



CONSTITUTION

Rules in Compliance with the Associations
Incorporations Act 1981

Granite Belt Wine & Tourism

Approved:

SPECIAL GENERAL MEETING

23 JULY 2019

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1. PRELIMINARY

1.1 Name

- 1.1.1 The name of the incorporated association shall be **GRANITE BELT WINE & TOURISM INC** in the Constitution called “**GBWT**”.

1.2 Definitions

- 1.2.1 **Act** Means the *Associations Incorporation Act 1981 (Qld)*.
- 1.2.2 Where these Rules refer to “Granite Belt Wines” or “the Granite Belt Wine Industry” or in any similar phrase, “Granite Belt” shall mean the Granite Belt Geographical Indicator. (G.I. area).

1.3 Mission

- 1.3.1 The mission is:
- a) To promote and develop tourism and wine tourism within the Granite Belt District of Queensland (“the Granite Belt District”) and its surrounds;
 - b) To obtain recognition in both domestic and international tourism and the wine tourism market of the Granite Belt as a brand name;
 - c) To facilitate the pursuit of excellence in all Granite Belt tourism products;
 - d) To facilitate the pursuit of excellence in the production of Granite Belt wines;
 - e) To have the ability to manage and operate the Stanthorpe Visitor Information Centre to the required standards; provision of information services to visitors to the centre; display of tourism promotional and marketing literature and product; the retail sale of local product and souvenirs; and marketing and promotional activity of Stanthorpe and the Granite Belt.

2. OBJECTS

2.1 The Objects for which GBWT is established are:

- 2.1.1 To promote tourism and wine businesses in the Granite Belt District.
- 2.1.2 To promote and encourage throughout the Granite Belt District an awareness of the benefits of tourism to the Granite Belt.

- 2.1.3 To foster the development and improvement of new and existing tourist attractions and facilities within the Granite Belt District.
- 2.1.4 To provide access to current data and technology, undertake specific research projects and access wine industry support schemes for the Granite Belt wine industry.
- 2.1.5 To seek and disseminate to members information on regional, State, interstate and overseas opportunities in tourism and wine production and marketing.
- 2.1.6 To make recognition awards to members for outstanding contributions.
- 2.1.7 To establish a program for the promotion of Granite Belt wines.
- 2.1.8 To work closely with tourism and other bodies to stimulate tourist and visitor numbers to the Granite Belt District.
- 2.1.9 To promote the Granite Belt G.I. area as a premium and distinct wine region.
- 2.1.10 To establish close liaison with the media to promote the tourism opportunities on the Granite Belt.
- 2.1.11 To provide a line of communication with Government and Statutory Authorities on matters of:
 - a) tourism and food produce;
 - b) wine.
- 2.1.12 To retain a level of membership that will empower GBWT to lead and represent its members.
- 2.1.13 To encourage member participation in all GBWT activities.
- 2.1.14 To hold educational and other seminars and meetings for the benefit of members.

3. POWERS

3.1 GBWT:

- 3.1.1 Has, in the exercise of its affairs, all the powers of an individual.
- 3.1.2 May also issue secured and unsecured notes, debentures and debenture stock for GBWT.

4. MEMBERS

4.1 Obligations of Membership

- 4.1.1 All members of GBWT shall:
 - a) Comply with the Objects of GBWT and uphold the integrity and spirit of its Mission, Objects and operations;

- b) Act in fairness, honesty and in good faith, as well as respecting the views of others;
- c) Be prepared to contribute to the wellbeing of GBWT and its members;
- d) Operate in compliance with all laws and regulations including relevant wine laws.

4.2 Classes of Membership

4.2.1 The membership of the Association shall consist of the following classes of Membership:

- a) General Membership
- b) Associate Membership
- c) Life Membership
- d) Honorary Membership

4.3 General Membership

4.3.1 The number of general members shall be unlimited.

4.3.2 General member may be a person or legal entity who:

- a) Carries on a tourism business in the Granite Belt;
- b) Carries on business in the Granite Belt G.I. area and holds a Wine Producers Licence issued under the Wine Industry Act 1994 or a comparable licence under such legislation as may regulate the industry from time to time;
- c) Carries on a tourism-based business within Tenterfield or the Southern Downs region.

4.3.3 A General Member:

- a) Has full voting rights;
- b) Is eligible for election to the Management Committee.

4.4 Associate Membership

4.4.1 The number of Associate Members shall be unlimited.

4.4.2 An Associate Member may be a person, not-for-profit organisation or any other legal entity who:

- a) Is not eligible for General Membership under Clause 4.3;
- b) Supplies and or receives products or services to or from General Members;
- c) Is a student engaged in wine or tourism courses;

- d) Is a person who operates, or is part of, an educational faculty or a Government Department either State or Federal;
- e) Carries on a business which indirectly benefits from tourism on the Granite Belt;
- f) Has an interest in tourism or wine in the Granite Belt.

4.4.3 An Associate Member:

- a) Does not have voting rights;
- b) Cannot be elected to the Management Committee;
- c) Can sit on sub-committees established by the Management Committee by invitation;
- d) Has access to services and activities offered to General Members at the discretion of the Management Committee.

4.5 Life Membership

4.5.1 The number of Life Members shall be unlimited.

4.5.2 The Management Committee may recommend members for Life Membership, who have rendered outstanding services to tourism or wine on the Granite Belt. Approval for such an appointment is to be sought from members of GBWT at the Annual General Meeting.

4.5.3 Life Members:

- a) Shall not be required to pay membership fees;
- b) Shall be entitled to one vote at all General and Annual General Meetings.

4.6 Honorary Membership

4.6.1 The number of Honorary Members shall be unlimited.

4.6.2 The Management Committee may recommend Honorary Membership for any person deemed worthy by his or her actions or contributions to GBWT. Approval for such an appointment is to be sought from members of GBWT at the Annual General Meeting.

4.6.3 An Honorary Member:

- a) Shall not be required to pay membership fees;
- b) has no voting rights.

4.7 Register of Members

4.7.1 The Management Committee must keep a Register of Members.

4.7.2 The Register of Members must include the following particulars for each member:

- a) The full name and residential address of the member;
- b) the date of admission as a member;
- c) the date of death or resignation of the member;
- d) details about the termination or reinstatement of membership;
- e) any other details the Management Committee or the members at a General Meeting decide.

4.7.3 The register must be open for inspection at all reasonable times.

4.7.4 However, before a member may inspect the register, the member must apply to the Secretary to inspect it.

4.7.5 The Management Committee must comply with Privacy Legislation and has the right, before the inspection, to redact members information that may put the member at risk of harm.

4.7.6 Information in the Register of Members is not to be used or shared for the purposes of advertising for political, religious, charitable or commercial purposes.

4.8 Admission and Rejection of Members

4.8.1 The Management Committee must consider an application for membership at the next meeting of the committee held after it receives:

- a) The application;
- b) The appropriate membership fee for the application;
- c) Relevant documentation.

4.8.2 If the majority of the Management Committee members present at the meeting vote to accept the applicant to become a member, the applicant must be accepted as a member to the class of membership applied for.

4.8.3 The GBWT Secretary or the Management Committee approved delegate must, as soon as practicable after the Management Committee decides to accept or reject an application, give the applicant a written notice of the decision.

4.9 Resignation or Termination of Members

4.9.1 A member may resign from the association by giving a written notice of resignation to the secretary.

4.9.2 The resignation takes effect on:

- a) The day and at the time the notice is received by the secretary;
- b) If a later date is stated in the notice - the later date.

- 4.9.3 The Management Committee may terminate a member's membership if the member:
- a) Is convicted of an indictable offence;
 - b) Does not comply with any of the provisions of these rules;
 - c) Has membership fees or promotional contributions in arrears for at least two (2) months;
 - d) Conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the association.
- 4.9.4 Before the Management Committee terminates a member's membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.
- 4.9.5 If, after considering all representations made by the member, the Management Committee decides to terminate the membership, the GBWT Secretary must, as soon as practicable after the Management Committee decision, give the member a written notice of the decision of the committee.

4.10 Appeal Against Termination or Rejection

- 4.10.1 A person whose application for membership has been rejected, or whose membership has been terminated, may give the Secretary written notice of their intention to appeal against the decision.
- 4.10.2 A notice of intention to appeal must be given to the Secretary within one (1) month after the person receives written notice of the decision.
- 4.10.3 If the Secretary receives a notice of intention to appeal, the Secretary must, within three (3) months after the day of receipt, call a General Meeting to decide the appeal.
- 4.10.4 At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected, or the membership should not be terminated.
- 4.10.5 At the meeting, the Management Committee must be given a full and fair opportunity to show why the application has been rejected.
- 4.10.6 An appeal must be decided by a vote of the members present at the meeting.
- 4.10.7 If a person whose application has been rejected does not appeal against the decision within one (1) month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the Secretary must, as soon as practicable, refund the application fee paid by the person.

4.11 Membership Fees

- 4.11.1 The membership fee for each class of membership is the amount decided by the Management Committee from time to time.
- 4.11.2 The membership year runs 1 July to 30 June of each year.

- 4.11.3 All membership fees must be paid by the date set for the Annual General Meeting. Members with outstanding membership fees will not be entitled to exercise their membership rights.
- 4.11.4 When a new member joins GBWT, the membership fee is pro-rated to the month joined. Late renewals are not considered as “new” members.

5. MANAGEMENT COMMITTEE MEMBERSHIP

5.1 Membership of the Management Committee

- 5.1.1 The Management Committee shall consist of:
- a) President;
 - b) Vice President
 - c) Secretary;
 - d) Treasurer; and
 - e) Five (5) other General Members who shall be elected at the Annual General Meeting.
- 5.1.2 A minimum of four (4) members of the Management Committee shall hold a Wine Producers License issued under the Wine Industry Act 1994, or the equivalent from time to time.
- a) If there are insufficient nominations for election to the Management Committee received from persons qualified under this Rule, then any General Member may be elected to fill the position.

5.2 Electing the Management Committee

- 5.2.1 Members of the Management Committee shall be elected as follows:
- a) Any two (2) members of GBWT may nominate another member (the candidate) to serve as such office bearer or as a General Member of the Management Committee.
- 5.2.2 The nomination must be:
- a) In writing;
 - b) signed by the candidate and the members who nominated him or her;
 - c) given to the Secretary at least 14 days before the Annual General Meeting at which the election is to be held.
- 5.2.3 Each member present at the annual general meeting may vote for any number of candidates not more than the number of vacancies.

5.2.4 If at the start of the meeting there are not enough candidates nominated, nominations may be taken from the floor during the meeting.

5.2.5 Terms of Office are:

- a) The President, Secretary, Treasurer and the Vice President shall serve a two (2) year term of office;
- b) All other General Members of the Management Committee shall serve a one (1) year term of office;
- c) All Management Committee members can serve a maximum of six (6) consecutive years.

5.2.6 GBWT shall have the option to invite the local Government to nominate a representative, in addition to the members elected pursuant to Rule 5.1.1. Such representative:

- a) May be invited to participate in discussions;
- b) Has no voting rights.

5.2.7 GBWT shall have the option to invite the Stanthorpe & Granite Belt Chamber of Commerce to nominate a representative, in addition to the members elected pursuant to Rule 5.1.1. Such representative:

- a) May be invited to participate in discussions;
- b) Has no voting rights.

5.3 Appointment or Election of a Secretary

5.3.1 The Secretary must be an individual residing in Queensland, or in another State, but not more than 65 kms from the Queensland border, who is:

- a) A member of GBWT elected by a member of GBWT; or
- b) A member of GBWT's Management Committee appointed by the Management Committee.

5.3.2 If a vacancy happens in the office of Secretary, the members of the Management Committee must ensure a Secretary is appointed or elected for GBWT within one (1) month after the vacancy happens. For this Rule, the replacement Secretary fulfils a casual vacancy on the Management Committee. A casual vacancy on a Management Committee means a vacancy that happens when an elected member of the Management Committee resigns, dies, or otherwise stops holding office.

5.3.3 The role of Secretary includes, but is not limited to:

- a) Calling and attending meetings, including preparing notices of a meeting and the business to be conducted at the meeting, in consultation with the President;
- b) Keeping minutes of each meeting;

- c) Conducting and keeping copies of all correspondence and other documents relating to GBWT;
- d) Being responsible for the safe keeping of all books and records, documents, instruments of title and securities of GBWT;
- e) Maintaining the Register of Members of GBWT.

5.4 Vacancies on the Management Committee

- 5.4.1 A casual vacancy on a Management Committee means a vacancy that happens when an elected member of the Management Committee resigns, dies, or otherwise stops holding office.
- 5.4.2 If a casual vacancy happens on the Management Committee, the continuing members of the committee may appoint another member of GBWT to fill the vacancy until the next Annual General Meeting.
- 5.4.3 The continuing members of the Management Committee may act despite a casual vacancy on the Management Committee.
 - a) However, if the number of committee members is less than the number fixed under these Rules as a quorum of the Management Committee, the continuing members may act only to increase the number of Management Committee members to the number required for a quorum; or call a general meeting of the association.

5.5 Resignation or Removal from Office of a Management Committee Member

- 5.5.1 A Management Committee member may resign from the committee by giving written notice of resignation to the Secretary.
- 5.5.2 The resignation takes effect on:
 - a) The day and at the time the notice is received by the Secretary; or
 - b) If a later day is stated in the notice – the later date.
- 5.5.3 A member may be removed from office at a General Meeting of the association if a majority of the members present at the meeting vote in favour of removing the member.
- 5.5.4 Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- 5.5.5 A member has no right of appeal against the member's removal from office under this Rule.
- 5.5.6 A member immediately vacates the office of member in the circumstances mentioned in Section 64(2) of the Act.

6. FUNCTIONS OF THE MANAGEMENT COMMITTEE

6.1 Powers

- 6.1.1 Except as otherwise provided by these Rules and subject to resolutions of the members of GBWT carried at any General Meeting the Management Committee shall:
- a) Have the general control and management of the administration of the affairs, property and funds of the GBWT.
 - b) Have authority to interpret the meaning of these Rules and any matter relating to GBWT on which these Rules are silent, but any interpretation must have regard to the Act, including any Regulation made under the Act. The Act prevails if GBWT's Rules are inconsistent with the Act.
- 6.1.2 The Management Committee may exercise all the powers of the Association:
- a) To borrow or raise or secure the payment of money in such manner as the members of GBWT may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by GBWT in any way, and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of GBWT's property, both present and future, and to purchase, redeem or pay off any such securities;
 - b) To borrow money from members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Brisbane for overdrawn accounts on money lent, whether the term of the loan be short or long, and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association, and to provide and pay off any such securities;
 - c) To invest in such manner as the members of GBWT may from time to time determine.

6.2 Meetings of the Management Committee

- 6.2.1 The Management Committee shall endeavour to meet at least once every calendar month to exercise its functions but must meet at least once every four months.
- 6.2.2 The Secretary is to ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Management Committee meeting are entered in a Minute Book.
- 6.2.3 To ensure the accuracy of the minutes, the minutes of each Management Committee meeting must be signed by the Chairperson of the meeting, or the Chairperson of the next Management Committee meeting, verifying their accuracy.

- 6.2.4 The Chairperson may request the Secretary to conduct a meeting by Flying Minute in respect of:
- a) A routine matter where it is convenient to conduct a vote of members of the Management Committee by Flying Minutes; or
 - b) An urgent matter where it is not reasonably possible for the matter to be referred to the next meeting of the Management Committee.
- 6.2.5 A Flying Minute will be sent to the email address of the members of the Management Committee in the Register of Members of GBWT and will include the motion for consideration.
- 6.2.6 The motion will then be ratified and included in the minutes of the next meeting of the Management Committee.
- 6.2.7 The Management Committee must decide how a meeting is to be called and how notice of that meeting is to be given.
- 6.2.8 The Management Committee may hold meetings, or permit a Management Committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 6.2.9 A question arising at a Management Committee meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the question is decided in the negative.
- 6.2.10 A member of the Management Committee must not vote on a question about a contract or proposed contract with GBWT if the member has an interest in the contract or proposed contract and, if the member does vote the members vote must not be counted.
- 6.2.11 The President is to preside as Chairperson at a Management Committee meeting. If there is no President, or if the President is not present within ten minutes after the time fixed for a Management Committee meeting, the members may choose one of their number to preside as Chairperson at the meeting.

6.3 Quorum for, and adjournment of a Management Committee Meeting

- 6.3.1 At every meeting of the Management Committee a simple majority of a number equal to the number of members elected and/or appointed to the Management Committee as at the close of the last General Meeting of the members, shall constitute a quorum.
- 6.3.2 If within half an hour from the time appointed for the commencement of a Management Committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.

- 6.3.3 All acts done by any meeting of the Management Committee or of a Sub-Committee or by any person acting as a member of the Management Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Management Committee or person acting as aforesaid, or that the members of the Management Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Management Committee.

6.4 Special Meetings of the Management Committee

- 6.4.1 If the Secretary receives a written request, signed by at least 33% of the members of the Management Committee, the Secretary must call a Special Meeting of the committee by giving each member of the committee notice of the meeting within 14 days after the Secretary receives the request.
- 6.4.2 If the Secretary is unable or unwilling to call a Special Meeting, the President must call the meeting.
- 6.4.3 A request for a Special Meeting must state:
- a) Why the Special Meeting is called;
 - b) The business to be conducted at the meeting;
 - c) The day, time and place of the meeting.
- 6.4.4 A special meeting of the Management Committee must be held within 14 days after notice of the meeting is given to the members of the Management Committee.

7. SUB-COMMITTEES

7.1 Appointment of Sub-Committees

- 7.1.1 The Management Committee may delegate any of its powers to a Sub-Committee consisting of such members of GBWT as the Management Committee thinks fit. Any Sub-Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Management Committee.
- 7.1.2 A Sub-Committee may elect a Chairperson of its meetings. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their numbers to be Chairperson of the meeting.
- 7.1.3 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 question shall be deemed to be decided in the negative.
- 7.1.4 A meeting of a Sub-Committee shall not proceed unless a quorum of more than one half of its members is present.

- 7.1.5 Any resolution of a Sub-Committee must be presented to a Management Committee meeting for discussion and, if thought fit, adoption.
- 7.1.6 After each Sub-Committee meeting, a representative of the Sub-Committee must table a report on the activities of the Sub-Committee to the next meeting of the Management Committee.

7.2 Granite Belt Wine Committee

- 7.2.1 All members of the Management Committee who hold a Wine Producers License issued under the Wine Industry Act 1994 or the equivalent from time to time, shall constitute a Sub-Committee that shall be called the Granite Belt Wine Committee (“GBWC”).
- 7.2.2 GBWC may co-opt up to eight other General or Associate Members with special knowledge of viticulture or wine making or otherwise qualified under Rule 4.3.2 b) or c) to be members of the GBWC, provided that the number of members co-opted shall result in GBWC having an odd number of members.
- 7.2.3 The GBWC shall appoint a Chairman, from its numbers, who will be responsible for reporting to each Management Committee meeting the activities and proposed expenditure of GBWC.
- 7.2.4 The GBWC shall meet with such frequency as its Chairman shall decide but at least every second month.
- 7.2.5 Upon the written requisition of two members of GBWC, the Chairman shall call a meeting of GBWC within 14 days.
- 7.2.6 The GBWC shall have delegated to it, the power to consider and deal with all technical issues relating to grape growing and wine making in the Granite Belt and the carrying out of Rules 2.1.4, 2.1.11 b) and 2.1.14 in the Objects of GBWT.
- 7.2.7 It is the intention of these Rules that all issues relating to the promotion of tourism and wine tourism in the Granite Belt District shall be matters for decision by the Management Committee and those issues relating to the technical and regulatory aspects of grape growing, wine making, wine production and wine selling shall be the responsibility of GBWC.
- 7.2.8 The Management Committee will include in its annual budget an allocation of 10% of the membership fees paid by all classes of membership, to GBWC.
- 7.2.9 Any amount in the budget of GBWC that is not expended in a financial year shall be carried over and added to its budget for the next financial year.
- 7.2.10 The Financial Reports of GBWT must include the income and expenditure of the GBWC.

8. Annual General & General Meetings

8.1 Annual General Meeting

8.1.1 The Annual General Meeting shall be held within six (6) months of the close of the financial year and must be held at least once each year.

8.1.2 Business to be Conducted at the Annual General Meeting:

- a) Receive the report of the Management Committee, including its Sub-Committees, concerning their activities for the past year;
- b) Receive the Statement of Income and Expenditure, Assets and Liabilities and any mortgages, charges and securities affecting the property of the GBWT for the last financial year;
- c) Receive the Auditor's Report on the financial affairs of GBWT for the last financial year;
- d) Present the Audited Statements to the meeting for adoption;
- e) Elect members of the Management Committee being: President, Vice President, Secretary, Treasurer and five other General Members, pursuant to Rule 5 – Management Committee Membership;
- f) Appoint an Auditor;
- g) Transact any other business which, under these Rules must be transacted at an Annual General Meeting.

8.1.3 Other Business:

- a) All other business transacted at an Annual General Meeting and all business transacted at an Extraordinary General Meeting shall be Special Business.
- b) The Management Committee may introduce Special Business at any Annual, Extraordinary, or other General Meeting, but no member without the approval of the Management Committee can introduce any Special Business unless the member has given three or more days' notice in writing to the Secretary (of the Special Business).

8.2 General Meetings & Special General Meetings

8.2.1 The Secretary shall convene a Special General Meeting:

- a) When directed to do so by the Management Committee;
- b) On the requisition in writing, signed by not less than one third of the members presently on the Management Committee, or not less than the number of general members of the Association which equals double the number of members presently on the Management Committee plus one. Such requisition shall clearly state the reasons why a Special General Meeting is being convened and the nature of the business to be transacted;

- c) On being given a notice in writing of an intention to appeal against the decision of the Management Committee to reject an application for membership or to terminate the membership of any person.

8.2.2 The Secretary shall convene all General Meetings:

- a) By giving not less than 14 days' notice of any such meeting to the members of GBWT.
- b) By issuing a notice in the form that shall be determined by the Management Committee, provided that the notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of their membership by the Management Committee, shall be given in writing. Such notice shall clearly state the nature of the business to be discussed.

8.2.3 The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Management Committee Meeting, General Meeting, Special General Meeting and Annual General Meeting are entered in a minute book.

To ensure the accuracy of the minutes:

- a) The minutes of each General Meeting and Special General Meeting must be signed by the Chairperson of the meeting, or the Chairperson of the next General Meeting, verifying their accuracy; and
- b) The minutes of each Annual General Meeting must be signed by the Chairperson of the meeting, or the Chairperson of the next General Meeting or Annual General Meeting, verifying their accuracy.

8.2.4 The Secretary must ensure the minute book for each General Meeting is open for inspection at all reasonable times by any financial member who previously applies to the Secretary for the inspection and be able to provide a copy of those minutes if required.

8.2.5 At any General Meeting the number of members required to constitute a quorum shall be double the number of members presently on the Management Committee plus one.

8.2.6 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. For the purposes of this rule "member" includes a person attending as a proxy or as representing a corporation which is a member.

8.2.7 If within half an hour from the time appointed for the commencement of a General Meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.

- 8.2.8 The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- 8.2.9 Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 8.2.10 Unless otherwise provided by these Rules, at every General Meeting:
- a) The President shall preside as Chairman, or if there is no President, or if the President is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall be the Chairperson or if the Vice-President is not present or is unwilling to act then the members present shall elect one of their number to be Chairperson of the meeting;
 - b) The Chairperson shall maintain order and conduct the meeting in a proper and orderly manner;
 - c) Every question, matter or resolution shall be decided by a majority of votes of the members present;
 - d) Every ordinary member present shall be entitled to one (1) vote and in the case of an equality of votes, the Chairperson shall have a second or casting vote. However, no member shall be entitled to vote at any General Meeting if their annual subscription is more than one (1) month in arrears at the date of the meeting;
 - e) Voting shall be by show of hands or a division of members, unless not less than one-fifth of the members present demand a ballot, in which event there shall be a secret ballot. The Chairperson shall appoint two members to conduct the secret ballot in such manner as the Chairperson shall determine and the result of the ballot as declared by the Chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded;
 - f) 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 in a secret ballot every member present in person or by proxy or by attorney or other duly authorised representative shall have one (1) vote;

8.3 Voting by Proxy

- 8.3.1 A proxy may, but need not be a member of GBWT.
- 8.3.2 Unless otherwise instructed by the appointor, the proxy may vote as the proxy considered appropriate.

8.3.3 The instrument appointing a proxy shall:

- a) Be deemed to confer authority to demand or join in demanding a secret ballot;
- b) The instrument appointing a proxy shall be deposited with the Secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote;
- c) Be in writing, in the common or usual form under the hand of the appointer or of their 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 and take the following form:



Choose an item. Click or tap to enter a date.

PROXY FORM

I/We, (full name)

of (business name)

being a member/members of GBWT, hereby **APPOINT**

.....
(please print member's name who will be present at the Choose an item.)

of (business name)

or in his/her absence
(please print member's name who will be present at the Choose an item.)

of (business name)

as my/our Proxy to vote for me/us on my/our behalf at the Choose an item.of GBWT to be held on Click or tap to enter a date. at Click or tap here to enter text. and at any adjournment of that meeting.

This form is to be used **in favour of / against** the resolution (strike-out whichever is not desired)

Proxy forms must be in the hands of the Secretary prior to the commencement of the meeting.

.....
Signature

.....
Date

9. FINANCIAL MATTERS

9.1 Financial Year

9.1.1 The Financial year of GBWT shall close on the thirtieth day of June in each year.

9.2 Funds & Accounts

9.2.1 The funds of GBWT shall be deposited in the name of GBWT in a financial institution as the Management Committee may from time to time direct.

9.2.2 Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of GBWT and the particulars usually shown in books of a like nature.

9.2.3 All moneys shall be deposited as soon as practicable after receipt thereof.

9.2.4 All accounts for payment must be presented to the Management Committee for approval at a meeting or via flying minute to be ratified at a meeting. Payment must be made via cheque or electronic funds transfer and signed off by two (2) of GBWT's authorised account signatories.

9.2.5 At each Management Committee meeting, the Treasurer must table a detailed Income and Expenditure Statement showing financial activity since the last meeting, including for each of GBWT's sub-committees.

9.2.6 As soon as practicable after the end of each financial year, the Treasurer shall prepare a statement containing the particulars of:

- a) The income and expenditure for the financial year just ended;
- b) The assets and liabilities and of all mortgages, charges and securities affecting the property of GBWT at the close of that year.

9.2.7 All such statements shall be examined by the auditor who shall present their 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.

9.2.8 All income and property of GBWT shall be used and applied only to promote its Objects and in the exercise of its powers. No portion of it shall be paid or transferred directly or indirectly by way of dividend, bonus or profit to, or among, any of the members of GBWT.

10. LAWS & BY-LAWS

10.1 By-Laws

- 10.1.1 The Management Committee may from time to time make, amend or repeal by-laws, not inconsistent with these Rules, for the internal management of GBWT and any by law may be set aside by a General Meeting of members.

10.2 Conflict of Interest / Ethical Practice

- 10.2.1 All Management Committee members and Sub-Committee members shall comply with the highest possible standards of integrity and ethics and shall be mindful of being involved in a situation where their decision may place them in a situation where a conflict of interest occurs. When any Management Committee or other Sub-Committee member is placed in a position where a conflict of interest may occur, he/she shall comply with the conflict of interest requirements expected of Company Directors by the Australian Securities Commission and covered under relevant legislation.

11. SECURING OF DOCUMENTS & COMMON SEAL

11.1 Documents

- 11.1.1 The Management Committee shall provide for the safe custody of books, documents, instruments of title and securities of GBWT.

11.2 Common Seal

- 11.2.1 The management committee must ensure the association has a Common Seal.

- 11.2.2 The Common Seal must be:

- a) Kept securely by the Management Committee;
- b) Used only under the authority of the Management Committee.

- 11.2.3 Each instrument to which the seal is attached must be signed by a member of the Management Committee and countersigned by:

- a) The secretary;
- b) Another member of the Management Committee;
- c) Someone appointed by the Management Committee.

12. ALTERATION OF RULES

- 12.1 Subject to the Act, these Rules may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting. However, an amendment, repeal or addition is valid only if it is registered by the Chief Executive.

13. DISTRIBUTION OF SURPLUS ASSETS

- 13.1 If GBWT shall be wound up in accordance with the provisions of the Associations Incorporation Act 1981, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed amongst the members of GBWT, but shall be given or transferred to some other institution or institutions having Objects similar to the Objects of GBWT, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on GBWT.