

**Jazz Action Society – Gold Coast
Incorporated**

Trading As

Gold Coast Jazz & Blues Club

RULES

**Gold Coast Jazz & Blues Club
Rules**

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SECTION 1 NAME, GOVERNANCE AND OBJECTS

1. Name

The name of the association shall be 'Gold Coast Jazz & Blues Club' (hereinafter called 'the Club').

2. Governance

2.1. To the extent of any inconsistencies between the provisions of these Rules and the provisions of the Associations Incorporation Act 1981 – Queensland, then the provisions of the Associations Incorporation Act 1981 – Queensland will prevail.

2.2. The provision at section 47(1) of the Associations Incorporation Act - 1981 - Queensland does not apply.

3. Objects

The Objects of the Club are :

3.1. To provide live Jazz and Blues musical performances, and live musical performances of any other musical genre for the entertainment of the Club's members, their guests, and the general public;

3.2. To promote live Jazz and Blues entertainment, public awareness, knowledge, and appreciation of Jazz & Blues in Australia generally and in the Gold Coast Queensland in particular;

3.3. To expend all monies and funds raised or received for furthering its objects;
and

3.4. To cooperate, coordinate and affiliate with groups, bodies, agencies, and individuals with interests similar to the Objects of the Club.

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SECTION 2 MEMBERSHIP

4. Classes of Members

4.1. The Club shall consist of the following classes of Members.

- Full Members
- Associate Members
- Life Members
- Patron

4.2. The Management Committee may from time to time determine the number of members in each class.

4.3. Full Members

A full Member is a person who, subject to being financial, is entitled to all the privileges and benefits of the Club and to vote at any meeting of the Club.

4.4. Associate Members

An Associate Member is a person who is under the age of 18 years and subject to being financial, is entitled to all of the privileges and benefits of the Club, but is ineligible to vote at any meeting of the Club. Upon reaching the age of 18 years, an Associate Member will automatically become a Full Member of the Club.

4.5. Life Members

The Management Committee may recommend that Life Membership be awarded to a Life Member of the Club in recognition of outstanding service rendered to the Club or for such other service that is considered by the Management Committee to warrant recommendation for Life Membership.

Any such recommendation shall be referred to an Annual General Meeting of the Club. Approval for awarding Life Membership shall require a two-thirds majority of the members present who are entitled to vote.

A Life Member shall not be obliged to pay an annual subscription to the Club, and shall be entitled to all the privileges of full membership.

4.6 Patron

The Management Committee may recommend that a Patron be invited to be an ambassador for the Club for an indefinite period or a nominated period of time.

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Any such recommendation shall be referred to an Annual General Meeting of the Club. Approval for appointing a Patron shall require a two-thirds majority of the members present who are entitled to vote.

A Patron shall not be obliged to pay an annual subscription to the Club, and with the exception of voting rights, shall be entitled to all the privileges of full membership.

5. Membership Fees

5.1. The membership fee for full and associate members is:

- (a) the amount decided by the members from time to time at a General Meeting; and
- (b) is payable when, and in the way, the Management Committee decides.

6. Obligations Of Members

6.1. Every member of the Club shall comply with the Rules of the Club and failure to do so shall render the member liable to expulsion upon the vote of the Management Committee.

6.2. Every member of the Club shall pay the annual subscription and such other fees and levies as may be fixed by these Rules or by the Management Committee.

6.3. A membership shall be deemed to have lapsed if a member has not paid the prescribed membership fees on or before the date they become due and payable, provided that the member has received a membership renewal notice not less than one (1) month prior to the membership expiry date.

7. Register of Members

7.1. The Secretary shall maintain a register of Members in which shall be recorded the name, address, telephone number (if any), class of membership, and other information as deemed appropriate by the Management Committee for each member.

7.2. Subject to adherence to generally accepted privacy principles, the register shall be open for inspection by all Members.

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8. Admission of Members

8.1. The application for membership shall be made using the online membership application facilities or the downloadable membership application forms provided on the Club's website, or a membership application form made available to prospective members at any of the Club's shows or to any other prospective members upon request.

8.2. Unless otherwise advised by the Management Committee, membership will be granted upon the receipt by the Club of the completed membership form(s), prescribed membership fees, and by the provision of photo identification when collecting membership cards.

9. Resignation of a Member

A member of the Club may resign from the Club at any time, by the provision of written notice to the Secretary.

10. Expulsion of a Member

Should the conduct of any Member be adjudged by the Management Committee to have been contrary to the best interests of the Club, the Management Committee may take such disciplinary action as it considers appropriate and its decision shall be final.

Such action may include expulsion from membership of the Club.

Any member so expelled shall have no right of action against the Club or any of its Members, and shall on demand be liable to pay to the Club any arrears of subscriptions or other fees or charges that were payable by the Member immediately prior to his or her ceasing to be a Member.

SECTION 3 MANAGEMENT

11. Management

11.1. The Management of the Club shall be vested in an elected Management Committee, consisting of the following office bearers:

President
Vice-President
Secretary

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Treasurer

and other members as nominated by the Management Committee or any other financial member of the Club and elected by the members of the Club at a General Meeting.

- 11.2. The Secretary may hold any other office in the Club except the office of Auditor, and if holding the office of Treasurer, may not also hold the office of President.
- 11.3. All Management Committee members will perform their roles in an honorary capacity.
- 11.4. The election of a Patron or a Life Member shall be optional.
- 11.5. All office bearers shall hold office until conclusion of the Annual General Meeting next following their election unless they sooner resign become disqualified, or are removed from office.
- 11.6. 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 counter-signed by the Secretary or by a second member of the Management Committee or by some other person appointed by the Management Committee for that purpose. The Management Committee shall provide for the safe custody of the books, documents, instruments of title and securities of the Club.
- 11.7. The Management Committee may delegate any of its powers (other than this power of delegation) to a sub-committee consisting of such members of the Club as the Management Committee sees fit.
- 11.8. A sub-committee of the Management Committee may elect a chairperson of its meetings. The members present may choose one of their members to be the Chairperson of the meeting.

SECTION 4 DUTIES OF THE PRINCIPAL OFFICERS

12. PRESIDENT

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The President shall preside at all General Meetings and the Management Committee Meetings. He/she shall be responsible for the enforcement of all the provisions of these Rules and for the preparation and presentation of reports to General Meetings.

13. VICE-PRESIDENT

The Vice-President in the absence of the President, shall assume the duties, powers and responsibilities pertaining to the office of President.

14. SECRETARY

The Secretary

- (a) shall be the executive officer of the Management Committee:
- (b) shall attend all General Meetings and all Management Committee Meetings and may attend such Sub-Committee Meetings as are considered beneficial to the Club:
- (c) shall cause the recording of minutes, in books kept for that purpose, of all General Meetings and Management Committee Meetings:
- (d) shall conduct all correspondence in connection with the general business of the Club:
- (e) shall maintain a register of Members:
- (f) shall carry out all such other duties as are imposed by the Rules or as associated with the office of Secretary.

15. TREASURER

The Treasurer shall attend all meetings of the Management Committee and of the Club and shall:

- (a) supervise the receipt of all monies payable to the Club:
- (b) supervise the paying out of the Club's funds for all expenditure as previously approved by the Management Committee:
- (c) ensure that all financial activities of the Club are annually verified:

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(d) cause proper books of account to be kept.

16. MANAGEMENT COMMITTEE MEMBERS

16.1. Management Committee Members may be appointed to perform special duties by the Management Committee.

16.2. No individual office bearer will have any rights to commit expenditure, support, or engagement with or infer commitment, support or engagement with any third party without the prior and explicit approval of the Management Committee

SECTION 5 FINANCIAL YEAR

17. Financial Year

The financial year of the Club shall be from 1 April in any one year to 31 March in the immediately following year.

SECTION 6 PROCEDURE OF MEETINGS

18. Procedure of Meetings

18.1. Quorum

At any General Meeting, a quorum shall consist of fourteen (14) members.

18.2. At any Management Committee Meeting a quorum shall consist of the President or Vice-President and four (4) other office bearers.

19. Voting

Unless otherwise provided by the rules at every General Meeting:

19.1. Every question, matter or resolution shall be decided by a majority of votes of the members present.

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- 19.2. Every member present shall be entitled to one vote and in the case of an equality of votes the Chairperson shall have a second or casting vote.
- 19.3. Voting shall be by a 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 should be a secret ballot. The Chairperson shall appoint two members to conduct the secret ballot in such manner as he/she shall determine, and the result of the ballot as declared by the Chairperson shall be deemed to be the Resolution of the meeting.
- 19.4. A member may vote in person or by proxy or by attorney, and in a show of hands every person present who is a member or representative of a member shall have one vote.

SECTION 7 APPOINTMENT OF OFFICERS

20. Appointment of Officers

- 20.1. All office bearers shall be elected at the Annual General Meeting.
- 20.2. Resignations of office bearers shall be submitted in writing to the Secretary.
- 20.3. If a vacancy occurs on the Management Committee during the year, the Management Committee shall have the power to appoint to the Management Committee a financial member of the Club to fill the vacancy for the remainder of the year.
- 20.4. Nominations for positions on the Management Committee shall be invited together with the notification of the Annual General Meeting and shall be submitted in writing to the Secretary no later than three (3) weeks before the Annual General Meeting. However, the Chairperson shall have discretionary powers to call for additional nominations from among financial members present at the Annual General Meeting.
- 20.5. Only members who are financial at the time of nominations shall be eligible for election to the Management Committee.
- 20.6. Election of office bearers shall be decided by a show of hands unless a secret ballot is requested by a nominee.

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- 20.7. Any member of the Management Committee may be removed from office at a General Meeting of the Club provided always that such member be given the opportunity of fully presenting his/her case at the General Meeting. The question of removal shall be determined by the vote of a simple majority of the members present at that General Meeting.
- 20.8. The Management Committee at its own discretion may appoint one (1) or more members to the Management Committee if in its opinion, such appointment would further the Objects of the Club. Members appointed to the Management Committee in this fashion shall have equivalent rights and privileges as all elected Management Committee members.

SECTION 8 GENERAL MEETINGS

21. General Meetings

- 21.1. The Annual General Meeting shall be held within six months of the conclusion of the Club's financial year.
- 21.2. Special General Meetings shall be called when in the opinion of the Management Committee, it would be in the interests of the Club to do so, or within 42 days after receipt of a letter, addressed and delivered to the Secretary of the Club, signed by at least ten (10) members of the Club requesting a General Meeting and specifying the purpose for which the General Meeting is to be called.
- 21.3. Notice of all General Meetings shall be given to members by circular notice not less than fourteen (14) days nor more than forty-two (42) days before the date of any such meeting.
- 21.4. 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.
- 21.5. 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

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(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.

21.6. 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.

21.7. The association may require the member to pay the reasonable costs of providing copies of the minutes.

22. Management Committee Meetings

22.1. At the conclusion of each Management Committee Meeting the Chairperson shall announce the date and time of the next meeting. Meetings of the Management Committee shall be held as convened by the Management Committee, but not less than once in every calendar month.

22.2. Management Committee members who do not attend a meeting shall be obliged to obtain from the Secretary information concerning dates and time of subsequent meetings.

22.3. A special General 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.

22.4. Subject as previously provided in this rule the Management Committee may meet together and regulate its proceedings as it thinks fit. Any questions arising at any meeting of the Management Committee shall be decided by a majority of votes and, in the case of equality of votes, the Chairperson shall be entitled to a second or casting vote.

22.5. 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.

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- 22.6. If a quorum is not present within half an hour from the time appointed for the commencement of the Management Committee Meeting, 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 such other day and at such other time and place as the Management Committee may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, then the meeting shall lapse.
- 22.7. Meetings, functions, and activities organised for the purpose of fulfilling the Clubs' Objects shall be convened as regulated by the Management Committee. Members and participants shall be obliged to keep themselves informed of relevant dates, venues, and conditions.
- 22.8. Operations of sub-committees shall be regulated by the Management Committee.
- 22.9. 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.
- 22.10. 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.
- 22.11. The Management Committee must ensure the safe custody of books, documents, instruments of title and securities of the association.

SECTION 9 FINANCE

23. Raising Finance

- 23.1. The Management Committee shall be empowered to raise finance in the following ways:
- (a) By membership fees.
 - (b) By direct appeal or application to all levels of Government.
 - (c) By direct appeal to community, including private sponsorship.

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- (d) Any offer of sponsorship, and the terms thereof, whether such offer be solicited or not, shall only be accepted at a Management Committee Meeting.
- (e) By proceeds from any pursuit, festivals, productions, presentations, concerts, displays, exhibitions, functions, sales or any other lawful fund-raising activity.

23.2. The Bank Account

- (a) The funds of the Club shall be banked in the name of the Club with such bank as the Management Committee determines as soon as practicable after meetings thereof, but in any case, no later than ten (10) days.
- (b) In the absence of extenuating circumstances, all payments made by the Club are to be made by electronic transfer.
- (c) Where the Management Committee has not previously approved any specific expenditure, a payment by the Club of \$100.00 or more must be made by electronic funds transfer and authorized by any two of the President, the Secretary, or the Treasurer. An account or proper receipt must be obtained for all payments.
- (d) The income and property of the Club shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein. No portion of this income 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 Club. Nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of monies advanced by him/her to the Club.

SECTION 10 WINDING UP THE CLUB

24. Winding up the Club

- 24.1. If ten (10) members sign a motion for dissolution the Secretary shall notify all members and call a special General Meeting. If a quorum is obtained, the dissolution motion needs to be passed by a majority of not less than three-quarters (3/4) of members present who are eligible to vote.

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24.2. If after payment of all debts and charges there should remain any residue, the same shall not be distributed among Club members, but shall be transferred to an organisation the objects of which are similar to those of the Club.

SECTION 11 ALTERATION OF THE RULES

25. Alteration of the Rules

25.1. An alteration to these Rules shall be made by a majority of those financial members who are present at a General Meeting voting in favour of a proposed change, where proper notice has been given.

25.2. A change to these Rules may be proposed by the Management Committee or by a majority of those financial members who are present at a General Meeting.