



A BODY OF AFFILIATED PAST APEXIAN GROUPS

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# Apex 40 Australia Inc.

**Organisation Number: IA40183 Rules**

**Original: May 26, 2012**

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**Version 2.01**





## 1) Interpretation

- 1) In these rules;
  - (a) **Act** means the *Associations Incorporation Act 1981*.
  - (b) **aggrieved party** see rule 12a) (3) **dispute resolution centre** means a dispute resolution centre established under the *Dispute Resolution Centres Act 1990*. **present**—
    - (i) at a National Board meeting, see rule 23(6); or
    - (ii) at a general meeting, see rule 37) (2).
- 2) A word or expression that is not defined in these model rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

### Present;

- (a) at a National Board meeting, see rule 23) (6); or
- (b) at a General Meeting, see rule 37) (1).

### That,

- (a) the singular and plural and vice versa apply where applicable;
- (b) the Roaring 40s means a newsletter used by Apex 40 Australia Inc. to communicate items of interest to member.

(see also By Laws)

## 2) Name and Address

- (1) The organisation shall be known as Apex 40 Australia Inc.
- (2) Apex 40 Australia Inc. is Registered in Queensland and also with ASIC so as to include members from all states of Australia.
- (3) The address of the office of Apex 40 Australia Inc. will be that of the current Secretary.  
(See By-Laws)

## 3) Objects

- (1) To foster fellowship among Past Apexians and past members of WOCO organisations.
- (2) To retain friendships made in Apex on a purely social basis.
- (3) Not to compete as a service organisation involved in fund raising.
- (4) Apex 40 Australia Inc. is a non-political, non-sectarian and a not for profit organisation.

## 4) Powers

- (1) The association has the powers of an individual.
- (2) The association may, for example;
  - (a) enter into contracts (example – Rort
  - (b) organizing Sub-committee arrangements); and
  - (c) open and operate bank accounts; and
  - (d) do other things necessary or convenient to be done in carrying out its affairs.

*Note that all times, Powers shall be consistent with the Rules of the Association*

## 4a) Insurance

The National Board shall take out and maintain insurance policies.  
(See By-Laws)



## 5) **Classes of Membership**

- 1) There will only be two classes of Membership, that is, Ordinary and Associate Member.
- 2) Membership shall be open to:
  - (a) Past members of the Association of Apex Clubs Australia Inc. ("**Apex**") and past members of the World Council of Service Clubs ("**WOCO**") and their affiliated organisations, who have reached the age of 40.
  - (b) Eligible members would include partners, ex partners and partners of ex members.
  - (c) Partners of eligible members, including widows and widowers thereof.
  - (d) The number of Ordinary members is unlimited.
  - (e) Family members and friends of current and past Apex and Apex 40 members are welcome to join Apex 40 Australia Inc. as an Associate member on completion of the prescribed membership form.
  - (f) The number of WOCO and Associate members are limited to 20% of the membership of both Apex 40 Australia Inc. and each of its sub-committees.
  - (g) Members of overseas Service Clubs attending the annual Rort will be admitted as an Ordinary member of Apex 40 Australia Inc. for the period of the Rort, Pre and Post Rort tour/s.

## 6) **Rort**

The Rort is the name given to the time when all members are given the chance to come together at a central location to enjoy fellowship and conduct an AGM.

## 7) **New membership**

- (1) An applicant for membership of the association shall be proposed by a financial member of the association (the *proposer*) and seconded by another financial member (the *seconder*).
- (2) An application for membership shall be;
  - (a) in writing or online; and
  - (b) signed by the applicant and the applicant's proposer and seconder; and
  - (c) If the application is completed online, it is deemed to be signed by the applicant and upon the Secretary verifying the authenticity of the application it is accept that the application is proposed and seconded as in 7) (2) (b).
  - (d) in the form decided by the National Board.
  - (e) Each Sub-committee has the right to approve membership of their Sub Committee, and, upon receipt of the required details for the National Register by the Secretary, the National Board shall endorse the membership.
  - (f) A membership form is downloadable from the Apex 40 WEB site. apex40.com

## 8) **Membership Fee**

- (1) Members shall pay annually a Membership Fee, determined by the Annual General Meeting each year to cover insurance, postage and operating costs of Apex 40 Australia Inc.
- (2) Such Membership fee is to be paid to the National Treasurer by January 31<sup>st</sup> each year by each member or their representative.
- (3) The National Treasurer shall present Membership Fee recommendation to the Annual General Meeting for adoption.

## 9) **Admission and rejection of new members**

- (1) The National Board shall consider any application for membership at the next committee meeting held after it receives;
  - (a) the application for membership; and
  - (b) the appropriate membership fee for the application.



- (2) The National Board must decide at the meeting whether to accept or reject the application.
- (3) If a majority of the members of the National Board present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.
- (4) The secretary of the association must, as soon as practicable after the National Board rejects an application, 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; or
  - (b) if a later time is stated in the notice—the later time.
- (3) The National Board may terminate a member's membership if the member—
  - (a) is convicted of an indictable offence; or
  - (b) does not comply with any of the provisions of these rules; or
  - (c) has membership fees in arrears for at least 2 months; or
  - (d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the association.
- (4) Before the National Board 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 National Board decides to terminate the membership, the secretary of the committee must give the member a written notice of the decision. This may be by mail or email.

#### **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 the decision.
- (2) A notice of intention to appeal shall be given to the Secretary within 1 month after the person receives written notice of the decision.
- (3) If the Secretary receives a notice of intention to appeal, the Secretary shall, within 1 month after receiving the notice, call a meeting of the conduct committee to decide the appeal.  
(see rule 12)

#### **12) Conduct Committee meeting to decide appeal**

- (1) The Conduct Committee membership shall be three (3) Ordinary members who are not members of the National Board.
- (2) The Conduct Committee meeting to decide an appeal shall be held within 3 months after the Secretary receives the notice of intention to appeal.
- (3) At the meeting, the applicant shall be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
- (4) Also, the National Board and the members of the committee who rejected the application or terminated the membership shall be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.
- (5) An appeal shall be decided by a majority vote of the members present and eligible to vote at the meeting.

- (6) If a person whose application for membership has been rejected does not appeal against the decision within 1 month after the date of issue by the Secretary of written notice of the decision, or the person appeals but the appeal is unsuccessful, the Secretary shall, as soon as practicable, refund the membership fee paid by the person.
- (7) No legal representation of the appellant is permitted at the meeting.

### **12a) Grievance procedure**

- (1) This rule sets out a grievance procedure for dealing with a dispute under the rules between parties as mentioned in section 47A(1) of the Act.
- (2) To remove any doubt, it is declared that the grievance procedure cannot be used by a person whose membership has been terminated if the rules provide for an appeal process against the termination.
- (3) A member (the aggrieved party) initiates the grievance procedure in relation to the dispute by giving a notice in writing of the dispute to—
  - (a) the other party; and
  - (b) if the other party is not the National Board—the National Board
- (4) If 2 or more members initiate a grievance procedure in relation to the same subject matter, the National Board may deal with the disputes in a single process and the members must choose 1 of the members (also the aggrieved party) to represent the members in the grievance procedure.
- (5) Subject to rule 12b), the parties to the dispute must, in good faith, attempt to resolve the dispute.
- (6) If the parties to the dispute cannot resolve the dispute within 14 days after the aggrieved party initiates the grievance procedure, the aggrieved party may, within a further 21 days, ask the association's secretary to refer the dispute to mediation.
- (7) Subject to rule 12b), if the aggrieved party asks the association's secretary to refer the dispute to mediation under subrule (6), the National Board must refer the dispute within 14 days after the request.
- (8) If the aggrieved party does not ask the association's secretary to refer the dispute to mediation under subrule (6), the grievance procedure in relation to the dispute ends.

### **12b) Grievance procedure not continued in particular circumstances**

- 1) This rule applies if—
  - (a) a member initiates a grievance procedure in relation to a dispute and the association or association's National Board is the other party to the dispute; or
  - (b) the aggrieved party asks the association's secretary to refer the dispute to mediation under rule 12c) (6).
- 2) The National Board does not have to act under rule 12a) (5) or (7)
  - (a) the aggrieved party has, within 21 days before initiating the grievance procedure, behaved in a way that would give the National Board grounds for taking disciplinary action under the rules against the aggrieved party in relation to the matter the subject of the grievance procedure; or
  - (b) before the grievance procedure was initiated, a process had started to take action under the rules against the aggrieved party or terminate the aggrieved party's membership, as provided for under the rules, and the dispute relates to that process or to a matter relevant to that process; or

- (c) the dispute relates to an obligation under the Liquor Act 1992 or any other State law to prevent the entry of the aggrieved party to, or to remove the aggrieved party from, premises used by the association, or to refuse to serve liquor to the aggrieved party at the premises; or
- (d) the dispute could reasonably be considered frivolous, vexatious, misconceived or lacking in substance, or relates to a matter that has already been the subject of the grievance procedure.

### 12c) Appointment of mediator

- (1) If a dispute under rule 12A is referred to mediation—
  - (a) the parties to the dispute must choose a mediator to conduct the mediation; or
  - (b) if the parties are unable to agree on the appointment of a mediator within 14 days after the dispute is referred to mediation, the mediator must be—
    - (i) for a dispute between a member and another member—a person appointed by the National Board; or
    - (ii) for a dispute between a member and the National Board or the association—an accredited mediator or a mediator appointed by the director of a dispute resolution centre.
- (2) An accredited mediator may refuse to be the mediator, or the director of a dispute resolution centre may refuse to appoint a mediator, to mediate the dispute.
- (3) If subrule (2) applies, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

### 12d) Conduct of mediation

- (1) If a mediator is appointed under rule 12C, the mediator must start the mediation as soon as possible after the appointment and try to finish the mediation within 28 days after the appointment.
- (2) Subrule (1) does not apply if the mediator is a mediator appointed by the director of a dispute resolution centre.
- (3) The mediator—
  - (a) must give each party to the dispute an opportunity to be heard on the matter the subject of the dispute; and
  - (b) must comply with natural justice; and
  - (c) must not act as an adjudicator or arbitrator; and
  - (d) during the mediation—may see the parties with or without their representatives, together or separately.
- (4) The parties to the dispute must act reasonably and genuinely in the mediation and help the mediator to start and finish the mediation within the period mentioned in subrule (1).
- (5) The costs of the mediation, if any, are to be shared equally between the parties unless otherwise agreed.
- (6) If the mediator cannot resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.



### **12e) Representation for grievance procedure**

- (1) A party to a dispute may appoint any qualified person to act on behalf of the party in the grievance procedure.
- (2) For subrule (1), a person is qualified to act on behalf of a party if the person—
  - (a) has sufficient knowledge of the matter the subject of the dispute to be able to represent the party effectively; and
  - (b) is authorised to negotiate an agreement for the party.
- (3) If a party appoints a person under subrule (1) to act on the party's behalf, the party must give written notice of the appointment to each of the following entities—
  - (a) the other party to the dispute;
  - (b) the National Board;
  - (c) if a mediator has been appointed before the party appoints the person—the mediator.

### **12f) Electronic communication for grievance procedure**

Any meeting or mediation session required under the grievance procedure may be conducted by electronic means if the parties to the dispute and, for a mediation, the mediator agree.

### **13) National Register of Members**

- (1) The Secretary shall keep and maintain a Register of Members of the association.
- (2) The register shall include the following particulars for each member:
  - (a) the full name of the member;
  - (b) the postal and or residential address of the member;
  - (c) the E-mail address of the member, if applicable;
  - (d) the Home and Mobile telephone numbers, if applicable;
  - (e) the occupation of the member;
  - (f) the date of birth of the member (for insurance reasons);
  - (g) the date of admission as a member;
  - (h) the date of death or date of resignation or termination of the member;
  - (i) details about the termination or reinstatement of membership;
  - (j) any other particulars the National Board or the members at a general meeting decide.
- (3) The register shall be open for inspection by all members of the association at all reasonable times for viewing of his own details therein.
- (4) A member shall contact the Secretary to arrange an inspection of the Register.
- (5) However, the National Board may, on the application of a member of the association, withhold information about the member (other than the members full name) from the register available for inspection if the National Board has reasonable grounds for believing the disclosure of the information would put the member at risk of harm, unless required to do so by law.

### **14) Prohibition on use of information on register of members:**

- (1) A member of the association shall 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, political, religious, charitable or commercial purposes; or
  - (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, political, religious, charitable or commercial purposes.

- (c) Members of the National Board or any other member shall not disclose any information whatsoever pertaining to a member unless that member advises in writing that he permits disclosure of the said information.

### 15) Appointment or election of Secretary

- (1) The Secretary shall be an individual residing in Queensland, or in another State provided that he resides within sixty-five (65) kilometres of the Queensland border and who is;
  - (a) a member of the association elected by the association as secretary; or
  - (b) any of the following persons appointed by the National Board as secretary -
    - (i) a member of the association's National Board;
    - (ii) another member of the association;
    - (iii) another person appointed by the National Board to the position of Secretary who is NOT a member of Apex 40 Australia Inc.;
    - (iv) to satisfy the Incorporations Act.
- (1) If the association has not elected an interim officer as secretary for the association before its incorporation, the members of the National Board must ensure a secretary is appointed or elected for the association within 1 month after incorporation.
- (2) If a vacancy happens in the office of secretary, the members of the National Board must ensure a secretary is appointed or elected for the association within 1 month after the vacancy happens.
- (3) If the National Board appoints a person mentioned in subrule (1)(b)(ii) as secretary, other than to fill a casual vacancy on the National Board, the person does not become a member of the National Board.
- (4) However, if the National Board appoints a person mentioned in subrule (1)(b)(ii) as secretary to fill a casual vacancy on the National Board, the person becomes a member of the National Board.
- (5) If the National Board appoints a person mentioned in subrule (1)(b)(iii) as secretary, the person does not become a member of the National Board.
- (6) In this rule - **casual vacancy**, on a National Board, means a vacancy that happens when an elected member of the National Board resigns, dies or otherwise stops holding office.

### 16) Removal of Secretary

- (1) The National Board of the association may at any time remove a person appointed by the committee as the secretary.
- (2) If the National Board removes a secretary who is a person mentioned in rule 15(1)(b)(i), the person remains a member of the National Board.
- (3) If the National Board 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 National Board under rule 15(5), the person remains a member of the National Board.

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





## 18) Membership of National Board

- (1) The National Board of the association consists of a President, Vice President, Secretary (if elected by the members), Treasurer and IRO.
- (2) A member of the National Board, other than a secretary appointed by the National Board under rule 15(1)(b)(iii), must be a member of the association.
- (3) At each annual general meeting of the association, the members of the National Board must retire from office, but are eligible, on nomination, for re-election.
- (4) A member of the association may be appointed to a casual vacancy on the National Board under rule 21.

## 19) Electing the National Board

At the Annual General Meeting the Members shall elect or confirm the National Board subject to the following;

- (1) A member of the National Board may only be elected as follows—
  - (a) any 2 members of the association may nominate another member (the *candidate*) to serve as a member of the National Board;
  - (b) the nomination must be—
    - (i) in writing; and
    - (ii) signed by the candidate and the members who nominated him or her; and
    - (iii) given to the secretary at least 14 days before the annual general meeting at which the election is to be held;
  - (c) each member of the association present and eligible to vote at the annual general meeting may vote for 1 candidate for each vacant position on the National Board;
  - (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) a financial member of Apex 40 Australia Inc.
  - (b) is not ineligible to be elected as a member under section 61A of the Act.

## 19a) The National Board shall consist of a minimum of five (5) Members, to fill the positions of:

- 1) President:
  - (a) The President shall be elected by the members at that AGM;
  - (b) The President shall serve a term of one (1) year.
- 2) Vice President
  - (a) The Vice President shall be elected by the members at that AGM;
  - (b) The Vice President shall serve a term of one (1) year.
- 3) Secretary:
  - (a) Ordinary or Associate Members may be elected to this position;
  - (b) The term of office shall be a minimum of two (2) years.
  - (c) The National Board may appoint a Non member to the position of secretary should no member be available to fill the position. The person so appointed would NOT be a member of the National Board.
- 4) Treasurer:
  - (a) Ordinary or Associate Members may be elected to this position;
  - (b) The term of office shall be a minimum of two (2).
- 5) International Relations and Apex Australia Liaison Officer (IRO):
  - (a) Ordinary or Associate Members may be elected to this position;
  - (b) The term of office shall be a minimum of two (2).

***All five (5) Board member positions shall be confirmed by the members at the AGM subject to Rule 15(1)(b)(iii)***

**19b) Three additional Ordinary or Associate Members may be nominated by the National Board.**

- (1) e.g. Membership, Roaring 40's editor and WEB developer.
- (2) The term of each office shall be a minimum of two (2).

**19c) All of the National Board members shall be financial Members of Apex 40 Australia Inc.**

- (1) Election/confirmation shall be by simple majority of Members present and entitled to vote.
- (2) Election/confirmation may be by show of hands or secret ballot as determined by the Chairperson.

**20) Resignation, removal or vacation of office of National Board member**

- (1) A member of the National Board may resign from the National Board 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 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 shall be given a full and fair opportunity to show cause, why he or she should not be removed from office.
- (5) A member has no right of appeal against their removal from office under this rule.
- (6) A member immediately vacates the office in the circumstances mentioned in section 64(2) of the Act.

**21) Vacancies on National Board**

- (1) If a casual vacancy happens on the National Board, the continuing members of the National Board may appoint another member of the association to fill the vacancy until the next Annual General meeting.
- (2) The continuing members of the National Board may act despite a casual vacancy on the National Board.
- (3) However, if the number of National Board members is less than the number fixed under rule 24(1) as a quorum of the National Board, the continuing members may only act only to;
  - (a) increase the number of National Board members to the number required for a quorum; or
  - (b) call a general meeting of the association.

**22) Functions of National Board**

- (1) Subject to these rules or a resolution of the members of the association carried at an Annual General Meeting, the National Board has the general control and management of the administration of the affairs, property and funds of the association.
- (2) The National Board 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 shall have regard to the Act, including any regulation made under the Act.
- (3) The National Board 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 at an Annual General Meeting; and

- (b) to secure the amounts mentioned in paragraph (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; and
- (c) to borrow amounts from members and pay interest on the amounts borrowed; and
- (d) to invest in a way the members of the association may from time to time decide.
- (4) For sub rule 22) (3)(c), the rate of interest shall 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; or
  - (b) if there is more than one (1) financial institution for the association; the financial institution nominated by the National Board.

### **23) Meetings of National Board**

- (1) Subject to this rule, the National Board may meet and conduct its proceedings as it considers appropriate.
- (2) The National Board shall meet at least once every 4 months to exercise its functions.
- (3) The National Board shall decide how a meeting is to be called.
- (4) Notice of a meeting is to be given in the way decided by the National Board.
- (5) The National Board may hold meetings, or permit a National Board member to take part in its meetings, by using any technology that reasonably allows the member to take part in discussions. (this includes Post, telephone and E-mail or other electronic media).
- (6) A Board member who participates in the meeting as mentioned in sub rule (5) is taken to be present at the meeting.
- (7) A question arising at a National Board meeting is to be decided by a 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 National Board shall 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 members vote shall not be counted.
- (9) The President is to preside as chairperson at a National Board meeting.
- (10) If there is no President or if the President is not present within 15 minutes after the time fixed for a National Board meeting, the members may choose 1 of their number to preside as Chairperson at the meeting.

### **24) Quorum for National Board meeting**

- (1) At a National Board meeting, 50% or more of the members elected to the National Board as at the close of the last AGM of the members shall form a quorum.
- (2) If there is no quorum within 30 minutes after the time fixed for a National Board meeting called on the request of members of the National Board, the meeting lapses.
- (3) If there is no quorum within 30 minutes after the time fixed for a National Board meeting called other than on the request of the members of the National Board;
  - (a) the meeting is to be adjourned for at least 1 day; and
  - (b) the members of the National Board who are present are to decide the day, time and place of the adjourned meeting.
- (4) If, at an adjourned meeting mentioned in sub rule 24) (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

### **25) Special meeting of National Board**

- (1) If the Secretary receives a written request signed by at least 50% of the members of the National Board, the Secretary shall call a special meeting of the National Board by giving each member of the committee notice of the meeting within seven (7) days after the Secretary receives the request.
- (2) If the Secretary is unable or unwilling to call the special meeting, the President shall call the meeting.
- (3) A request for a special meeting shall state;
  - (a) why the special meeting is called; and
  - (b) the business to be conducted at the meeting.
- (4) A notice of a special meeting shall 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 National Board shall be held within 30 days after notice of the meeting is given to the members of the National Board.

**26) Minutes of National Board meetings**

- (1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each National Board meeting are entered in a minute book.
- (2) To ensure the accuracy of the minutes, the minutes of each National Board meeting must be signed by the chairperson of the meeting, or the chairperson of the next National Board meeting, verifying their accuracy.

**27) Appointment of and procedures of Sub Committees**

- (1) The National Board may appoint a subcommittee 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 National Board is not entitled to vote at a National Board 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 10 minutes after the time fixed for a meeting, the members present may choose 1 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 National Board a Conduct Committee or a person acting as a member of the National Board is taken to have been validly performed.
- (2) Sub rule 28) (1) applies even if the act was performed when;
  - (a) there was a defect in the appointment of a member of the National Board, Conduct Committee or person acting as a member of the National Board; or
  - (b) a National Board member, Conduct Committee member or person acting as a member of the National Board was disqualified from being a member.



**29) Resolutions of National Board without meeting**

- (1) A written resolution signed by each member of the National Board is as valid and effectual as if it had been passed at a National Board meeting that was properly called and held.
- (2) A resolution mentioned in sub rule 29) (1) may consist of several documents in like form, each signed by 1 or more members of the National Board.

**30) First annual general meeting**

Removed as not applicable.

**31) Subsequent Annual General Meetings**

Each subsequent Annual General Meeting shall be held,

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

**31a) National Board members to be elected at Annual General Meeting**

The association must elect the members of the National Board at each annual general meeting of the association.

**32) Other business for annual general meeting of large incorporated associations and particular medium and small incorporated associations**

- (1) This rule applies if the association is—
  - (a) a large incorporated association to which sections 59A and 59AA of the Act apply; or
  - (b) a medium incorporated association to which sections 59A and 59AA of the Act apply;
 or
  - (c) a small incorporated association to which sections 59A and 59AA of the Act apply.
- (2) 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) for a large incorporated association—appointing an auditor or an accountant for the present financial year;
  - (d) for a medium or small incorporated association—appointing an auditor, an accountant or an approved person for the present financial year.

**33) Other business for Annual General Meeting of other medium incorporated associations**

- (1) This rule applies if the association is a medium incorporated association to which sections 59A and 59AB of the Act apply.
- (2) The following business must be conducted at each annual general meeting of the association—
  - (a) receiving the association's financial statement, and verification statement, for the last reportable financial year;
  - (b) presenting the financial statement and verification statement to the meeting for adoption;
  - (c) appointing an auditor, an accountant or an approved person for the present financial year.

**34) Other business for annual general meeting of other small incorporated associations**

- (1) This rule applies if the association is a small incorporated association to which sections 59A and 59AB of the Act apply.
- (2) The following business must be conducted at each annual general meeting of the association—



- (a) receiving the association's financial statement, and verification statement, for the last reportable financial year;
- (b) presenting the financial statement and verification statement to the meeting for adoption.

### **35) Notice of General or Annual General Meeting**

The Annual General Meeting shall be held between March 1st and June 30th each year.

- 1) The secretary may call a general meeting of the association.
- 2) The Secretary must give at least 14 days notice to each member of the association.
- 3) If the Secretary is unable or unwilling to call the meeting, the President shall call the meeting.
- 4) The National Board may decide the way in which the notice shall be given:
  - (a) Australia Post; or
  - (b) E-mail; or
  - (c) "Roaring 40's"; or
  - (d) APEX 40 Australia Inc. WEB site.
- 5) However, notice of the following meetings must be given in writing—
  - (a) A notice of a General or Annual General meeting must state the business to be conducted at the meeting.
  - (b) a meeting called to hear and decide the appeal of a person against the National Board's decision—
    - (i) to reject the person's application for membership of the association; or
    - (ii) to terminate the person's membership of the association;
  - (c) meeting called to hear and decide a proposed special resolution of the association;
- 6) This notice shall state the business to be conducted at the meeting and shall contain the date, time and venue of the General or Annual General Meeting together with notice of any other proposed business to be conducted.

*The meeting shall be held where possible as part of the program for the Annual Rort.*

### **36) 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 National Board at the close of the association's last general meeting plus ten (10) ordinary members.
- (2) However, if all members of the association are members of the National Board, the quorum is the total number of members less 1.
- (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 30 minutes after the time fixed for a general meeting called on the request of members of the National Board or the association, the meeting lapses.
- (5) If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the National Board or the association;
  - (a) the meeting is to be adjourned for at least 1 day; and
  - (b) the National Board 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 shall if directed by the meeting, adjourn the meeting from time to time and from place to place.
- (7) If a meeting is adjourned under sub rule 36) (6), only the business 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 shall be given in the same way notice is given for an original meeting.

### **37) Procedure at General Meeting**

- (1) A member may take part and vote in a General or Annual General meeting in person only.
- (2) No proxy votes will be permitted.
- (3) At each general meeting;
  - (a) the National President is to preside as Chairperson; and
  - (b) if there is no National President or if the National President is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present shall elect 1 of their number to be Chairperson of the meeting; and
  - (c) the Chairperson shall conduct the meeting in a proper and orderly way.

### **38) Voting at General Meeting**

- 1) At a general meeting, each question, matter or resolution, other than a special resolution, shall be decided by a majority of votes of the members present.
- 2) The passing of a special resolution requires a majority of 75% in favour
- 3) Each member present and eligible to vote is entitled to 1 vote only and, if the votes are equal, the Chairperson has a casting vote as well as a primary vote.
- 4) 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.
- 5) The method of voting is to be decided by the National Board.
- 6) However, if at least 20% of the members present demand a secret ballot, voting shall be by secret ballot.
- 7) If a secret ballot is held, the chairperson shall appoint 2 members to conduct the secret ballot in the way the Chairperson decides.
- 8) 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.

### **39) Special general meeting**

- (1) The Secretary shall 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 National Board; or
  - (b) being given a written request signed by;
    - (i) at least 50% of the number of members of the National Board when the request is signed; or
    - (ii) at least the number of Ordinary members of the association equal to double the number of members of the association on the National Board when the request is signed plus 1; or
  - (c) being given a written notice of an intention to appeal against the decision of the National Board;
    - (i) to reject an application for membership; or
    - (ii) to terminate a person's membership.
- (2) A request mentioned in sub rule 39) (1)(b) shall state;
  - (a) why the special general meeting is being called; and
  - (b) the business to be conducted at the meeting,

- (3) A special general meeting shall be held within 3 months after the Secretary;
  - (a) is directed to call the meeting by the National Board; or
  - (b) is given the written request mentioned in sub rule 39) (l)(b); or
  - (c) is given the written notice of an intention to appeal mentioned in sub rule 39) (l)(c).
- (4) If the Secretary is unable or unwilling to call the special meeting, the President shall call the meeting.

**40) Proxies at any General, Special General or Annual General Meeting**

- (1) Only Financial Members of the association who are present at Meetings of the Association are eligible to Vote.
- (2) No Proxies may be allocated by any member of the Association.

**41) Minutes of General, Special General and Annual General meetings**

- (1) The Secretary shall ensure that full and accurate minutes of all questions, matters, resolutions and other proceedings of each General, Special General and Annual General Meeting are recorded.
- (2) To ensure the accuracy of the minutes, the minutes of each General, Special General or Annual General Meeting shall be signed by the chairperson of the meeting, or the Chairperson of the next Special General, General, or Annual General Meeting, verifying their accuracy.

If asked by a member of the Apex 40 Australia Inc., the Secretary shall, within 60 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.
- (b) provide the member a copy of the minutes of the meeting at a reasonable cost.

**42) By-laws**

- (1) The National Board may make, amend or repeal By-laws, not inconsistent with these rules, for the internal management of the association.
- (2) Written notice of any proposed changes to the By-laws are to be submitted to the Secretary, not less than 14 days prior to the National Board Meeting and they are to be included in the agenda for that National Board Meeting.
- (3) A By-law may be set aside by a vote of members at a general meeting of the association.

**43) Alteration of rules (Changes to the Constitution)**

- (1) Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at an Annual General, General or Special General Meeting. Voting on such changes shall be by a simple majority of Members present and entitled to vote, or by secret ballot as determined by the Chairperson.
- (2) However, any amendment, repeal or addition is valid only if it is registered with "The Office of Fair Trading" Queensland.
- (3) Written notice of any proposed changes shall be submitted to the Secretary not less than 60 days prior to that Meeting.

**44) Common seal**

- 1) The National Board has assessed that a Common Seal is not required by Apex 40 Australia Inc.

#### 45) Funds and accounts

- (1) The funds of the association shall be kept in an account in the name of the association in a financial institution decided by the National Board.
- (2) Records and accounts shall be kept in the English language showing full and accurate particulars of the financial affairs of the association.
- (3) All amounts shall be deposited in the financial institution account as soon as practicable after receipt.
- (4) All payments shall be made in a manner that the National Board deems to be appropriate.
- (5) All payments made shall be authorised by any two (2) of the following;
  - (a) the President;
  - (b) the Vice President;
  - (c) the Secretary
  - (d) the Treasurer;
  - (e) the International Relations and Apex Australia Liaison Officer
  - (f) or Members as nominated by the National Board.
  - (g) The partner of another signatory shall not be a signatory.
- (6) However, 1 of the persons who electronically authorises a payment shall be the President, Vice President, Secretary, Treasurer, International Relations and Apex Australia Liaison Officer.
- (7) All expenditure shall be approved/ratified at a National Board meeting.

#### 46) General financial matters

- (1) On behalf of the National Board, the Treasurer shall, 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 shall be used solely in promoting the association's objects and exercising the association's powers.

#### 47) Documents

The National Board shall ensure the safe custody of books, documents, instruments of title and securities of the association.

#### 48) Financial year

The end date of the association's financial year is the 31st of January in each year.

#### 49) Distribution of surplus assets to another entity

- (1) This rule applies if the association;
  - (a) is wound-up under part 10 of the Act; and
  - (b) has surplus assets.
- (2) The surplus assets shall not be distributed among the members of the association.
- (3) The surplus assets shall be given to another entity;
  - (a) having objects similar to the association's objects; and
  - (b) the rules of which prohibit the distribution of the entity's income and assets to its members.
  - (c) surplus assets will be given to the Incorporated body of Apex Clubs National Presidents Discretionary Fund or similar fund within Apex Australia
- (4) In this rule; *surplus assets* see section 92(3) of the Act.



Draft Seven - 7

... Index ...

Page #	Rule # and Contents
2	1) Interpretation
2	2) Name and Addresses
2	3) Objects
2	4) Powers
2	4a) Insurance
3	5) Classes of membership
3	6) Rort
3	7) New membership
3	8) Membership fee
3	9) Admission and rejection of new members
4	10) When membership ends
4	11) Appeal against rejection or termination of membership
4	12) Conduct Committee meeting to decide appeal
5	12a) Grievance procedure
5	12b) Grievance procedure not continued in particular circumstances
6	12c) Appointment of mediator
6	12d) Conduct of mediation
7	12e) Representation for grievance procedure
7	12f) Electronic communication for grievance procedure
7	13) National Register of Member
7	14) Prohibition on use of information on register of members
8	15) Appointment or election of Secretary
8	16) Removal of Secretary
8	17) Functions of Secretary
9	18) Membership of National Board
9	19) Election National Board
9	19a) The National Board shall consist of a minimum of five (5) Members
10	19b) Additional Ordinary or Associate National Board Members
10	19c) All of the National Board members shall be financial Members
10	20) Resignation, removal or vacation of office of National Board member
10	21) Vacancies on National Board
10	22) Functions of National Board
11	23) Meetings of National Board
11	24) Quorum for National Board meeting
12	25) Special meeting of National Board
12	26) Minutes of National Board meetings
12	27) Appointment of and procedures of Sub Committee
12	28) Acts not affected by defects or disqualifications
13	29) Resolutions of National Board without meeting
13	31) Subsequent Annual General Meetings
13	31a) National Board members to be elected
13	32) Other business - conducted at AGM of large inc. associations
13	33) Other business - conducted at AGM of medium inc. associations
13	34) Other business - conducted at AGM of small inc. associations
14	35) Notice of Annual General Meeting



## APEX 40 Australia Inc. Rules and By Laws.

14	36)	Quorum for, and adjournment of, General Meeting
15	37)	Procedure at general meeting
15	38)	Voting at general meeting
15	39)	Special general meeting
16	40)	Proxies at any General, Special General or Annual General Meeting
16	41)	Minutes of General, Special General and Annual General Meetings
16	42)	By-laws
16	43)	Alteration of rules (Changes to the Constitution)
16	44)	Common seal
17	45)	Funds and accounts
17	46)	General financial matters
17	47)	Documents
17	48)	Financial year
17	49)	Distribution of surplus assets to another entity

### President:

_____	_____	Date
Name	Signature	

### Secretary:

_____	_____	Date
Name	Signature	

**Date approved by The Department of Fair Trading:**  
**Approval Document Number:**

**Date**