soon as practicable, refund the membership fee, if any, paid by the person.

#### **12 REGISTER OF MEMBERS**

- (1) The secretary of the executive committee must keep a register of **SBMS** members.
  - (a) The register must be continually updated and a copy of each updated register passed on to all the members of the executive committee membership.
  - (b) The treasurer will ensure each member on the register is a financial member.
  - (c) The treasurer will report any non- financial members to the executive committee for the appropriate action.

- (2) The register must include the following particulars of each member:
  - (a) The full name of the member,
  - (b) The postal or residential address of the member,
  - (c) The email address of the member if provided,
  - (d) The contact telephone number/s of the member if provided,
  - (e) Working With Children Check (Blue Card) details,
  - (f) The name of a second contact if provided and,
  - (g) Any other particulars the executive committee may deem as necessary.
- (3) The register is private and confidential and will only be accessed by executive committee members for official **SBMS** business or in the case of an emergency and will under no circumstances be issued to any third party interests. *Dates - joining, renewal, leaving.*
- (4) A full list of members' names only will be freely available to all the **SBMS** members.

### 13 APPOINTMENT OR ELECTION OF SECRETARY

- (1) The secretary must be an individual committed to the South Brisbane Men's Shed philosophy and objectives and be a member of **SBMS** elected by the **SBMS** membership.
- (2) If a vacancy happens in the office of secretary, the members of the executive committee must ensure a secretary is appointed or elected for **SBMS** within one month after the vacancy occurs.

### 14 REMOVAL OF SECRETARY

- (1) The executive committee of **SBMS**, by a majority resolution at an executive meeting, may remove the person appointed by **SBMS** as its secretary.
- (2) If the management committee removes a secretary, the person retains their membership of **SBMS**.

### 15 FUNCTIONS OF SECRETARY

The secretary's functions include, but are not limited to:

- (1) Calling meetings of **SBMS** including,
- (2) Preparing notices for meetings and, in consultation with the president of **SBMS**, preparing the agenda for the meetings,
- (3) Keeping minutes of each meeting,
- (4) Keeping copies of all correspondence and other documents related to **SBMS**, and,
- (5) Maintaining the register of **SBMS** members.

### 16 THE EXECUTIVE COMMITTEE

- (1) The executive committee of **SBMS** shall not exceed fifteen (15) members:
  - (a) Seven (7) elected members of the executive committee, the president, vice president, treasurer, assistant treasurer, secretary, assistant secretary and safety advisor must be elected at the annual general meeting by a ballot, plus,
  - (b) The past **SBMS** president (1) and the convenors of the management committees established and confirmed at the annual general meeting of **SBMS**. A maximum of seven (7) convenors plus
  - (c) The chair of the Special Interest Group – Fathers of People with Autism.
- (2) Any member of the executive committee who is absent from three consecutive executive committee meetings and has not received an approved leave of absence from the executive committee shall forfeit the position held.
- (3) The executive committee can give a member or members a specific role or responsibility from time to time to assist in the effective functioning of **SBMS** including participation in the Special Interest Group – Fathers of People with Autism.

- (4) At each annual general meeting of **SBMS**, the elected members of the executive committee must retire from office, but are eligible, on nomination, for re-election or re-selection.

#### **17 ELECTED EXECUTIVE COMMITTEE MEMBERS**

- (1) The seven (7) elected members of the executive committee may only be elected at the annual general meeting as follows:
- (a) Any two members of **SBMS** may nominate another member (the candidate) to serve as an elected member of the executive committee,
  - (b) The elected president who has been president for three (3) consecutive years or three (3) consecutive terms, whichever is the longest, cannot accept a nomination for a fourth (4) term.
  - (c) The nomination must be:
    - i. In writing,
    - ii. Signed by the candidate and the two members who nominated the candidate, and,
    - iii. Given to the secretary at least fourteen (14) days before the annual general meeting at which the election is to be held.
  - (d) Each member of **SBMS** present and eligible to vote at the annual general meeting may vote for one candidate for each vacant elected position of the executive committee.
  - (e) If, at the start of the annual general meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting,
  - (f) A member is not eligible to vote if the member's annual subscription has not been paid at the date of the annual general meeting.
- (2) A person may be a candidate only if the person:
- (a) Is a financial ordinary member of **SBMS**, and,
  - (b) Is eligible to be elected as a member under the Act.
- (3) A list of candidates must be posted in a conspicuous place in the **SBMS** office or usual place of **SBMS** meetings for at least seven (7) days immediately preceding the annual general meeting.
- (4) If required by the executive committee, balloting lists must be prepared containing the names of the candidates.
- (5) The executive committee must ensure that, before a candidate is elected as a member of the new executive committee, the candidate is advised:
- (a) Whether or not **SBMS** has public liability insurance, and,
  - (b) If **SBMS** has public liability insurance including the amount of the insurance.

#### **18 RESIGNATION, REMOVAL, OR VACATION OF AN EXECUTIVE COMMITTEE MEMBER**

- (1) A member of the executive committee may resign from the executive committee by giving written notice of resignation to the secretary.
- (2) The resignation takes effect at:
- (a) The time the notice is received by the secretary, or,
  - (b) If a later time is stated in the notice, the later time.
- (3) A member may be removed from the executive committee at a special general meeting of **SBMS** if a majority of the members present and eligible to vote at the meeting voted in favour of removing the member.
- (4) Before a vote of members is taken about removing a member from the executive committee, the member must be given full and fair opportunity to show cause why they should not be removed from the executive committee.
- (5) A member has no right of appeal against the member's removal from the executive committee.



**19 VACANCIES ON EXECUTIVE COMMITTEE**

- (1) If a vacancy occurs on the executive committee, the continuing members of the executive committee may appoint another member of **SBMS** to fill the vacancy until the next annual general meeting.
- (2) The continuing members of the executive committee may act despite a vacancy on the executive committee.
- (3) However, if the number of committee members is fewer than the number fixed under rule 22 as a quorum of the executive committee, the continuing members may act only to:
  - (a) Increase the number of executive committee members to the number required for a quorum, or,
  - (b) Call a general meeting of **SBMS** to resolve the situation.

**20 FUNCTIONS OF EXECUTIVE COMMITTEE**

- (1) Subject to these rules or a resolution of the members of **SBMS** carried at a general meeting, the executive committee has the general control and management of the administration of the affairs, property and funds of **SBMS**.
- (2) The executive committee has authority to interpret the meaning of these rules and any matter relating to **SBMS** on which the rules are silent, but any interpretation must have regard to the Act, including any regulations made under the Act.

*Note –*  
The Act prevails if the **SBMS's** rules are inconsistent with the Act; refer section 1B of the Act.
- (3) The executive committee may exercise the powers of **SBMS** to raise or secure the payment of amounts and invest in any way the executive committee decides.

**21 MEETINGS OF THE EXECUTIVE COMMITTEE**

- (1) Subject to this rule, the executive committee may meet and conduct its proceedings, as it considers appropriate.
- (2) The executive committee must meet at least once every three months to exercise its functions.
- (3) The executive 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 executive committee.
- (5) The executive committee may hold a meeting, 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 occur.
- (6) A committee member who participated in the meeting as mentioned in sub rule (5) is to be taken as present at the meeting.
- (7) A question arising at a committee meeting is to be decided by majority vote of members of the committee present at the meeting and, if the votes are equal, the question is decided in the negative.
- (8) A member of the executive committee must not vote on a question about a contract or proposed contract with **SBMS** 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 or the president's delegate is to preside as chairperson of the executive committee meeting.
- (10) If there is no president or if the president is not present within 10 minutes after the time fixed for an executive committee meeting, the members may choose one of their number to preside as chairperson for the meeting.

**22 QUORUM FOR AND ADJOURNMENT OF EXECUTIVE COMMITTEE MEETING**

- (1) At an executive committee meeting, more than 50% of the members elected to the committee at the last annual general meeting of the members form a quorum.

- (2) If there is no quorum within 30 minutes after the time fixed for the executive committee meeting called on the request of the members of the committee, the meeting lapses.
- (3) If there is no quorum within 30 minutes after the time fixed for the executive 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, and,
  - (b) The members of the executive committee who are present are to decide the day, time and place of the adjourned meeting,
- (4) If, at the adjourned meeting mentioned in sub rule (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

### **23 SPECIAL MEETING OF EXECUTIVE COMMITTEE**

- (1) If the secretary receives a written request signed by at least 33% of the members of the executive committee, the secretary must call a special meeting of the executive committee by giving each member of the executive 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 executive meeting must state:
  - (a) Why this special meeting is called, and,
  - (b) The business to be conducted at that meeting.
- (4) A notice a special executive meeting must state:
  - (a) The day, time and place of the meeting; and
  - (b) The business to be conducted at the meeting.
- (5) A special meeting of the executive committee must be held within 14 days after notice of the meeting is given to the members of the executive committee.

### **24 MINUTES OF EXECUTIVE COMMITTEE MEETINGS**

- (1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions, and any other procedures of each executive committee meeting are recorded as a permanent hard copy and electronically. (Computer or USB device)
- (2) To ensure the accuracy of the minutes, the minutes of each executive committee meeting must be accepted as a true and accurate record at the next meeting and a file copy is to be signed by the chairperson of the meeting or the chairperson of the next committee meeting, verifying their accuracy.

### **25 MANAGEMENT COMMITTEES**

- (1) The management committees are established at the annual general meeting and they will assist with the conduct of **SBMS's** operations. Specific areas of responsibility attached to each management committee are subject to negotiation and confirmation at the annual general meeting after due consideration is given to the **SBMS's** requirements for the forthcoming year. U ?
- (2) The executive committee will submit a proposed management committee framework, including suggested management committee's numbers, titles, and areas of responsibility, to the annual general meeting for consideration and debate.
- (3) Management committees are to manage specific areas of responsibility such as, but not limited to, the Special Interest Group – Father's of People with Autism, funding applications, grants, membership & welfare, safety, shed management, resources, maintenance, equipment, training, promotions, marketing, activities, events, communications, sponsors, donations, and projects etc.
- (4) Each management committee shall have a convenor and a support team that includes the coordinators or representatives from the common interest group/s within their specific area of responsibility.

- (5) The convenors of the management committees, plus their respective support teams are identified at the annual general meeting. Calls of interest will be taken from the floor of the annual general meeting and the selection process will be achieved by agreement and a show of hands.
- (6) Convenors and management committee members can accept multiple roles within the management committee framework. Elected members of the executive committee can also seek selection as a convenor or a member of a management committee.
- (7) The maximum number of management committees is seven (7)
- (8) The convenor of each management committee will automatically become a member of the executive committee with full voting rights.
- (9) Each convenor of the management committees will be invited to brief every executive committee meeting on their area of responsibility, seek executive committee advice or support if required on matters raised at their committee meetings, and accept any executive committee resolution or directive affecting their committee's area of responsibility.
- (10) A member of the management committee who is not the management committee convenor can attend an executive committee meeting as the convenor's proxy.
- (11) A management committee may manage its affairs, as it considers appropriate.
- (12) A question arising at the management committee level is to be decided by a majority vote of the members present and, if the votes are equal, the question is decided in the negative.
- (13) If the convenor is not present within 10 minutes after the time fixed for a regular management committee meeting, the members present may choose one of their number to chair the meeting.

## **26 ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS**

- (1) An act performed by the executive committee, a management committee or a person acting as a member of the committee is to be taken as validly performed.
- (2) Sub rule (1) applies even if the act was performed when:
  - (a) There was a defect in the appointment of a committee member or
  - (b) The committee member was disqualified from being a member.

## **27 RESOLUTIONS OF ANY COMMITTEE WITHOUT A MEETING**

- (1) A written resolution signed by each member of the committee is as valid and effective as if it had been passed at a committee meeting that was properly called and held.
- (2) A resolution mentioned in sub rule (1) may consist of several documents in like form, each signed by one or more members of the committee.

## **28 ANNUAL GENERAL MEETINGS (AGM)**

- (1) The annual general meeting must be held:
  - (a) Within six months after the end of **SBMS's** reportable financial year.
  - (b) Participation, attendance and voting rights at an annual general meeting are restricted to financial **SBMS** members at the date of the meeting.

## **29 BUSINESS TO BE CONDUCTED AT ANNUAL GENERAL MEETINGS**

- (1) Reading and confirming the minutes of the previous the AGM.
- (2) Presentation and adoption of the current president's **SBMS** annual report.
- (3) Receiving **SBMS's** financial statement and auditor's report, for the last reportable financial year.
- (4) Electing seven (7) members of the executive committee, president, vice president, treasurer, assistant treasurer, secretary, assistant secretary and safety advisor, for the forthcoming year.

- (5) Appointing the past president (1) as a member of the executive committee with full voting rights for the forthcoming year.
- (6) Establish sufficient management committees, maximum of seven (7), to manage those areas of responsibility that will need to be addressed in the forthcoming year.
- (7) Appoint a convenor of each management committee together with sufficient members as management committee members.
- (8) The convenor of each management committee will automatically become a member of the new executive committee with full voting rights.
- (9) Appointing an auditor for the next year.
- (10) Deal with notices of motion.
- (11) General Business.

### **30 NOTICES OF GENERAL MEETING**

- (1) The secretary may call a general meeting of **SBMS** in December and April.
- (2) The secretary must give at least 14 days notice of the meeting to each member of **SBMS**.
- (3) If the secretary is unable or unwilling to call the meeting, the president may call the meeting.
- (4) The executive 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 executive committee's decision:
    - i. To reject the person's application for membership of **SBMS**, or
    - ii. To terminate the person's membership of **SBMS**.
  - (b) A meeting called to hear and decide a proposed special resolution of **SBMS**.
- (6) A notice of general meeting must state the business to be conducted at the meeting.

### **31 QUORUM FOR, AND ADJOURNMENT OF, GENERAL MEETING**

- (1) The quorum for a general meeting is 50% or more of financial **SBMS** members.
- (2) No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- (3) If there is no quorum within 30 minutes after the time fixed for the general meeting called on the request of members of the executive committee or **SBMS** members, the meeting lapses.
- (4) If there is no quorum within 30 minutes after the time fixed for a general meeting called other than at the request of members of the executive committee or **SBMS** members:
  - (a) The meeting is to be adjourned for at least seven days, and,
  - (b) The executive committee is to decide the date, time and place of the adjourned meeting.
- (5) The chairperson may, with the consent of the 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.
- (6) If a meeting is adjourned under sub rule (5), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (7) The secretary is not required to give the members notice of an adjournment or of business to be conducted at the adjourned meeting unless a meeting is adjourned for at least 30 days.
- (8) If the 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 ordinary meeting.

### **32 PROCEDURE FOR GENERAL MEETING**

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

### **33 VOTING AT GENERAL MEETING**

- (1) At a general meeting, each question, matter or resolution, other than specific resolutions, must be decided by majority of 50% or more of the members present.
- (2) Each member present is entitled to one vote and, if votes are equal, the chairperson has a casting vote.
- (3) A member is not entitled to vote at a general meeting if the member's annual subscription has not been paid at the date of the meeting.
- (4) The method of voting is to be decided by the executive committee.
- (5) However, if more than 20% of the members present demand a secret ballot, voting must be by secret ballot.
- (6) If a secret ballot is held, the chairperson must appoint two members to conduct the secret ballot in the way the chairperson decides.
- (7) 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.

### **34 SPECIAL GENERAL MEETING**

- (1) The secretary must call a special general meeting by giving each member of **SBMS** notice of the meeting within 14 days after:
  - (a) Being directed to call a meeting by the executive committee, or,
  - (b) Being given a written request signed by:
    - i. At least 33% of the number of members of the executive committee when the request is signed, or,
    - ii. At least 33% of the number of ordinary members of **SBMS**, or,
  - (c) Being given a written notice of an intention to appeal against the decision of the executive committee,
  - (d) To reject an application for membership,
  - (e) To terminate a person's membership.
- (2) A request and mentioned in sub rule (1) (b) must state:
  - (a) Why this special general meeting is being called, and,
  - (b) The business to be conducted at the meeting.
- (3) A special general meeting must be held within three months after the secretary:
  - (a) Is directed to call the meeting by the executive committee, or,
  - (b) Is given the written request mentioned in sub rule (1) (b), or,
  - (c) Is given the written notice of an intention to appeal mentioned in sub rule (1) (c).
- (4) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

### **35 PROXIES**

- (1) An instrument appointing a proxy must be in writing and be in the same, or similar, format as Appendix C, see attached.
- (2) A proxy may be a member of **SBMS** or another person.

- (3) The instrument appointing a proxy must:
  - (a) If the appointer is an individual, it must be signed by the appointer or the appointer's attorney properly authorised in writing, or,
  - (b) If the appointer is a corporation:
    - i. Be under seal, or,
    - ii. Be signed by a properly authorized officer or attorney at the corporation.
- (4) The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- (5) Each instrument appointing a proxy must be given to the secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- (6) Unless otherwise instructed by the appointer in the list below, the proxy may vote, as the proxy considers appropriate.
- (7) If a member wants a proxy to vote for or against the resolution, the proxy must vote in accordance with the list below.

### **36 MINUTES OF GENERAL MEETINGS**

- (1) The secretary must ensure an accurate record of all matters, questions, resolutions and other proceedings of each general meeting are entered in the minutes.
- (2) The chairperson of the meeting, or the chairperson of the next general meeting, must sign the minutes of each general meeting to verify their accuracy.
- (3) If asked by a member of **SBMS**, the secretary must within 28 days after the request is made:
  - (a) Make the minutes for a particular general meeting available for inspection by the member at a mutually agreed time and place, and,
  - (b) Give the member copies of the minutes of the meeting if requested.
- (4) **SBMS** may require the member to pay the reasonable cost of providing copies of the minutes.


### **37 BY-LAWS**

- (1) The executive committee may, create, amend or repeal by-laws, for the internal management of **SBMS**.
- (2) A by-law may be set aside by a vote of members at a general meeting of **SBMS**.

### **38 ALTERATION OF RULES**

Subject to the Act, this constitution and these rules may be amended or repealed or added to by a special resolution carried at an AGM or general meeting. However an amendment, repeal or addition is valid only if the executive committee ratifies it and an updated version of the constitution is sent to Department of Fair Trading.

### **39 COMMON SEAL**

- (1) The executive committee may choose to have a common seal for **SBMS**.
  - (2) In which case the common seal must be:
    - (a) Kept securely by the executive committee,
    - (b) Used only under the authority of the executive committee.
  - (3) Each instrument to which the seal is attached must be signed by a member of the executive committee and countersigned by:
    - (a) The secretary, or,
    - (b) Another member of the executive committee, or,
    - (c) Someone authorised by the executive committee.
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#### 40 FUNDS AND ACCOUNTS

- (1) The funds of **SBMS** must be kept in an account in the name of **SBMS** in a financial institution chosen by the executive committee.
- (2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of **SBMS**.
- (3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (4) A payment by **SBMS** of \$100 or more must be made by cheque or electronic funds transfer.
- (5) If a payment of \$100 or more is made by the cheque, the cheque must be signed by any two of the following:
  - (a) The president, or,
  - (b) The secretary, or,
  - (c) The treasurer, or,
  - (d) Members of **SBMS** who have been authorised by the executive committee to sign cheques issued by **SBMS** on the condition that the other person who signs a cheque must be the president, secretary or the treasurer.
- (6) Cheques, other than cheques for wages allowances or petty cash recoupment, must be crossed *not negotiable*.
- (7) A petty cash account, if used, must be kept on an imprest system, and the executive committee must decide the amount of any cash to be kept in the account.
- (8) All expenditure must be approved or ratified at an executive committee meeting.

#### 41 GENERAL FINANCIAL MATTERS

- (1) On behalf of the executive committee, the treasurer must, as soon as practicable after the end date of each financial year, ensure financial statements for its last reportable financial year are prepared and tabled at the next executive meeting for approval.
- (2) The income and the property of **SBMS** must be used solely for promoting the **SBMS's** objectives and exercising the **SBMS's** powers.

#### 42 DOCUMENTS

The executive committee must ensure the safe custody of books, documents, instruments of title and securities of **SBMS**.

#### 43 FINANCIAL YEAR

The end date of **SBMS's** financial year is 30 June in each year.

#### 44 DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY

This rule only applies if **SBMS** is wound up under part 10 of the Act and / or **SBMS** has surplus assets.

The surplus assets must not be distributed among the members of **SBMS**.

The surplus assets must be given to another entity, which has similar objectives to **SBMS's** objectives, including rules, which prohibit the distribution of the entity's income and assets to its members.

**Surplus assets**, refer section 92(3) of the Act.

#### ATTACHMENTS

Appendix A Nominations for executive committee positions

Appendix B Agenda Items and or Motion/s for AGM

Appendix C South Brisbane Men's Shed Inc., Voting Proxy





**APPENDIX A**

**NOMINATION/S FOR ELECTED EXECUTIVE COMMITTEE POSITIONS**

We, (a minimum of two members of South Brisbane Men's Shed) wish to nominate the following candidate/s for one or more of the seven elected positions of the executive committee. The election will take place at the AGM

Candidate's name	Position on the executive committee	Candidate's acceptance signature
	President	
	Vice President	
	Treasurer	
	Assistant Treasurer	
	Secretary	
	Assistant secretary	
	Safety Advisor	

Note: Names and signatures of at least 2 members nominating the above candidate/s is/are required under the constitution

Name of Nominees, at least two (2)	Nominee's Signature

Return to secretary by hand or

By Mail



AGENDA ITEM/S and or MOTION/S FOR THE AGM

We the undersigned members of the South Brisbane Men's Shed wish to have the following agenda item/s or motion/s included on the AGM Agenda.

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NAME/s \_\_\_\_\_

SIGNATURE/s \_\_\_\_\_

Return to Secretary by hand or

By mail:

APPENDIX C

**SOUTH BRISBANE MEN'S SHED VOTING PROXY**

I, ..... of  
 ..... being a member of the above

**Association, appoint ..... of**

.....  
**as my proxy to vote for me at the \*annual / \*general (\*cross out if not applicable) meeting of the said association either,**

- (a) On my behalf if the list below is blank or,**
- (b) In favour of / or against the motions as identified in the list below.**

**I understand the meeting is to be held on the ..... day of  
 ..... 20 ..... and at the adjournment of the meeting.**

**Signed this ..... day of ..... 20 .....**

.....  
**Signature**

- A proxy may be a member of the association or another person.
- The instrument appointing a proxy must –
  - (c) If the appointer is an individual – be signed by the appointer or the appointer's attorney properly authorised in writing; or
  - (d) If the appointer is a corporation –
    - iii. Be under seal; or
    - iv. Be signed by a properly authorized officer or attorney at the corporation.
- The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- 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.
- Unless otherwise instructed by the appointer in the list below, the proxy may vote, as the proxy considers appropriate.
- If a member wants a proxy to vote for or against the resolution, the proxy must vote in accordance with the list below.

Identification of Motion or Agenda item	In favour of or against

If the space is insufficient please use an attachment