

# Diggers Football Club Inc.



# **Constitution**

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## **Preamble**

Diggers Football Club Inc. (Diggers Football Club) is a not-for-profit sporting organisation run by volunteers with a passion for football. Whilst football is the main focus, Diggers Football Club Inc. is also passionate about supporting other local sport and recreation organisations in Bundaberg through the use of its fields, buildings and other facilities. As a not-for-profit organisation, no member of Diggers Football Club receives any payment for the services they provide in managing the association. The association is dedicated to promoting the sport of football, at all levels, with different skills and abilities, whilst promoting the values of goodwill and good sportsmanship. Diggers Football Club will encourage all members in their playing ability and will provide the opportunities for all members to realise their full potential.

The association is managed through a management committee with the assistance of the general committee (and the sub-committee's operating under the various position heads) as set out in this Constitution. The committee seeks and values the input of all members into the management of Diggers Football Club Inc.

Bullying and harassment in any form will not be tolerated, and will be managed in accordance with the grievance provisions contained in this Constitution.

## **History**

Diggers Football Club began operating in the Bundaberg association circa 1930s. Diggers was originally formed by returning Servicemen from World War 1. The Club has operated out of its current home of John Cullen Park in the Svensson Heights location since 1976.

Diggers adopted its clubs colours and emblem in 1975 and are recognised for their primary colours of 'Green & Gold' (Bottle Green & Yellow) as well as a secondary (third colour) of White. Diggers club emblem is a Red Devil holding a Trident.

Diggers Football Club, has had several name changes over the years, including Diggers Soccer Club and Bundaberg Diggers Soccer & Sports Club.

The Club became an Incorporated Association in 1982.

## Interpretations

In this Constitution:

**Address** means the postal, residential or email address of Diggers Football Club or a member

**Act** means the Associations Incorporation Act 1981.

**Annual General Meeting (AGM)** means a meeting convened under the Act for the association to elect office bearers, present the association's annual financial statements and conduct any other business required. The AGM must be held within 6 months after the close of the association's financial year.

**Association** means Diggers Football Club Inc.

**Management Committee Member** means a member of the committee who holds the office of one of the following:

President;

Vice president;

Secretary;

Treasurer.

**General Committee Member** means a member of the committee who is not an office bearer or member of the management committee of the association. This does not include sub-committee members. General committee positions include (but are not limited to):

Registrar,

Social Coordinator;

Asset Manager;

Media Officer;

Fundraising and Sponsorship Coordinator;

any other general committee position as determined by the management committee.

**General Meeting** means a meeting of the association that is not an annual general meeting. A general meeting includes special, ordinary and extraordinary general meetings. A general meeting will be convened to deal with any other matters arising which require a decision of the general membership of the association.

**Sub-Committee Member** means a member of the committee who works under the delegation of a general or management committee position. A sub-committee member is appointed by the general and/or management committee.

**In writing** means any correspondence received by regular mail, email or any other written form including faxes and short message service (SMS).

**Grievance** means an injury, injustice or wrong that causes harm to another.

**Dispute** means a disagreement between parties.

**Regulation** means the Associations Incorporation Regulation 1999.





## **Part 1 – Preliminary**

### **1. Name**

The name of the Association is Diggers Football Club Inc.

### **2. Affiliations**

The association is an affiliate of Football Queensland Wide Bay Inc. (or any similar body associated with the Football Queensland) for the purpose of playing football.

### **3. Objects**

The objects of the association are to:

- 3.1 Promote, encourage and develop the sport of football.
- 3.2 Facilitate a group of passionate members dedicated to football.
- 3.3 Give assistance to their members in their pursuit of football at all levels, excluding the payment of wages or other sums representing a pecuniary gain to any members in any form.

The association shall be empowered to do all things necessary which are incidental to and necessary for the attainment of the objects of the association.

### **4. Powers**

- 4.1 The association has the powers of an individual.
- 4.2 The association may, for example—
  - 4.2.1 enter into contracts; and
  - 4.2.2 acquire, hold, deal with and dispose of property; and
  - 4.2.3 make charges for services and facilities it supplies; and
  - 4.2.4 do other things necessary or convenient to be done in carrying out its affairs.
- 4.3 The association may also issue secured and unsecured notes, debentures and debenture stock for the association.

## **Part 2 - Membership**

### **5. Membership**

- 5.1 Membership shall be open to any person who wishes to further the interests of the association.
- 5.2 Any person seeking membership shall make application to the committee, and the committee shall determine whether the application is successful or not.
- 5.3 The membership is deemed to be approved, unless written notice is provided by the secretary within 7 days of the decision, advising that the application has been rejected.
- 5.4 Each person admitted to membership shall be:
- 5.4.1 bound by the constitution and by-laws of the association;
  - 5.4.2 liable for such fees and subscriptions as may be fixed by the association;
  - 5.4.3 entitled to all advantages and privileges of membership.
- 5.5 Membership categories:
- 5.5.1 Junior playing member -
    - (i) any person under the age of 18 years and is registered as a player, who has paid the prescribed season membership;
    - (ii) is not eligible for election to the management committees; and
    - (iii) may attend all general meetings of the association with a parent or guardian but is not eligible to vote, however one parent or guardian of each ordinary junior playing member is eligible to attend and vote at all general meetings of the association.
  - 5.5.2 Senior playing member -
    - (i) any person over the age of 18 years and is registered as a player, who has paid the prescribed season membership;
    - (ii) is eligible for election to the management committee; and
    - (iii) may attend and vote at all general meetings of the association.
  - 5.5.3 Coach & Team Manager member –
    - (i) must be nominated by the committee as a coach and/or team manager;
    - (ii) must have paid the fee amount set by the management committee each year;
    - (iii) is eligible for election to the management committee; and
    - (iv) may attend and vote at all general meetings of the association.
  - 5.5.4 Associate member –
    - (i) is a member who is not a player, coach or team manager;
    - (ii) volunteers their time to the association;
    - (iii) must have paid the fee amount set by the management committee each year;
    - (iv) is eligible for election to the management committee; and
    - (v) may attend and vote at all general meetings of the association.
  - 5.5.5 Social member—
    - (i) is a supporter of the association;
    - (ii) must have paid the fee amount set by the management committee each year;
    - (iv) is not eligible for election to the management committee; and
    - (v) is not eligible to attend and vote at all general meetings of the association.
  - 5.5.6 Life member –
    - (i) a person who was admitted to life membership by the association in recognition of services provided. Any member may nominate a person to the Management Committee for consideration of Life Membership in accordance with rule 10 of this constitution.
    - (ii) is eligible for election to the management committee; and
    - (iii) may attend and vote at all general meeting of the association.
- 5.6 The number of members is unlimited.
- 5.7 Where a person holds more than one membership category that is eligible to attend and vote at all general meetings of the association, they are only entitled to have one vote per motion and/or resolution.

**6. Membership fees**

- 6.1 Annual membership fees for each membership category (excluding Life Member):
  - 6.1.1 is the amount set annually by the management committee at a general meeting; and
  - 6.1.2 is payable when, and in the way, the management committee decides.
- 6.2 Failure to pay the annual fee by the date specified will result in the member being automatically suspended from participating in all activities under the control of the association, until the fee is paid.
- 6.3 Only financial members are eligible to vote at general meetings.
- 6.4 There are no fees for a Life Member.

**7. Termination of membership**

- 7.1 A member may resign from the association by giving a written notice of resignation to the secretary.
- 7.2 The resignation takes effect at;
  - 7.2.1 the time the notice is received by the secretary; or
  - 7.2.2 if a later time is stated in the notice—the later time.
- 7.3 The management committee may terminate a member's membership if the member—
  - 7.3.1 is convicted of an indictable offence; or
  - 7.3.2 does not comply with any of the provisions of these rules;
  - 7.3.3 has membership fees in arrears for at least 2 months; or
  - 7.3.4 conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the association.
- 7.4 Before the management committee terminates a membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.
- 7.5 If, after considering all representations made by the member, the management committee decides to terminate the membership, the secretary of the committee must give the member a written notice of the decision.

**8. Appeal against rejection or termination of membership**

- 8.1 A person whose application for membership has been rejected, or whose membership has been terminated, may give the secretary written notice of their intention to appeal against the decision.
- 8.2 A notice of intention to appeal must be given to the secretary within 1 month after the person receives written notice of the decision.
- 8.3 If the secretary receives a notice of intention to appeal, the secretary must, within 1 month after receiving the notice, call a general meeting to decide the appeal.
- 8.4 A general meeting must be held to decide an appeal.
- 8.5 The general meeting to decide an appeal must be held within 3 months after the secretary receives the notice of intention to appeal.
- 8.6 At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
- 8.7 Also, the management committee and the members of the committee who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.
- 8.8 An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.

**9. Register of members**

- 9.1 The Secretary of the association must keep and maintain a register of members.
- 9.2 The register must include the following particulars for each member—
  - 9.2.1 the full name of the member;
  - 9.2.2 the postal or residential address of the member;
  - 9.2.3 the date of admission as a member;
  - 9.2.4 the date of death or time of resignation of the member;
  - 9.2.5 details about the termination or reinstatement of membership;
  - 9.2.6 insurance details for the member; and
  - 9.2.7 any other particulars the management committee or the members at a general meeting decide.
- 9.3 The register must be open for inspection by members of the association at all reasonable times.

- 9.4 A member must contact the secretary to arrange an inspection of the register.
- 9.5 The management committee may, on the application of a member of the association, withhold information about a member (other than the members full name) from the register if the management committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.
- 9.6 A member of the association must not—
  - 9.6.1 use information obtained from the register of members of the association to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes; or
  - 9.6.2 disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes.

## **10. Life membership consideration**

- 10.1 Nominations for life membership should be considered at an Annual General Meeting or a Special Meeting of the committee.
- 10.2 While the nomination can come from any member, it must be 'sponsored' by a committee member. It will then become the responsibility of that committee member to present evidence to the committee regarding the nominee that will allow an informed decision by the committee, based on the criteria set out below, as to the worthiness of the nominee as a life member of the association.
- 10.3 Only **ONE** recipient should receive this award in any one year period. The association recognises that exceptional circumstances may arise, when two or more worthy recipients are eligible. It will be then at the discretion of the committee how many awards are given.
- 10.4 All committee members should be aware that it is not necessary for a life membership to be granted each year.
- 10.5 Life membership should not be considered as a competitive matter and nominees must be considered individually and on their personal attributes and achievements and not in comparison with others. While it is inevitable that comparisons will be made for example against the types of achievements of past recipients, direct comparisons should not be made.
- 10.6 Nominees for life membership must have actively served the association for a minimum period of 7 years, however, the committee may consider a shorter term in exceptional circumstances.
- 10.7 Life membership is reserved for those whose contribution goes beyond the ordinary or even the excellent for an extended period of time, not just a few years (refer to subrule 10.6).
- 10.8 In determining a nomination for life membership, the committee should give considerable weight to the very high quality of service. While a reasonable length of time (to be determined by the committee) of service is important, the overall riding criterion is the quality of service.
- 10.9 Only the committee is eligible to vote on the nomination of life membership, however, other eligible members may be present for the vote.
- 10.10 Criteria to be considered in granting Life Membership –
  - 10.10.1 Length of active membership (refer to subrules 10.6,10.7 and 10.8)
  - 10.10.2 Positions held and length of time – committee members, coaching roles, administration, volunteer -
    - (i) as a committee member must go above and beyond their role as a committee member through the provision of outstanding service over an extended period of time.
    - (ii) as a player, has represented football at National level and possibly at International level. Also, has been actively involved at an association level in helping with the development of the other players by attendance at training, games or other association events
    - (iii) as a coach, has unselfishly and actively promoted and developed the association and its players. A coach must have contributed in a manner that creates a significant passage of history in the development of the association.
    - (iv) as a volunteer/supporter, has contributed significantly and beyond measure in their support of the association. The volunteer/supporter must have enhanced the standing of their association through their excellent work.

- 10.10.3 These attributes are considered to have been above and beyond that which would be expected in the normal function of their duties.

## **Part 3 – Grievance procedure and dispute resolution procedures**

### **11. Grievance procedure**

This dispute resolution process is designed to ensure that the association maintains a safe and welcoming environment free from intimidation, abuse or other hostile behaviour. The steps detailed provide a mechanism for concerns to be raised confidentially with a focus on restoring relationships and fairly resolving problems that negatively impact on the functioning of the association. It may not always be possible for grievances and disputes to be resolved to the satisfaction of the parties involved.

- 11.1 The grievance procedure set out in this item applies to disputes under this Constitution between:
  - 11.1.1 a member and another member; or
  - 11.1.2 a member and the association; or
  - 11.1.3 those non-members who receive services from the association, and the association.
- 11.2 If a member of the association wishes to raise a formal grievance or dispute, a grievance form is to be completed and provided to the secretary, or another member of the management committee if the grievance involves the secretary.
- 11.3 All resolution processes will focus on restoration of a positive relationship between the parties.
- 11.4 The principles of natural justice will be maintained throughout all grievance resolution processes. This means that all accusations of misconduct or inappropriate behaviour will not be assumed to have been proved until relevant investigations have been concluded.
- 11.5 Once the resolution process is instigated the investigation and agreed action items must be progressed in a timely manner. The times defined in this procedure may be extended by mutual agreement between the parties.
- 11.6 These procedures do not limit the member's right to pursue external resolution processes at any time.
- 11.7 All parties will ensure confidentiality is maintained throughout the entire grievance process.

### **12. Grievance Resolution Process**

The resolution process has 4 levels, with the aim of the process to obtain resolution at the lowest level possible. In the event of a conflict of interest another member of the management committee may take the lead in the resolution process.

#### **Level 1 – Informal process/verbal notification**

- 12.1 Where a person wishes to raise a grievance, the member shall, in the first instance, attempt to raise the matter verbally with the person who has made the decision or undertaken the action causing the grievance (the Respondent).
- 12.2 The Respondent shall make a full verbal response to the person making the complaint (the Complainant) no later than seven (7) days from when the matter was first communicated.
- 12.3 Members who have a grievance may request assistance from the management committee to communicate the grievance to the other party (verbally) on behalf of the member and then pass relevant information from one party to another, in the aim that the parties may come to an agreement.

#### **Level 2 – Mediation**

- 12.4 If the matter remains unresolved, or if there is no reply from the Respondent within the time agreed (or if the parties decide to hold a meeting and one party does not attend the meeting) then the member can elect to lodge a formal complaint in order to gain the assistance of the management committee to set up a meeting.
- 12.5 The complaint must be made in writing and must clearly identify the person or persons who are being complained about. The complaint document should be lodged with the secretary, or another member of the management committee if the grievance involves the secretary.
- 12.6 The management committee will arrange for a meeting to be held, within ten (10) days, in the presence of a Mediator.

- 12.7 The Mediator is to be mutually agreed upon by the parties involved and must not have any stake in the outcome. It is recommended that one of the management committee members act as the Mediator.
- 12.8 The nature of the complaint, the steps to be undertaken to resolve the complaint and the outcome of any meetings should be communicated to both parties in writing by the secretary to ensure mutual and agreed understanding.
- 12.9 The Mediator DOES NOT decide the dispute or impose a solution on the parties. If the parties do not agree on a resolution, the parties have the right to pursue the matter further.

### **Level 3 – Investigation and decision**

- 12.10 If agreement has not been reached through mediation, if a meeting was not convened, or if mediation is not considered appropriate in the circumstances, the member must advise the Diggers Football Club management committee in writing of the unresolved grievance if the Mediator has not already done this. Upon such notice, the associations management committee will establish a grievance investigation committee to review the grievance and make a decision regarding how to resolve the grievance. The grievance investigation committee will comprise three (3) members.
- 12.11 The grievance investigation committee should be impartial; that is, the officers must not have any interest in the resolution of the grievance or, in the opinion of the management committee, have any significant personal or professional association/relationship with either the Complainant or any other party/parties to the grievance that could give the impression that they are not impartial.
- 12.12 In order to make a decision, the grievance investigation committee shall gather evidence or necessary information regarding the grievance in any way it sees fit. The grievance investigation committee must afford each party to the grievance the opportunity to make either written or oral submissions to the investigation and may invite the parties to attend a hearing.
- 12.13 The Complainants may appoint an agent (NOT a legal representative) to present their oral submissions at the hearing.
- 12.14 The grievance investigation committee must make its decision and report this decision to the management committee within 21 days of its appointment.
- 12.15 The grievance investigating committee shall provide a written report to both parties to the grievance and a copy of the report shall be provided to the management committee.

### **Level 4 – Appeals**

- 12.16 The Complainant or any party involved in the grievance may appeal a decision of the grievance investigating committee. An appeal may only be brought on one (1) or more grounds that the grievance investigation committee:
  - 12.16.1 was not appointed in accordance with rule 12.11;
  - 12.16.2 did not comply with rule 12.12 and 12.13; and/or
  - 12.16.3 reached a decision that was unfair or unreasonable in the circumstances.
- 12.17 A party wishing to appeal must give notice of their intention to appeal in writing to the management committee within ten (10) days of receiving notification of the decision of the grievance investigation committee.
- 12.18 If notice is given in accordance with 12.17, the management committee shall appoint three (3) different members to hear the appeal. The appeal committee shall be appointed in accordance with rule 12.11.
- 12.19 A member of the grievance investigation committee cannot be part of the appeal committee.
- 12.20 The appeal committee has the same powers and is subject to the obligations set out in rules 12.12, 12.13 and 12.14.
- 12.21 The appeal committee may either:
  - 12.21.1 affirm the decision of the grievance investigation committee; or
  - 12.21.2 substitute its own decision.
- 12.22 No appeal can be brought from the decision of the appeal committee.

## **13. Record keeping**

- 13.1 All parties to the grievance will be verbally notified of the grievance and will receive a copy of the initial grievance form for their records.
- 13.2 Accurate and appropriate records will be kept by the management committee. When the grievance is concluded the records will be filed confidentially.
- 13.3 On conclusion of the grievance process all parties will receive written confirmation of the agreed resolution. This confirmation may take the form of an email.
- 13.4 Outcomes must remain confidential unless by agreement in writing between the parties.



## **Part 4 – The committee**

### **14. Appointment or election of secretary**

- 14.1 The secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is—
- 14.1.1 a member of the association elected by the association as secretary; or
- 14.1.2 any of the following persons appointed by the management committee as secretary—
- (i) a member of the association’s management committee;
  - (ii) another member of the association;
  - (iii) another person.
- 14.2 If the association has not elected an interim officer as secretary for the association before its incorporation, the members of the management committee must ensure a secretary is appointed or elected for the association within 1 month after incorporation.
- 14.3 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 1 month after the vacancy happens.
- 14.4 If the management committee appoints a person mentioned in subrule 14.1.2 (ii) as secretary, other than to fill a casual vacancy on the management committee, the person does not become a member of the management committee.
- 14.5 However, if the management committee appoints a person mentioned in subrule 14.1.2 (ii) as secretary to fill a casual vacancy on the management committee, the person becomes a member of the management committee.
- 14.6 If the management committee appoints a person mentioned in subrule 14.1.2 (iii) as secretary, the person does not become a member of the management committee.
- 14.7 In this rule— casual vacancy, on a management committee, means a vacancy that happens when an elected member of the management committee resigns, dies or otherwise stops holding office.

### **15. Removal of secretary**

- 15.1 The management committee of the association may at any time remove a person appointed by the committee as the secretary.
- 15.2 If the management committee removes a secretary who is a person mentioned in rule 14.1.2 (i), the person remains a member of the management committee.
- 15.3 If the management committee removes a secretary who is a person mentioned in rule 14.1.2 (ii) and who has been appointed to a casual vacancy on the management committee under rule 14.5, the person remains a member of the management committee.

### **16. Functions of secretary**

- 16.1 The secretary’s functions include, but are not limited to—
- 16.1.1 calling meetings of the association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the association;
- 16.1.2 keeping minutes of each meeting;
- 16.1.3 distributing the minutes to members of the association;
- 16.1.4 handling all correspondence from and to the club and tabling all correspondence at management committee meetings;
- 16.1.5 keeping copies of all correspondence and other documents relating to the association; and
- 16.1.6 maintaining the register of members of the association.

### **17. Functions of treasurer**

- 17.1 The treasurer’s functions include, but are not limited to—
- 17.1.1 keeping and maintaining an asset register for the association;
- 17.1.2 managing the petty cash balance and ensuring the petty cash book is kept up-to-date;
- 17.1.3 keeping all documentation relating to financial transactions including receipts, invoices and statements;
- 17.1.4 keeping and maintaining the association’s deposit and cheque books;
- 17.1.5 preparing and presenting regular financial statements to the committee at meetings; and

- 17.1.6 preparing account information for annual audit, and providing the auditor with information as required.

## **18. Functions of the President**

- 18.1 The President is the principal leader and has overall responsibility for the association's administration. From a strategic perspective, the president should set the overall annual committee agenda (consistent with the objects of the association), help the committee prioritise its goals and keep the committee on track by working within the Act.
- 18.2 The president's duties include, but are not limited to—
  - 18.2.1 acting as chair for management committee meetings and the annual general meeting;
  - 18.2.2 keeping up to date with all activities involving the association;
  - 18.2.3 representing the association at local, regional and national levels;
  - 18.2.4 having a good working knowledge of the associations constitution, by-laws, and the duties of all office bearers and subcommittees;
  - 18.2.5 with the assistance of the management committee, providing guidance and disciplinary action to members as required (in accordance with the associations constitution and by-laws).

## **19. Membership of management committee**

- 19.1 The management committee of the association consists of the executive committee members (president, vice president, treasurer and secretary), and any other members the association members elect at a general meeting. The structure and number of positions on the management committee in addition to the executive committee will be determined by the executive committee prior to each annual general meeting.
- 19.2 A member of the management committee, other than a secretary appointed by the management committee under rule 14.1.2 (iii), must be a member of the association.
- 19.3 At each annual general meeting of the association, the members of the management committee must retire from office (except for those executive committee members that are not up for re-election) but are eligible, on nomination, for re-election.
  - 19.3.1 a member is only eligible to nominate for the same management committee position for four consecutive years running in accordance with subrule 20.1.2. If, however, no nominations are received for that position before the annual general meeting, that member may present themselves at the annual general meeting for re-election to the same position, from the floor, as per subrule 20.1.4.
- 19.4 A member of the association may be appointed to a casual vacancy on the management committee under rule 20.
- 19.5 One member cannot hold the office of president and the position of head coach or Director of Coaching at the same time.
- 19.6 The executive committee (president, vice president, treasurer and secretary) are appointed or elected for a 2 year term on a rotational cycle of President and Treasurer every odd year, and Vice President and Secretary ever even year.

## **20. Electing the management committee**

- 20.1 A member of the management committee may only be elected as follows—
  - 20.1.1 any 2 members of the association may nominate another member (the candidate) to serve as a member of the management committee;
  - 20.1.2 the nomination must be—
    - (i) in writing; and
    - (ii) signed by the candidate and the members who nominated him or her; and
    - (iii) given to the secretary at least 14 days before the annual general meeting at which the election is to be held;
  - 20.1.3 each member of the association present and eligible to vote at the annual general meeting may vote for 1 candidate for each vacant position on the management committee;
  - 20.1.4 if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- 20.2 A person may be a candidate only if the person—
  - 20.2.1 is an adult; and

- 20.2.2 is not ineligible to be elected as a member under section 61A of the Act.
- 20.3 A list of the candidate's names in alphabetical order, with the names of the members who nominated each candidate, must be posted in a conspicuous place in the office or usual place of meeting of the association for at least 7 days immediately preceding the annual general meeting.
  - 20.1.1 where this is not possible, the list of candidates may also be posted on-line via the associations website or social media pages.
- 20.4 If required by the management committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- 20.5 The management committee must ensure that, before a candidate is elected as a member of the management committee, the candidate is advised—
  - 20.5.1 whether or not the association has public liability insurance; and
  - 20.5.2 if the association has public liability insurance—the amount of the insurance.

## **21 Resignation, removal or vacation of office of management committee member**

- 21.1 A member of the management committee may resign from the committee by giving written notice of resignation to the secretary.
- 21.2 The resignation takes effect at—
  - 21.2.1 the time the notice is received by the secretary; or
  - 21.2.2 if a later time is stated in the notice—the later time.
- 21.3 A member may be removed from office at a general meeting of the association if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.
- 21.4 Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- 21.5 A member has no right of appeal against the member's removal from office under this rule.
- 21.6 A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

## **22. Vacancies on management committee**

- 22.1 If a casual vacancy happens on the management committee, the continuing members of the committee may appoint another member of the association to fill the vacancy until the next annual general meeting. The only exception is the appointment of an executive committee member who will fill the position of the period left in the term of that position.
- 22.2 The continuing members of the management committee may act despite a casual vacancy on the management committee.
- 22.3 However, if the number of committee members is less than the number fixed under rule 25.1 as a quorum of the management committee, the continuing members may act only to—
  - 22.3.1 increase the number of management committee members to the number required for a quorum; or
  - 22.3.2 call a general meeting of the association.

## **23. Functions of management committee**

- 23.1 Subject to these rules or a resolution of the members 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.
- 23.2 The management committee has authority to interpret the meaning of these rules and any matter relating to the association on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

Note—  
The Act prevails if the association's rules are inconsistent with the Act—see section 1B of the Act.
- 23.3 The management committee may exercise the powers of the association—
  - 23.3.1 to borrow, raise or secure the payment of amounts in a way the members of the association decide; and
  - 23.3.2 to secure the amounts mentioned in paragraph 23.3.1 or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the associations property, both present and future; and
  - 23.3.3 to purchase, redeem or pay off any securities issued; and

- 23.3.4 to borrow amounts from members and pay interest on the amounts borrowed; and
  - 23.3.5 to mortgage or charge the whole or part of its property; and
  - 23.3.6 to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association; and
  - 23.3.7 to provide and pay off any securities issued; and
  - 23.3.8 to invest in a way the members of the association may from time to time decide.
- 23.4 For subrule 23.3.4, the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by—
- 23.4.1 the financial institution for the association; or
  - 23.4.2 if there is more than 1 financial institution for the association—the financial institution nominated by the management committee.

**24. Meetings of management committee**

- 24.1 Subject to this rule, the management committee may meet and conduct its proceedings as it considers appropriate.
- 24.2 The management committee must meet at least once every 4 months to exercise its functions.
- 24.3 The management committee must decide how a meeting is to be called.
- 24.4 Notice of a meeting is to be given in the way decided by the management committee.
- 24.5 The management committee may hold meetings, or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 24.6 A committee member who participates in the meeting as mentioned in subrule 24.5 is taken to be present at the meeting.
- 24.7 A question arising at a committee meeting is to be decided by a majority vote of members of the management committee present at the meeting and, if the votes are equal, the question is decided in the negative.
- 24.8 A member of the management committee must not vote on a question about a contract or proposed contract with the association if the member has an interest in the contract or proposed contract and, if the member does vote, the members vote must not be counted. All conflicts of interest must be reported in the minutes.
- 24.9 The president is to preside as chairperson at a management committee meeting.
- 24.10 If there is no president or if the president is not present within 10 minutes after the time fixed for a management committee meeting, the vice president is to preside as the chairperson at the meeting. If the president or vice president are not present within 10 minutes after the time fixed for a management committee meeting, the members of the management committee may appoint a chairperson.

**25. Quorum for, and adjournment of, management committee meeting**

- 25.1 At a management committee meeting, more than 50% of the members elected to the committee as at the close of the last general meeting of the members form a quorum.
- 25.2 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.
- 25.3 If there is no quorum within 30 minutes after the time fixed for a management committee meeting called other than on the request of the members of the committee—
  - 25.3.1 the meeting is to be adjourned for at least 1 day; and
  - 25.3.2 the members of the management committee who are present are to decide the day, time and place of the adjourned meeting.
- 25.4 If, at an adjourned meeting mentioned in subrule 25.3, there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

**26. Special meeting of management committee**

- 26.1 If the secretary receives a written request signed by at least 33% of the members of the management committee, the secretary must call a special meeting of the committee by giving each member of the committee notice of the meeting within 14 days after the secretary receives the request.
- 26.2 If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

- 26.3 A request for a special meeting must state—
  - 26.3.1 why the special meeting is called; and
  - 26.3.2 the business to be conducted at the meeting.
- 26.4 A notice of a special meeting must state—
  - 27.4.1 the day, time and place of the meeting; and
  - 27.4.2 the business to be conducted at the meeting.
- 26.5 A special meeting of the management committee must be held within 14 days after notice of the meeting is given to the members of the management committee.

**27. Minutes of management committee meetings**

- 27.1 The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each management committee meeting are entered in a minute book.
- 27.2 To ensure the accuracy of the minutes, the minutes of each management committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next management committee meeting, verifying their accuracy.

**28. Appointment of subcommittees**

- 28.1 The management committee may appoint a subcommittee consisting of members of the association considered appropriate by the committee to help with the conduct of the associations operations.
- 28.2 The subcommittee is to report back to the management committee within 7 days of the subcommittee meeting through a presentation of accurate minutes. These minutes are to be tabled at the next management committee meeting.
- 28.3 A member of the subcommittee who is not a member of the management committee is not entitled to vote at a management committee meeting.
- 28.3 The chairperson of a subcommittee is appointed by the management committee.
- 28.4 If the appointed chairperson is not present at a sub-committee meeting within 10 minutes after the time fixed for a meeting, the members present may choose 1 of their numbers to be chairperson of the meeting.
- 28.5 A subcommittee may meet and adjourn as it considers appropriate, or as directed by the management committee.
- 28.6 A question arised at a subcommittee 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.
- 28.7 A decision made by the management committee that conflicts with a decision made by the subcommittee is overridden by the management committee's decision.

**29. Acts not affected by defects or disqualifications**

- 29.1 An act performed by the management committee, a subcommittee or a person acting as a member of the management committee is taken to have been validly performed.
- 29.2 Subrule 29.1 applies even if the act was performed when—
  - 29.2.1 there was a defect in the appointment of a member of the management committee, subcommittee or person acting as a member of the management committee; or
  - 29.2.2 a management committee member, subcommittee member or person acting as a member of the management committee was disqualified from being a member.

**30. Resolutions of management committee without meeting**

- 30.1 A written resolution signed by each member of the management committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.
- 30.2 A resolution mentioned in subrule 30.1 may consist of several documents in like form, each signed by 1 or more members of the committee.

**31. First annual general meeting**

The first annual general meeting must be held within 6 months after the end date of the association's first reportable financial year.

**32. Subsequent annual general meetings**

- 32.1 Each subsequent annual general meeting must be held—
  - 32.1.1 at least once each year; and

32.1.2 within 6 months after the end date of the association's reportable financial year.

**33. Business to be conducted at annual general meeting of level 3 incorporated associations**

- 33.1 This rule applies only if the association is a level 3 incorporated association to which section 59B of the Act applies.
- 33.2 The following business must be conducted at each annual general meeting of the association—
  - 33.2.1 receiving the association's financial statement, and signed statement, for the last reportable financial year;
  - 33.2.2 presenting the financial statement and signed statement to the meeting for adoption;
  - 33.2.3 electing members of the management committee.

**34. Notice of general meeting**

- 34.1 The secretary may call a general meeting of the association.
- 34.2 The secretary must give at least 14 days notice of the meeting to each member of the association. See subrule 35.2 with regards to calling an annual general meeting.
- 34.4 If the secretary is unable or unwilling to call the meeting, the president must call the meeting.
- 34.5 The management committee may decide the way in which the notice must be given.
- 34.6 However, notice of the following meetings must be given in writing—
  - 34.6.1 a meeting called to hear and decide the appeal of a person against the management committee's decision—
    - 34.6.2 to reject the person's application for membership of the association; or
    - 34.6.3 to terminate the person's membership of the association;
  - 34.6.4 a meeting called to hear and decide a proposed special resolution of the association.
- 34.7 A notice of a general meeting must state the business to be conducted at the meeting.

**35. Annual general meetings**

- 35.1 The annual general meeting of the association must be held within 6 months of the end of the financial year.
- 35.2 The secretary shall give at least 21 days notice of the date of the annual general meeting to members.
- 35.3 All financial members may attend the annual general meeting.
- 35.4 Business to be conducted at the annual general meeting includes, but is not limited to—
  - 35.4.1 receiving the statement of income and expenditure, assets, liabilities and mortgages, charges and securities affecting the property of the association for the last financial year;
  - 35.4.2 receiving the auditor's report on the financial affairs of the association for the last financial year;
  - 35.4.3 presenting the audited statement to the meeting for adoption;
  - 35.4.4 electing members of the management committee; and
  - 35.4.5 setting goals for the association for the upcoming year.

**36. Quorum for, and adjournment of, general meeting**

- 36.1 The quorum for a general meeting is at least the number of members elected or appointed to the management committee at the close of the association's last general meeting plus 1.
- 36.2 However, if all members of the association are members of the management committee, the quorum is the total number of members less 1.
- 36.3 No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- 36.4 If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the management committee or the association, the meeting lapses.
- 36.5 If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the management committee or the association—
  - 36.5.1 the meeting is to be adjourned for at least 7 days; and
  - 36.5.2 the management committee is to decide the day, time and place of the adjourned meeting.
- 36.6 The chairperson 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 from place to place.



- 36.7 If a meeting is adjourned under subrule 36.6, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- 36.8 The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- 36.9 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.

**37. Procedure at general meeting**

- 37.1 A member may take part and vote in a general meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 37.2 A member who participates in a meeting as mentioned in subrule 37.1 is taken to be present at the meeting.
- 37.3 At each general meeting—
  - 37.3.1 the president is to preside as chairperson; and
  - 37.3.2 if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect 1 of their number to be chairperson of the meeting; and
  - 37.3.3 the chairperson must conduct the meeting in a proper and orderly way.

**38. Voting at general meeting**

- 38.1 At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present.
- 38.2 Each member present and eligible to vote is entitled to 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
- 38.3 A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.
- 38.4 The method of voting is to be decided by the management committee.
- 38.5 However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- 38.6 If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.
- 38.7 The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

**39. Special general meeting**

- 39.1 The secretary must call a special general meeting by giving each member of the association notice of the meeting within 14 days after—
  - 39.1.1 being directed to call the meeting by the management committee; or
  - 39.1.2 being given a written request signed by—
    - (i) at least 33% of the number of members of the management committee when the request is signed; or
    - (ii) at least the number of eligible members of the association equal to double the number of members of the association on the management committee when the request is signed plus 1; or
  - 39.1.3 being given a written notice of an intention to appeal against the decision of the management committee—
    - 39.1.4 to reject an application for membership; or
    - 39.1.5 to terminate a person's membership.
- 39.2 A request mentioned in subrule 39.1.2 must state—
  - 39.2.1 why the special general meeting is being called; and
  - 39.2.2 the business to be conducted at the meeting.
- 39.3 A special general meeting must be held within 3 months after the secretary—
  - 39.3.1 is directed to call the meeting by the management committee; or
  - 39.3.2 is given the written request mentioned in subrule 39.1.2; or
  - 39.3.3 is given the written notice of an intention to appeal mentioned in subrule 39.1.5.

39.4 If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

#### **40. Proxies**

40.1 An instrument appointing a proxy must be in writing and be in the following or similar form—

*[Name of association]:*

I, \_\_\_\_\_ of \_\_\_\_\_, being a member of the association,  
appoint \_\_\_\_\_ of \_\_\_\_\_ as my proxy to vote for me on my behalf  
at the (annual) general meeting of the association, to be held

on the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_ and at any adjournment of the meeting.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_.

Signature

40.2 The instrument appointing a proxy must—

40.2.1 if the appointer is an individual—be signed by the appointer or the appointer's attorney properly authorised in writing; or

40.2.2 if the appointer is a corporation—

40.2.3 be under seal; or

40.2.4 be signed by a properly authorised officer or attorney of the corporation.

40.3 A proxy may be a member of the association or another person.

40.4 The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.

40.5 Each instrument appointing a proxy must be given to the secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.

40.6 Unless otherwise instructed by the appointer, the proxy may vote as the proxy considers appropriate.

40.7 If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the following or similar form—

*[Name of association]:*

I, \_\_\_\_\_ of \_\_\_\_\_, being a member of the association,  
appoint \_\_\_\_\_ of \_\_\_\_\_ as my proxy to vote for me on my behalf  
at the (annual) general meeting of the association, to be held

on the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_ and at any adjournment of the meeting.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_.

Signature

This form is to be used \*in favour of/\*against [*strike out whichever is not wanted*] the following resolutions—

*[List relevant resolutions]*

#### **41. Minutes of general meetings**

41.1 The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book.

41.2 To ensure the accuracy of the minutes—

41.2.1 the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and

41.2.2 the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the association that is a general meeting or annual general meeting, verifying their accuracy.

41.3 If asked by a member of the association, the secretary must, within 28 days after the request is made—



- 41.3.1 make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
- 41.3.2 give the member copies of the minutes of the meeting.
- 41.4 The association may require the member to pay the reasonable costs of providing copies of the minutes.

## **Part 5 - Miscellaneous**

### **42. Common seal**

- 42.1 The management committee must ensure the association has a common seal.
- 42.2 The common seal must be—
  - 42.2.1 kept securely by the management committee; and
  - 42.2.2 used only under the authority of the management committee.
- 42.3 Each instrument to which the seal is attached must be signed by a member of the management committee and countersigned by—
  - 42.3.1 the secretary; or
  - 42.3.2 another member of the management committee; or
  - 42.3.3 someone authorised by the management committee.

### **43. Funds and accounts**

- 43.1 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.
- 43.2 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
- 43.3 All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- 43.4 A payment by the association of \$100 or more must be made by cheque or electronic funds transfer.
- 43.5 These payments must be signed or authorised by any 2 of the following—
  - 43.5.1 the president;
  - 43.5.2 the secretary;
  - 43.5.3 the treasurer;
  - 43.5.4 any 1 of 3 other members of the association who have been authorised by the management committee to sign cheques issued by the association.
- 43.6 However, 1 of the persons who signs the cheque must be the president, the secretary or the treasurer.
- 43.7 The persons authorising the payment must not be -
  - 44.7.1 married or in a defacto relationship together; or
  - 44.7.2 wholly or partly dependent on one and other.
- 43.8 Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- 43.9 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.
- 43.10 All expenditure must be approved or ratified at a management committee meeting.

### **44. General financial matters**

- 44.1 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.
- 44.2 The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.

### **45. Financial year**

The end date of the association's financial year is 31 October in each year.

### **46. Funds – source**

- 46.1 The funds of the association are to be derived from annual membership fees and periodic dues of members, donations, sponsorship, fundraising and, subject to any resolution passed by the association in general meeting, any other sources as the management committee determines.
- 46.2 All money received by the association must be deposited as soon as practicable and without deductions into the association's authorised financial institution or other authorised deposit making institution account.
- 46.3 The association must, as soon as practicable after receiving any money, issue an appropriate receipt.

**47. Insurance**

The association must effect and maintain insurance.

**48. By-laws**

49.1 The management committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the association.

49.2 A by-law may be set aside by a vote of members at a general meeting of the association.

**49. Alteration of rules**

49.1 Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.

49.2 However an amendment, repeal or addition is valid only if it is registered by the chief executive.

**50. Custody of books and by-laws**

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

**51. Inspection of books etc**

51.1 The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:

51.1.1 records, books and other financial documents of the association,

51.1.2 this constitution,

51.1.3 minutes of all committee meetings and general meetings of the association.

51.2 A member of the association may obtain a copy of any of the documents referred to in sub-rule 51.1 on payment of a fee of not more than .50c for each page copied.

**52. Service of notices**

52.1 For the purpose of this constitution, a notice may be served on or given to a person:

52.1.1 by delivering it to the person personally, or

52.1.2 by sending it by pre-paid post to the address of the person, or

52.1.3 by sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

52.2 For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:

52.2.1 in the case of a notice given or served personally, on the date on which it is received by the addressee, and

52.2.2 in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and

52.2.3 in the case of a notice sent by facsimile transmission or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

**53. Dissolution of association**

53.1 The association may be wound up in accordance with the provisions of the Act.

53.2 In the event of the association being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be donated to a charity or an association with a similar purpose as this association as determined by the management committee.

**Legislation and References**

(1) Legislation

This Constitution is made in accordance with the provisions of the *Associations Incorporation Act 1981* and the *Associations Incorporations Regulation 1999*. The Act and the Regulation are available at [www.fairtrading.qld.gov.au](http://www.fairtrading.qld.gov.au)

The full link to the Act is:

<http://www.legislation.qld.gov.au/LEGISLTN/CURRENT/A/AssocIncorpA81.pdf>

The full link for the Regulation is:

<http://www.legislation.qld.gov.au/LEGISLTN/CURRENT/A/AssocIncorpR99.pdf>

## (2)References

This Constitution utilised the resources available from the QLD Office of Fair Trading (OFT).

This information is available at:

<http://www.fairtrading.qld.gov.au/incorporated-associations.htm>