

# **BREIF CLUB OF ADELAIDE INCORPORATED**

**BROADCASTING, RADIO AND ELECTRICAL INDUSTRIES  
FELLOWSHIP CLUB OF ADELAIDE**

**CONSTITUTION  
AND  
RULES**

**CONSTITUTION AND RULES  
of the  
BREIF CLUB OF ADELAIDE**

The name of the club shall be “BREIF CLUB OF ADELAIDE” but the Club may also be known as Broadcasting, Radio, and Electrical Industries Fellowship Club of Adelaide.”

**REGISTERED OFFICE**

The office of the Club shall be in such place in the Metropolitan area of Adelaide as the Board of Management of the Club may from time to time determine.

**CONSTITUTION**

- (1) The objects for which the Club is constituted shall be to encourage good fellowship; to further the interests of the Broadcasting, Radio and Electrical Industries; to promote the well-being of people now or formerly engaged therein or their dependents; to subscribe to or otherwise aid charitable organisations; and to raise and disburse money and do all such other things as are incidental or conducive to the attainment of such objects or any of them.
- (2) The club shall be non-sectarian and non-political.
- (3) All moneys and property of the Club shall be vested in the Board of Management for the time being and shall be applied towards the promotion of the objects of the Club, but no benefit shall be granted to any present or past employees of the industries or their dependents unless in the opinion of the Board of Management there are necessitous circumstances. The Board of Management may in its discretion engage and pay officers and servants of the Club (not being members of the Board of Management) for services rendered in good faith. Except as hereinbefore provided no money or property of the Club shall be paid to or transferred for the benefit of any present or past member of the Club.

**RULES**

- (1) In these presents the following terms shall have the meanings next hereinafter respectively assigned to them if not inconsistent with the subject of context:
  - “The club” means Breif Club of Adelaide.
  - “The Board” means the Board of Management for the time being of the Club
  - “Member” means a member for the time being of the Club.
  - “Secretary” means the Honorary Secretary for the time being of the Club.
  - “Treasurer” means the Honorary Treasurer for the time being of the ClubThe masculine shall include the feminine and/or vice versa.

## **BOARD OF MANAGEMENT**

### **(2) MANAGEMENT:**

- (a) There shall be a Board of Management consisting of Secretary, Treasurer and seven members of the Club to be elected at the Annual General Meeting held in October of each year, and such additional ex-officio members as may be appointed by the Board in accordance with the rules. Members of the Board for the time being shall hold office until the conclusion of the meeting at which they retire.
- (b) Names of candidates for election to the Board signed by the nominee shall be submitted in writing to the Secretary not later than 14 days before the Annual General Meeting of the Club.
- (c) No member shall be eligible to be elected to office unless his subscription has been paid for the club's financial year.
- (d) In the event of the number of candidates for election not exceeding the number of members to be elected to the Board the candidates shall ipso facto be elected. In the event of the number of candidates for election exceeding the number of members to be elected to the Board, the Secretary shall arrange for a ballot at the Annual General Meeting. The ballot papers shall contain, listed alphabetically, the names of candidates for election to the Board. The same type shall be used for all names but the name of each retiring member of the Board shall be marked with an asterisk.
- (e) No ballot paper which is signed, or on which the number of candidates voted for exceeds or is less than the number of vacancies, shall be valid.
- (f) Casual vacancies on the Board may be filled by the Board, but the members so appointed shall only hold office until the next Annual General Meeting.
- (g) The office of a member of the Board shall be vacated:
  - (1) If he ceases to be a member of the club.
  - (2) If he becomes bankrupt or insolvent.
  - (3) If he be found lunatic or becomes of unsound mind.
  - (4) If he sends in his resignation from office in writing to the Secretary
  - (5) If his office be declared vacant by resolution of a General Meeting in accordance with Rule No. 4 (d).
  - (6) If he absents himself from three consecutive meetings of the Board without obtaining leave of absence from the Board or without furnishing a reason which the Board declares to be satisfactory and the Board resolves that his office be vacated.
- (h) The government, management and superintendence of the affairs and property of the Club and the control of the club shall be vested in the Board, which, in addition to the powers and authorities by these Rules expressly conferred on it, may exercise all such powers and do all such acts and things as may be exercised and done by the Club and are not expressly directed or required to be done by the club in General Meeting, but subject nevertheless to the provisions of the Rules and to any regulations not being inconsistent with these Rules from time to time made by the Club in General Meeting, provided that no such regulation shall invalidate any prior act of the Board which would have been valid if such regulation had not been made.

**(3) BOARD MEETINGS:**

- (a) The Board shall meet at such times and places as it may arrange and a special meeting may be summoned at any time by the Chairman, or on requisition signed by two members of the Board or in emergency by the Secretary, but in every case at least 48 hours' notice must be given.
- (b) The quorum of the board shall be five.
- (c) At its first meeting, after the General Meeting, the Board shall elect from its number one who shall be Chairman of the Board and President of the Club. And one who shall be Vice-President and Vice-Chairman respectively. The immediate past president shall automatically become an ex-officio member of the Board.
- (d) The Board may at any time appoint an Honorary Assistant Secretary, and an Honorary assistant Treasurer, and Honorary Publicity Officer from amongst members of the club, and they shall be ex-officio members of the Board.

**(4) VOTING:**

- (a) In the event of a contest in the election by the Board of any officers, voting shall be by ballot.
- (b) In the event of any equality of votes at a Board Meeting, the Chairman of the meeting shall have a casting vote as well as a deliberative vote.
- (c) As between members of Board's decision in all matters affecting the Club affairs shall be final without recourse to law.
- (d) The club may at any Special General Meeting by a three-fourths majority of the members voting, remove any officer or member of the Board before the expiration of his period of offices, provided that notice of the motion to remove shall be given to all members at least 14 days before the meeting, and the officer or member shall be heard at the meeting if he shall so desire.  
The same meeting may by ordinary resolution appoint another person in the stead of the officer or member of the Board so removed. The person so appointed shall hold office during such time only as the person in whose place he is appointed would have held the same if he had not been removed.

**(5) COMMITTEES:**

- (a) The Board may appoint committees and may delegate to them such powers as it may think fit to prescribe. Such committees may include persons who are not members of the Board or of the Club.
- (b) Each committee shall appoint its own Chairman, who shall be a member of the Board, except where the Board otherwise orders.
- (c) The quorum of each Committee may be fixed by the Board or by the Committee.
- (d) The Board may appoint additional members to or fill vacancies on any Committee.

**(6) FINANCE:**

- (a) The Board shall cause a banking account to be opened and kept in the name of the Club with such bank as may be directed by the Board.
- (b) All cheques shall be signed by either the Treasurer or Secretary and any one of the following:  
President, Vice-President or member of the Board authorised by the Board.
- (c) The Board shall cause accounts to be kept of the money received and expended by the Club, and matters in respect of which such receipts and expenditure takes place, and of the assets, and liabilities of the Club.
- (d) The accounts shall be closed annually on the 30<sup>th</sup> June in each year, and a Balance Sheet containing a summary of the assets and liabilities of the Club on that day, together with a statement of income and expenditure for the twelve months shall be made out and submitted, duly audited, to the Annual General Meeting.
- (e) The Auditor shall be elected at the Annual General Meeting and shall audit the financial books of the Club for the financial year, and shall certify to the correctness or otherwise of the accounts presented to members at each Annual Meeting.

## **MEMBERSHIP**

**(7) MEMBERSHIP:**

All persons directly or indirectly engaged in the broadcasting, radio or electrical industries are eligible for membership, subject to the approval of the Board of Management and provided they have been duly nominated by a member of the Club.

**(8) CESSATION OF MEMBERSHIP:**

The Board may declare any persons no longer a member if:

- (a) He fails to pay his subscription by the end of the financial year.
- (b) If he tenders his resignation in writing.
- (c) Expulsion of a member:-
  - a. Subject to giving a member an opportunity to be heard or to make a written submission, the Board may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Club.
  - b. Particulars of the charge shall be communicated to the member at least one month before the meeting of the Board at which the matter will be determined.
  - c. The determination of the board shall be communicated to the member, and in the event of an adverse determination the member shall (subject to (d) below) cease to be a member 14 days after the Board has communicated its determination to the member.
  - d. It shall be open to a member to appeal to the Club in a general meeting against the expulsion. The intention to appeal shall be communicated to the secretary or public officer of the Club within 14 days after the determination of the Board has been communicated to the member.
  - e. In the event of an appeal under (d) above, the appellants membership of the Club shall not be terminated unless the determination of the Board to

expel the member is upheld by the members of the Club in general meeting after the appellant has been heard by the members of the association, and in such event membership will be terminated at the date of the general meeting at which the determination of the Board is upheld.

- (d) Any member wishing to resign his membership shall forward notice of his desire in writing on or before 31<sup>st</sup> December of any year, failing which he shall be liable to pay his subscription for the Club's next following financial year.

**(9) ENTRANCE FEE AND ANNUAL SUBSCRIPTION:**

- (a) The entrance fee and annual subscription for members shall be such a sum as may be decided upon from time to time by the Members at the Annual General Meeting, and shall be payable with application form, to be refunded in full if the application is not accepted.
- (b) Any member whose nomination for membership is accepted during the last three months of the financial year shall become financial for the following year.
- (c) The Club in General meeting may annul, alter or vary the amount of any entrance fee or annual subscription.

**(10) CALLS:**

The Board may from time to time call upon members to contribute funds for the general purposes of the Club, or any special purpose, and each member shall pay every call so made to the persons and at the times and places appointed by the Board, but no member shall be called upon to pay not more than FIVE DOLLARS in any one year in addition to the annual subscription for that year. A call shall be deemed to be made at the time when the resolution of the Board making the same was passed. Fourteen days' notice shall be given to each call.

## **GENERAL MEETINGS**

**(11) ORDINARY GENERAL MEETINGS:**

The conduct of all meetings shall be subject to the control of the Chairman of the Board. The business of Ordinary General Meetings shall be to announce any matter of importance or interest to the Club, which shall have received the approval of the Board, and to proceed with any other business that may be authorised by the Board as necessary to the conduct of the club's affairs. Ordinary General Meetings shall be convened by the Board.

**(12) ANNUAL GENERAL MEETINGS:**

- (a) The Annual General Meeting shall be held in October of each year, at such time and place in Adelaide as the Board may determine. Notification of the meeting shall state the time and place of such meeting and shall be posted to members at least 21 days prior to the date of such meeting.

- (b) Notice of motion for submission to the Annual General Meeting shall be delivered to the Secretary not less than 14 days prior to the meeting and must be signed by at least three members. Business that is not included in the agenda, which shall be posted to members 7 days prior to the Annual General Meeting, shall not be discussed at the Annual General Meeting.

**(13) SPECIAL GENERAL MEETING:**

- (a) A Special General Meeting of the Club shall only be held by direction of the Board, or on a written request to the Secretary 21 days before it is desired to hold the meeting, and signed by no fewer than 25 per cent of member of the Club. Such direction or written request shall state the purposes for which such meeting is to be held, and at such Special General Meeting no matters shall be dealt with except those specified in the notice convening the meeting, and no resolutions shall be deemed to be carried unless carried by a three-fourths majority of the members voting. The Secretary shall post to every member a notice of the date, place and objects of such Special General Meeting not less than 14 days prior to the day of the meeting.
- (b) If a meeting be not so called within 14 days from the deposit of the requisition, the requisitionists may themselves convene the meeting, giving not less than 14 days' notice to all members, but any meeting so convened shall not be held after two months from the date of such deposit.
- (c) Any meeting convened under the last preceding clause by the requisitionists shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by the Board.

**(14) QUORUM:**

- (a) At any General meeting of the Club, 12 members shall constitute a quorum.
- (b) If within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened upon requisition pursuant to Rule (13) (b) shall be dissolved, but 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 time and place as the Board may by notice to the members appoint. If at such adjourned meeting a quorum is not present, any two members who are personally present shall be a quorum and may transact the business for which the meeting was called.
- (c) The chairman of any General Meeting may with the consent of the meeting adjourn the same 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.

**(15) VOTES OF MEMBERS:**

No members shall be entitled to take part in the proceedings of or vote at any meeting unless he shall be a financial member. Votes shall be given personally. No proxies shall be permitted.

**(16) SECRETARY DUTIES:**

The Secretary shall keep a faithful record of the business transacted at meetings of the Board. He shall keep a register of the membership of the Club, and generally perform such duties as may be required by the Board.

**(17) INDEMNITY OF OFFICERS:**

- (a) All officers and/or trustees of the Club shall be indemnified by the Club from all losses and expenses incurred by them in or about the discharge of their respective duties, except such as happen through their own unauthorised acts or wilful default.
- (b) No trustee and/or officer of the club shall be liable for the act or default of any other trustee or officer or for joining in any receipt or other act for the sake of conformity, or for any loss or expense happening to the club, unless the same happens through his own act or wilful default.

**(18) AMENDMENTS TO RULES AND CONSTITUTION:**

Notice of any amendments by a member to the Rules and Constitution of the Club shall be submitted to the Secretary 21 days before the date of a Special General Meeting convened for the purpose.

**(19) WINDING UP:**

- (a) (1) The Club shall be wound up voluntarily whenever a resolution is passed by the Club in General meeting requiring the Club to be wound up.
- (2) When there remain for a period of six months not more than five members on the register who have paid their subscriptions for the current financial year of the club, a majority of such members may by resolution in writing decide that the Club be wound up.
- (b) (1) In the event of winding up pursuant to a resolution of the Club in General Meeting, the property of the Club shall be converted into money and distributed amongst such charitable organisations as the Board of Management may determine.
- (2) In the event of a winding up pursuant to a resolution in writing referred to in (a) (2) of this Rule, the property of the Club shall if practicable, be converted into money and distributed amongst such charitable organisation as the persons signing such resolution may determine.



