

# **PINE RIVERS MUSICAL ASSOCIATION INCORPORATED**

## **RULES**

As of Special General Meeting 27<sup>th</sup> February 2007.

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# **RULES OF PINE RIVERS MUSICAL ASSOCIATION INCORPORATED**

## **1. INTERPRETATION**

In these Rules, unless inconsistent with the context, the association means, **PINE RIVERS MUSICAL ASSOCIATION INCORPORATED**. Words implying the singular number shall also include the plural number and the masculine gender shall include the feminine gender and vice versa. Unless otherwise stated, member means an ordinary member as constituted under Rule 5(a). A word or expression that is not defined in these rules, but is defined in the *Associations Incorporation Act 1981* has, if the context permits, the meaning given by the Act.

## **2. NAME AND REGISTERED OFFICE**

The name of the association is **PINE RIVERS MUSICAL ASSOCIATION INCORPORATED, trading as PRIMA**.

The Registered Office of the association shall be 83 Francis Road, Bray Park, Queensland or at such other place as the management committee may from time to time determine. Written notice of every change of situation of the Registered Office shall be given in the approved form to the Office of Fair Trading within one (1) month of the change.

## **3. COMMON SEAL**

The Common Seal of the association shall bear the registered name of the association, and shall be kept in the custody of the secretary. It shall, after a resolution of the management committee in that behalf, be affixed to any instrument, deed or document in the presence of two (2) members of the management committee who shall subscribe their names and offices thereto as witnesses.

## **4. OBJECTS**

- (a) To provide instruction and enjoyment for the members by the production of musical and dramatic entertainment for the benefit of the association and or charitable or philanthropic purposes.
- (b) To acquire by purchase, lease, hire or otherwise any real or personal property or any rights considered necessary or expedient for attaining the objects of the association, or for promoting the interests of the association or its members.
- (c) To build or otherwise provide rehearsal rooms, workshops, shelters and other buildings and conveniences in connection therewith, and to equip, furnish, alter, enlarge, improve, repair, uphold and maintain the same respectively for the benefit and convenience of the association, its members and the community in general.

- (d) To conduct such social activities as the management committee may from time to time approve.
- (e) To apply funds of the association for, and to all such things as may be incidental or conducive to the attainment of the foregoing objects.
- (f) To apply the income and property of the association from whatsoever source derived solely towards the promotion of the objects of the association.

## **5. CLASSES OF MEMBERSHIP**

There shall be three classes of membership as detailed herewith.

- (a) **ORDINARY MEMBERS** – shall be persons who are actively involved in the association or who hold a position on the association’s management committee and who have paid their annual subscription in accordance with Rule 8. Such members shall have voting rights and such other privileges as from time to time shall be determined by the management committee. The number of ordinary members is unlimited.
- (b) **SUBSCRIBING MEMBERS** – who shall be persons, other than ordinary members, who have paid their annual subscription in accordance with Rule 8 but who are not entitled to hold office nor to vote or take part in debate at meetings, but shall be entitled to receive booking concessions for intended productions, receive newsletters and attend social events that shall from time to time be determined by the management committee. The number of subscribing members is unlimited.
- (c) **LIFE MEMBERS** – who shall be a member as defined in rule 5(a) of not less than ten (10) years continuous standing who is deemed to have rendered outstanding service as a member. Every proposal for life membership shall first be considered by the management committee and, if approved by it, submitted to election at an Annual General Meeting. A majority of those members present and entitled to vote thereon shall be necessary to effect such election. A life member shall not be liable for payment of any annual subscription and shall be entitled to preferential bookings, booking concessions and such other privileges as from time to time may be determined by the management committee. The number of life members is unlimited.

## **6. PECUNIARY GAIN**

- (a) No person shall derive any pecuniary gain, except as an employee, from the property or operations of the association.
- (b) Where a potential employee is a member of the management committee, approval to become an employee may be granted following a majority decision in the affirmative at a fully attended meeting of the management committee.

## **7. ANNUAL SUBSCRIPTION**

The annual subscription payable by all classes of membership shall be such as shall from time to time be subscribed by the association at its Annual General Meeting. All subscriptions shall be payable when, and in the way, the management committee decides.

## **8. MEMBER DECLARED UNFINANCIAL**

Any member in default with the annual subscription after twenty-eight (28) days from the due date shall be declared unfinancial and shall immediately lose all of the rights or privileges of the particular class of membership to which they belong.

## **9. TERMINATION OF MEMBERSHIP**

- (a) The management committee shall be entitled, by way of a majority vote of management committee members personally present at a meeting, to terminate the membership of any member in arrears with his/her subscription who fails to comply with a written notice requiring him/her to pay the same within fourteen (14) days of the posting or delivery of such notice to the member. Notice of termination shall be given in writing to the member.
- (b) Members shall have the right to appeal in writing to the secretary within seven (7) days of being notified of the management committee's decision. The management committee shall meet within seven (7) days of receipt of the appeal and the matter shall be finally determined by not less than a two-thirds majority of management committee members present. The decision shall be communicated in writing to the member.

## **10. MISCONDUCT OF A MEMBER**

- (a) If the conduct of any member shall be called into question, the management committee shall, on receiving a written complaint, or may on its own initiative, take the matter into consideration.
- (b) If, after the member concerned has been heard (if he/she so desires), and such conduct is determined by the management committee to be contrary to these Rules, or deemed injurious or prejudicial to the character, welfare or interest of the association, or such as to render the member unfit to associate with other members of the association, the management committee shall have power by majority decision to expel or censure the member.
- (c) Members so expelled or censured have the right to appeal in writing to the secretary within seven (7) days of being notified of the management committee's decision. The management committee shall meet within seven (7) days of receipt of the appeal and the matter shall be finally determined by a not less than a two-thirds majority of management committee members present. The decision shall be communicated in writing to the member within seven (7) days.

## **11. COMPLAINTS BY MEMBERS**

All complaints shall be made in writing, signed by the member complaining and addressed to the management committee which shall inquire into the same within fourteen (14) days. The outcome of such inquiry shall be communicated in writing to the member within seven (7) days.

## **12. REGISTER OF MEMBERS**

- (a) The management committee must keep a register of members which must include the following particulars for each member:
  - 1. The full name and residential address of the member;
  - 2. The date of admission as a member;
  - 3. The date of death or resignation of the member;
  - 4. Details about the termination or reinstatement of membership;
  - 5. Any other particulars deemed necessary by the management committee or decided by the members at a general meeting.
- (b) The register must be open for inspection at all reasonable times.
- (c) Any member wishing to inspect the register must apply to the secretary to do so. Access shall be given to the register at a mutually agreeable time but must be given within seven (7) days from the date of application by the member.

## **13. SECRETARY**

- (a) If a vacancy happens in the office of secretary, the members of the management committee must ensure a secretary is appointed or elected for the association within one (1) month after the vacancy happens.
- (b) The secretary must be an individual residing in Queensland, or in another State but not more than sixty-five (65) kilometres from the Queensland border, who is:
  - 1. A member of the association elected by the association as secretary; or
  - 2. any of the following persons appointed by the management committee:
    - a) a member of the association's management committee
    - b) a member of the association
    - c) another person
- (c) The management committee may appoint and remove the association's secretary at any time.

## **14. MANAGEMENT OF THE ASSOCIATION**

The management of the affairs and business of the association shall be vested in the management committee.

- (a) The management committee shall consist of president, vice president, immediate past president, secretary, treasurer and four (4) members of the association.
- (b) The retiring president shall become the immediate past president. All other management committee members shall be elected each year by the members

of the association at an Annual General Meeting. All members standing for election shall have been financial members of the association for at least twelve (12) months immediately prior to the election.

- (c) The president of the association shall hold office for a maximum of two (2) consecutive years and shall have been a member of the management committee for at least twelve (12) months immediately prior to the election. Should there be no other nominations for the position of president, the retiring president may be re-elected for a further term.
- (d) The vice president of the association shall have been a member of the management committee for at least twelve (12) months immediately prior to the election.
- (e) Members of the management committee may be permitted to perform in any production currently being undertaken by the association subject to approval by a majority vote taken at a management committee meeting.

## **15. NOMINATIONS FOR MANAGEMENT COMMITTEE**

- (a) Nominations for members of the management committee shall be in writing and signed by two (2) financial members and shall be accompanied by the written acceptance of the nominee. Such nominations shall be delivered to the secretary not less than seven (7) days prior to the Annual General Meeting.
- (b) In the event of there being insufficient numbers to appoint the required number of management committee members, those persons who have been nominated in writing shall be deemed to have been elected. The vacancies remaining may then be filled by nominations from the floor and elected at the Annual General Meeting. The incoming management committee will be empowered to fill any remaining vacancies.
- (c) In the event that written nominations exceed the required number, a written ballot will take place at the Annual General Meeting. A ballot paper shall be declared **invalid** when the number of votes exceeds the number required.

## **16. ELECTION OF OFFICERS**

- (a) Elections shall be conducted and declared in the following order: president, vice president, secretary, treasurer and four (4) members of the management committee.
- (b) The Society, at its Annual General Meeting may elect a Patron.

## **17. VACATED POSITIONS ON THE MANAGEMENT COMMITTEE**

The office of a member of the management committee shall be vacated if the holder thereof:

- (a) Ceases to be a member of the association, or,
- (b) Resigns the office, or,
- (c) Dies, or,

- (d) Without being excused by the management committee, is absent from three (3) consecutive meetings of the management committee, or,
- (e) Shall be removed from office by resolution of a two-thirds majority of the management committee members present and voting at a Special Management Committee Meeting convened for such purpose.

## **18. VACANCY ON THE MANAGEMENT COMMITTEE**

In case of any casual vacancy in, or forfeiture of, a position on the management committee, the management committee shall at its discretion either order the summoning of a Special General Meeting to, or may itself, appoint some duly qualified member to fill the vacancy.

## **19. MANAGEMENT COMMITTEE MEETINGS**

- (a) The management committee shall meet together for the dispatch of business, adjourn and otherwise regulate its meetings as required. A meeting of the management committee may be convened by the president or the secretary, or by any two (2) members of the management committee.
- (b) The president shall preside at any meeting of the management committee at which he/she is present. Should the president be absent or unwilling to act, the meeting shall appoint its own chairperson.
- (c) Except as otherwise required by these Rules, all questions shall be determined by a majority of votes. Each member personally present shall on each question have one vote, and in the case of an equality of votes, the chairperson shall have a further casting vote. No proxy votes shall be allowed.
- (d) Quorum – At all meetings of the management committee of the association, half the number of members of the management committee, plus one, and including either the president, vice president, secretary or treasurer, personally present shall constitute a quorum
- (e) Any member of the association may attend management committee meetings but may not speak unless invited to by the chair and cannot take part in any vote taken. Members may be co-opted onto the management committee to carry out a particular function, but when attending management committee meetings may only speak to that function. If the management committee considers it necessary to meet in closed session, then any members present who are not elected members of the management committee must withdraw.

## **20. POWERS OF THE MANAGEMENT COMMITTEE**

Without prejudice to the general powers of these Rules conferred upon it, the management committee shall have the power to do all acts and things which it may consider proper or expedient for accomplishing the objects and carrying on the affairs of the association and in particular shall have the specific power to do the following things:

- (a) The association has the powers of an individual.



- (b) To control and manage (including power to invest or otherwise deal with any of the same not currently required) and to expend the funds of the association and to incur such liability on behalf of the association as it may think necessary or expedient in furtherance of the objects or purposes of the association.
- (c) To appoint from its own members or otherwise such sub-management committees as from time to time deemed necessary or proper; (the president shall be ex officio a member of every such sub-management committee).
- (d) To engage or appoint and at pleasure remove employees, to define their duties and powers and fix and determine their salaries and emoluments.
- (e) To borrow by way of bank overdraft or otherwise for the working expenses of the association such amounts of money either at one time or time to time but not exceeding in the aggregate TEN THOUSAND DOLLARS (\$10,000.00) in any one year at such rate of interest and on such terms as the management committee may deem necessary or expedient and to arrange for and obtain guarantees for the repayment thereof from members of the association. Every member becoming surety for any such loan shall be indemnified by the association in respect thereof.

## **21. MANAGEMENT COMMITTEE RESOLUTIONS**

Every resolution of the management committee which is not inconsistent with, or does not purport to repeal or alter anything contained in the Rules of the association or any resolution of a General Meeting of the association shall be binding on all members unless and until set aside by a resolution of a General Meeting of the association.

## **22. ANNUAL GENERAL MEETINGS**

- (a) Each Annual General Meeting of the association shall be held on or before the last day in February of each year, on such day and at such place and hour as the management committee shall fix and determine.
- (b) The business of the meeting shall be:
  - 1. to receive the statement of income and expenditure, assets, liabilities and mortgages, charges and securities affecting the property of the association for the last financial year as required under the Associations Incorporation Act 1981, section 59 (Audit and statement);
  - 2. to receive the auditor's report on the financial affairs of the association for the last financial year;
  - 3. to present the audited statement to the meeting for adoption;
  - 4. to elect and appoint office bearers for the ensuing year;
  - 5. to appoint an auditor; and
  - 6. to consider and deal with notices of motion and to transact any other general business of the association.

- (c) The Annual General Meeting shall be summoned by the management committee twenty-eight (28) days prior to the meeting and notice shall be sent to all financial members.

### **23. SPECIAL GENERAL MEETINGS**

- (a) A Special General Meeting, (at which only the business for which such meeting was convened may be dealt with) may at any time be summoned upon the order of the management committee and shall be summoned within fourteen (14) days after the receipt by the secretary of a written requisition in that behalf signed by at least double the number of members of the association presently on the management committee, plus one, all who are current financial members, and setting forth in the form of a motion or motions the object or objects of such meeting.
- (b) If the management committee does not, within the said period of fourteen (14) days convene a Special General meeting, any of the members whose signature appears on the requisition may (subject to the provisions of these Rules as to notice) convene the same, to be held at the Registered Office of the association.
- (c) At least seven (7) days notice of every Special General Meeting shall be sent to all financial members.

### **24. QUORUM AT SPECIAL AND ANNUAL GENERAL MEETINGS**

No business shall be transacted at any Special or Annual General Meeting unless a quorum of half the number of financial members of the association, plus one, all who are current financial members, is present.

### **25. IN CHARGE OF GENERAL MEETINGS**

The president shall preside at all General Meetings provided however, if he/she is not present or unwilling to act, the meeting shall appoint some other management committee member as its Chairperson.

### **26. VOTING AT GENERAL MEETINGS**

- (a) At all General Meetings every financial member personally present shall on each question have one vote and in the case of an equality of votes the Chairperson shall have a further or casting vote.
- (b) Except for contested elections for management committee, or as otherwise provided by the Rules, voting at General Meetings shall be on the voices or by show of hands unless twenty (20) percent of the members present and eligible to vote demand a secret ballot.

### **27. BY-LAWS**

The association, at a General Meeting, shall have the power to make, alter and repeal such by-laws as it may from time to time consider necessary and proper for the well being of the association.

## **28. ALTERATION OF RULES**

- (a) These Rules shall not be amended, added to or rescinded, except by a resolution in that behalf passed by not less than two thirds of the members present and entitled to vote at an Annual General Meeting or a Special General Meeting convened for that purpose or unless written notice of the proposed amendment or rescision shall have been given to the secretary not less than fourteen (14) days before the meeting. No such amendment, addition or rescision shall be valid unless and until accepted by the Office of Fair Trading. The secretary shall, within one (1) calendar month after the date of any Annual General Meeting or Special General Meeting make available for inspection to all financial members of the association all resolutions duly passed which will in any way affect any existing Rule or Rules.
- (b) All changes to the rules must be circulated to all financial ordinary members fourteen days prior to any meeting called to discuss these changes.

## **29. NOTICES**

Except where it is otherwise specified herein, any notice required to be given under these Rules shall be in writing and may be served either personally or by post in a prepaid letter addressed to a member at the address last notified to the secretary. If given by post, it shall be deemed to have been given at the time when the letter containing the same would be delivered in the ordinary course of the post.

## **30. INSURANCE**

The whole of the insurable property of the association shall be fully insured (for replacement) against loss or damage by fire and such extraneous risks as the management committee may deem advisable. Other assets and liabilities of the association shall also be protected by adequate insurance cover, when and if circumstances permit.

## **31. FUNDS AND ACCOUNTS**

- (a) The funds of the association must be kept in an account in the name of the association in a financial institution decided by the management committee.
- (b) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
- (c) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (d) All cheques shall be signed by any two of the president, secretary or treasurer.
- (e) Cheques, other than cheques for wages, allowances or petty cash recoupment must be crossed "not negotiable".

- (f) A petty cash account must be kept on the imprest system, and the management committee must decide the amount of petty cash to be kept in the account.
- (g) All expenditure must be approved or ratified at a management committee meeting.
- (h) The treasurer must, as soon as practicable after the end of each financial year, ensure a statement containing the following particulars is prepared:
  1. the income and expenditure for the financial year just ended;
  2. the association's assets and liabilities at the close of the year;
  3. the mortgages, charges and securities affecting the property of the association at the close of the year.
- (i) If the association is incorporated within three (3) months before the end of the association's financial year, subsection (h) does not apply for the year in which the association is incorporated.
- (j) The auditor must examine the statement prepared under subsection (h) and present a report about it to the secretary before the next annual general meeting following the financial year for which the audit was made.
- (k) The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.

### **32. MINUTES**

- (a) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each management committee meeting and general meeting are entered in a minute book; and
- (b) The secretary must ensure the minute book for each general meeting is open for inspection at all reasonable times by a financial member who previously applies to the secretary for the inspection.
- (c) The minutes of each management committee meeting, general meeting and annual general meeting must be signed by the chairperson of that meeting, or the chairperson of the next relative meeting, verifying their accuracy.

### **33. DOCUMENTS**

The management committee must ensure the safe custody of books, documents, instruments of title and securities of the association.

### **34. AUDITOR**

An Auditor, who shall not be a member of the management committee, shall be elected at the Annual General meeting and shall examine and report on the annual financial statements. He/she shall at all reasonable times have access to the association's books and accounts and shall be entitled to any information he/she may require relating thereto or any matter deemed necessary or desirable for audit purposes.

### **35. FINANCIAL YEAR**

The financial year shall end on the 31<sup>st</sup> of December in each year. The management committee shall cause true and complete accounts to be kept of the financial transactions and assets and liabilities of the association. Financial Statements, in the form approved by the management committee, and duly audited, shall together with the Annual Report, be presented to the Annual General Meeting.

### **36. AUTHORITY TO BORROW OR RAISE**

Two thirds of the members present and entitled to vote at a General Meeting of the association convened for such a purpose, may resolve the association to make purchase, take or lease or in exchange hire or otherwise acquire any real or personal property and rights and privileges which the management committee may think necessary or convenient for the purpose of carrying out any or all of its objects and in particular any land, buildings, plant and equipment. The association may borrow or raise or secure the payment of money in such manner as the management committee may think fit and in particular by the issue of debentures or debenture stock (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.

#### INDEMNITY

The management committee or duly authorised members of the association shall be indemnified by the association against all disbursements, expenses, liabilities and losses incurred by them in or about the discharge of their duties except such as happens from their own wilful act, neglect or default.

### **37. DISPOSITION OF FUNDS**

- (a) The income and property of the association from whatever source derived, shall be applied solely towards the promotion of the objects of the association and no portion of the funds shall be paid or transferred, directly or indirectly, to members by way of dividends, bonuses or otherwise. All moneys for the time being belonging to the association shall be invested in such manner as the management committee may decide.
- (b) Should the association at any time become possessed of funds not required for current expenses, the management committee may authorise the deposit thereof in a bank account in the name of the association such amount to be operated upon in the manner specified in Rule 35 hereof.

### **38. WINDING UP**

In the event of the winding up of the association or its dissolution by the Registrar of Incorporated Societies, the funds and assets of the association remaining after payment and satisfaction of its debts and liabilities and the costs and expenses of winding up, shall be disposed of by distribution to such charitable institutions or objects and in such manner as a two thirds majority in General Meeting shall determine.

### **39. SELECTION OF PRODUCTIONS**

Proposals for productions must be submitted in writing to the management committee within timeframes as shall be determined from time to time by the management committee. The management committee of the association shall make final selection of the works to be performed.

### **40. APPOINTMENTS FOR PRODUCTION**

The management committee shall for each production appoint a production team consisting of the Director, Musical Director and any other appointments deemed necessary. These appointments may be paid respectively such sums or amounts as shall from time to time be voted to them by the management committee and the said appointment shall be subject to a majority vote of the management committee. Members of the production team shall not perform in the production unless by permission of the majority of the management committee.

### **41. REHEARSALS**

- (a) Rehearsals shall be held at such times and places as the production team for the current production may appoint.
- (b) Members absenting themselves from three (3) consecutive rehearsals without the approval of a representative appointed by the management committee may be removed from the current production in rehearsal.
- (c) No persons other than a member of the management committee or a member participating in the current production in rehearsal shall be admitted to any rehearsal unless by permission of the Director of that production.

### **42. PERFORMANCES**

- (a) No person other than a member of the management committee, a member of the cast, or a member engaged to perform duties connected with the current production or its management shall be permitted "back stage" without the permission of the stage manager appointed for the production.
- (b) Music or musical scores, scripts, costumes and properties lent by the association to any member shall be returned to the association upon request and any member who fails to comply within fourteen (14) days of receiving such request shall forthwith pay to the treasurer of the association the published price of such item detained. In default of payment, the member shall cease to be a member of the association and shall be subject to such civil proceedings as deemed necessary by the management committee.

### **43. SELECTION OF PERFORMERS**

- (a) A person who wishes to perform on stage in an upcoming production shall take part in an audition scheduled for the production. Employees of the association may be exempted from this Rule.
- (b) An audition panel shall be established for each production, the composition of which shall be determined exclusively by the management committee. The audition panel shall refer their choices to the management committee for ratification and selection of the successful candidates. A candidate shall be rejected unless his/her nomination receives the majority approval of the management committee present for the selection of performers.
- (c) No newly selected performer shall be entitled to any rights, privileges or advantages of membership until he/she has paid the annual subscription. If such payment is not made within the period of twenty-one (21) days from the date of the first required attendance, the selection of the performer shall be deemed to be void, unless they can show sufficient cause for the delay in payment, to the satisfaction of the management committee.

#### **44. MATTERS NOT PROVIDED FOR**

If any matter shall arise which is not, or which in the opinion of the management committee is not, provided for under these Rules, the same shall be determined by the management committee in such manner as it shall deem fit, and every such determination shall be binding on the association and its members unless and until set aside by a resolution of a General Meeting.