

## 1 Interpretation

- (1) In these rules –

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

**BQ** means Queensland Basketball Inc.

**CEO** means the highest ranking employee of the association who is responsible for the operations of the association.

**TBI** means Townsville Basketball Inc

**financial year end date** means 31 December

Note:

TBI is a Level 1 Incorporated Association

- (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.
- (3) Singular includes plural and vice versa.
- (4) This constitution prevails over the model rules to the extent of any inconsistency. Where this constitution is silent on a subject matter and that subject matter must be in the constitution to be approved of by the Chief Executive of the Department administering the *Associations Incorporation Act 1981*, the provision in the model rules dealing with that subject matter is deemed incorporated into this constitution.

## 2 Name

The name of the incorporated association is Townsville Basketball Incorporated (in these rules it is called **the association**).

## 3 Objects

- (1) The objects of the association are –
- (a) to control, promote and manage amateur basketball in the Townsville region;
  - (b) to be and remain an affiliated association with BQ;
  - (c) to promote, preserve, foster and encourage good fellowship, health and safety for members and others involved in the sport of basketball;
  - (d) to seek, obtain and maintain facilities for the sport of basketball in the area described in paragraph (a);

- (e) to cooperate with, and procure the cooperation of, other individuals and groups to try to achieve another object of the association;
  - (f) to do anything incidental or helpful to try to achieve another object of the association;
  - (g) to maintain junior and senior teams representing the association; and
  - (h) to exercise the powers of the association.
- (2) The association is to be maintained for the objects referred to and it is not to be for the purposes of making a profit which is divisible amongst its members or any of them.
- (3) The association will be entitled:
- (a) to pay reasonable and proper remuneration to any director, member of the association or other person in return for services actually rendered to the association;
  - (b) to pay interest at a rate not exceeding the commercial rate on money lent to the association by any director or member of the association;
  - (c) to pay rent at a rate not exceeding the commercial rate on premises leased to the association by any director or member of the association; and
  - (d) to purchase assets from, or sell assets to any director or member of the association providing such purchase or sale is at market value.
- (4) The association must ensure that:
- (a) the income and property of the association is applied solely towards the promotion of the objects as set out in the Constitution; and
  - (b) no part of the income and property of the association is paid or transferred directly or indirectly by way of bonus, dividend or otherwise, to members of the association.

#### **4 Powers**

- (1) The association has the powers of an individual.
- (2) The association may, for example –
- (a) enter into contracts; and
  - (b) acquire, hold, deal with and dispose of property; and
  - (c) make charges for services and facilities it supplies; and
  - (d) do other things necessary or convenient to be done in carrying out its affairs.
- (3) The association may also issue secured and unsecured notes, debentures and debenture stock for the association.

- (4) The association is responsible for arranging, promoting, managing and conducting of junior and senior amateur basketball competitions within the association. Sub Committees supporting the competitions are required under rule 25.

## **5 Classes of members**

- (1) The membership of the association consists:
  - (a) ordinary members;
  - (b) life members;
  - (c) junior members;
  - (d) affiliate members.
- (2) The number of members within each class is unlimited.
- (3) Only a natural person may become an ordinary member, a life member or a junior member.
- (4) **Ordinary members**
  - (a) An ordinary member is any person performing within the association in the roles as a referee over the age of 18 years, any player over 18 years, a Coach over the age of 18 years, any person over 18 years classed by the Board of Management as a volunteer e.g. Bench Officials and committee members. An ordinary member's status expires 12 months after they cease to perform in the stated roles of an ordinary member.
  - (b) Each ordinary member has one (1) vote at any general meeting of the association.
- (5) **Life Members**
  - (a) A natural person may become a life member only if –
    - (i) the management committee considers that the person has rendered outstanding service to TBI in furthering the objects of the association or objects of a similar nature; and
    - (ii) the management committee resolves to approve the person's nomination as a life member; and
    - (iii) a resolution is passed at a general meeting to make the person a life member.
  - (b) Each life member has one vote at any general meeting of the association.

**(6) Junior members**

- (a) A person may become a junior member only if the person is a participant as a junior player, junior referee or junior volunteer within the association in competition conducted, promoted or controlled by the association.
- (b) Junior members under the age of 18 years cannot vote at a general meeting of the association. Their parent (one) can vote on their behalf at a maximum of two votes per family. If a family has more than one junior member within the association they have only two votes per family.
- (c) A junior member's status expires 12 months after they cease to perform in the stated roles of a referee, a player or volunteer.

**(7) Affiliate members**

- (a) Only another incorporated body that supports, promotes or administers basketball or is a participant in a national men's or women's basketball league and who has a genuine interest in the objects of the association or basketball may become an affiliate member.
- (b) Each affiliate member has one vote at any general meeting of the association.

**(8) Fees**

- (a) Each member must pay the annual fees determined by the board for that category of membership (if any) from time to time.
- (b) The membership fees will be payable at such time and in such manner as the Board from time to time determines.
- (c) A financial member of the association at any material time is a member who is not then indebted to the association in respect of any annual subscription or levy or other payment whatsoever.
- (d) Only those members who are financial members at the time will be entitled, subject to the lawful procedure of the meeting, to speak or vote upon any motion at any general meeting of the association.

**6 New membership**

- (1) An applicant for membership of the association must be proposed by 1 member of the association (the **proposer**) and seconded by another member (the **second**er).
- (2) An application for membership must be –
  - (a) in writing; and
  - (b) signed by the applicant and the applicants proposer and second; and

- (c) in the form decided by the management committee; and
- (d) accepted by a majority vote of the management committee

*Note –*

These procedures do not need to be followed to make a person a life member. See rule 5(5).

## **7 When membership ends**

- (1) A member may resign from the association by giving a written notice of resignation to the secretary.
- (2) The resignation takes effect at –
  - (a) the time the notice is received by the secretary; or
  - (b) if a later time is stated in the notice – the later time.
- (3) The management committee may terminate a member's membership –
  - (a) if an ordinary member's status expires in accordance with rule 5 (4);
  - (b) if a junior member's status expires in accordance with rule 5(6); or
  - (c) as an affiliate member at any time in the discretion of the management committee; or
  - (d) fails to pay their membership fees (if any); or
  - (e) is convicted of an indictable offence; or
  - (f) does not comply with any of the provisions of these rules; or
  - (g) has membership fees in arrears for at least 3 months; or
  - (h) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the association.
- (4) Before the management committee terminates a member's membership under subrule (3)(e), (f) or (h), the committee must give the member a full and fair opportunity to show why the membership should not be terminated.
- (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**

- (1) A person whose application for membership has been rejected or whose membership has been terminated may within one (1) month of receiving written notification thereof lodge with the Secretary written notice of their intention to appeal against the decision of the management committee.

- (2) Upon receipt of a notification of intention to appeal against rejection or termination of membership the Secretary must convene, within three (3) months of the date of receipt by the Secretary of such notice, an appeal committee comprising one existing management committee member and two (2) non management committee members appointed by the management committee to determine the appeal. One of the appeal committee must include a lawyer with not less than five (5) years post admission experience. At any such meeting the applicant will be given the opportunity to fully present their case and the management committee or those members thereof who rejected the application for membership or terminated the membership subsequently will likewise have the opportunity of presenting their case. The appeal will be determined by the appeal committee and will be final and binding on the parties involved.
- (3) Where a person whose application is rejected, does not appeal against the decision of the management committee within the time prescribed by this Constitution or so appeals but the appeal is unsuccessful, the Secretary will forthwith refund the amount of any membership fee paid.

## **9 Register of members**

- (1) The management committee must keep a register of members of the association.
- (2) The register must include the following particulars for each member –
  - (a) the full name of the member;
  - (b) the postal or residential address of the member;
  - (c) the date of admission as a member;
  - (d) the date of death or time of resignation of the member;
  - (e) details about the termination or reinstatement of membership;
  - (f) any other particulars the management committee or the members at a general meeting decide.
- (3) The register must be open for inspection by members of the association at all reasonable times.
- (4) A member must contact the secretary to arrange an inspection of the register. It will be reasonable for the secretary to require a member to sign a confidentiality deed as a prerequisite to allowing the member to inspect the register.
- (5) However, the management committee may, on the application of a member of the association, withhold information about the member (other than the members full name) from the register available for inspection if the management committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

**10 Prohibition on use of information on register of members**

- (1) A member of the association must not –
  - (a) 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
  - (b) 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.
- (2) Subrule (1) does not apply if the use or disclosure of the information is approved by the association.

**11 Appointment or election of secretary**

- (1) The secretary must be an individual residing in Townsville, or in the local region but not more than 100km from the Townsville CBD and has the appropriate skills and / or experience to carry out the duties and responsibilities of the secretary.
- (2) 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.

**12 Removal of secretary**

- (1) The management committee of the association may at any time remove a person appointed by the committee as the secretary and appoint a person in their place.
- (2) If the management committee removes a secretary who was fulfilling a joint role as secretary and another management committee position, the removal as secretary does not remove them as a member of the management committee, unless their membership on the committee has also been terminated in accordance with this Constitution.

**13 Functions of secretary**

The secretary's functions include, but are not limited to –

- (a) 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; and
- (b) keeping minutes of each meeting; and
- (c) keeping copies of all correspondence and other documents relating to the association; and
- (d) maintaining the register of members of the association.

**14 Membership of management committee**

- (1) The management committee of the association consists of a president, treasurer, secretary (the executive members”) and a minimum of four other members (the “non executive members”) elected by the members of the association at a general meeting.
- (2) A member of the management committee, other than a secretary and the treasurer, must be a member of the association.
- (3) At each annual general meeting of the association, the members of the management committee must retire from office, but are eligible, on nomination, for re-election.

Note: To ensure continuity it is recommended not to replace more than half the management committee at each annual general meeting.

- (4) A member of the association may be appointed to a casual vacancy on the management committee under rule 18 (1).
- (5) Retirement of committee members from their offices takes place as follows:-
  - (a) at the Annual General Meeting at which this constitution is adopted and every two (2) years thereafter, the following must retire:-
    - (i) Chairman;
    - (ii) Treasurer; and
    - (iii) two (2) non executive members;but may stand for re-election.
  - (b) at the Annual General Meeting preceding the Annual General Meeting referred to in rule 14 (5) (a), and every two (2) years thereafter, those members who are not subject to the order of retirement specified in the preceding clause must retire but may stand for re-election.
  - (c) Retirement under this clause takes effect from the end of the Annual General Meeting.
  - (d) The non executive members must draw lots to determine the order of retirement for the purposes of this clause. The order of retirement established under this clause applies to each position thereafter.
  - (e) If, in the opinion of the majority of members comprising of the management committee, it is at any time necessary or desirable for any reason to re-establish

the order of retirement, then those members must again draw lots to re-establish the order of retirement.

- (f) An employee of the association cannot be a member of the management committee.
- (g) When electing or appointing persons to fill management committee positions, the following skill sets will be considered desirable :
  - (i) an understanding of Corporate Governance principles;
  - (ii) for the Treasurer, skills or knowledge of financial management and accounting for associations; and
  - (iii) for the President, relevant leadership experience, and can demonstrate that they will have the support and confidence of the management committee.

## 15 Electing the management committee

- (1) A member of the management committee may only be elected as follows –
  - (a) any 2 members of the association may nominate another member (the ***candidate***) to serve as a member of the management committee;
  - (b) 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;
  - (c) 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 but subject to the voting restriction that applies to families with more than two junior members;
  - (d) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- (2) A person may be a candidate only if the person –
  - (a) is over 18 years of age; and
  - (b) is not ineligible to be elected as a member under section 61A of the Act.
- (3) A list of the candidates' 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.

- (4) If required by the management committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- (5) The management committee must ensure that, before a candidate is elected as a member of the management committee, the candidate is advised –
  - (a) whether or not the association has public liability insurance; and
  - (b) if the association has public liability insurance – the amount of the insurance.

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

- (1) A member of the management committee may resign from the committee by giving written notice of resignation to the secretary.
- (2) The resignation takes effect at –
  - (a) the time the notice is received by the secretary; or
  - (b) if a later time is stated in the notice – the later time.
- (3) If a management committee member misses three consecutive management committee meetings the management committee can declare the position vacant unless the member has leave approved by the management committee.
- (4) 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.
  - (a) 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.
  - (b) a member has no right of appeal against the member's removal from office under this rule.
  - (c) a member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

## **17 Cessation of office as member of management committee**

- (1) A person ceases to hold an office and position on the management committee automatically and immediately if:

- (a) under any legislation applying to the association ("Relevant Legislation") or under any funding agreement to which the association is a party ("Funding Agreement") it gives rise to either:
    - (i) a breach of the Relevant Legislation (but for this clause); or
    - (ii) a breach of the Funding Agreement (but for this clause); or
    - (iii) a requirement for the association to act to remove that person; or
    - (iv) some sanction against the association,if the association does not act to remove that person.
  - (b) the person:
    - (i) becomes bankrupt or makes any arrangement or composition with his or her creditors generally;
    - (ii) becomes prohibited from being a member on the management committee by reason of any order made under the *Corporations Act* or the *Associations Incorporation Act* ;
    - (iii) ceases to be a director by operation of any provision of the *Associations Incorporation Act*;
    - (iv) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under any law relating to mental health;
    - (v) resigns his or her office by notice in writing to the association; or
    - (vi) becomes an employee of the association;
  - (c) a seventy-five percent (75%) majority of the management committee passes a motion of no confidence in the person;
  - (d) the members remove the person at a general meeting of the association; or
  - (e) the person fails to attend three (3) consecutive management committee meetings and the management committee resolve the person is no longer able or willing to carry out the duties and responsibilities of the person's office.
- (2) If a person is removed in accordance with this rule, the person so removed may appeal to the appeal committee established as if rule 8 applied at which time the person so removed will be given the opportunity to fully state his or her case but the management committee is not obliged to reinstate that person unless the person can demonstrate there has been a manifest error made or fraud committed in the removal of that person.

**18 Vacancies on management committee**

- (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.
- (2) A person appointed by the management Committee to fill a casual vacancy has the same voting rights as the position as if they were voted in at a special general or annual general meeting.
- (3) The continuing members of the management committee may act despite a casual vacancy on the management committee.
- (4) However, if the number of committee members is less than the number fixed under rule 21(1) as a quorum of the management committee, the continuing members may act only to –
  - (a) increase the number of management committee members to the number required for a quorum; or
  - (b) call a general meeting of the association.

**19 Functions of management committee**

- (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 competition, the affairs, governance, property and funds of the association.
- (2) The management committee has authority to draft and change Policies and By laws as required to allow for the operation and management of the association.
- (3) The management committee has authority to interpret the meaning of these rules, policies and By-Laws and any matter relating to the association on rules, policies and By-Laws are silent or ambiguous, 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.

- (4) The management committee may exercise the powers of the association –
  - (a) to borrow, raise or secure the 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 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
- (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 securities issued; and
  - (h) to invest in a way the members of the association may from time to time decide.
- (5) For rule 19 (4)(d), 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 –
- (a) the financial institution for the association; or
  - (b) if there is more than 1 financial institution for the association – the financial institution nominated by the management committee.

## **20 Meetings of general 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 once every month 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 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.
- (6) A committee member who participates in the meeting as mentioned in subrule (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. Each member of the management committee is entitled to one (1) vote. A person carrying out a dual role (e.g. secretary and president) is entitled to one (1) vote only and is not entitled to a vote for each role held by that person.

- (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 member's vote must not be counted.
- (9) The president is to preside as chairperson at a management committee meeting. The chairperson does not have a casting vote in addition to their deliberative vote.
- (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 members may choose 1 of their number to preside as chairperson at the meeting.

## **21 Quorum for, and adjournment of, general management committee meeting**

- (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.
- (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.
- (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 –
  - (a) the meeting is to be adjourned for at least 1 day; and
  - (b) the members of the management committee who are present are to decide the day, time and place of the adjourned meeting.
- (4) If, at an adjourned meeting mentioned in rule 21 (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

## **22 Special meeting of management committee**

- (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.
- (2) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.
- (3) 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.

- (4) 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.
- (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.

### **23 Minutes of management committee meetings**

- (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.
- (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.
- (3) Minutes of the management committee are confidential although members may ask for and obtain a synopsis of matters dealt with by the management committee from time to time.

### **24 Resolutions of management committee without meeting**

- (1) A written resolution signed or an electronic resolution agreed to by a majority 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.
- (2) A resolution mentioned in subrule (1) must be ratified at the next management committee meeting.

### **25 Appointment and structure of subcommittees**

- (1) The management committee through the CEO will appoint subcommittees consisting of members of the association considered appropriate by the committee to support the management committee and CEO with the conduct of the competitions and TBI operations within the association.
- (2) Sub Committees are required to meet at a minimum of three times each calendar year.
- (3) A subcommittee may meet and adjourn as it considers appropriate or at the request of the management committee or the CEO.

- (4) The Sub Committee Meeting will be chaired by a management committee member or the CEO.
- (5) The TBI CEO or their representative is required to be present at each subcommittee meeting.
- (6) Five Subcommittees are required within the association they are, a Senior Competition Sub Committee, a Junior Competition Sub Committee, Junior Representative Sub Committee, a Referee Sub Committee; and Queensland Basketball League Sub Committee.
- (7) A member of the subcommittee who is also a management committee member is not entitled to vote at a management committee meeting on issues raised by the Sub Committee.
- (8) The Junior and Senior Competitions Sub Committees are required to have a representative from each registered club within their competition.
- (9) The Referee Sub Committee must contain a panel of referees of no less than 4 referees or referee supervisors.
- (10) A question arising 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.

## **26 Role of Sub Committees**

- (1) Support the management committee and CEO in conducting competitions within the association.
- (2) Act as an advisory body to the TBI management committee and CEO on issues facing their areas of competition and operation.
- (3) Sub Committees cannot change TBI By laws or TBI policy but may make recommendations to the management committee about changes to By-Laws or policy.
- (4) Sub Committees have no financial authority with TBI finances unless delegated by the Management Committee.

## **27 Acts not affected by defects or disqualifications**

- (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.
- (2) Subrule (1) applies even if the act was performed when –

- (a) 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
- (b) a management committee member, subcommittee member or person acting as a member of the management committee was disqualified from being a member.

## **28 Annual general meeting**

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

## **29 Subsequent annual general meetings**

Each subsequent annual general meeting must be held –

- (a) at least once each year; and
- (b) within 6 months after the end date of the association's reportable financial year.

## **30 Business to be conducted at annual general meeting of level 1 incorporated association**

- (1) This rule applies as TBI is an association is a level 1 incorporated association.
- (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) electing members of the management committee;
  - (d) for a level 1 incorporated association – appointing an auditor or an accountant for the present financial year;

## **31 Notice of annual general meeting**

- (1) The secretary may call an annual general meeting of the association.
- (2) The secretary must give at least 14 days notice of the meeting to each member of the association.
- (3) If the secretary is unable or unwilling to call the meeting, the president must call the meeting.

- (4) The management committee may decide the way in which the notice must be given.
- (5) However, notice of the following meetings must be given in writing –
  - (a) a meeting called to hear and decide the appeal of a person against the management committee's decision –
    - (i) to reject the person's application for membership of the association; or
    - (ii) to terminate the person's membership of the association;
  - (b) a meeting called to hear and decide a proposed special resolution of the association.
- (6) A notice of a general meeting must state the business to be conducted at the meeting.

### **32 Quorum for, and adjournment of, general meeting**

- (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 annual general meeting plus 1.
- (2) No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- (3) 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.
- (4) 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 –
  - (a) the meeting is to be 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 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.
- (6) If a meeting is adjourned under subrule (5), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (7) 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.

- (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.

### **33 Procedure at a general meeting**

- (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.
- (2) A member who participates in a meeting as mentioned in subrule (1) is taken to be present at the meeting.
- (3) At each general meeting –
  - (a) the president is to preside as chairperson; and
  - (b) 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 management committee present must elect one of their number to be chairperson of the meeting; and
  - (c) the chairperson must conduct the meeting in a proper and orderly way.
  - (d) Process:
    - (i) Presidents Report
    - (ii) Operations managers Report
    - (iii) Report by each sub committee
    - (iv) Financial Report
    - (v) Auditors Report
    - (vi) Resignation of current committee
    - (vii) Election of Management Committee
      - A. President;
      - B. Vice President;
      - C. Treasurer;
      - D. Secretary;
      - E. Directors (a min of four);
    - (viii) Appointment of an Auditor; and
    - (ix) Notices of Motion.

### **34 Voting at General / Annual General or Special General Meetings**

- (1) At a meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present.

- (2) Each member present and eligible to vote is entitled to one vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
- (3) The method of voting is to be decided by the management committee.
- (4) However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- (5) If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.
- (6) 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.
- (7) An eligible member present at the AGM can vote on behalf of one other member by a proxy vote.

### **35 Minutes of General / Annual General or Special General Meetings**

- (1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each meeting are entered in a minute book.
- (2) To ensure the accuracy of the minutes –
  - (a) the minutes of each meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting, verifying their accuracy.
- (3) If asked by a member of the association, the secretary must, within 28 days after the request is made –
  - (a) make the minute book for a particular meeting available for inspection by the member at a mutually agreed time and place; and
  - (b) give the member copies of the minutes of the meeting.
- (4) The association may require the member to pay the reasonable costs of providing copies of the minutes.

### **36 Special general meeting**

- (1) The secretary must call a special general meeting by giving each member of the association notice of the meeting within 14 days after –
  - (a) being directed to call the meeting by the management committee; or
  - (b) 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 50 members of the association; or
- (c) being given a written notice of an intention to appeal against the decision of the management committee –
  - (i) to reject an application for membership if they meet rule 36 (1) (b) (ii) ; or
  - (ii) to terminate a person's membership if they meet rule 36 (1) (b) (ii) .
- (2) A request mentioned in subrule (1)(b) must state –
  - (a) why the special general meeting is being called; and
  - (b) the business to be conducted at the meeting.
- (3) A special general meeting must be held within 3 months after the secretary –
  - (a) is directed to call the meeting by the management committee; or
  - (b) is given the written request mentioned in subrule (1)(b); or
  - (c) is given the written notice of an intention to appeal mentioned in subrule (1)(c).
- (4) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.
- (5) An eligible member present at the Special General Meeting can vote on behalf of one other member by a proxy vote.

### 37 Proxies

- (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)/ special ) 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

I declare that I am not able to make the meeting personally for the following reasons:.....

- (2) The instrument appointing a proxy must –
  - (a) if the appointor is an individual – be signed by the appointor

- (3) A proxy must be a member of the association as per Rule 5.
- (4) The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- (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.
- (6) Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.
- (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]

I declare that I am not able to make the meeting personally for the following  
reasons:.....

- (8) An eligible member present at the annual general meeting or special general meeting can vote on behalf of one other member by a proxy vote as per rule 5 (6), 34 (7), and 36 (5).
- (9) The management committee will be entitled to make all necessary enquiries to determine the validity and authenticity of any proxy and will be entitled to reject any irregular, incomplete or invalid proxy form.
- (10) A proxy cannot be a current employee of the association. A person cannot be the proxy for more than two members. Solicitation for proxies is discouraged.

### 38 By-laws

- (1) The management committee may make, amend or repeal By-Laws, not inconsistent with these rules, for the internal management of the association.
- (2) A By-Law may be set aside by a vote of members at a general meeting of the association.

**39 Alteration of rules**

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

**40 Common seal**

- (1) The management committee must ensure the association has a common seal.
- (2) The common seal must be –
  - (a) kept securely by the management committee; and
  - (b) used only under the authority of the management committee.
- (3) Each instrument to which the seal is attached must be signed by a member of the management committee and countersigned by –
  - (a) the secretary; or
  - (b) another member of the management committee; or
  - (c) someone authorised by the management committee.

**41 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 institution account as soon as practicable after receipt.
- (4) A payment by the association of \$100 or more must be made by cheque or electronic funds transfer.
- (5) If a payment of \$100 or more is made by cheque, the cheque must be signed by any 2 of the following –
  - (a) the president;
  - (b) the secretary;
  - (c) the treasurer;

- (d) any 1 of 3 other members of the association who have been authorised by the management committee to sign cheques issued by the association.
- (6) However, 1 of the persons who signs the cheque must be the president, the secretary or the treasurer.
- (7) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- (8) 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.
- (9) All expenditure must be approved or ratified at a management committee meeting.

#### **42 General financial matters**

- (1) On behalf of the management committee, the treasurer must, as soon as practicable after the end date of each calendar 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.

#### **43 Documents**

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

#### **44 Financial year**

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

#### **45 Distribution of surplus assets to another entity**

- (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 members 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 distribution of the entity's income and assets to its members.

- (4) In this rule –

**surplus assets** see section 92(3) of the Act.

#### **46 BQ affiliation**

- (1) This rule applies while the association is an affiliated association with BQ.
- (2) The secretary must give BQ a copy of any notice of a proposed special resolution at the same time as the notice is required to be given to the members under the Act or these rules.
- (3) Within 14 days after a special resolution is passed to amend these rules, the association must give a copy of the special resolution to BQ.
- (4) The association is bound by, and must comply with, the constitution of BQ.
- (5) So far as it is relevant to them, each member of the association is bound by, and must comply with, the constitution of BQ.

#### **47 Indemnity and insurance of officers**

- (1) Indemnity against liabilities

Subject to rule 47 (2) the association indemnifies every person who is or has been an officer of the association against all liabilities of every kind incurred as an officer of the association.

- (2) Prohibited Liabilities

The indemnity in this clause does not apply to the extent that the liability is one that:

- (a) the association is not lawfully permitted to indemnify a person for; or
- (b) the person concerned has not acted in good faith in its dealings with, or on behalf of, the association.

- (3) Power to Insure

The association may pay, or agree to pay, a premium in respect of a contract insuring a person who is or has been an officer of the association except the association must not take out a contract of insurance against a liability in respect of which the association is not lawfully permitted to pay a premium.

**48 CEO**

- (1) The management committee may appoint a CEO and delegate such functions and decision making to the CEO concerning the association's business as the management committee determines is necessary or desirable.
- (2) The CEO may act as Secretary but in such an event is not entitled to vote at committee meetings.

This constitution was adopted by the members at a general meeting held on \_\_\_\_\_[date] and the secretary hereby confirms this is the current constitution for the association.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Name of secretary

\_\_\_\_\_  
Date