

**Certified Copy of
the
RULES OF SANDGATE AND BRACKEN RIDGE ACTION GROUP as at 09 April 2021**

1. Name

The name of the incorporated association shall be Sandgate and Bracken Ridge Action Group (Inc) and known by the acronym of SANDBAG.

2. Objects

The objects for which the association is established are -

- (1) To enable families and individuals to attain their full potential
- (2) To support the development of self-help groups.
- (3) To assist the community to address issues of community concern.
- (4) To enhance linkages within existing community services.
- (5) To support the development of new and existing community services which encourage community participation and awareness.
- (6) To provide services which respond directly to families or individuals in crisis or in need without discrimination. The word crisis means a state of despair, distress, hopelessness, sickness, grief, poverty, misfortune, suffering, discrimination, homelessness, conflict, depression, destitution, loneliness or any other state that creates emotional or physical disturbances in any person or family.

3. Powers

The powers of the association are -

- (1) The association has the powers of an individual
- (2) The association may, for example -
 - (a) enter into contracts; and
 - (b) acquire, hold, deal with and dispose of property; and
 - (c) make charges for services and facilities it supplies; and
 - (d) do other things necessary or convenient to be done in carrying out its affairs
- (3) The association may also issue secured and unsecured notes, debentures, and debenture stock for the association.

4. Classes of members

- (1) The membership of the association shall consist of ordinary and associate members.
- (2) The number of ordinary members shall be unlimited.
- (3) Associate membership shall consist only of employees of the association whose application for associate membership is accepted pursuant to Rule 7.
- (4) An associate member does not have voting rights.

5. New Membership

- (1) An applicant for membership of the association must be proposed by 1 member of the association (the proposer) and seconded by another member (the seconder).
- (2) An application for membership must be -
 - (a) in writing; and
 - (b) signed by the applicant and the applicant's proposer and seconder; and
 - (c) in the form decided by the management committee.

6. Membership Fees

- (1) The membership fees for ordinary membership shall be such sum as the members shall from time to time at any general meeting so determine.
- (2) No membership fee shall be imposed for associate membership.
- (3) Membership fees shall be payable at such time and in such manner as the management committee shall from time to time determine.

7. Admission and Rejection of New Members

- (1) At the next meeting of the management committee after the receipt of any fully completed application for membership and the applicable membership fee, such application shall be considered.
- (2) If any application for membership fully completed pursuant to Rule 5 is not presented for consideration at such meeting, then it is automatically accepted.
- (3) Any applicant who receives a majority of the votes of the members of the management committee present at the meeting at which application is being considered shall be accepted as a member for the class of membership applied for.
- (4) Upon the rejection of an application for membership the secretary shall forthwith give the applicant notice in writing of such rejection.

8. When Membership Ends

- (1) A member may resign from the association at any time by giving notice in writing to the secretary. 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.
- (2) If a member:
 - (a) fails to comply with any of the provisions of these rules; or
 - (b) has membership fees in arrears for a period of two months or more; or
 - (c) conducts themselves in a manner considered to be injurious or prejudicial to the character or interests of the association; or
 - (d) is convicted of an indictable offencethe management committee shall consider whether their membership shall be terminated.
- (3) The member concerned shall be notified in writing of the reasons their membership is being considered for termination.
- (4) The member concerned shall be given a full and fair opportunity of presenting their case at a meeting of the management committee mediated by an independent mediator appointed by the management committee. If the management committee resolves to terminate their membership it shall instruct the secretary to advise the member in writing accordingly.
- (5) An associate member's membership is automatically terminated when that person ceases to be an employee of the association for any reason. No right of appeal shall lie against this termination of membership.

9. Appeal against rejection or termination of membership

- (1) A person whose application for membership has been rejected or whose membership has been terminated may within one month of receiving written notification thereof, lodge with the secretary written notice of their intention to appeal against the decision of the management committee.
- (2) Upon receipt of a notification of intention to appeal against rejection or termination of membership the secretary shall convene, within three months of the date of receipt by her/him of such notice, a general meeting to determine the appeal.

General Meeting to Decide Appeal

- (1) The general meeting to decide an appeal must be held within 3 months after the secretary receives the notice of intention to appeal.
- (2) At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
- (3) Also, the management committee and the members of the committee who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.
- (4) An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.
- (5) If a person whose application for membership has been rejected does not appeal against the decision within 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 membership fee paid by the person.

10. Register of Members

- (1) The management committee shall cause a register to be kept in which shall be entered the names and residential or postal addresses of all persons admitted to membership of the association and the dates of their admission
- (2) 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.
- (3) The register shall be open for inspection at all reasonable times by any member who previously applies to the secretary for such inspection.
- (4) The management committee may, on the application of a member of the association, withhold information about the member (other than the member's full name) from the register available for inspection if the management committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

11. Membership and Election of management committee

- (1) The management committee of the association shall consist of a president, vice-president, secretary and treasurer all of whom shall be ordinary members of the association, and up to five other ordinary members, as the members of the association at any general meeting may from time to time elect or appoint.
- (2) At the annual general meeting of the association
 - (a) any member of the management committee appointed to fill a casual vacancy must retire, and
 - (b) at least one-half of the remaining directors must retire.
 - (c) The management committee members who must retire at each annual general meeting under S.11(2)(b) will be the management committee members who have been longest in office since last being elected. Where management committee members were elected on the same day, the management committee members to retire will be decided by lot unless they agree otherwise.
 - (d) Each management committee member must retire at least once every two years.
 - (e) A management committee member who retires under S.11(2)(b) may nominate for election or re-election, subject to S.11(2)(f)(f)
 - (f) A management committee member who has held office for a continuous period of six years or more may only be re-appointed or re-elected by a special resolution.
- (3) The election of officers and other members of the management committee shall take place in the following manner:
 - (a) Any two members of the association shall be at liberty to nominate any other member to serve as an officer or other member of the management committee.
 - (b) The nomination, which shall be in writing and signed by the member and their proposer and seconder, shall be lodged with the secretary at least fourteen days before the annual general meeting at which the election is to take place.
 - (c) A list of the candidates' names in alphabetical order, with the proposers' and seconds' names, shall be posted in a conspicuous place in all locations that the association formally undertakes its business operations (the office or usual place of meeting of the association) for at least seven days immediately preceding the annual general meeting.
 - (d) Balloting lists shall be prepared (if necessary) containing the names of the candidates 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;
 - (e) At the commencement of such meeting nominations may also be taken from the floor of the meeting.

12. Resignation, removal, or vacation of office of management committee member

- (1) A member of the management committee may resign from the committee by giving written notice of resignation to the secretary.
- (2) The resignation takes effect at-
 - (a) the time the notice is received by the secretary; 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 must 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 the member's removal from office under this rule.
- (6) A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

13. Vacancies on management committee

- (1) The management committee shall have power at any time to appoint any member of the association to fill any casual vacancy on the management committee until the next annual general meeting.
- (2) The continuing members of the management committee may act notwithstanding any casual vacancy in the management committee, but if and so long as their number is reduced below the number fixed by, or pursuant to, these Rules as the necessary quorum of the management committee, the continuing member or members may act for the purpose of increasing the number of members of the management committee to that number or of summoning a general meeting of the association, but for no other purpose.

14. Functions of the management committee

- (1)** Except as otherwise provided by these Rules and subject to resolutions of the members of the association carried at any general meeting the management committee:
 - (a) shall have the general control and management of the administration of the affairs, property, and funds of the association; and
 - (b) shall have authority to interpret the meaning of these rules and any matter relating to the association on which these rules are silent.
- (2)** The management committee may exercise all the powers of the association including -
 - (a) to borrow, raise or secure the payment of amounts in a way the members of the association decide; 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, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the association's property, both present and future; and
 - (c) to purchase, redeem or pay off any securities issued; and
 - (d) to borrow amounts from members and pay interest on the amounts borrowed; and
 - (e) to mortgage or charge the whole or part of its property; and
 - (f) to issue debentures and other securities, whether outright or as security for any debt, liability, or obligation of the association; and
 - (g) to provide and pay off any securities issued; and
 - (h) to invest in a way the members of the association may from time to time decide.
- (3)** For the disposal by sale or otherwise of property valued over \$100,000, the proposed disposal of property must be agreed to by a resolution of members in a general meeting passed by votes of no less than 70% of the members present and eligible to vote at that general meeting.

15. Meetings of management committee

- (1) The management committee shall meet at least once every two calendar months to exercise its functions. Any member of the association or employee may request to attend any management committee meeting and request the right to speak but not to vote. The decision of the management committee on such requests shall be final.
- (2) A special meeting of the management committee shall be convened by the secretary on the requisition in writing signed by not less than one-third of the members of the management 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.
- (3) 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.
- (4) Subject as previously provided in this rule, the management committee may meet together and regulate its proceedings as it thinks fit: Provided that questions arising at any meeting of the management committee shall be decided by-
 - (a) a consensus of opinion
 - (b) if a consensus cannot be achieved after reasonable discussion, a majority of votes and in the case of equality of votes, the question shall be deemed to be decided in the negative.
 - (c) if requested by any member and agreed by the majority of the management committee the vote shall be by way of secret ballot and the meeting shall appoint two persons to conduct the secret ballot.
- (5) A member of the management committee shall not vote in respect of any contract or proposed contract with the association in which they are interested, or any matter arising there out, and if they do so vote their vote shall not be counted.
- (6) Not less than fourteen days' notice shall be given by the secretary to members of the management committee of any special meeting of the management committee. Such notice shall clearly state the nature of the business to be discussed thereat.
- (7) Any meeting of the management committee may appoint a chairperson.
- (8) 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.

16. The management committee may delegate any of its powers to a sub-committee consisting of such members of the association 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.
17. 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.
18. A resolution in writing signed by all the members of the management committee shall be as valid and effectual as if it had been passed at a meeting of the management committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the management committee.

19. Minutes of Management Committee Meetings

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

Annual General or General Meetings

20. The first general meeting shall be held at such time, not being less than one month nor more than three months after the incorporation of the association, and at such place as the management committee may determine.
21. (1) The annual general meeting shall be held within six months of the close of the financial year.
(2) The business to be transacted at every annual general meeting shall be -
 - (a) the receiving of the management committee's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the association for the preceding financial year.
 - (b) the receiving of the auditor's report upon the books and accounts for the preceding financial year.
 - (c) the election of members of the management committee; and
 - (d) the appointment of an auditor.
22. The secretary shall convene a special general meeting -
 - (a) when directed to do so by the management committee; or
 - (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 ordinary 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 such special general meeting is being convened and the nature of the business to be transacted thereat; or
 - (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.
23. (1) 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.
(2) 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.
(3) 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 or the association, 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.
(4) 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. 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.
24. (1) The secretary shall convene all general meetings of the association by giving not less than 14 days' notice of any such meeting to the members of the association.
(2) 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 their 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.

25. Unless otherwise provided by these Rules, at every general meeting -

- (1) The president shall preside as chairperson, 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, then the members present shall elect one of the number to be chairperson of the meeting.
- (2) The chairperson shall maintain order and conduct the meeting in a proper and orderly manner.
- (3) Every question, matter or resolution shall be decided by:
 - (a) a consensus of opinion
 - (b) if a consensus cannot be achieved after reasonable discussion a majority of votes and in the case of equality of votes the question shall be deemed to be decided in the negative.
 - (c) voting shall be by show of hands unless a secret ballot is requested by any member in which event there shall be a secret ballot. The meeting shall appoint two persons to conduct the secret ballot.

26. Minutes of meetings

- (1) The secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every management committee meeting to be confirmed by resolution, passed by a simple majority at the next management committee meeting and signed by the chairperson of that management committee meeting
- (2) Minutes of the annual general meeting shall be signed by the chairperson of that annual general meeting or the chairperson of the next annual general meeting, verifying their accuracy.

27. Minutes of general meetings

- (1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions, and other proceedings of each general meeting are entered in a minute book.
- (2) To ensure the accuracy of the minutes-
 - (a) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
 - (b) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the association that is a general meeting or annual general meeting, verifying their accuracy.
- (3) If asked by a member of the association, the secretary must, within 28 days after the request is made-
 - (a) make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
 - (b) give the member copies of the minutes of the meeting.
- (4) The association may require the member to pay the reasonable costs of providing copies of the minutes.

28. By Laws

The management committee may from time to time make, amend or repeal by-laws, not inconsistent with these Rules, for the internal management of the association and any by-law may be set aside by a general meeting of members.

29. Alteration of rules

- (1) Subject to the Act, these rules may be amended, repealed, or added to by a special resolution carried at a general meeting.
- (2) However, an amendment, repeal or addition is valid only if it is registered by the chief executive.

30. Common Seal

The management committee shall provide for a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the management committee and every instrument to which the seal is affixed shall be signed by a member of the management committee and shall be countersigned by the secretary or by a second member of the management committee or by some other person appointed by the management committee for the purpose.

31. Funds and accounts

- (1) The funds of the association shall be deposited in the name of the association in such bank or permanent building society as the management committee may from time to time direct.
- (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 the association and the particulars usually shown in books of a like nature.
- (3) All moneys shall be deposited as soon as practicable after receipt thereof.
- (4) All amounts of one hundred dollars or over shall be paid by cheque signed by at least one of the president, secretary, treasurer and at least one other member authorised from time to time by the management committee.
- (5) Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty cash recoupment which may be open.
- (6) The management committee shall determine the amount of petty cash which may be kept on the impress system
- (7) All expenditure shall be approved or ratified at a management committee meeting. Any expenditure over budget must be subject to prior approval by the management committee.
- (8) 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
- (9) All such statements shall be examined by the auditor who shall present the auditor's report 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.
- (10) The income and property of the association whence so ever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the association provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by that member to the association or otherwise owing by the association to that member or of remuneration to any officers or servants of the association or to any member of the association or other person in return for any services actually rendered to the association provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the association or reasonable and proper rent for premises demised or let to the association
- (11) The association shall maintain a Gift fund as follows:
- (a) The name of the Gift Fund is SANDBAG Gift Fund.
 - (b) All gifts of money or property donated to the association for the above purpose will be credited to the Gift Fund.
 - (c) The association shall deposit all money received for the Gift Fund into a separate bank account in the name of SANDBAG Gift Fund, including all monies received through the sale of gifted property and investment returns from gifted money or properties.
 - (d) No other money or property will be credited to the Gift Fund.
 - (e) The Gift Fund is used only to provide funds for the furtherance of the objects of the association as stated in the constituent documents.
 - (f) If the Gift Fund is wound up or if the endorsement of the association as a deductible gift recipient is revoked, any surplus assets of the gift fund remaining after the payment of liabilities attributable to it, shall be transferred to a fund, authority or institution which upholds similar aims to those of Sandgate & Bracken Ridge Action Group Inc and to which income tax deductible gifts can be made.

32. Documents

The management committee shall provide for the safe custody of books, documents, instruments of title and securities of the association.

33. Financial Year

The financial year of the association shall be from the 1st day of July of one calendar year to and including the 30th day of June of the following calendar year.

34. Distribution of Surplus Assets

If winding -up or dissolution of the association 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 the association but shall be given or transferred to some other association having objects similar to those of this association and which shall prohibit the distribution of its or their income and property amongst its or their members and which is a fund, authority or institution approved by the Commissioner of Taxation as a fund, authority or institution referred to in paragraph 78 (l)(a) of the Income Tax Assessment Act, 1936 (as amended).

35. Amalgamations

In furtherance of the objects of the association to amalgamate with any one or more incorporated organisations having objects similar to those of the association and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as that imposed upon this association and which is a fund, authority or institution approved by the Commissioner of Taxation as a fund, authority or institution referred to in paragraph 78 (l)(a) of the Income Tax Assessment Act, 1936 (as amended).

I, Ian George DANIELS, hereby certify that this a true and correct records of the **RULES OF SANDGATE AND BRACKEN RIDGE ACTION GROUP as at 09 April 2021** and it was created by the insertion, into the previous version of The Rules, the relevant words that formed the Amendment of Rules approved by the Office of Fair Trading on 9th April 2021.

Signed

Ian Daniels
SECRETARY
SANDBAG INC.