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AUDIENCE

All financial members.

This constitution contains important information that affects BBFC members.

General Meetings

<p>23 Annual General Meetings – holding of</p>	<p>(1) The club shall, at least once in each calendar year and within the period of 3 months after the expiration of each financial year of the club, convene an annual general meeting of its members.</p> <p>(2) Clause (1) has effect subject to the powers of the registrar-general under the Act, section 120 in relation to extensions of time.</p>
<p>24 Annual General Meetings – calling of and business at</p>	<p>(1) The annual general meeting of the club shall, subject to the Act and to Rule 23, be convened on such reasonable date and at such reasonable place and time as the committee thinks fit, provided that it is held no later than the 30th December in each year. Members shall be given not less than fourteen (14) days prior notice of such meeting, from the date of posting.</p> <p>(2) In addition to any other business which may be properly transacted at an annual general meeting, the order of business of an annual general meeting shall be -</p> <ul style="list-style-type: none"> (a) to receive and accept any apologies; (b) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting; (c) to receive and deal with correspondence relevant to the annual general meeting; (d) to receive from the committee and officials annual reports upon the activities of the committees and officials during the last preceding year; (e) to receive and consider the statement of accounts and the reports that are required to be submitted to members under Section 73 (1) of the Act; (f) to elect officials of the club whose term of official has expired under Rule 16; (g) to elect members of committees and delegates as required under Rule 22; (h) to elect auditors; (i) to elect a life member, if applicable; (j) to consider notices of motion of which previous notice has been given; (k) to consider alterations to the objects and rules, by special resolution; and (l) to consider any general business properly brought forward. <p>(3) An annual general meeting shall be specified as such in the notice convening it in accordance with Rule 27.</p> <p>(4) An annual general meeting shall be conducted in accordance with the provisions of this part.</p> <p>(5) The order of business at an annual general meeting may be altered by a majority vote of members present and entitled to vote.</p>

<p>25 General Meetings – calling of</p>	<ol style="list-style-type: none"> (1) The committee may, whenever it thinks fit, convene a general meeting of the club. (2) The committee shall, on the requisition in writing of not less than 5 members, convene a general meeting of the club. (3) A requisition of members for a general meeting— <ol style="list-style-type: none"> (a) shall state the purpose or purposes of the meeting; and (b) shall be signed by the members making the requisition; and (c) shall be lodged with the secretary; and (d) may consist of several documents in a similar form, each signed by 2 or more of the members making the requisition. (4) If the committee fails to convene a general meeting within one (1) month after the date on which a requisition of members for the meeting is lodged with the secretary, any two (2) or more of the members who made the requisition may convene a general meeting to be held not later than three (3) months after that date. (5) A general meeting convened by a member or members referred to in subclause (4) shall be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who thereby incurs expense is entitled to be reimbursed by the club for any reasonable expense so incurred.
<p>26 Special general meeting – calling of</p>	<ol style="list-style-type: none"> (1) The secretary shall convene a special general meeting upon – <ol style="list-style-type: none"> (a) a resolution of the executive committee; or (b) a resolution of the management committee; or (c) a resolution of a general meeting; or (d) a requisition in writing of not less 3 members of the club. (2) A resolution of the executive committee or management committee or a general meeting for a special general meeting shall state the purpose or purposes of the meeting. (3) A requisition of members for a special general meeting shall – <ol style="list-style-type: none"> (a) state the purpose or purposes of the meeting; (b) be signed by the members making the requisition; (c) be lodged with the secretary; and (d) may consist of several documents in a similar form, each signed by two (2) or more of the members making the resolution. (4) If the executive committee fails to convene a special general meeting as referred to in clause 3 shall be convened as in the same manner as in Rule 25 Clause 4. (5) A special general meeting convened by a member or members as referred to in Clause 3 shall be convened as nearly as practicable in the same manner as in Rule 25 Clause 4 and any member who thereby incurs reasonable expense is entitled to be reimbursed by the club for any expense so incurred.
<p>27 Notice</p>	<ol style="list-style-type: none"> (1) Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the club, the secretary shall at least fourteen (14) days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post to each member at the member's address appearing in the register of members, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

<p>27 Notice con't</p>	<ul style="list-style-type: none"> (2) Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the club, the secretary shall, at least twenty one (21) days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in Clause (1) specifying, in addition to the matter required under Clause (1), the intention to propose the resolution as a special resolution. (3) No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of the annual general meeting, business that may be transacted pursuant to Rule 24 (2). (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who shall include that business in the next general meeting after receipt of the notice from the member. (5) The secretary shall give notice of a general meeting to members according to Rule 42. (6) Any notices of motion or special resolutions for the annual general meeting shall be submitted in writing to the secretary no later than thirty (30) days prior to the date notified for the next annual general meeting. (7) Accidental omission to give notice to any member shall not invalidate any meeting.
<p>28 General Meetings – procedure and quorum</p>	<ul style="list-style-type: none"> (1) No item of business shall be transacted at a general meeting unless a quorum of members entitled under this Constitution to vote is present during the time the meeting is considering that item. (2) The committee shall meet at least four (4) times in each period of twelve (12) months at such place and time as the committee may determine. (3) Oral or written notice of a meeting of the committee shall be given by the secretary to each member of the committee at least forty eight (48) hours (or such other period as may be unanimously agreed upon by the members of the committee) before the time appointed for the holding of the meeting. (4) Wherein a general meeting is held, the meeting shall have five (5) committee members present in person (being members entitled under this constitution to vote at a general meeting) to constitute a quorum for the transaction of the business of a general meeting. (5) Notice of a meeting given under clause (3) shall specify the general nature of the business to be transacted at the meeting and no business other than that business shall be transacted at the meeting, except business, which the committee members present at the meeting unanimously agree to treat as urgent business. (6) If within thirty (30) minutes after the appointed time for the commencement of a general meeting a quorum is not present, the meeting if convened on the requisition of members shall be dissolved and in any other case shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place. (7) If at the adjourned meeting a quorum is not present within thirty (30) minutes after the time appointed for the commencement of the meeting, the committee members present (being not less than 3) shall constitute a quorum.

<p>28 General Meetings – procedure and quorum con't</p>	<p>(8) The order of business for general meetings shall be –</p> <ul style="list-style-type: none"> (a) to receive and accept apologies; (b) to confirm the minutes of the preceding general meeting; (c) to deal with any business arising from the minutes; (d) to receive and deal with any correspondence; (e) to receive the treasurer's financial statement; (f) to approve the payment of accounts received; (g) to receive reports from officials, committees, and sub-committees; (h) to deal with notices of motion (if any); (i) to deal with any general business properly brought forward. <p>(9) The order of business may be amended by a majority vote of those members present and entitled to vote</p>
<p>29 Presiding member</p>	<p>(1) The president, or in the absence of the president, the vice-president, shall preside at each general meeting of the club.</p> <p>(2) If the president and the vice-president are absent from or are unwilling to act as such at a general meeting, one of the remaining committee members may be chosen. The members present shall elect one (1) of their number to preside at the meeting.</p>
<p>30 Adjournment</p>	<p>(1) The person presiding at a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.</p> <p>(2) Where a general meeting is adjourned for fourteen (14) days or more, the secretary shall give written or oral notice of the adjourned meeting to each member of the club stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.</p> <p>(3) Except as provided in clauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.</p>
<p>31 Making of decisions</p>	<p>(1) A question arising at a general meeting of the club shall be determined on a show of hands and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the club, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.</p> <p>(2) At a general meeting of the club, a poll may be demanded by the person presiding or by not less than three (3) members present in person or by proxy the meeting.</p>

<p>31 Making of decisions con't</p>	<p>(3) Where the poll is demanded at a general meeting, the poll shall be taken—</p> <p>(a) immediately in the case of a poll which relates to the election of the person to preside at the meeting or to the question of an adjournment; or</p> <p>(b) in any other case, in such manner and at such time before the close of the meeting as the person presiding directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.</p> <p>(4) A resolution shall not be rescinded at the same general meeting of the club at which it has been determined, unless the motion to rescind is carried by three-quarters of members present and entitled to vote.</p> <p>(5) A resolution shall not be rescinded at a general meeting other than the meeting which it was determined except by special resolution.</p>
<p>32 Voting</p>	<p>(1) Subject to Clause (5), on any question arising at a general meeting of the club shall be determined by a majority of the votes of members present of the club at the meeting.</p> <p>(2) Each member present at a meeting of the club, committee or any sub-committee appointed by the committee (including the person presiding at the meeting) is entitled to one (1) vote but, in the event of an equality of votes on any question, the person presiding is entitled to exercise a second or casting vote.</p> <p>(3) Subject to Rule 28 (4) the committee may act notwithstanding any vacancy on the committee.</p> <p>(4) All votes shall be given personally or by proxy but no member may hold more than five (5) proxies.</p> <p>(5) A member or proxy is not entitled to vote at any general meeting of the club unless all money due and payable by the member or proxy to the club has been paid, other than the amount of the annual subscription payable in respect of the then current year.</p> <p>(6) Any act or thing done or suffered, or purporting to have been done or suffered, by the committee or by a sub-committee appointed by the committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the committee or sub-committee.</p>
<p>33 Special resolution</p>	<p>A resolution of the club is a special resolution if;</p> <p>(1) it is passed by a majority which comprises not less than three-quarters of such members of the club as, being entitled under these rules so to do, vote in person or by proxy at a general meeting of which not less than twenty one (21) days written notice specifying the intention to propose the resolution as a special resolution was given in accordance with these rules; or</p> <p>(2) where it is made to appear to the committee that it is not possible or practicable for the resolution to be passed in the manner specified in Clause (1) – the resolution is passed in a manner specified by the committee.</p>
<p>34 Disclosure of Interest</p>	<p>(1) A member who is interested in any contract or arrangement made or proposed to be made with the club shall disclose his/her interest at the first meeting at which the contract or arrangement is first taken into consideration, if his/her interest then exists, or, in any other case, at the first meeting after the acquisition of his/her interest.</p> <p>(2) No member shall vote as a member in respect of any contract or arrangement in which he/she is interested and if he/she does so vote his/her vote shall not be counted.</p>

**35 Appointment
of proxies**

- (1) Each member shall be entitled to appoint another member as proxy by notice given to the secretary no later than twenty four (24) hours before the time of the meeting in respect of which the proxy is appointed.
- (2) The notice appointing the proxy shall be in the form set out in Appendix C to these rules and shall include the name of the member providing the proxy, the name of the member who is to exercise the proxy and the date of the meeting for which the proxy is provided.
- (3) Appendix C is only to be used for proxy voting in relation to resolutions at the appropriate meeting.