

QUEENSLAND BRIDGE ASSOCIATION



CONSTITUTION

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QUEENSLAND BRIDGE ASSOCIATION INC as at 04/03/21

1. Interpretation

In these rules-

Act means the Associations Incorporation Act 1981 (as amended)

Present means

- (1) at a Management Committee meeting see Rule 15(6) or
- (2) a word or expression that is not defined in these rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

A Bridge Club means incorporated associations, unincorporated associations or a company limited by guarantee or an individual affiliated with the Queensland Bridge Association.

2. Name

The name of the Incorporated Association is the QUEENSLAND BRIDGE ASSOCIATION INC. (in these rules referred to as the QBA or the association)

3. Objects-

The objects of the QBA are :-

- (1) The promotion, control and advancement of Duplicate Contract Bridge, in Queensland.
- (2) (a) The conducting of bridge tournaments within Queensland and other such places as may be decided from time to time;
(b) particularly the conducting of Duplicate Contract Bridge Tournaments and Congresses under the Laws of Duplicate Bridge such code shall be deemed to be part of this Constitution so far as it is not inconsistent with this Constitution. For the purpose of Law 80 (1) (c) the Australian Bridge Federation shall be the Regulating Authority.
- (3) The interpretation and administration of the Laws of any bridge game, particularly Duplicate Contract Bridge and to arbitrate in or settle disputes arising in relation thereto.
- (4) The certification of teachers, tournament directors and other officials needed to carry into effect the objects of the QBA.
- (5) The establishment of premises and facilities for the attainment of any of the objects of the QBA.
- (6) To enter into contracts and any other legal obligation in order to carry out these objects.

4. Powers

The powers of the QBA are:-

- (1) To subscribe to, become a member of, and co-operate with any other association, Club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the QBA.
- (2) In furtherance of the objects of the QBA to buy, sell and deal in all kinds of articles, commodities and provisions both liquid and solid, for the members of the QBA or persons frequenting the QBA's premises;
- (3) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purpose of, or capable of being conveniently used in connection with, any of the objects of the QBA; Provided that in case the QBA shall take or hold any property which may be subject to any trusts the QBA shall only deal with the same in such manner as is allowed by law having regard to each trust;
- (4) To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the QBA; to obtain from any such Government or Authority any rights, privileges and

- concessions which the QBA may think is desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- (5) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workers, volunteers and other persons as may be necessary or convenient for the purposes of the QBA;
 - (6) To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way or brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the QBA, or in or about the QBA or promotion of the QBA or in the furtherance of its objects;
 - (7) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the QBA's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
 - (8) To invest and deal with the money of the QBA not immediately required in such manner as may from time to time be thought fit;
 - (9) To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate;
 - (10) In furtherance of the objects of the QBA to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate;
 - (11) To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the QBA's property or assets present or future and to purchase, redeem, or payoff any such securities;
 - (12) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills or exchange, bills of lading and other negotiable or transferable instruments;
 - (13) In furtherance of the objects of the QBA to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the QBA.
 - (14) To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the QBA's property of whatsoever kind sold by the QBA, or any money due to the QBA from purchasers and others;
 - (15) To take any gift of property whether subject to any special trust or not, for anyone or more of the objects of the QBA but subject always to the proviso in sub-rule (3);
 - (16) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the QBA, in the shape of donations, annual subscriptions or otherwise;
 - (17) To print and publish any newspapers, periodicals, books or leaflets that the QBA may think desirable for the promotion of its objects;
 - (18) In furtherance of the objects of the QBA to amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the QBA and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the QBA under or by virtue of Rule 32(2);
 - (19) In furtherance of the objects of the QBA to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any

one or more or the incorporated associations with which the QBA is authorised to amalgamate;

- (20) In furtherance of the objects of the QBA to transfer all or any part of the property, assets, liabilities and engagements of the QBA to any one or more of the incorporated associations with which the QBA is authorised to amalgamate;
- (21) To make donations for patriotic, charitable or community purposes;
- (22) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the QBA.

5. Classes of Membership.

The membership of the QBA shall comprise:-

- (1) **CLUBS.** All Bridge Clubs presently affiliated with the QBA; and such other Clubs as shall apply for and be granted membership of the QBA by the QBA Council. The number shall be unlimited;
- (2) **COUNCIL.** Delegates are representatives of clubs at General Meetings of the QBA.
- (3) **DELEGATES.** The number of delegates shall be determined using the following formula:-
Each club shall be entitled to one delegate for each one hundred (100) players or part thereof who pay their QBA subscription through the club. The delegate can be a person appointed by the club from within the club to represent them or a person appointed from active bridge players in Queensland.
- (4) **PLAYER.** Any bridge player who is a registered player of a club such club being either affiliated to the QBA or is admitted to membership of the QBA.
- (5) **HONORARY LIFE MEMBER.** A player who has rendered outstanding service to the QBA or for other sufficient cause which the Management Committee considers merits such recognition. Honorary Life Members shall be absolved from payment of all QBA fees. The number will be unlimited;
- (6) **REGISTER OF CLUBS**
 - (a) The Management Committee shall cause a register to be kept in which shall be entered the names and business address of all clubs admitted to membership of the QBA and the date of their admission;
 - (b) Particulars shall also be entered into the register of resignations, terminations and reinstatements of clubs and any further particulars as the Management Committee or the Council at any General Meeting may require from time to time;
 - (c) The register shall be open for inspection at all reasonable times by any delegate who previously applies to the Manager for such inspection.

6. New Membership

An application for membership of the association must be in writing.

7. Membership and Membership Fees

Membership of the QBA shall be open to all Bridge Clubs who become affiliated with the QBA and who pay the annual subscriptions determined each year by the Council at the Annual General Meeting;

- (1) **ARREARS.** If the annual subscription or a levy of a club is in arrears for three months or more such club shall cease to be a member of the QBA;
- (2) **REDUCTIONS.** The Management Committee is empowered to make a reduction in the annual subscription in the case of a club joining after the commencement of the financial year;

8. Resignation/Expulsion/Rejection and Termination of Membership

- (1) **RESIGNATION.** Any club may resign from the QBA by giving a written notice of resignation to the Manager.
- (2) **EXPULSION**

- (a) If any club shall infringe any part of this Constitution or the rules thereof or any regulation or by-laws made thereunder or if in the opinion of the Management Committee shall be considered guilty of conduct prejudicial to the interests of the QBA the Management Committee may call upon such club for an explanation or to answer any complaint made against such club and should such club fail to explain or to answer to the Management Committee's satisfaction, the Management Committee may reprimand such club or may suspend such club for such period as the Management Committee shall determine or may expel such club in which last case the name of such club shall forthwith be removed from the register of clubs;
 - (b) A club whose application for membership has been rejected, or whose membership has been terminated, must give the Manager written notice of the intention to appeal against the decision. A Special General Meeting of the Council will be held to consider such an appeal. This appeal to be held in a timely manner.
- (3) **RE-ADMISSION OF CLUBS** A club which has ceased to be a member pursuant of Clause 8(2)(a) hereof or has resigned from membership and desires to rejoin the QBA shall be subject to such conditions of re admission to membership as the Council may for the time being determine and shall pay such re-admission fee as the Council shall determine provided that no such club may be re-admitted to membership until it has paid all arrears of subscriptions and/or levies due at the time such club ceased to be a member.

9. Membership of the Management Committee.

- (1) The affairs of the QBA shall be managed by the Management Committee of the QBA comprising :-
 - (a) The President
 - (b) The Vice President
 - (c) The Treasurer
 - (d) The Management (five positions) - to cover various portfolios.
- (2)
 - (a) all members of the Management Committee bar the President and Manager shall remain delegates and have full voting rights.
 - (b) The Manager shall be appointed by the Management Committee. Upon appointment the Manager shall not be a delegate and shall not have voting rights at any General or committee meetings. The Management Committee shall determine a yearly salary to be paid to the Manager. The Management Committee may appoint and remove the Manager from office at any time. If a vacancy happens in the office of Manager, the Management Committee must appoint a Manager within three (3) months of the vacancy occurring.

10. Election of Management Committee

At the Annual General Meeting of the QBA, all the members of the Management Committee for the time being shall retire from office but shall be eligible upon nomination for re-election; The election of officers and other members of the Management Committee shall take place in the following manner :-

- (1) Any two delegates of the QBA shall be at liberty to nominate any other delegate to serve as an officer or other member of the Management Committee;
- (2) The nomination, which shall be in writing shall be lodged with the Manager at least 14 days (fourteen) before the Annual General Meeting at which the election is to take place;
- (3) A list of candidates' names in alphabetical order shall be made available to clubs and delegates at least 10 (ten) days immediately preceding the Annual General Meeting;
- (4) Balloting lists for each contested position shall be prepared (if necessary) containing

the names of the candidates in alphabetical order, and each delegate present at the Annual General Meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies; Voting to be by secret ballot. Voting will be by exhaustive ballot. Voting will be undertaken by an approved electronic voting system.

- (5) Should, at the closure date for nominations there be insufficient nominations, positions may be filled by the newly elected Management Committee after the AGM.

11. Resignation from Management Committee

- (1) Any member of the Management Committee may resign from membership of the Management Committee at any time by giving notice in writing to the Manager but such resignation shall take effect at the time such notice is received by the Manager unless a later date is specified in the notice when it shall take effect on that later date.
- (2) Delegates
 - (a) A delegate shall be appointed by a club and shall remain a delegate until another delegate has been appointed in their place or stead. The club shall from time to time give notice in writing to the QBA of the email address of each person appointed as their delegate. That delegate may hold a position in the club – committee member being an acceptable position
 - (b) In the event of a club desiring to alter a delegate by substituting a new delegate (hereinafter called "the substituted delegate") notice of such alteration shall be given to the Manager at least 2 (two) days before any meeting at which the substituted delegate is required to attend. Failure to give such notice shall invalidate any business transacted by such substituted delegate at the meeting before which the said notice is required to have been given.

12. Removal from Management Committee

Any member of the Management Committee may be removed from office by resolution passed at a General Meeting of Council by a three-fourths majority where that member shall be given the opportunity to fully present their case. Grounds for removal include, but are not restricted to, failing to attend any three out of five consecutive Management Meetings without having been given leave of absence by the Management Committee or such member becomes physically or mentally incapacitated.

13. Vacancies on the Management Committee

- (1) The Management shall have power at any time to appoint any delegate of the QBA to fill any casual vacancy on the Management Committee until the next Annual General Meeting;
- (2) The continuing delegates of the Management Committee may act despite a casual vacancy in the Management Committee, however, if the number of committee members is fewer than the number fixed under rule 15(11) as the quorum of the Management Committee, the continuing delegate or delegates may act only for the purpose of increasing the number of delegates of the Management Committee to a number required for a quorum or to call a General Meeting of the association.

14. Functions of the Management Committee

- (1) Subject to these rules or a resolution of the association carried at a general meeting the Management Committee has the general control and management of the administration of the affairs, property and funds of the association.
- (2) The Management Committee has authority to interpret the meaning of these rules and any matter relating to the association on which these rules are silent,

but any interpretation must have regard to the Act, including any regulation made under the Act.

- (3) The Management Committee may exercise all the powers of the association-
 - (a) To borrow or raise or secure payment of amounts in a way the members of the association decide; and
 - (b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt liability, contract, guarantee or other engagement incurred or entered into by the association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part or any of the associations property, both present and future; and
 - (c) to purchase, redeem or pay off any securities issued; and
 - (d) to borrow amounts from members and pay interest on the amounts borrowed; and
 - (e) to mortgage or charge the whole or part of its property; and
 - (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association; and
 - (g) to provide and pay off any such securities; and
 - (h) to invest in such manner as the member of the association may from time to time determine.

15. Meetings of the Management Committee

- (1) Subject to this rule the Management Committee may meet and conduct its proceedings as it considers appropriate.
- (2) The Management Committee must meet at least 6 times a year to exercise its functions.
- (3) The Management Committee must decide how a meeting is to be called
- (4) Notice of a meeting is to be given in the way decided by the Management Committee
- (5) The Management Committee may hold its meetings or permit a committee member to take part in its meeting, by using any technology that reasonably allows the member to hear and take part in the discussions as they happen.
- (6) A committee member who participates in the meeting as mentioned in Rule 15(5) is taken to be present at the meeting.
- (7) A question arising at a committee meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the question is decided in the negative.
- (8) A member of the Management Committee must not vote on a question about a contract or proposed contract with the QBA in which they have an interest and, if the member does vote, the member's vote must not be counted.
- (9) The President is to preside as the chair at a Management Committee meeting.
- (10) If the President is not present within 10 minutes after the time fixed for a Management Committee meeting, the members must choose 1 of their number to preside as chair at the meeting.
- (11) Quorum for Management meetings at a Management Committee meeting is more than 50% of the members elected to the committee at the last Annual General Meeting form a quorum. If there is no quorum within 30 minutes after the time fixed for a Management Committee meeting called on the request of members of the committee, the meeting lapses.

16. Special Meeting of Management Committee

If the Manager receives a written request signed by at least 33% of the members of the Management Committee, the Manager must call a special meeting of the committee by giving each member of the committee notice of the meeting within 7 days after the Manager receives the request. If the Manager is unable to call the special meeting, the chair must call the meeting. A request for a special meeting

must state (a) why the special meeting is called; and (b) the business to be conducted at the meeting. A notice of a special meeting must state: (a) the day, time and place of the meeting; and (b) the business to be conducted at the meeting. A special meeting of the Management Committee must be held within 7 days after the notice of the meeting is given to the members of the Management Committee.

17. Minutes of Management and General Meetings

- (1) The Manager must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Management Committee meeting are entered into a minute book.
- (2) To ensure the accuracy of the minutes, the minutes of each Management Committee meeting must be ratified at the next Management Meeting.

18. Appointment of Committees & Officials and the Conduct of Committee Meetings (Not Management) – The Manager (no voting rights) and President will be ex officio of all committees of the QBA.

- (1) The Management Committee may appoint registered players to committees or to act as officials to help with the conduct of the association. All committees and officials are to be noted at the AGM.
- (2) A member of the committee who is not a member of the Management Committee is not entitled to vote at a Management Committee meeting.
- (3) If the chair is not present within 10 minutes after the time fixed for a meeting, the members may choose 1 of their number to be chair.
- (4) A committee may meet and adjourn as it is considered appropriate.
- (5) A question arising at a committee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

19. Acts not Affected by Defects or Disqualifications

- (1) An act performed by the Management Committee, a committee or a person acting as a member of the Management Committee is taken to be validly performed.
- (2) Subrule 19(1) applies even if the act was performed when-
 - (a) there was a defect in the appointment of a member of the Management Committee, or person acting as a member of the Management Committee; or
 - (b) a Management Committee member, committee member or person acting as a member of the Management Committee was disqualified from being a member.

20. Meetings of Council

- (1) The Council of the QBA shall meet at least twice a year at such time and place as may from time to time be determined.
- (2) Delegates to the Council may attend a council meeting by any use of technology that reasonably allows the delegate to hear and take part in the discussions as they happen.

21. Annual General Meeting

- (1) The Annual General Meeting shall be held at least once a year and within six months after the end date of the association's reportable financial year.
- (2) The following business must be conducted at each Annual General Meeting of the association
 - (a) receiving the association's financial statement and audit report, for the last reportable financial year;
 - (b) presenting the financial statement and audit report to the meeting for

- adoption;
- (c) the election of delegates and President to the Management Committee;
- (d) appointing an auditor or an accountant for the present financial year; The auditor may be a QBA registered player but shall not be a delegate to the Council or Management.
- (e) notification of committees and necessary officials.
- (f) any other matters listed on the Notice of Meeting for the Annual General Meeting.
- (g) Delegates to the Council may attend the AGM by any use of technology that reasonably allows the delegate to hear and take part in the discussions as they happen.

22. Notice of Special General Meeting

- (1) The Manager may call a Special General Meeting of the association.
- (2) The Manager must give at least 14 days notice of the meeting to each member of the association
- (3) If the Manager is unable to call the meeting, the chair must call the meeting
- (4) The Management Committee may decide the way in which the notice must be given.

23. Notice of Council Meetings

- (1) the Manager must give at least 14 days notice of the meeting to each club and delegate of the association.
- (2) the Management Committee may decide the way in which the notice must be given.

24. Quorum for, and Adjournment of, Council Meeting AGM's and Special General Meetings

- (1) The quorum for Council and Special General Meetings is 10.
- (2) No business may be conducted at an AGM unless there is a quorum of delegates when the meeting proceeds to business.
- (3) If there is no quorum within 30 minutes after the time fixed for a meeting called on the request of members of the Management Committee or the association the meeting lapses.
- (4) When there is no quorum within 30 minutes after the time fixed for a meeting called other than on the request of members of the Management Committee or the association-
 - (a) the meeting is adjourned for at least 7 days; and
 - (b) the Management Committee is to decide the day, time and place of the adjourned meeting.
- (5) The chair may, with the consent of any meeting at which there is a quorum and must if directed by the meeting, adjourn the meeting from time to time and place to place.
- (6) If a meeting is adjourned under Rule 24(5), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (7) The Manager is not required to give the delegates notice of any adjournments or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- (8) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

(25) Procedure at Council Meetings and Special General Meetings

- (1) A delegate may take part and vote in a Council Meeting and Special General

- Meetings in person only.
- (2) At each meeting-
 - (a) the President or his delegate is to preside as chair; and
 - (b) if the chair is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the delegates present must elect 1 of the delegates to be chair of the meeting; and
 - (c) the chair must conduct the meeting in a proper and orderly way.

26. Voting at Council Meetings and Special General Meetings

- (1) At a Council Meeting, AGM or Special General Meetings each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the delegates present.
- (2) Voting for the election of officers at the Annual General Meeting shall be by secret ballot. If there are more than (2) candidates for one office voting will be by exhaustive ballot.
- (3) Each delegate present and eligible to vote is entitled to 1 vote. If the votes are equal the chair has a casting vote.
- (4) A delegate is not entitled to vote at a meeting if their club's annual subscription is in arrears at the date of the meeting.
- (5) The method of voting on other matters is to be decided by the Management Committee.
- (6) The result of the ballot as declared by the chair is taken to be a resolution of the meeting at which the ballot was held.
- (7) Voting will be undertaken by an approved electronic voting system.

27. End of the Financial Year.

The financial year of the QBA shall end on the 31st (thirty-first) of December each year.

28. By-laws/Regulations

- (1) The Management Committee may make, amend or repeal by-laws and regulations, not inconsistent with these rules, for the internal management of the association
- (2) a by-law/regulation may be set aside by a vote of delegates at a general meeting of the association

29. Alteration of the Rules

- (1) Subject to the Act, these Rules may be amended, repealed or added to by a special resolution carried at a special general meeting:
- (2) However an amendment, repeal or addition is valid only if it is registered by the chief executive, Office of Fair Trading.

30. Common Seal

The Management Committee must ensure the association has a common seal. The common seal must be kept securely by the Management Committee and used only under the authority of the Management Committee. Each instrument to which the seal is attached must be signed by a member of the Management Committee and countersigned by- (a) the Manager; or (b) another member of the Management Committee; or (c) someone authorized by the Management Committee

31. Funds and Accounts

- (1) 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.
- (2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
- (3) All amounts must be deposited in the financial institutions account as soon as practicable after receipt.

- (4) A payment of \$200 or more must be made by cheque or electronic funds transfer.
- (5) if a payment of \$200 or more is made by cheque, the cheque must be signed by any 2 of the following -
 - (a) the President;
 - (b) the Manager;
 - (c) the Treasurer;

32. **General Financial Matters**

- (1) On behalf of the Management Committee, the treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- (2) The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.

33. **Documents**

The Management Committee shall provide for the safe custody of books, documents, instruments of title and securities of the QBA.

34. **Distribution of Surplus Assets**

- (1) This rule applies if the association-
 - (a) is wound up under part 10 of the Act; and
 - (b) has surplus assets.
- (2) The surplus assets must not be distributed among the clubs of the association.
- (3) The surplus assets must be given to another entity-
 - (a) having objects similar to the association's objects; and
 - (b) the rules of which prohibit the distributions of the entity's income and assets to its clubs
- (4) In this rule surplus assets are as defined in Section 92(3) of the Act

35. **Model Rules**

The provisions of Section 47 (1) of the Act do not apply with respect to these rules.