

**WATTS BRIDGE MEMORIAL
AIRFIELD INC**

**CONSTITUTION & RULES
February 2021**

CONSTITUTION & RULES OF WATTS BRIDGE MEMORIAL AIRFIELD INC.
RECORD OF AMENDMENTS TO CONSTITUTION AND RULES OF THE ASSOCIATION.

Note: This amendment record is a reference to the history of the Constitution and Rules of the Association and does not form part of that document.

- May 1992 Complete re-work of original Constitution and Rules of previous managing body and effectively the base platform to move into development of the airfield.
- 12/9/93 Via AGM. Special Resolution.
Addition to Clause (12) of POWERS of the Association
Added after: "...and to purchase, redeem or pay-off any such securities"
- 12/9/93 Via AGM. Special Resolution.
Insertion of new sub-clause (h) to Clause 4.(1) of CLASSES OF MEMBERSHIP
Inserted after sub-clause (g)
- 29/9/96 Via AGM. Special Resolution
Addition to Clause 6 (1) of MEMBERSHIP FEES
Inserted after "...meeting so determine".
- 16/9/2001 Via AGM Special Resolution
Decrease number of delegates and votes from Home Base Groups from three to one
Decrease number pf WBMA delegates and votes from three to one
Remove right for Honorary member to be a Management Committee delegate member
Restructure the composition and tenure of the Management Committee
Remove any possibility of proxy voting at Management Committee meetings; and
Update the name of the department
- 17/8/2003 Via GM. Special Resolution
Replace Management Committee with Board of Management
Introduction of Airfield Council
Replacement of all membership classes with Ordinary and Life Members
Amendment to determining Membership Fees
Limit of Proxies held to one
Period to hold AGM extended to six (6) months after close of financial year
Inclusion of definition of Home Base Group
Method for calculating Quorum for all General Meetings amended

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- 23/11/2008 Via AGM. Special Resolution
Replace Legal Liaison Officer with Maintenance & Infrastructure Officer on Board of Management
Provide for an accountant or an approved person to verify the books and accounts as an alternative to an audit when permitted by the Associations Incorporation Act 1981
- 8/11/2009 Via AGM Special Resolution
Amendment to Clause 6 (2) Membership Application Fee
Inserted after "...Time to time prescribes".
Insertion of new clause 7(3) Membership Application Fee
- 16/12/2017 Via General meeting resolution on 16 December 2017
Amendment to clause 35
Provide ability to pay accounts by electronic transfer
- 25/11/2019 Via AGM Special Resolution
Addition of new clause 7.1(a)
To allow membership fee increase by CPI annually
- 21/02/2021 Via AGM Special Resolution on 21 February 2021.
Changes as per advice from LA Mayes Law dated 7 January 2021.
The changes relate to changes in the Associations Incorporations Act 1991 (QLD) that come into effect in June 2020, June 2021 and June 2022.

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NAME

(1) The name of the incorporated association shall be:

WATTS BRIDGE MEMORIAL AIRFIELD INC. (In these Rules called "The Association")

OBJECTS

(2) The objects for which the Association is established are:

(1) To promote, organise and encourage the development of Watts Bridge War Memorial Airfield (the airfield) for use by vintage, sports and recreational aviation enthusiasts;

(a) The Association shall be responsible for the maintenance of the runways, taxiways and the itinerant aircraft parking bays. The Association shall be responsible for providing the 'Public Amenities'.

(b) The Association shall be responsible for the management and development of leases of land sites upon the airfield.

(c) The Association shall have the power, through the Board of Management, to act as the controlling body over all operational activities at the airfield.

(d) The Association shall be responsible for co-ordinating the reservation of dates in the airfield 'Diary of Activities'.

(2) To promote, organise and encourage the development of Watts Bridge Memorial Airfield to be a museum for groups as defined in the by-laws of the Association from time to time and categorised by the Queensland Museum as being 'local museums' and these groups shall comply with the requirements of the 'Collections Act 1966-1981' and the 'Income Tax Assessment Act, Section 78(1) (a) for the purposes of fund raising.

(3) To promote, organise and encourage the conducting of events by associated groups at the airfield;

(4) To make available the facilities of the airfield to groups whose objects are in accordance with the objects of the Association for the purpose of 'Field Days'. The Board of Management shall determine if the group's objects fulfil the requirements of this clause.

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POWERS

3. The Association has, in the exercise of its affairs, all of the powers of an individual including:

(1) To take over the funds and other assets and the liabilities of the present unincorporated association known as the "WATTS BRIDGE AIRFIELD STEERING COMMITTEE";

(2) To subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the Association shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of rule 30;

(3) In furtherance of the objects of the Association to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Association or persons frequenting the Association's premises;

(4) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, building, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Association; provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts;

(5) To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association; to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;

(6) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association;

(7) To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the incorporated association, or in or about the incorporated association or promotion of the incorporated association or in the furtherance of its objects;

(8) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to

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contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;

(9) To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit;

(10) To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate;

(11) In furtherance of the objects of the Association to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnifies for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate;

(12) To borrow or raise money either alone or jointly with any other persons or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by note secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated association's property or assets present or future and to purchase, redeem or payoff any such securities;

(13) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;

(14) In furtherance of the objects of the Association to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association;

(15) To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others;

(16) To take any gift or property whether subject to any special trust or not, for any one or more of the objects of the Association but subject always to the proviso in sub-rule (4);

(17) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise;

(18) To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects;

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(19) In furtherance of the objects of the Association to amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Association 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 that imposed upon the Association under or by virtue of rule 35(10);

(20) In furtherance of the objects of the Association to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorised to amalgamate;

(21) In furtherance of the objects of the Association to transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated associations with which the Association is authorised to amalgamate;

(22) To make donations for patriotic, charitable or community purposes;

(23) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of war in which the Commonwealth of Australia is engaged;

(24) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

HOME BASE GROUP

4. An identifiable group of Ordinary Members having a common interest in aviation or in the airfield operations and/or development will be known as a Home Base Group.

CLASSES OF MEMBERSHIP

5. The membership of the Association shall consist of Ordinary Members and Life Members. The number of Ordinary Members shall be unlimited. A Life Member may enjoy all of the entitlements of an Ordinary Member.

MEMBERSHIP

6. (1) Every person who at the date of incorporation of the Association was a member of the unincorporated association and who on or before the day of incorporation agrees in writing to become a member of the Association shall be admitted by the Board of Management to the same class of membership of the Association as that member held in the unincorporated association, and shall not be required to pay any further subscription until the next due date for payment of that subscription;

(2) Every applicant for membership of the Association (other than the members of the unincorporated association referred to in sub-rule (1)) shall be proposed by one member of the Association and seconded by another member. The application for membership shall be made in writing, signed by the applicant and his or her proposer and seconder, and shall be in such form as the Board of Management from Time to time prescribes. An application fee is payable at the time of submitting the application for membership to the Board of Management

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(3) A Life Member shall be a person who is duly nominated and elected by a majority vote of the members at a general meeting of the Association in recognition of previous service to the Association.

A Life Member shall have full voting rights at general and annual general meetings.

MEMBERSHIP FEES

7. (1) The membership fee shall be such sum as the Board of Management shall determine, subject to approval by the members at a general meeting.

(a) The Board of Management may, at its sole discretion, increase the membership fee by the greater of CPI or \$5 on an annual basis.

(2) The membership fee shall be payable at such time and in such manner as the Board of Management shall from time to time determine.

(3) The application fee shall be the same sum as the membership fee, as the Board of Management shall determine, subject to approval by the members at a general meeting.

ADMISSION AND REJECTION OF MEMBERS

8. At the next meeting of the Board of Management after the receipt of any application and the fee applicable for membership, such application shall be considered by the Board of Management, who shall thereupon determine upon the admission or rejection of the applicant. The secretary will advise in writing notifying acceptance or rejection of the application.

TERMINATION OF MEMBERSHIP

9. (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) The Board of Management shall consider termination of any individual membership if a Member -

(i) is convicted of an indictable offence; or

(ii) fails to comply with any of the provisions of these Rules; or

(iii) fails to comply with any by-law that the Board of Management may from time to time determine and that has been notified to the membership in a manner determined by majority vote of the Members at a general meeting of the Association; or

(iv) has membership fees in arrears for a period of not less than two months; or

(v) conducts himself or herself in a manner considered to be injurious or prejudicial to the character or interests of the Association;

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(3) Any member whose membership is being considered for termination shall be notified in writing by the Secretary of the Association and such member shall be given a full and fair opportunity of presenting his or her case. If the Board of

Management resolves to terminate the membership of any member the Secretary of the Association shall be instructed to advise the member in writing accordingly.

APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

10. (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 his/her intention to appeal against the decision of the Board of Management;

(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 him of such notice, a general meeting to determine the appeal. At any such meeting the applicant shall be given the opportunity to fully present his case and the Board of Management or those members thereof who rejected the application for membership or terminated the membership subsequently shall likewise have the opportunity of presenting its or their case. The appeal shall be determined by the vote of the members present at such meeting;

(3) Where a person whose application is rejected does not appeal against the decision of the Board of Management within the time prescribed by these Rules or so appeals but the appeal is unsuccessful, the Secretary shall forthwith refund the amount of any fee paid.

REGISTER OF MEMBERS

11. (1) The Board of Management shall cause a Register to be kept in which shall be entered for all persons admitted to membership of the Association:

- (a) their full name and residential address;
- (b) the address provided by them to receive notices from the Association (including an electronic address); and
- (c.) the date 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 Board of Management 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 Board of Management may, on the application of a member of the Association, withhold information about the member (other than the members

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full name) from the Register available for inspection if the Board of Management has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

- (5) A member of the association must not:
- (a) use information obtained from the Register to contact, or send material to, another member of the association for the purpose of advertising for 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 for political, religious, charitable or commercial purposes.

BOARD OF MANAGEMENT

12. (1) The Board of Management shall consist of President, Vice-President, Secretary, Treasurer and Maintenance & Infrastructure Officer all of whom shall be members of the Association. All positions will be honorary.

(2) Two months prior to the annual general meeting all members of the Association will be notified of position vacancies together with a description of the duties involved with each position. Written applications, including a short resume of past experience appropriate to the position, are to be submitted to the Secretary at least 42 days prior to the annual general meeting. The Secretary must make available to the Members a list of the candidate's names and a copy of each candidate's resume at least 21 days before the annual general meeting.

(3) All Board of Management positions will be declared vacant at the annual general meeting and an election of the new Board of Management will take place at that meeting with each member of the Association present and eligible to vote entitled to vote for one (1) candidate for each vacant position.

(4) A position on the Board of Management excludes that person from a position on the Airfield Council.

(5) Should anyone in any of the above positions be charged with an indictable offence then that person will immediately stand down until the matter is resolved.

(6) A person may be a candidate for election to the Board of Management only if the person:

- (a) is an adult;
- (b) is not ineligible to be elected under section 61A of the Act.

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TERMINATION OF SERVICE ON THE BOARD OF MANAGEMENT

13. (1) By Resignation

Any member of the Board of Management may resign from membership of the Board of Management at any time by giving notice in writing to the Secretary but such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.

(2) By Removal

Any serving member of the Board of Management may be removed from office at a general meeting of the Association where that member shall be given the opportunity to fully present his/her case. The question of removal shall be determined by the majority vote of the members present at such a general meeting. A person has no right of appeal against the member's removal from office under this Rule.

(3) Immediate vacancy

A person immediately vacates the office of the Board of Management in the circumstances set out in section 64(2) of the Act.

VACANCIES ON BOARD OF MANAGEMENT

14. (1) If a casual vacancy happens on the Board of Management the continuing members of the Board shall appoint another member of the association to fill the vacancy until the next annual general meeting.

(2) The continuing members of the Board of Management may act notwithstanding any casual vacancy in the Board of Management, 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 Board of Management, the continuing member or members may act for the purpose of increasing the number of members of the Board of Management to that number or of summoning a general meeting of the Association, but for no other purpose.

FUNCTIONS AND DUTIES OF THE BOARD OF MANAGEMENT

15. (1) Except as otherwise provided by these Rules and subject to resolutions of the members of the Association carried at any general meeting, the Board of Management

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(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, but any interpretation must have regard to the Act and any regulations made under

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the Act.

(2) The Board of Management 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 the Association may think fit and secure the same of the payment of performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Association's property, both present and future excluding collection items donated to the Association by members of the public or through other sources 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; and

(c.) to invest in such manner as the members of the Association may from time to time determine.

15A Each member of the Board of Management must comply with the fiduciary duties imposed upon them by the common law and all duties imposed upon a member of a management committee of an Association by the Act.

MEETINGS OF BOARD OF MANAGEMENT

16. (1) The Board of Management shall meet at least once every two calendar months to exercise its functions;

(2) At every meeting of the Board of Management a simple majority of a number equal to the number of members appointed to the Board of Management as at the close of the last general meeting of the members shall constitute a quorum;

(3) A member of the Board of Management shall not vote in respect of any contract with the Association in which he/she is interested, or any matter arising thereout, and if he/she does so his/her vote shall not count.

(4) Not less than seven days notice shall be given by the Secretary to members of the Board of Management of any special meeting of the Board of Management. Such notice shall clearly state the nature of the business to be discussed thereat.

17. (1) The Board of Management may delegate any of its powers to a sub-committee consisting of such members of the Association as the Board of Management thinks fit.

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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 Board of Management;

(2) A sub-committee may elect a Chairman of its meetings. If no such Chairman is

elected, or if at any meeting the Chairman is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairman of the meeting;

(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;

18. All acts done by any meeting of the Board of Management or of a sub-committee or by any person acting as a member of the Board of Management shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board of Management or person acting as aforesaid or that the members of the Board of Management 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 Board of Management;

19. A resolution in writing signed by all the members of the Board of Management for the time being entitled to receive notice of a meeting of the Board of Management shall be as valid and effectual as if it had been passed at a meeting of the Board of Management duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Board of Management.

20. The minutes of meetings of the Board of Management are to be provided to the Airfield Council.

AIRFIELD COUNCIL

21. The Airfield Council shall be comprised of one duly elected representative of each Home Base Group.

22. The purpose of the Airfield Council will be to represent the interests of the Home Base Groups to the Board of Management.

23. The Airfield Council will meet together every four months or more often, as required. Minutes of meetings are to be provided to the Board of Management.

24. On any matter of contention between the Airfield Council and the Board of Management the two groups will meet for the purpose of resolution. This meeting may be convened by either group with seven days notice. Where a matter cannot be resolved a vote will be taken of the combined meeting and a simple majority vote of those present will prevail. In the event of a tied vote the President of the Board of Management shall have a casting vote.

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ANNUAL GENERAL OR GENERAL MEETINGS

25. Annual general meetings and general meetings of the Association shall be convened by the Secretary when directed by the Board of Management. The Secretary shall give at least fourteen days prior notice to all members of the Association when convening an annual general meeting or general meeting;

26. (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 Board of Management'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 or signed statement of verification upon the books and accounts for the preceding financial year;

(c) the election of members of the Board of Management; and

(d) the appointment of an auditor, an accountant or an approved person for the present financial year.

27. The Secretary shall convene a special general meeting -

(a) when directed to do so by the Board of Management; or

(b) on the requisition in writing signed by not less than the number of members of the Association which equals three times the number of members on the Board of Management plus one. Such requisition shall clearly state the reasons why such special 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 Board of Management to reject an application for membership or to terminate the membership of any person.

28. (1) At any general meeting the number of members required to constitute a quorum shall be three times the number of members on the Board of Management 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. The quorum shall not be determined by the use of proxies;

(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 Board of Management or the association, shall lapse. In any other case

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it shall stand adjourned to the same day in the week at the same time and place, or to such other day and at such other time and place as the Board of Management 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 Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty 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.

29. (1) The Secretary shall convene all general meetings of the Association by giving not less than 14 (fourteen) 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 Board of Management, provided that notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of his membership by the Board of Management shall be given in writing. Notice of a general meeting shall clearly state the nature of the business to be discussed thereat.

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

(1) 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 Secretary shall be the Chairman or if the Secretary is not present or is unwilling to act then the members present shall elect one of their number to be Chairman of the meeting;

(2) The Chairman shall maintain order and conduct the meeting in a proper and orderly manner;

(3) Except where the Act requires the passage of a special resolution, every question, matter or resolution shall be decided by a majority of votes of the members present who are entitled to vote;

(4) Every member present with voting rights shall be entitled to one vote and in the case of an equality of votes the Chairman shall have a second or casting vote; Provided that no members shall be entitled to vote at any general meeting if his annual subscription is more than one month in arrears at the date of the meeting;

(5) 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 secret ballot. The Chairman shall appoint two members to conduct the secret ballot in such manner as he shall determine and the result of the ballot as declared by the Chairman shall be deemed to be the resolution of the meeting at which the ballot was demanded;

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(6) 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 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 vote;

(7) The instrument appointing a proxy shall be in writing, in the common or usual form under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy may but need not be a member of the Association. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot;

(8) Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit :-

WATTS BRIDGE MEMORIAL AIRFIELD INC.

I,.....of.....
being a member of the above named Association hereby appoint –
.....of.....
or failing him/her -
.....of.....
as my proxy to vote for me on my behalf at the (annual) general meeting of the
Association, to be held on the
..... day of....., 20..... and at any adjournment thereof.
Signed thisday of, 20.....
.....Signature
This form is to be used *in favour of *against the resolution.
*Strike out whichever is not desired. (Unless otherwise instructed, the proxy
may vote as he or she thinks fit);

(9) 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;

(10) No member attending at any meeting may hold more than one (1) eligible member’s proxy; and

(11) The Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Board of Management meeting and general

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meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Board of Management meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding Board of Management meeting verifying their accuracy. Similarly, the minutes of every general meeting shall be signed by the Chairman of that meeting or Chairman of the

next succeeding general meeting: Provided that the minutes of any annual general meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding general meeting or annual general meeting.

BY-LAWS

31. The Board of Management 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.

ALTERATION OF RULES

32. Subject to the provisions of the Associations Incorporation Act 1981 – 1990, these rules may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting; provided that no such amendment, rescission or addition shall be valid unless the same shall have been submitted to and registered by the chief executive under the Act.

PENALTIES FOR INFRINGEMENT OF ASSOCIATION RULES AND BY-LAWS

33. The Board of Management has the power to determine and enforce penalties associated with rules and by-law infringements by airfield members or by willful trespassers.

COMMON SEAL

34. (1) The Board of Management shall provide for a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the Board of Management and every instrument to which the seal is affixed shall be signed by a member of the Board of Management and shall be countersigned by the Secretary or by a second member of the Board of Management or by some other person appointed by the Board of Management for the purpose.

(2) When permitted by the Act, the Association may execute a document without using the Common Seal if the document is signed by a member of the Board of Management and countersigned by the Secretary, a second member of the Board of Management or another person authorised by the Board of Management to sign the document.

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FUNDS AND ACCOUNTS

35. (1) The funds of the Association shall be deposited in the name of the Association in such Bank or Permanent Building Society as the Board of Management 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 or electronic funds transfer signed or authorised, as the case may be, by any two of the President, Secretary, Treasurer or other member authorised from time to time by the Board of Management;

(5) Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty cash recoupment which may be open;

(6) The Board of Management shall determine the amount of petty cash which shall be kept on the impress system;

(7) All expenditure shall be approved or ratified at a Board of Management meeting;

(8) The Board of Management must ensure the Association keeps financial records that:

- (a)** correctly record and explain its transactions and financial position and performance;
- (b)** enable a true and fair financial statement for each reportable financial year of the association to be prepared; and
- (c)** enable a true and fair audit report to be prepared.

(9) The Board of Management must ensure the Association, within 6 months after the end date of its financial year, prepares a financial statement for that financial year which is audited before being presented to the Members at the annual general meeting.

(10) The income and property of the Association whencesoever 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 him to the Association or otherwise owing by the Association to him or 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

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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 proper rent for premises demised or let to the Association.

DOCUMENTS

36. The Board of Management shall provide for the safe custody of books, documents, instruments of title and securities of the Association.

FINANCIAL YEAR

37. The financial year of the Association shall close on the thirtieth day of June in each year.

DISTRIBUTION OF SURPLUS ASSETS

- 38.** (1) This rule applies if the Association:
- (a) is wound-up; and
 - (b) has surplus assets.
- (2) The surplus assets must not be distributed among the members of the association.
- (3) The surplus assets must be distributed to such other entity determined by the members, which:
- (a) has objects similar to the association's objects; and
 - (b) has rules which prohibit the distribution of the entity's income and assets to its members.
- (4) In this rule— *surplus assets* means the assets of the Association remaining after payment of the debts and liabilities including the costs, charges and expenses of the winding up.

DISPUTE RESOLUTION PROCESS

- 39** (1) The Board of Management must have a policy setting out a grievance procedure for dealing with any dispute under the rules between:
- (a) a member and another member; or
 - (b) a member and the management committee; or
 - (c) a member and the association.
- (2) The grievance procedure must set out a process to resolve the dispute amicably and allows for mediation.
- (3) In applying the grievance procedure, the Association must ensure that—
- (a) each party to the dispute has been given an opportunity to be heard on the matter the subject of the dispute; and
 - (b) the mediator, and any person engaged under the rules to decide the outcome of the dispute, is unbiased.
- (5) If a member has initiated a grievance procedure in relation to a dispute between the member and the association, the association must not take disciplinary action against any of the following persons in relation to the matter the subject of the grievance procedure until the grievance procedure has been completed:
- (a) the member who initiated the grievance procedure (the complainant member);

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(b) a member of the association appointed by the complainant member under this rule to act on behalf of the complainant member in the grievance procedure.

DEFINITIONS

40. In these Rules “The Act” means the Associations Incorporation Act 1981 (Qld)