

Rules of the BMW Club Queensland Incorporated

1. The name of the Club is “BMW CLUB QUEENSLAND INCORPORATED.” (hereinafter called “the Club”).
2. In these rules:
 - “the Act” means the Associations Incorporation Act 1981; as amended from time to time and including any subsequent amendments of the said act.

“the Club” means the BMW Club of Queensland

- “the Unincorporated Association” means the unincorporated body known as the BMW Club Queensland whose funds and other assets and liabilities the Club is authorised to take over by Clause 3(c) of the rules
- “Committee” means the board of directors and governing council of the Club
- “the Seal” means the common seal of the Club
- “Secretary” means any person appointed to perform the duties of a secretary of the Club and includes an honorary secretary
- “State” means the State of Queensland.
- Where member is stated as “he”, read also as “she”

Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form; words or expressions contained in these regulations shall be interpreted in accordance with the provisions of the Acts interpretation Act 1954 as amended and of the Act as in force at the date at which these regulations become binding on the company.

3. The objects for which the Club is established are:-
 - (a) To advance and promote the interests of the owners and drivers of motor vehicles manufactured by BMW AG, any of its subsidiaries or companies in which it has an interest.
 - (b) To promote the Association of such owners and drivers by arranging meetings and social events and in particular by arranging competitive events in the various forms of motor sport.
 - (c) Solely for the purpose of carrying out the aforesaid objects and not otherwise. the Club has the power to hold or arrange competitions and provide or contribute towards the provision of prizes (members only), awards and distinctions in connection, PROVIDED that no member of the Club shall receive any prize, award or distinction of monetary value except as a successful competitor at any competition held or promoted by the Club or to the cost of the holding or promotion of which the Club may have subscribed out of its income or property and which, under the regulations affecting the said competition, may be awarded to him.
 - (d) To subscribe to, become a member of and co-operate with or amalgamate with any association or organisation, whether incorporated or not, whose objects are similar to those of the Club. PROVIDED that the Club shall not subscribe to or support with its funds or amalgamate with any association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Club under or by virtue of clause 8 of this memorandum.
 - (e) To buy, sell and deal in all kinds of apparatus and all kinds of provisions, liquid and solid, required by the members of the Club or persons frequenting the Club's premises.
 - (f) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Club, PROVIDED that in case the Club shall take or hold any property which may be subject

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to any trusts the Club shall only deal with the same in such manner as is allowed by law having regard to such trusts.

- (g) To enter into any arrangements with any Government or authority, supreme, municipal, local or otherwise that may seem conducive to the Club's objects, or any of them and to obtain from any such Government or authority any rights, privileges and concessions which the Club may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (h) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Club.
- (i) To establish and support or aid in the establishment and support of associations, institutions, funds, trusts and conveniences calculated to benefit employees or past employees of the Club or the dependents or connections of any such persons; and to grant pensions and allowances; and to make payments towards insurance; and to subscribe or guarantee money for charitable or benevolent objects, or for any public, general or useful object.
- (j) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Club's interest and to contribute to, subsidise or otherwise assist and take part in the constructions, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- (k) To invest and deal with the money of the Club not immediately required in such manner as the Committee deems fit.
- (l) To borrow, raise or secure the payment of money in such manner as the Club may deem fit and to secure the same or the repayment or performance of any debt, liability, contract, guarantee, or other engagement incurred or to be entered into by the Club in any way and in particular by the issue of debentures perpetual or otherwise charged upon all or any of the Club's property (both present and future), and to purchase, redeem or pay off any such securities.
- (m) To make, draw, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- (n) To sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Club.
- (o) To take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price, or any part of the Club's property of whatsoever kind sold by the Club or any money due to the Club from purchasers and others.
- (p) To take any gift of property whether subject to any special trust or not, for any one (1) or more of the objects of the Club but subject always to the proviso in paragraph (g) of this Clause.
- (q) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Club, in the shape of donations, annual subscriptions or otherwise.
- (r) To print and publish any newspapers, periodicals, books or leaflets that the Club may think desirable for the promotion of its objects.
- (s) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one (1) or more of the companies, institutions, societies or associations with which the Club is authorised to amalgamate.
- (t) To transfer all or any part of the property, assets, liabilities and engagements of the Club to any one (1) or more of the companies, institutions, societies or associations with which the Club is authorised to amalgamate.
- (u) To make donations for patriotic or charitable purposes.
- (v) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged.

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4. The income and property of the Club whencesoever derived, shall be applied solely towards the promotion of the objects of the Club as set forth in these rules, and no portion thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus, or otherwise, to the members of the Club, PROVIDED that nothing herein contained shall prevent the payment in good faith of remuneration to any officers or servants of the Club or to any member of the Club in return for any services actually rendered to the Club nor for goods supplied in the ordinary and usual way of business, nor prevent the payment of interest at a rate not exceeding the rate for the time being fixed for the purpose of this paragraph by the rules on money borrowed from any member of the Club or reasonable and proper rent for premises demised or let by any member to the Club but so that no member of the Council of Management or Governing Body of the Club shall be appointed to any salaried office of the Club or any office of the Club paid by fees and that no remuneration or other benefit in money or money's worth shall be given by the Club to any member of such council or governing body except repayment of out-of-pocket expense and interest at the rate aforesaid on money lent or reasonable and proper rent for premises demised or let to the Club.
5. No addition, alteration or amendment shall be made to or in the objects clause of these rules for the time being in force, unless the same shall have been previously submitted to and approved by the Minister for the time being administering the Association Incorporation Act 1981 or his delegate.
6. The Liability of the members is limited.
7. Every member of the Club undertakes to contribute to the assets of the Club in the event of the same being wound up while he is a member, or within one (1) year after he ceases to be a member, for payment of the debts and liabilities of the Club (contracted before he ceases to be a member) and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributories among themselves, such amount as may be required, not exceeding TWENTY DOLLARS (\$20.00).
8. If upon the winding up or dissolution of the Club, there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the club, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Club and whose rules or constitution shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as in imposed on the Club under or by, virtue of Clause 4 hereof, such institution or institutions to be determined by the members of the Club at or before the time of dissolution and in default thereof by application to the Supreme Court for determination.
9. True accounts shall be kept of the sums of money received and expended by the Club, and the matter in respect of which such receipt and expenditure takes place, and of the property, credits and liabilities of the Club, and, subject to any reasonable restrictions as to the time and manner of inspecting the same that may be imposed in accordance with the articles of association of the Club for the time being in force shall be open to the inspection of the members. Once at least in every year, the accounts of the Club shall be examined by one (1) or more properly qualified Auditor or Auditors who shall report to the members in accordance with the provisions of the Associations Incorporation Act 1981.

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MEMBERSHIP

10. The number of members with which the Club proposes to be registered is three hundred (300) but the Committee may from time to time register an increase of members.
11. The Subscribers to the rules and such other persons as the Committee shall admit to membership in accordance with these regulations shall be members of the Club.
12. The Club shall consist of the following classes of members:
 - (a) Full members hereinafter referred to as "members"
 - (b) Associate members
 - (c) Honorary members
 - (d) Life members
 - (e) Country members
 - (f) Additional Card Holders
13. Definitions
 - (a)
 - i) "Members" shall be those who own or and regularly drive a motor vehicle manufactured by BMW AG or any of its subsidiaries or other companies in which BMW AG shall have a interest. Such members shall be unlimited in number.
 - ii) "Associate member" is a person who is not qualified for membership under sub-paragraph (a) hereof, nominated as such by a full member in accordance with these rules. Such nomination shall be terminated at any time upon giving written notice thereof to the secretary and a member may not nominate more than one (1) associate member at any one time. Such associate members shall be unlimited in number.
 - iii) Upon proposal by a member, the Committee or any two members of the Committee may elect as an "Honorary member" for a period not exceeding one (1) month, any person who has previously enjoyed the like privilege within the period of three months immediately preceding, and who is a member of another club approved by the committee. Honorary members shall be unlimited in number.
 - iv) The Committee shall have power to elect as a "Life member" without payment of any further subscription any member of not less than ten years standing who shall in the opinion of the Committee have rendered significant services to the Club but such election shall not take effect unless and until the same is confirmed at the Annual General Meeting next ensuing after the date of such election. Life membership shall be limited to no more than five (5) persons or such other number not exceeding thirty (30) in the discretion of the Committee.
 - v) A "Country Member" shall be a member residing in Queensland and outside a radius of 200 km from the G.P.O. of the city or town at which the nearest Chapter of the Club is based. Such country members shall be unlimited in numbers.
 - vi) "Additional Cardholders" shall be any nominated immediate family member of any of the above classes of member.
 - (b) Associate members, Honorary members, and Additional Cardholders shall enjoy all the privileges of full membership except that they shall not have the right to nominate members or vote at meetings.
14. The application for membership shall be made in writing, signed by the applicant and his nominator and shall be in such form as the Committee from time to time prescribes and shall be accompanied by the appropriate fees.

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15. At the next meeting of the Committee after the receipt of any application for membership, such application shall be considered by the Committee, who shall thereupon determine upon the admission or rejection of the applicant. In no case shall the Committee be required to give any reason for the rejection of an applicant.
16. When an applicant has been accepted for membership the secretary shall forthwith send to the applicant written notice of his acceptance and if not already paid a request for payment of his entrance fee and first annual subscription. Upon payment of his entrance fee and first annual subscription the applicant shall become a member of the Association, provided nevertheless that if such payment be not made within two (2) calendar months after the date of the notice, the Committee may at its discretion cancel its acceptance of the applicant for membership of the Club.
17. The joining fee and annual subscription payable by members of the Club shall be such as the Club in general meeting shall determine from time to time.
18. All Annual Subscriptions shall become due and payable in advance on the anniversary of the joining date of each member.

CESSATION OF MEMBERSHIP

19. If the subscription of a member shall remain unpaid for a period of two (2) calendar months after it becomes due, then the member may, after notice of the default shall have been sent to him by the Secretary or Honorary Treasurer, be debarred by resolution of the Committee from all privileges of membership PROVIDED that the Committee may reinstate the member on payment of all arrears if the Committee thinks fit to do so. A \$10.00 reinstatement fee will apply.
20. A member may, at any time by giving notice in writing to the Secretary, resign his membership of the Club but shall continue liable for any annual subscription and all arrears due and unpaid at the date of his resignation and for all other moneys due by him to the Club, and in addition for any sum not exceeding TWENTY DOLLARS (\$20.00) for which he is liable as a member of the Club under Clause 7 hereof.
21. If any member shall willfully refuse or neglect to comply with the provisions hereof of the Club or shall be guilty of any conduct which in the opinion of the committee is unbecoming of a member or prejudicial to the interest of the Club, the Committee shall have power by resolution of censure, fine, suspend or expel the member from the Club. PROVIDED that at least one (1) week before the meeting of the Committee at which such a resolution is passed, the member shall have had notice of such meeting and of what is alleged against him and of the intended resolution and that he shall at such meeting and before the passing of such resolution have had an opportunity of giving orally or in writing any explanation or defense he may think fit, and PROVIDED FURTHER that any such member may by notice in writing lodged with the Secretary at least twenty-four (24) hours before the time for holding the meeting at which the resolution is to be considered by the Committee, elect to have the question dealt with by the club in a general meeting and in that event an extraordinary general meeting of the Club shall be called for the purpose, and if at the meeting such a resolution be passed by a majority of two thirds of those present and voting (such vote to be taken by ballot) the member concerned shall be punished accordingly and in the case of a resolution for his expulsion the member shall be expelled.

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GENERAL MEETINGS

22. An Annual General Meeting of the Club shall be held in accordance with the provisions of the Act. All general meetings, other than the Annual General Meetings, shall be called Extraordinary General Meetings.
23. Any member of the Committee may, whenever he thinks fit, convene an Extraordinary General Meeting, by giving not less than fourteen (14) days notice of any such meeting to the members of the Association. The manner by which such notice shall be given shall be determined by the Management Committee: PROVIDED that notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of his membership by the Management Committee, shall be given in writing. Notice of a general meeting shall clearly state the nature of the business to be discussed thereat.
24. Subject to the provisions of the Companies Act 1961 or any Antecedent Legislation relating to special resolutions and agreements for shorter notice, fourteen (14) days notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day and the hour of meeting and in case of special business, the general nature of that business shall be given to such persons as are entitled to receive such notices from the Club.
25. For the purpose of the preceding rule all business shall be special that is transacted at an Extraordinary General Meeting, and also all that is transacted at an Annual General Meeting with the exception of the consideration of the accounts, balance sheets, and the report of the Committee and Auditors, the election of Officers, and other members of the Committee in the place of those retiring and the appointment of the Auditors, if necessary.

PROCEEDINGS AT GENERAL MEETINGS

26. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided ten (10) members present in person shall be a quorum. For the purpose of this rule "member" includes a person attending as a proxy or as representing a Corporation which is a member.
27. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present (being not less than three (3)) shall be a quorum.
28. The President shall preside as Chairman at every general meeting of the Club, or if there is no President, or if he is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall be the Chairman or if the Vice-President is not present or is unwilling to act then the members present shall elect one (1) of their number to be Chairman of the Meeting.

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29. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or the business to be transacted at an adjourned meeting.
30. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless poll is (before or on the declaration of the result of the show of hands) demanded :-
 - (a) by the Chairman; or
 - (b) by at least three (3) members present in person or by proxy.
31. Unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Club shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.

If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded but a poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith.

32. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.
33. A member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one (1) vote and on a poll every member present in person or by proxy or by attorney or other duly authorised representative shall have one (1) vote.
34. A member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote, whether on a show of hands or on a poll, by his Committee or by his trustee or by such other person as properly has the management of his estate, and any such Committee, trustee or other person may vote by proxy or attorney.
35. No member shall be entitled to vote at any general meeting if his annual subscription shall be more than one (1) month in arrears at the date of the meeting.
36. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A member shall be entitled to instruct his proxy to vote in favour of or against any proposed resolutions. Unless otherwise instructed the proxy may vote as he thinks fit.

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37. The instrument appointing a proxy may be in the following form or in a common or usual form.

The BMW Club Queensland Inc.

I, of being a member of the BMW Club Queensland Inc. hereby appoint of or failing him of as my proxy to vote for me on my behalf at the annual or extraordinary (as the case may be) general meeting of the Club, to be held on the day of and at any adjournment thereof. My proxy is hereby authorised to vote in favour of/against the following resolutions;

Signed this day of, 20.....

Signature

Note 1. In the event of the member desiring to vote for or against any resolutions he shall instruct his proxy accordingly. Unless otherwise instructed, the proxy may vote as he thinks fit.

38. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Club, or at such other place within the State as is specified for that purpose in the notice convening the meeting, not less than forty-eight (48) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll and in default the instrument of proxy shall not be treated as valid.

39. A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing or such death, unsoundness of mind or revocation as aforesaid has been received by the Association at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

40. (a) The Committee shall cause a Register to be kept in which shall be entered the names and residential addresses of all persons admitted to membership of the Association and the dates of their admission.

(b) Particulars shall also be entered into the Register of Deaths, Resignations, Terminations and Reinstatements of Membership and any further particulars as the Management Committee or the members at any general meeting may require from time to time.

(c) The Register shall be open for inspection at all reasonable times by any member who previously applies to the Secretary for such inspection.

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THE COMMITTEE

41. The office-bearers of the club shall consist of a President, a Vice-President, a Secretary, and an Honorary Treasurer all of whom shall be members of the Association.
42. The Committee shall consist of the office-bearers and five (5) other members of the Club all of whom shall be elected as herein provided.
43. At the Annual General Meeting of the Club in each year, the office-bearers and other members of the Committee shall be elected from among the members, and such office-bearers and other members of the Committee shall hold office from the first day of the following July until the last day of June in the following year, but they shall be eligible for re-election.
44. The election of office-bearers and other members of the Committee shall take place in the following manner:
 - (a) Any Two (2) members of the Club shall be at liberty to nominate any other member to serve as an office-bearer or other member of the Committee.
 - (b) The nomination, which shall be in writing and signed by the member and his proposer and seconder shall be lodged with the Secretary at least fourteen (14) days before the Annual General Meeting at which the election is to take place.
 - (c) Balloting lists shall be prepared (if necessary) containing the names of the candidates only in alphabetical order, and each member present at the Annual General Meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.
 - (d) In case there shall not be a sufficient number of candidates nominated the Committee shall fill up the remaining vacancy or vacancies.
45. The Club may from time to time by ordinary resolution passed at a general meeting increase or reduce the number of office-bearers or other members of the Committee.
46. The Committee shall have power at any time, and from time to time, to appoint any person to the Committee, either to fill a casual vacancy or as an addition to the existing office-bearers or other members of the Committee but so that the total number of office-bearers or other members of the Committee shall not at any time exceed the number fixed in accordance with these regulations. Any office-bearer or other member of the Committee so appointed shall hold office only until the last day of June when it next occurs.
47. Any member of the Management Committee may resign from membership of the Management Committee at any time by giving notice in writing to the Secretary but such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date or such member may be removed from office at a general meeting of the Association where that member shall be given the opportunity to fully present his case. The question of removal shall be determined by the vote of the members present at such a general meeting.
48. The office of a member of the Committee shall become vacant if the member:-
 - (a) becomes bankrupt or makes any arrangement of composition with his creditors generally;
 - (b) becomes prohibited from being a director of a company by reason of any order made under the Act;
 - (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (d) resigns his office by notice in writing to the Club;

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- (e) for more than six (6) months is absent without permission of the Committee from meetings of the Committee held during that period;
- (f) holds any office of profit under the Club;
- (g) ceases to be a member of the Club or
- (h) is directly or indirectly interested in any contract or proposed contract with the Club.

PROVIDED ALWAYS that nothing in this rule shall effect the operation of rule 4 hereof.

POWERS AND DUTIES OF THE COMMITTEE

49. The business of the club shall be managed by the committee who may pay all expenses incurred in promoting and registering the Club, and may exercise all such powers of the Club which are not, by the Act or by these rules, required to be exercised by the Club in general meeting, subject, nevertheless, to any of these rules, to the provisions of the act, and to such regulations being not inconsistent with the aforesaid rules or provisions, as may may be prescribed by the Club in general meeting; PROVIDED that any rule, regulation, or by-law of the Club made by the Committee may be disallowed by the Club in general meeting and PROVIDED FURTHER that no resolution of or regulation made by the Club in general meeting shall invalidate any prior act of the Committee which would have been valid if that resolution or regulation had not been passed or made.
50. The Committee may exercise all the powers of the Club to borrow money and to mortgage or charge its property, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability, or obligation of the Club.
51. For the purposes of rule 4 hereof the rate of interest payable in respect of money lent by members to the Club shall not exceed the lowest rate paid for the time being by banks in the state in respect of term deposits.
52. All cheques, promissary notes, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the club shall be signed, drawn, accepted, endorsed or otherwise executed, as may the case be, by any two (2) members of the Committee as the Committee may from time to time determine.
53. The Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee meeting and general meeting to be entered in a book and to be open for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Management Committee meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding Management Committee meeting verifying their accuracy. Similarly, the minutes of every general meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding general meeting; PROVIDED that the minutes of any general meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding general meeting or Annual General Meeting.

PROCEEDINGS OF THE COMMITTEE

54. The Committee may meet together for the despatch of business, adjourn and otherwise regulate its meetings as it thinks fit. A member of the Committee may at any time and the Secretary shall on the requisition of a member of the Committee, summon a meeting of the Committee.

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55. Subject to these articles, questions arising at any meeting of the Committee shall be decided by a majority of votes and a determination by a majority of the members of the Committee shall for all purposes be deemed a determination of the Committee. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote.
56. A member of the Committee shall not vote in respect of any contract or proposed contract with the Club in which he is interested, or any matter arising thereof, and if he does so vote, his vote shall not be counted.
57. The quorum necessary for the transaction of the business of the Committee shall be a majority of the total Committee or such greater number as may be fixed by the Committee.
58. The continuing members of the Committee may act notwithstanding any vacancy in the Committee, but if and so long as their number is reduced below the number fixed by, or pursuant to these articles as the necessary quorum of the Committee, the continuing member or members may act for the purpose of increasing the number of members of the Committee to that number but for no other purpose.
59. The President shall preside as Chairman at every meeting of the Committee, or if there is no President or if at any meeting he is not present within ten minutes after the time appointed for holding the meeting, the Vice-President shall be Chairman or if the Vice-President is not present at the meeting the the members may choose one (1) of their number to be the Chairman of the Meeting.
60. The Committee may delegate any of its powers and or functions to one (1) or more sub-committees consisting of not less than three (3) members of the Committee. Any sub-committee so formed shall conform to any regulation that may be imposed by the Committee and subject hereto shall have power to co-opt any member or members of the Club provided that any member so co-opted shall have no vote.
61. The Committee may delegate any of its powers and or functions (not being duties imposed on the Committee as the Directors of the Company by the Act or the general law) to one (1) or more sub-committees consisting of such member or members of the Club as the Committee thinks fit. Any sub-committee so formed shall conform to any regulation that may be imposed by the Committee and subject hereto shall have power to co-opt any member or members of the Club and all members of such Committees shall have one (1) vote.
62. The Committee may appoint one (1) or more advisory boards consisting of such member or members of the Committee as the Committee thinks fit. Such advisory boards shall act in an advisory capacity only. They shall conform to any regulations that may be imposed by the Committee and subject thereto shall have power to co-opt any member or members of the Club and all members of such advisory boards shall have one (1) vote.
63. A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present, and in the case of an equality of votes the Chairman shall have a second or casting vote.

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64. All acts done by any meeting of the Committee or a sub-committee or by any person acting as a member of the Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Committee or person acting as aforesaid, or that the members of the Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Committee.
65. A resolution in writing signed by all the members of the Committee in Australia for the time being entitled to receive notice of a meeting of the Committee, shall be as valid and effectual as if it has been passed at a meeting of the Committee duly convened and held. Any such resolution may consist of several documents in the like form, each signed by one (1) or more members of the Committee.
66. (a) The Committee shall meet at least once every two (2) calendar months to exercise its functions.
- (b) A special meeting of the Committee shall be convened by the Secretary on the requisition in writing signed by not less than one third of the members of the Committee, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.
- (c) Not less than fourteen (14) days notice shall be given by the Secretary to the members of the Committee, of any special meeting of the Committee. Such notice shall clearly state the nature of the business to be discussed thereat.

SEAL

67. The Committee shall provide for the safe custody of the Seal which shall only be used by the authority of the Committee or of a Sub-Committee of members of the Committee authorised by the Committee in that behalf, and every instrument to which the Seal is affixed shall be signed by a member of the Committee and shall be counter-signed by the Secretary or by a second member of the Committee or by some other person appointed by the Committee for that purpose.

ACCOUNTS

- 68.
- (a)
- i) The funds of the Association shall be banked in the name of the Association in such bank as the Committee may from time to time direct.
 - ii) Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature.
 - iii) All moneys shall be banked as soon as practicable after receipt thereof.
 - iv) All amounts of one hundred dollars (\$100.00) or over shall be paid by cheque signed by any two (2) of the President, Secretary, Treasurer, or other member authorised from time to time by the Management Committee.
 - v) Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty cash recoupments which may be open.

Rules of the BMW Club Queensland Incorporated

- vi) The Committee shall determine the amount of petty cash which shall be kept on the imprest system.
 - vii) All expenditure shall be approved or ratified at a Management Committee meeting.
 - viii) As soon as practicable after the end of each financial year, the Treasurer shall cause to be prepared a statement containing particulars of:-
 - (a) the income and expenditure for the financial year just ended; and
 - (b) the assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.
 - ix) All such statements shall be examined by the Auditor who shall present his report upon such audit to the Secretary prior to the holding of the Annual General Meeting next following the financial year in respect of which such audit was made.
- (b) The Committee shall cause proper accounting and other records to be kept and shall distribute copies of every profit and loss account and balance sheet (including every document required by law to be attached thereto) accompanied by a copy of the Auditor's report thereon as required by the Act. PROVIDED, however, that the Committee shall cause to be made out and laid before each general meeting a balance sheet and profit and loss account made up to date not more than three (3) months before the date of the meeting.
- (c) All Annual General Meetings must be held within four (4) months of the end of the financial year.
- (d) Within six (6) months of the end of the financial year, the annual return and audited financial statement outlining the financial affairs of the club must be lodged with the relevant authority.
69. The Committee shall from time to time determine in accordance with rule 9 hereof at what times and places under what conditions or regulations the accounting and other records of the Association shall be open to the inspection of members.

AUDIT

70. A properly qualified Auditor or Auditors shall be appointed and his or their duties regulated in accordance with the Act.

NOTICE

71. Any notice required by law or by or under these articles to be given to any member shall be given by sending it by post to him at his registered address, or (if he has no registered address within the State) to the address, if any, within the State supplied by him to the Club for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting on the day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.
- 72.
- (a) Notice of every general meeting shall be given in any manner herein before authorised to:-
 - i) every member except those members who (having no registered address within the State) have not supplied to the Club an address within the State for the giving of notices to them; and
 - ii) the Auditor or Auditors for the time being of the Club.
 - (b) No other person shall be entitled to receive notices of general meetings.

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WINDING UP

73. The provisions of rule 8 hereof relating to the winding-up or dissolution of the Club shall have effect and be observed as if the same were repeated in these regulations.

INDEMNITY

74. Every member of the Committee, Auditor, and other officer for the time being of the Club shall be indemnified out of the assets of the Club against any liability arising out of the execution of the duties of his or her office which is incurred by him or her in defending any proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application under the act in which relief is granted to him or her by the Court in respect of any negligence, default, breach of duty or breach of trust.

75. Alteration of rules are subject to the provisions of the Association's Incorporation Act 1981. These rules may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting; PROVIDED that no such amendment, rescission or addition shall be valid unless the same shall have been previously submitted to be approved by the relevant authority.

76. The Committee shall provide for the safe custody of books, documents, instruments of title and securities of the Association.

77. The Financial Year of the Association shall close on the Thirty-first (31st) day of December in each year.

DATED the day of 20.....

Signatures of Subscribers

.....

Witness to signatures and address of witness

**BMW CLUB
QUEENSLAND
INCORPORATED**