

**JAPANESE CLUB OF BRISBANE INC
RULES**

AS AT 24 OCTOBER 1990

AMENDED 10 APRIL 1999

AMENDED 11 December 2004

AMENDED 19 MAY 2007

AMENDED 28 November 2015

- 1, NAME
- 1.1 The name of the incorporated association is "Japanese Club of Brisbane, Inc" ("**Association**").

2. OBJECT
- 2.1 The objects for which the Association is established are : -
 - (i) promotion of mutual friendship among the members of the Association;
 - (ii) enhancing the social and cultural awareness of the members, and educating the children of members of the Association.
 - (iii) promotion of exchange and friendship with the local communities; and
 - (iv) enhancing the safety and security of the members of the Association in the region.
- 2.2 In implementing the objects of the Association, the Association will conduct activities including, but not limited to, the following:
 - (i) social gatherings;
 - (ii) operation of a Japanese school and other educational institutions to promote the objectives of the Association;
 - (iii) functions relating to sports and recreation;
 - (iv) all other activities incidental or inductive to the attainment of the objects of the Association.

3. POWERS
- 3.1 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 in carrying out its affairs.

4. CLASSES OF MEMBERS
- 4.1 The membership of the Association consists of Ordinary Members, Student Members and Special Members. The Ordinary Members include Individual Members and Family Members.
- 4.2 The membership of each class of members shall be defined as follows:
 - (1) Ordinary Members: Persons who satisfy the following criteria (i) and (ii), or (iii), or (iv) and (v) may become Ordinary Members.
 - (i) 20 years of age or over; and
 - (ii) living or domiciled in or around Brisbane, Queensland;or
 - (iii) the spouses of Ordinary Members who satisfy (i) and (ii) above;or
 - (iv) the dependents of Ordinary Members who satisfy (i) and (ii) above; and
 - (v) who are less than 20 years of age.An Ordinary Member who is a member of the Association singly is called an 'Individual Member' and an Ordinary Member who is a member of the Association with their family members is called a 'Family Member'.

- (2) Student Members: Persons who satisfy the following criteria (i), (ii) and (iii), or (iv) may become a Student Member.
- (i) Full time students;
 - (ii) who are 18 years of age or more and less than 30 years of age; and
 - (iii) living or domiciled in or around Brisbane, Queensland;
- or
- (iv) persons who are considered as equivalent to a Student Member by the Management Committee.
- (3) Special Members: Corporations that satisfy the following criteria (i) or (ii) may become a Special Member.
- (i) Corporations having a registered office or a principal place of business in or around Brisbane, Queensland.
 - (ii) Other corporations or bodies corporate that
- 4.3 The number of Ordinary Members, Student Members and Special Members is unlimited.

5. MEMBERSHIP

- 5.1 The application for membership shall be made in writing, signed by the applicant and shall be in such form as the Management Committee from time to time prescribes.

6. MEMBERSHIP FEES

- 6.1 The joining fees and membership fees for each class of membership shall be determined by the members from time to time at any general meeting.
- 6.2 The joining fees and membership fees for each class of membership shall be payable at such time and in such manner as the Management Committee sees fit.

7. ADMISSION AND REJECTION OF MEMBERS

- 7.1 At the next meeting of the Management Committee after the receipt of any application and the fee applicable for any class of membership, such application shall be considered by the Management Committee, who shall thereupon determine whether or not the application should be rejected.
- 7.2 An applicant shall be considered to have been accepted as a member to the class of membership applied for if he/she receives the majority of the votes of the members of the Management Committee present at the meeting at which the application is being considered.
- 7.3 Upon acceptance of an application for any class of membership by the Management Committee, the Secretary shall notify the members of the name of the new member by inserting it into the next publication of the Association's newsletter.

8. TERMINATION OF MEMBERSHIP

- 8.1 A member may resign from the Association at any time by giving notice in writing to the secretary. Such resignations 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.
- 8.2 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) has membership fees in arrears for a period of two months or more; or
 - (iv) conducts himself in a manner considered to be injurious or prejudicial to the character or interests of the Association, the Management Committee shall consider whether his membership shall be terminated.
- 8.3 The member concerned shall be given a full and fair opportunity to present his/her case and if the Management Committee resolves to terminate his/her membership, it shall instruct the secretary to advise the member in writing accordingly.
9. APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP
- 9.1 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 Management Committee.
- 9.2 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/her 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/her case and the Management Committee 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.
- 9.3 Where a person whose application is rejected does not appeal against the decision of the Management Committee 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.
10. REGISTER OF MEMBERS
- 10.1 The Management Committee shall cause a Register to be kept, containing the names and residential addresses of all members of the Association and the dates of their admission.
- 10.2 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.

10.3 The Register shall be open for inspection at all reasonable times by any member who previously applies to the secretary for such inspection.

11. MEMBERSHIP OF MANAGEMENT COMMITTEE

11.1 The Management Committee of the Association shall consist of: -

- (a) a president;
- (b) at least one vice-president;
- (c) a secretary;
- (d) a treasurer; and
- (e) other committee members as the members of the Association in a General Meeting may from time to time appoint.

The total number of the Committee Members (which include (a) to (e) above) shall be no less than five (5). Nothing prevents one committee member serving more than one of the above roles.

11.2 Only the members of the Association are eligible to become Committee Members. With regard to Special Members, only an individual nominated by a Special Member is eligible to be appointed as a Committee Member.

11.3 The individual who, from time to time, holds the position of the Consul-General of Japan in Brisbane shall be appointed the Honorary President of the Association but must not become or be an existing member of the Management Committee of the Association.

11.4 The term of office of all Committee Members expires at the end of the annual general meeting of members immediately following the Committee Member's election. A Committee Member may serve up to 10 continuous terms.

11.5 The election of the members of the Management Committee shall take place in the following manner:-

- (a) Any two (2) ordinary members of the Association shall be at liberty to nominate any other member to serve as a member of the Management Committee;
- (b) The nomination, which shall be in writing and be signed by the member and his/her 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 seconders' names, shall be posted in a public place in the office or at the usual place of meeting of the Association for at least seven (7) days immediately preceding the annual general meeting;

- (d) If, at the commencement of such meeting, there is an insufficient number of candidates nominated to fill all the required positions of the Management Committee, nominations may be taken from the floor of the meeting.

12. RESIGNATION OR REMOVAL OF MANAGEMENT COMMITTEE MEMBER

- 12.1 Any member of the Management Committee may resign from membership of the Management Committee at any time by giving notice in writing to the secretary, but such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date. Any member of the Management Committee may be removed from office at a general meeting of the Association, but that member shall be given the opportunity to fully present his/her case at that meeting. The question of removal shall be determined by the vote of the members present at such a general meeting.

13. VACANCIES ON MANAGEMENT COMMITTEE

- 13.1 The Management Committee shall have power at any time to appoint any ordinary member of the Association to fill any casual vacancy on the Management Committee until the next annual general meeting.
- 13.2 The continuing members of the Management Committee may act pursuant to its powers under these Rules notwithstanding any casual vacancy in the Management Committee. If, however, the number of members in the Management Committee is below that fixed by or pursuant to these Rules as the necessary quorum of the Management Committee, the continuing member or members may only act for the purpose of increasing the number of members of the Management Committee to that minimum number or to summon a general meeting of the Association.

14. FUNCTIONS OF THE MANAGEMENT COMMITTEE

- 14.1 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 the authority to interpret the meaning of these Rules and any matter relating to the Association on which these Rules are silent.
- 14.2 The Management Committee may exercise all the powers of the Association:-
- (a) to borrow, raise or secure the payment of money in such manner as the members of the Association 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 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, 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 of the time being charged by the major banks in Brisbane for overdrawn accounts on money lent, whether the term of the loan is 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 membership of the Association may from time to time determine.

15. MEETINGS OF MANAGEMENT COMMITTEE

- 15.1 The Management Committee shall in principle meet once every calendar month. When there is no business to discuss, the meeting may be postponed to the following month, but no meeting may be postponed twice consecutively.
- 15.2 A special meeting of the Management Committee shall be convened by the secretary if he/she receives a notice in writing, clearly stating the reasons why such a special meeting is to be convened and the nature of the business to be conducted at the meeting, and signed by no less than one-third of the members of the Management Committee.
- 15.3 The quorum for every meeting of the Management Committee, shall be a simple majority of the number of members elected and/or appointed to the Management Committee as at the close of the last general meeting of the members. The Management Committee may hold meetings, or allow members of the Management Committee to take part in its meetings, by telephone, video link or another form of communication.
- 15.4 Subject to the other provisions of these Rules, 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 are decided by a majority of votes.
- 15.5 A member of the Management Committee shall not vote in respect of any contract or proposed contract with the Association in which he/she has an interest, or any matter arising out of which, and if he/she does so vote his/her vote shall not be counted.
- 15.6 The secretary shall give no less than fourteen days notice 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.
- 15.7 The President shall preside as Chairman at every meeting of the Management Committee, or if there is no President, or if at any meeting he/she is not present within ten minutes after the time appointed for holding the meeting, the Vice-President shall be Chairman or if the Vice President is not present at the meeting then the members may choose a member present at the meeting to be the Chairman of the meeting.
- 15.8 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 notice 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. DELEGATION OF MANAGEMENT COMMITTEE POWER
- 16.1 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 subcommittee 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.
- 16.2 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 a present sub-committee member be Chairman of the meeting.
- 16.3 A sub-committee may meet and adjourn, as it thinks fit. Questions arising at any meeting shall be determined by a majority of votes of the members present.
17. ACTS NOT AFFECTED BY DEFECTS
- 17.1 Where the appointment of any member of the Management Committee is found to be defected or where the member of the Management Committee has been disqualified, all acts done by any meeting of the Management Committee or of a sub-committee where that person was present and had acted in his/her role as a member of the Management Committee or sub-committee remain valid as if that person had been validly appointed or qualified.
18. RESOLUTIONS OF MANAGEMENT COMMITTEE WITHOUT MEETING
- 18.1 A resolution in writing signed by all the members of the Management Committee who were entitled to receive notice of a meeting 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. ANNUAL GENERAL MEETING
- 19.1 The annual general meeting shall be held within three months of the close of the financial year.
- 19.2 The business to be conducted at every annual general meeting shall be :-
- (a) receiving the Management Committee's report and the statement of income and expenditure, assets, liabilities and mortgages, charges and securities affecting the property of the association for the preceding financial year;

- (b) receiving 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.

20. SPECIAL GENERAL MEETING

20.1 The secretary shall convene a special general meeting :-

- (a) when directed to do so by the Management Committee; or
- (b) upon the notice in writing signed by no less than one-third of the members presently on the Management Committee or no less than the number of ordinary members of the Association equal to double the number of members presently on the Management Committee plus one. Such notice shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be conducted;
- (c) or 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.

21. QUORUM AND ADJOURNMENT OF GENERAL MEETING

21.1 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.

21.2 No business shall be conducted at any general meeting unless the number of members present reaches the quorum required. For the purposes of this rule, "members" include a person attending as a proxy or a representative of a corporation that is a Special Member.

21.3 If within half an hour from the time appointed for the commencement of a general meeting, the quorum is not reached, the meeting, if convened upon the notice 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 such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not reached within half an hour from the time appointed for the meeting, the members present shall be considered as the quorum for the meeting to be held as valid.

21.4 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 to another time and place but no business shall be conducted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. Unless a meeting is adjourned for at least 30 days, it shall not be necessary to give any notice of an adjournment or of the business to be conducted at an adjourned meeting.

22. CONVENING GENERAL MEETING

22.1 The secretary shall convene all general meetings of the Association by giving no less than 14 days notice of any such meeting to the members

of the Association.

- 22.2 The manner by which such notice shall be given shall be determined by the Management Committee. However, notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of his/her 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 at the meeting.

23. PROCEDURE AT GENERAL MEETING

- 23.1 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 he/she 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 Chairman or if the Vice-President is not present or is unwilling to act then the members present shall elect one present member to be the Chairman of the meeting;
 - (2) the Chairman shall maintain order and conduct the meeting in a proper and orderly manner;
 - (3) every question, matter or resolution shall be determined by a majority of the members present (inclusive of proxy) and in case of a tied vote, the Chairman must exercise the casting vote.
 - (4) every Ordinary Member (including a spouse in a family of a Family Member) who is 20 years of age or over, Student Member who is 20 years of age or over and Special Member present (inclusive of proxy) shall be entitled to one vote per person at a general meeting of the members. No member shall be entitled to vote at any general meeting if his/her/its annual membership fee is in arrears for 1 month or more at the beginning of the relevant general meeting.
 - (5) voting shall be by show of hands or a division of members, unless at least one-fifth of the members present demand a ballot, in which event there shall be a secret ballot. The Chairman shall appoint two members to conduct the secret ballot in such manner as he/she deems fit 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;
 - (6) a member may vote in person or by proxy or by attorney and each member shall only have one vote, regardless of how the vote is conducted, whether by show of hands or by secret ballot.;
 - (7) The instrument appointing a proxy shall be in writing, in the usual form, under the hand of the appointer or of his/her attorney duly authorized in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorized. 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) 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 proposed to vote; and

- (9) the secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee meeting and general meeting to be entered into a book to be open for inspection at all reasonable times by any financial member who previously applied to the secretary for that inspection. For the purpose of ensuring the accuracy of the recording, such minutes of every Management Committee meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding Management Committee meeting verifying their accuracy. Similarly, the minutes of every general meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding general meeting or annual general meeting.

BY- LAWS

24. 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-laws may be set aside by a general meeting of members.

ALTERATION OF RULES

25. Subject to the provisions of the Associations Incorporation Act 1981, these Rules may be amended, rescinded or added to from time to time by a special resolution (a three-quarters majority) 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 approved by the government authority responsible for administering the Associations Incorporation Act 1981.

FUNDS AND ACCOUNTS

- 26.
- (1) The funds of the Association shall be banked in the name of the Association in a bank as chosen by the Management Committee from time to time.
- (2) Proper books of account shall be kept and maintained either in written or pointed form in the English language showing correctly in the financial affairs of the Association and the particulars usually shown in the books of a similar nature.
- (3) All moneys shall be banked as soon as practicable after receipt thereof.
- (4) All cheques issued by the Association must be signed by any 2 of the following individuals—
- (a) the president of the association;
 - (b) the secretary of the association;
 - (c) the treasurer of the association;
 - (d) any 1 of 3 other members of the association who have been authorised by the Management Committee to sign cheques issued by the Association.
- However, 1 of the persons who signs a cheque must be the president, the secretary or the treasurer.

- (5) Cheques shall be crossed "not negotiable", except those in payment of petty cash recoupments, which may be open.
- (6) A payment by the Association of \$100 or more must be made by cheque or electronic funds transfer.
- (7) All expenditure shall be approved or ratified at a Management Committee meeting.
- (8) As soon as practicable after the end of each financial year the treasurer must prepare 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 his/her report in the 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.

- (10) The income and property of the Association whenever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out in these Rules 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. Nonetheless, nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by him/her to the Association or otherwise owing by the Association to him/her 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 expense, 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.

DOCUMENTS

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

FIANANCIAL YEAR

28. The financial year of the Association shall close on 31st March in each year.

DISTRIBUTION OF SURPLUS ASSETS

29. If the Association is wound up in accordance with the provisions of the Associations Incorporations Act 1981, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, that property shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects 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 is imposed on the Association under or by virtue of rule 26(10), such institution or institutions to be determined by the members of the Association.

