

***FRIENDS OF HOLBROOK SUBMARINE
MUSEUM ASSOCIATION***

RULES

Adopted at the meeting of the founding members on 21 September 2019 who are signatories to the Rules on the last page.

FRIENDS OF HOLBROOK SUBMARINE MUSEUM ASSOCIATION

An unincorporated association

RULES

(1) OVERVIEW

These rules of association (hereinafter the "Rules") apply to the unincorporated association which operates under the name of FRIENDS OF HOLBROOK SUBMARINE MUSEUM ASSOCIATION (hereinafter the "Association" or "FHSM"). These Rules shall be binding on the members of the Association.

(2) DEFINITIONS

In these Rules, the following definitions shall apply:

"Association" means FRIENDS OF HOLBROOK SUBMARINE MUSEUM

"Committee" means the committee of the Association, such committee being created under these Rules.

"Member" means a member of the Association, having attained membership in accordance with these Rules.

"Rules" means these rules of Association;

"HSM" means the Holbrook Submarine Museum.

(3) PURPOSE

(a) The Association is established for the following purpose ("the Purpose"):

The Association is established for the purposes of supporting the activities and funding of the Holbrook Submarine Museum, NSW

(b) The Association may do all things that help it to achieve or further the Purpose, in accordance with these Rules.

(c) The Association may only do things for the Purpose.

(d) The Association may only use any assets and income of the Association for the Purpose.

(e) For the sake of clarity, the Association is permitted to do the following if the Committee so decides:

(I) pay a Member a fair market rate for goods or services that the Member provides to the Association in accordance with the Purpose; or

(II) provide a benefit to the Member, including a financial benefit, if that benefit is in accordance with the Purpose or is necessary in order to further the Purpose.

(4) MEMBERSHIP

(a) Any person ("the Applicant") may apply to become a Member of the Association by submitting a signed application form and covering email or letter outlining the applicant's support for the Purpose. Applications are considered by the committee at its next meeting and if approved the member will be deemed as being bound by the Rules.

(b) In order to be eligible to become a Member, an Applicant must, among other things:

(I) satisfy the Committee that the Member supports the Purpose; and

(II) agree to be bound by these Rules.

(c) After the Committee has made a determination regarding the Applicant's application, the Committee will contact the Applicant as soon as possible, to tell them whether the application has been approved or rejected.

(d) In the event that an Applicant's application is rejected, the Association does not need to

provide reasons to the Applicant and the Committee's decision if final. If the situation changes and applicant may re-apply later.

(5) FEES

(a) The Association may charge fees ("Fees"). Each Applicant and Member must pay such application and membership fee as decided by the Committee and until so decided there shall be no application or membership fees.

(6) SUSPENSION OR TERMINATION OF MEMBERSHIP

(a) A person's membership may be suspended if that person fails to pay Fees when they fall due.

(b) A person's membership may be cancelled if that person fails to pay Fees within six months of that person's membership being suspended.

(c) A person stops being a member altogether if that person:

(I) provides to the Committee written notice of resignation; or

(II) has their membership cancelled in accordance with these Rules; or

(III) dies.

(d) If a person has had their membership suspended, that person cannot exercise any member's rights (such as voting at meetings), unless and until the period of suspension ends.

(e) If a person has stopped being a member, then that person must reapply for membership in the ordinary manner, and must have that application accepted by the Committee, before being able to exercise any member's rights.

(f) In the event that a person resigns as a Member, that person is not entitled to any reimbursement of any Fees (or any part of any Fees) that have been paid.

(7) REGISTER OF MEMBERS

(a) The Association will maintain a register of Members ("the Register").

(b) A person will become a Member when that person's application is approved by the Committee and the person's name is entered in the Register.

(c) The following details for each Member ("Details") will be recorded in the Register:

(I) full name;

(II) postal address;

(III) date of commencement of membership;

(IV) phone number;

(V) email address;

(VI) such other details as the Committee may decide from time to time.

(d) If a person stops being a Member, the Association will enter in the Register the date that the person stopped being a Member, as soon as possible after the person stops being a Member.

(e) If a Member requests that access to some or all of the Member's Details be restricted, the Committee may, in the Committee's discretion, use reasonable efforts to restrict access to such Details.

(8) ACCESS TO DOCUMENTS

(a) Members may request access to or copies of the following documents ("the Documents"):

(I) the Rules;

(II) the Register; or

(III) Minutes of General Meetings of the Association.

- (b) For the sake of clarity, the Association is not required to provide Members with access to or copies of Committee meeting minutes, unless the Committee allows it.
- (c) The Association must provide the Member with access to or copies of the Documents, unless:
 - (I) the request that the Member has made for the access to or copies of the Documents is unreasonable; or
 - (II) the Documents contain information which is confidential, or which relates to another person's personal, legal, medical, health, employment, or financial matters; or
 - (III) providing access to or copies of the Documents may cause a breach of a law; or
 - (IV) providing access to or copies of the Documents could cause harm or damage to the Association.
- (d) In the event that the Association refuses for a reason described under the preceding sub-clause to provide a Member with access to or copies of any Documents and the Association may be able to provide limited access or limited copies without causing one of the issues in the preceding sub-clause hereof, then the Association will provide such limited access or limited copies to the Member.
- (e) Any documents or copies that the Association is providing to a Member under this clause will be provided within a reasonable time.
- (f) The Association may charge reasonable fees for producing copies of any documents in accordance with this clause.

(9) THE COMMITTEE

- (a) The Association will have a committee ("the Committee") which is made up of office bearers and other committee members as follows.
 - (i) President/Chairman;
 - (j) Honorary Secretary;
 - (k) Honorary Treasurer; and
 - (l) Committee members as elected or appointed pursuant to these Rules, including the appointment by the Committee of a Membership and Promotions Officer.
- (b) The Committee has the following role:
 - (I) governing the Association between General Meetings;
 - (II) managing the day-to-day operation of the Association;
 - (III) ensuring that the Association is managed responsibly;
 - (IV) ensuring that the Association operates in pursuit of its purpose.
- (c) The Committee will have all of the specific powers and functions that the Association has except for those powers or functions which are reserved to be exercised by the Members.
- (d) The Committee may delegate its powers or functions to sub-committees, staff members, Members of the Association, or to particular Committee Members.
- (e) Committee Members will be elected at a general meeting of the Association, by a ballot of the Members.
- (f) The Committee must have a minimum number of 3 Committee Members at any time and a maximum of 10.
- (g) At the first Committee meeting after each annual general meeting, the Committee must appoint a Committee Member as chair of the Committee ("the Chair").
- (h) The Committee has the power to appoint and remove Committee Members from various offices and positions, and may decide on the roles and responsibilities of any Committee Member.
- (i) A Committee Member is appointed for a term of up to one year, and stops being a

Committee Member at the end of the annual general meeting after that Committee Member was appointed.

(j) After a Committee Member's term ends, that person may be appointed as a Committee Member for a subsequent term. However, no office bearer may occupy that same office continuously for more than 5 years.

(k) If a Member wishes to join the Committee, that Member must:

(I) have another Member support their application; and

(II) put forward a nomination by writing to the Committee, or put forward a nomination at a general meeting where an election for the Committee is being held.

(l) In order to be eligible to be a Committee Member, a person must:

(I) be a Member, both at the time of that person's nomination, at the time of their appointment as a Committee Member, and for the duration of that person's term as a Committee Member; and

(II) be nominated in accordance with this clause; and

(III) provide to the Association a signed consent to act as a Committee Member.

(m) A person stops being a Committee Member if that person:

(I) provides to the Committee written notice of resignation; or

(II) is removed by a resolution of the Members; or

(III) stops being a Member; or

(IV) is absent from all Committee Meetings, without the consent of the Committee, for six months or more; or

(V) dies.

(n) In the event that the number of eligible applicants nominated to be Committee Members is equal to the number of Committee Members required, the Chair may appoint those nominated Committee Members as Committee Members, without holding a ballot.

(o) In the event that a Committee Member stops being a Committee Member before the end of the annual general meeting after that Committee Member was appointed, the Committee may appoint a Member to be a Committee Member until the next annual general meeting.

(10) COMMITTEE DUTIES

(a) In addition to any other duties and responsibilities provided by law or elsewhere in these Rules, the Committee has the following duties:

(I) ensuring that accurate minutes are kept in relation to general meetings and committee meetings; and

(II) ensuring that other records are kept in accordance with these Rules; and

(III) ensuring that the Association's documents are made available to Members as required by these Rules.

(11) COMMITTEE MEMBER AND OFFICE BEARER DUTIES

(a) Committee Members must:

(I) comply with their duties under Australian law; and

(II) ensure that the Association complies with its duties under Australian law.

(b) Particular duties of the office bearers shall include:

PRESIDENT

- Visit Holbrook at least once a year and meet with Curator to discuss projects and plans
- Liaise with Patrons and others to help promote the HSM

- Liaise with Submarines Australia Association (SAA) to promote the FSHM and HSM in general
- Promote FSHM to the public in general

SECRETARY

- Keep and maintain meeting agenda's and minutes
- Provide IT and online/web solutions and platforms to FSHM
- Compile and publish Newsletter with Membership and Promotions Officer
- Provide project management reports
- Liaise with President and Treasurer on a regular basis

TREASURER

- Establish and maintain banking arrangements for donations and disbursements
- Validate approval for project funding with HSM curator and set targets
- Deal with tax and probity issues
- Acknowledge and receipt all donations
- Provide regular financial statements to the management team and members

MEMBERSHIP & PROMOTIONS OFFICER.

- Maintain and update the membership register
- Review fees and charges, develop membership recognition and rewards
- Liaise with Secretary on newsletters and Public Relations development e.g. brochures and flyers
- Report membership changes and liaise with HSM curator on special event promotions.

(12) COMMITTEE MEETINGS

(a) A Committee Member may call a meeting of the Committee ("Committee Meeting") in the following circumstances:

- (I) by providing reasonable notice to the other Committee Members if the Committee Meeting is urgent; or
- (II) by providing seven days' notice to the other Committee Members in all other circumstances.

(b) The Committee may determine how often it will hold Committee Meetings.

(c) The Committee may determine the manner in which Committee Meetings may be held, including whether Committee Members must attend in person, or whether they may attend via technological systems such as telephone or video link.

(d) The Chair will chair any Committee Meetings.

(e) In the event that the Chair is not present at a particular Committee Meeting, the Committee may appoint a different Committee Member to act as chair for that particular Committee Meeting.

(f) In order for a resolution to be passed, more than half of the Committee Members present at the particular Committee Meeting must vote in favour of the resolution.

(g) The Committee may, in the Committee's discretion, permit circular resolutions.

(h) The Committee may, in the Committee's discretion, determine the method by which Committee Members may vote on a circular resolution, which may include but is not limited to the following methods:

- (I) Australia Post; or
- (II) email; or
- (III) other electronic means.

(i) In order to pass a circular resolution, the resolution must be proposed in writing and every Committee Member must agree in writing, which may include by email, to the resolution (by a means as determined by the Committee, in accordance with the preceding sub-clause hereof). The circular resolution is passed at the time that it has a majority in favour.

(13) QUORUM FOR COMMITTEE MEETINGS

A quorum for Committee Meetings is more than 50% of the Committee Members. If any more than 50% of the Committee Members are present at a Committee Meeting, the Committee Meeting is validly held.

(14) GENERAL MEETINGS OF MEMBERS

(a) The Committee may call a general meeting of the Members ("General Meeting").

(b) If a group of Members which makes up at least 10% of the total Members entitled to vote at General Meetings asks the Committee to call a General Meeting, then the Committee must call a General Meeting.

(c) Any Members requesting a General Meeting under the preceding sub-clause hereof must, at the time of the request for the General Meeting, provide details of any resolution that is to be proposed at the General Meeting.

(d) In the event that a group of Members requests a General Meeting under the preceding sub-clauses, but the Committee does not call a General Meeting within two months of having received that request:

(I) 50% or more of the group of Members who initially requested the General Meeting (being the group of at least 10% of the total Members entitled to vote at General Meetings) may call a General Meeting; and

(II) the General Meeting must be held within three months of the initial request for a General Meeting; and

(III) the General Meeting should, as much as possible, be held in accordance with the procedures set out in these Rules.

(e) Members (and any auditor that has been appointed to the Association) must be given at least 14 days' notice of any General Meeting.

(f) The notice of any General Meeting must be provided in writing, and sent to the Member using the contact details that are recorded in the Register.

(g) The notice of any General Meeting must include the details of the time, date, place and business of the General Meeting, any resolutions to be proposed at the General Meeting, any issues that are proposed to be discussed at the General Meeting, and whether any technological systems may be used to enable Members to attend the General Meeting from a different location.

(h) The Association must hold an annual general meeting within 18 months of the Association first coming into existence.

(i) After the Association holds its first annual general meeting, it must hold subsequent annual general meetings at least once per calendar year and within six months of the end of the financial year;

(j) At each annual general meeting, the office bearers of the Association must provide reports to its Members about the activities of the Association and the financial position of the Association.

(k) The ordinary business which the Association must undertake at the annual general meeting includes confirming the minutes of the previous annual general meeting, receiving reports and statements on the previous financial year, and electing Committee Members ("Ordinary Business").

(l) If the Association proposes to undertake any other matters at an annual general meeting, besides the Ordinary Business, the notice of the annual general meeting must include details of those other matters, as well as any special business or resolutions to be considered at that annual general meeting.

(m) Members can propose resolutions to be voted on at a General Meeting in the following manner:

(I) a group of at least 10% of Members who are entitled to vote at a General Meeting may write to the Committee to propose the resolution;

(II) provided that the Committee is able to meet the requirements regarding notifying Members of proposed resolutions prior to the General Meeting, then the Committee will notify Members of the proposed resolution;

(III) the proposed resolution will be proposed at the next General Meeting, held no later than two months after the date the Members first propose the resolution.

(n) Members may propose resolutions in any other way permitted by law or by these Rules.

(o) The Chair will chair General Meetings.

(p) In the event that the Chair does not attend, the Members at the General Meeting can choose another Committee Member to be the chair for that General Meeting.

(q) The Chair is responsible for the conduct of the General Meeting

(r) The Chair must give members a reasonable opportunity to make comments and ask questions, including to the Honorary Treasurer and any auditor that may have been appointed to the Association.

(s) Each Member in attendance at a General Meeting (whether in person, or by some other means) has one vote.

(t) Votes at a General Meeting may be taken in the following manner:

(I) by a show of hands including valid proxies; or

(II) by a written ballot; or

(III) by any other method that the chair determines to be reasonable in the circumstances.

(u) If a vote is held initially by a show of hands, any Member can request that the vote be held again by written ballot.

(v) A vote only passes if a majority of the Members voting on it, vote in favour of it. The chair does not have a deciding vote.

(w) In the event that a vote is held by a show of hands, the chair will be responsible for counting the show of hands, and the chair's decision as to the result of that show of hands is conclusive evidence of the result of the vote.

(15) QUORUM FOR GENERAL MEETINGS

A quorum for General Meetings is 10% of the Members entitled to vote at a General Meeting. If 10% or more of the Members entitled to vote at a General Meeting are present at a particular General Meeting, the General Meeting is validly held.

(16) ADJOURNING GENERAL MEETINGS

(a) If a quorum is not present within 30 minutes after the General Meeting was scheduled to start, the chair of that General Meeting may adjourn the General Meeting.

(b) If the chair of a General Meeting determines that there is not enough time at the General Meeting to consider all of the business that needs to be considered at that General Meeting, then the chair may adjourn the General Meeting.

(c) The chair of a General Meeting must adjourn the General Meeting if the majority of Members who are entitled to vote at the General Meeting (and who are in attendance at

the General Meeting) tell the chair to do so.

(d) In the event that a General Meeting is adjourned, no new business may be dealt with at the resumed meeting ("the New Meeting"). Only unfinished business from the adjourned meeting ("the Adjourned Meeting") may be addressed.

(e) In the event that a General Meeting is adjourned, a notice of the New Meeting must be provided by the Committee to all Members using the contact details that are recorded in the Register.

(f) In the event that the New Meeting is scheduled for a date that is less than 21 days from the date of the Adjourned Meeting, then a notice of the New Meeting does not need to comply with the 21 day notice requirements, (but still needs to be provided to Members).

(17) SPECIAL RESOLUTION

(a) A special resolution of the Association ("Special Resolution") is passed if:

(I) at least 21 days' notice of the Meeting at which the Special Resolution will be proposed has been given to the Members; and

(II) at least 75% of the Members who are entitled to vote at the Meeting (and are in attendance at the Meeting), vote in favour of the Special Resolution.

(18) ORDINARY RESOLUTION

An ordinary resolution of the Association ("Resolution") is passed if at least 50% of the Members present at a General Meeting (whether in person, or by some other means), vote in favour of the Resolution.

(19) USE OF FUNDS

(a) The association may receive funds from any source that is consistent with or does not compromise the Association's Purpose.

(b) Any expenditure must be signed off by the Treasurer or Secretary, or an approved delegate of the Treasurer.

(c) Any expenditure of more than \$1,000 must be approved by resolution of the Committee prior to the expenditure or at the next Committee Meeting.

(20) RECORD KEEPING

(a) The Association must maintain written records ("the Records") that:

(I) correctly record its operations; and

(II) correctly record and explain its financial situation; and

(III) enable true and fair financial statements to be prepared and audited.

(b) The Association must produce the Records if and when required by law;

(c) The Association must retain the Records for at least seven years or such time as required by law.

(21) AMENDMENTS TO RULES

(a) Subject to the other provisions of these Rules, and subject to any applicable laws, these Rules may be amended by the Members passing a Special Resolution at a General Meeting in support of the proposed amendment.

(22) FINANCIAL YEAR

The Association's financial year will run from 1 July until 30 June, unless the Committee passes a resolution to change the financial year.

(23) INDEMNITY

(a) To the maximum extent permitted by law, the Association hereby indemnifies Members for any reasonable expenses, debts or liabilities that the Member incurs on behalf of the Association, provided that the Member was authorised by the Association to incur those expenses, debts or liabilities, and the Member was acting in good faith and in the best interests of the Association when the Member incurred the expenses, debts or liabilities.

(b) In the event that the indemnity described in this clause ("the Indemnity") also applies to a Member, the Member shall be entitled to be reimbursed out of the assets or income of the Association.

(c) The Indemnity only applies if the Member is not entitled to be indemnified by any other party, and is not actually indemnified by any other party.

(d) The Indemnity is a continuing obligation and is enforceable by a person even if the person has stopped being a Member of the Association.

(24) INSURANCE OF MEMBERS

The Association may, if permitted by law, insure a Committee Member of any other Member (or a former Member) for any liability properly incurred by that person in connection with that person's role as a Member of the Association.

(25) DISPUTE RESOLUTION

The following dispute resolution procedure will apply to the Association:

Members must first attempt in good faith to resolve the dispute between themselves. If the dispute cannot be resolved within 21 days, then any one or more parties must provide a written explanation of the dispute to the Committee. The Committee will consider the dispute at the next Committee Meeting, whose decision shall be final.

(26) DISCIPLINE OF MEMBERS

The following disciplinary procedure will apply to Members:

If a Member commits a serious breach of these rules, then the Committee may warn, suspend or terminate the Member's membership immediately. If a Member commits a non-serious breach of these rules, the Member will be given a verbal warning and if there be a further non-serious breach the Committee may warn, suspend or terminate the Member's membership immediately. Whether a breach is serious or non-serious shall be determined by the Committee. All decisions such shall be final.

(27) WINDING UP

(a) The Association may be wound up upon the passing at a General Meeting of a Special Resolution per Rule 17 to wind up the Association.

(b) Upon the winding up of the Association, the assets of the Association may be used to pay any debts and other liabilities of the Association.

(c) If any assets of the Association are affected by a trust, then the Association must satisfy any debts, liabilities or obligations that apply to those trust assets.

(d) After satisfying debts or other liabilities any surplus is to be paid to the Holbrook Submarine Museum, or if it is unable to do so, to another suitable Submarine or general Museum as decided by the Committee.

Adopted this 21st day of September 2019

Signed by the founding Members:

Signature:.....*Michael White*.....

Name:.....*MICHAEL WHITE*.....

Address:.....*1 KARELLA ST, FIG TREE POCKET.
QLD 4069.*.....

Signature:.....

Name:.....

Address:.....

Signature:.....

Name:.....

Address:.....

Signature:.....

Name:.....

Address:.....

