



CONSTITUTION

OF

**CAIRNS BASKETBALL
INCORPORATED
(IA01541)
(CBI)**

29 November 2020

TABLE OF CONTENTS

PART 1 - INTRODUCTORY	5
1 INTRODUCTION	5
2 DEFINITIONS AND INTERPRETATION	5
3 OBJECTS	7
4 POWERS	8
PART 2 - MEMBERSHIP	9
5 CLASSES OF MEMBERS	9
6 PLAYING MEMBERS	9
7 ASSOCIATE MEMBERS	10
8 LIFE MEMBERS	10
9 HONORARY MEMBERS	10
10 JUNIOR MEMBERS	11
11 AWARD OF MERIT AND OTHER AWARDS	11
PART 3 - TERMINATION OF MEMBERSHIP	11
12 GENERAL	11
13 RESIGNATION	12
14 EXPULSION AND SUSPENSION	12
15 EXPULSION AND SUSPENSION - APPEAL	14
PART 4 - OTHER MEMBERSHIP MATTERS	14
16 MEMBERSHIP AND OTHER FEES	14
17 REGISTER	15
PART 5 - MANAGEMENT COMMITTEE MEMBERS	16
18 THE MANAGEMENT COMMITTEE	16
19 ELIGIBILITY FOR ELECTION OR APPOINTMENT AS A MANAGEMENT COMMITTEE MEMBER	16

20	TENURE OF MANAGEMENT COMMITTEE MEMBERS	16
21	ELECTION - OUTLINE OF PROCEDURE	18
22	ELECTION - PROCEDURE AT AGM	18
23	CASUAL VACANCIES	19
	PART 6 - WHAT THE MANAGEMENT COMMITTEE DOES AND HOW IT OPERATES	20
24	MAIN FUNCTIONS AND POWERS	20
25	MEETINGS	20
26	PROCEDURE AT MEETINGS	21
27	RESOLUTIONS WITHOUT MEETINGS	22
28	USE OF TECHNOLOGY BY MANAGEMENT COMMITTEE	22
29	SUBCOMMITTEES	23
	PART 7 - GENERAL MEETINGS	23
30	ANNUAL GENERAL MEETINGS	23
31	SPECIAL GENERAL MEETINGS	24
32	NOTICE OF GENERAL MEETINGS	24
33	NOTICES OF MOTION	24
34	QUORUM AND ADJOURNMENT	25
35	PROCEDURE	25
36	VOTING RIGHTS	26
37	PROXIES, ETC	26
38	USE OF TECHNOLOGY AT A GENERAL MEETING	27
	PART 8 - FINANCIAL ADMINISTRATION AND MANAGEMENT	27
39	APPLICATION OF INCOME AND PROPERTY	27
40	ACCOUNTING REQUIREMENTS	28
41	FINANCIAL STATEMENTS AND AUDIT	28
42	FINANCIAL YEAR	28

PART 9 - MISCELLANEOUS	28
43 WINDING-UP	28
44 DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY	28
45 PROTECTION FROM INVALIDITY	29
46 BY-LAWS	29
47 CHANGING THIS CONSTITUTION	30
48 COMMON SEAL	30
49 SECRETARY	30
50 DOCUMENTS AND RECORDS	31
51 NOTICES	31
52 INDEMNITY	31
PART 10 – TRANSITIONAL	32
53 ABOUT THIS PART	32
54 TRANSITION OF MANAGEMENT COMMITTEE	32
55 TRANSITION OF MEMBERS	33
56 TRANSITION OF BY-LAWS	33
ATTACHMENT 1 – REQUIREMENTS OF THE ACT	34
ATTACHMENT 2 – FORM OF PROXY	37

PART 1 - INTRODUCTORY

1 INTRODUCTION

- 1.1 The name of the *association* is “Cairns Basketball Incorporated” (the *association*).
- 1.2 This *constitution* contains the rules of the *association* for the purposes of the *Act*.
- 1.3 Subsection 47(1) of the *Act* does not apply to this *constitution*.

2 DEFINITIONS AND INTERPRETATION

- 2.1 The following definitions apply to terms used in this *constitution*:

Act means the Associations Incorporation Act 1981 and includes the Regulation and any other statutory instrument under that Act or Regulation.

appeals panel means a panel of 3 persons chosen by the secretary from among any person or persons determined by the *management committee* from time to time as eligible members of such a panel.

appellant – means a person whose membership has been suspended or who has been expelled as a member under subrule 14.

applicant means a person, corporation, association or other body who applies to the *association* for membership.

associate member means a person admitted to associate membership of the *association* under rule 7.

association – means “Cairns Basketball Incorporated”.

BA means Basketball Australia Limited.

BQ means Basketball Queensland Limited.

by-laws – see subrule 46.8.

Cairns area includes but is not limited to the area covered by the Cairns Regional Council local government area.

candidate – see subrules 21.3 and 21.7.

constituent documents of an entity means:

- (a) the entity’s constitution, rules or by-laws; and
- (b) any similar document that takes effect as a contract between the members of the entity or between the entity and its members; and

- (c) any other document that regulates the administration, membership or affairs of the entity.

constitution – this constitution, which contains the rules of the *association*.

eligible vote means:

in relation to a general meeting – every vote that may be cast at the meeting by a member present in person or by a *member* on behalf of another *member* under a proxy granted under this *constitution*;

financial member means a member that is not an *unfinancial member*.

holding company – see subrule 52.3.

honorary members means a person admitted to honorary membership of the *association* in accordance with rule 9.

junior member means a person admitted to junior membership of the *association* in accordance with rule 10.

liability – see subrule 52.3.

life member means a person admitted to life membership of the *association* in accordance with rule 8.

life membership policy the policy developed by the management committee from time to time to facilitate admission of life members to the *association*.

management committee means the management committee established under subrule 18.1.

management committee member (or mc member) means members of the management committee elected or appointed under this constitution.

member means a member of the *association* and includes a *playing member*, *junior member*, *associate member*, *life member* and *honorary member*.

membership fees means the fees levied by the management committee from time to time for membership of the *association*.

officer means a management committee member, a secretary and/or an auditor and any former management committee member or former secretary or former auditor.

overdue amount means any amount of membership fees due and unpaid by any member and as otherwise provided for in subrule 16.4.

playing member means a person admitted to playing membership of the *association* in accordance with rule 6.

prescribed means prescribed in the *by-laws* or by a resolution of the *management committee*.

protected invalidity has the same meaning as set out in subrule 45.2.

Regulation means the Associations Incorporation Regulation 1992.

representative means a natural person who is a partner, management committee member, officer or other representative of a *member* which is a partnership, company, trustee, association (whether incorporated or not) or other entity.

required majority has the same meaning as set out in subrule 27.4.

surplus assets has the same meaning as set out in subrule 44.3.

unfinancial member as at a particular date means a *member* who is required to pay amounts to the *association* but whose payments are in arrears at that date.

2.2 An expression used in this *constitution* in a particular context has the same meaning or definition as it has when used in a similar context in the *Act*.

2.3 The Acts Interpretation Act 1954, as in force on the day on which this *constitution* comes into effect, is to apply to this *constitution* as if it was an Act of the Queensland Parliament.

2.4 If a form *prescribed* requires:

- (a) the form to be completed in a specified way; or
- (b) specified information or documents to be included in, attached to or given with the form; or
- (c) the form, or information or documents included in or attached to it, to be verified in a specified way,

the form is not properly completed unless the requirement is complied with.

2.5 A reference in this *constitution* to a law is taken to include a reference to any law that:

- (a) re-enacts or consolidates the law; or
- (b) amends the law; or
- (c) deals with substantially the same subject matter as the law after the repeal of the law; or
- (d) is a statutory instrument under the law or one of the other laws mentioned in this subrule.

2.6 A provision of this rule or applying because of this rule, or a definition contained in another provision of this *constitution*, does not apply to the extent that applying the provision or definition leads to a result that is absurd, impossible or unintended.

3 OBJECTS

3.1 The objects of the *association* are:

3.1.1 to encourage, manage, promote and foster the values and best interests of the sport of basketball;

- 3.1.2 to promote positive player and stakeholder behavioural standards which uphold the values of basketball;
- 3.1.3 to establish and operate structured basketball competitions in which the association's registered players can participate;
- 3.1.4 to ensure that basketball at the association and in the Cairns area is conducted in accordance with the rules and practices adopted by BQ from time to time;
- 3.1.5 to abide by and comply with all rules, by-laws and resolutions made by BQ and any other administrators of basketball approved by BQ;
- 3.1.6 to work closely with the BQ game development officers and other personnel in developing basketball;
- 3.1.7 to work closely with the BQ clubs, other associations and clubs to ensure clear pathways are established for players who wish to pursue that direction;
- 3.1.8 ensure that basketball is played according to the Official Basketball Rules as set down by FIBA;
- 3.1.9 ensure that the sport of basketball is valuable to society and promotes ethical principles in all aspects of the sport;
- 3.1.10 defend the moral and material interests of basketball in an appropriate manner while respecting FIBA's Code of Ethics and its Code of Conduct and Fair Play;
- 3.1.11 promote, preserve, foster and encourage good fellowship, health and safety for registered participants and others involved in the sport of basketball;
- 3.1.12 implement and change codes of conduct and other policies for the sport of basketball and to ensure compliance with and enforce those codes and policies;
- 3.1.13 develop, promote or assist with coaching and talent identification programs for basketball participants; and
- 3.1.14 to do all such acts and things as are necessary, incidental, conducive or subsidiary to all or any of the above objects.

Each of the objects in this rule (other than those in paragraphs (p) and (q)) is a separate and independent object for which the *association* is established.

4 POWERS

- 4.1 The *association* has, in the exercise of its affairs, all the powers of an individual.
- 4.2 The *association* may, for example:
 - (a) enter into contracts;
 - (b) acquire, hold, deal with and dispose of property;
 - (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.

4.3 The *association* may also issue secured and unsecured notes, debentures and debenture stock for the *association*.

PART 2 - MEMBERSHIP

5 CLASSES OF MEMBERS

5.1 The membership of the *association* is to consist of the following classes:

Voting members	<i>Playing members (see rule 6)</i> <i>Associate members (see rule 7)</i> <i>Life members (see rule 8)</i>
Non-voting members	<i>Honorary members (see rule 9)</i> <i>Junior members (see rule 10)</i>

5.2 The number of members overall, and the number within each class, are unlimited.

6 PLAYING MEMBERS

6.1 Playing membership is open to all individuals who play or basketball or officiate in games conducted by the *association*.

6.2 The *management committee* may in its absolute discretion admit as a *playing member* any person who satisfies the criteria for playing membership as set out in rule 6.1.

6.3 Every applicant for playing membership must complete, sign and date an application form as supplied by the *association* and pay the *membership fees*. The contents and format of the form will be determined by the by-laws from time to time.

6.4 The management committee may not deal with any application for playing membership unless the *membership fees* payable in respect of the application have been received by the *association*.

6.5 Notwithstanding rule 6.4, the management committee may in its absolute discretion admit or reject any application for playing membership without the necessity of assigning any reason. If an *applicant* is not admitted to playing membership, all monies paid by the *applicant* to the *association* must be returned forthwith in full.

6.6 *Playing members* are entitled to:

- (a) receive notice of, attend and speak at general meetings;
- (b) vote at a general meeting of *members*;
- (c) nominate and/or vote for *management committee members*; or
- (d) become a member of the *management committee*.

7 ASSOCIATE MEMBERS

- 7.1 Associate membership may be conferred upon any individual or association (whether incorporated or not) who demonstrates interest in the aims of the *association* or in the case of an association or other body where that entity's constituent documents provide for objects that are similar in substance to any or all of the objects of the *association* as set out in this *constitution*.
- 7.2 The *management committee* may in its absolute discretion admit as an *associate member* any person who satisfies the criteria for associate membership set out in rule 7.1.
- 7.3 There is no right of appeal from any application to the *management committee* for membership of the *association* as an *associate member*.
- 7.4 The membership of the *association* of an *associate member* is at the *management committee*'s pleasure and:
- (a) the *management committee* may terminate the membership at any time; and
 - (b) the *management committee* does not have to comply with the rules of natural justice in doing so; and
 - (c) the appeal rights and procedures contained in this constitution do not apply in relation to the termination of the membership of the association of *associate members*.
- 7.5 Associate members are entitled to
- 7.5.1 receive notice of, attend and speak at general meetings;
 - 7.5.2 vote at a general meeting of *members*;
 - 7.5.3 nominate and/or vote for *management committee members*; or
 - 7.5.4 become a member of the *management committee*.

8 LIFE MEMBERS

- 8.1 A person who was a life member of the *association* immediately before this *constitution* came into effect continues to be a *life member* of the *association*.
- 8.2 Life membership may be conferred upon such persons or corporations or associations (whether incorporated or not) as approved by the management committee in accordance with the life membership policy.
- 8.3 A *life member* is not required to pay *membership fees*.
- 8.4 A *life member* is entitled to one vote at meetings of the *association*.

9 HONORARY MEMBERS

- 9.1 Honorary membership may be conferred on individuals, corporations or associations (whether incorporated or not) who demonstrate outstanding service to basketball.

- 9.2 A *member* shall be admitted as a *honorary member* on the recommendation of the *management committee* or a *member* if that recommendation is approved by three quarters majority of *members* present and entitled to vote at a meeting of the *association*.
- 9.3 *Honorary members* are not required to pay *membership fees*.
- 9.4 *Honorary members* are entitled to receive notice of, attend and speak at meetings of the *association* but are not entitled to vote at such meetings.

10 JUNIOR MEMBERS

- 10.1 Junior membership may be conferred on individuals under the age of 18 years who play basketball or officiate in games conducted by the *association*.
- 10.2 Every applicant for junior membership must complete, sign and date an application form as supplied by the *association* and pay the *membership fees*. The contents and format of the form will be determined by the *by-laws* from time to time.
- 10.3 The *management committee* may not deal with any application for junior membership unless the *membership fees* payable in respect of the application have been received by the *association*.
- 10.4 Notwithstanding rule 10.4, the management committee may in its absolute discretion admit or reject any application for junior membership without the necessity of assigning any reason. If an *applicant* is not admitted to junior membership, all monies paid by the *applicant* to the *association* must be returned forthwith in full.
- 10.5 *Junior members* are entitled to receive notice of and attend at meetings of the *association* but are not entitled to vote at such meetings.

11 AWARD OF MERIT AND OTHER AWARDS

- 11.1 The *management committee*, or a person or subcommittee appointed by the *management committee*, may confer the Cairns Basketball Award of Merit, and any other awards, on any individual from time to time.
- 11.2 The conferral of any such award does not constitute the recipient of the award as a *member* of the *association*.

PART 3 - TERMINATION OF MEMBERSHIP

12 GENERAL

- 12.1 A member's membership of the *association* ends if:
- (a) the membership lapses under this *constitution*; or
 - (b) the member resigns the membership under this *constitution*; or
 - (c) the member fails to pay his or her membership fees within the time provided for in this constitution; or

(d) the member is expelled under this *constitution*.

12.2 If a member's membership of the *association* ends, the former member no longer has any of the rights or benefits previously conferred on the member under this *constitution*.

12.3 However, the former member must still comply with any obligation (including an obligation to pay *membership fees*) that arose or accrued before the membership ended.

12.4 A former member is not entitled to a refund of any *membership fees* paid by the former member before the member's membership of the *association* ended.

13 RESIGNATION

13.1 A member may resign as a member of the *association* by giving written notice to the secretary.

13.2 The resignation takes effect on the later of:

(a) the date the notice was given; and

(b) the date specified in the notice.

13.3 When the resignation takes effect, the membership ends.

14 EXPULSION AND SUSPENSION

14.1 The *management committee* may consider whether to expel or suspend a member if:

(a) a person makes a complaint to the *management committee* or the *association* to the effect that an *expulsion ground* exists for the member; or

(b) the *management committee* considers, on its own initiative, that there is an arguable case that an *expulsion ground* exists for the member.

14.2 If the *management committee* proposes to consider whether to expel or suspend a member, the *management committee* must ensure that the secretary gives the member at least 14 days' notice setting out the date, time and venue for the meeting of the *management committee* at which the expulsion is to be considered.

14.3 A member given a notice under subrule 14.2 may:

(a) give the *management committee* written submissions;

(b) attend the meeting stated in the notice and make submissions (but may not be represented by a lawyer or other representative other than a *representative*); or

(c) do both.

14.4 The *management committee* may, before or at the meeting (or after the meeting if the *management committee* resolves to adjourn consideration of the proposed expulsion to a subsequent meeting of the *management committee*), conduct any investigations and inform itself in the way the *management committee* sees fit on the questions of:

- (a) whether an *expulsion ground* exists for the member concerned; and
 - (b) what sanction is appropriate for the member if an *expulsion ground* is subsequently found to exist.
- 14.5 At the meeting (or at a subsequent meeting of the *management committee* if the *management committee* resolves to adjourn consideration of the proposed expulsion), the *management committee*:
- (a) must consider any submissions made under subrule 14.3; and
 - (b) must consider any investigations or information gathered under subrule 14.4; and
 - (c) is not bound by the rules of evidence; and
 - (d) may resolve to:
 - (i) expel the member; or
 - (ii) suspend the member for a specified period.
- 14.6 The secretary must give the applicant notice of the *management committee*'s decision on the application within 14 days after the decision.
- 14.7 When the notice is given:
- (a) if the *management committee* resolved to expel the member - the membership of the member ends; or
 - (b) if the *management committee* resolved to suspend the member - the membership of the member ends and then recommences at the end of the period for which the *management committee* resolved to suspend the member.
- 14.8 An expulsion ground exists for a member if:
- (a) the *member* is convicted of an indictable offence; or
 - (b) the member breaches this *constitution* or the *by-laws* (including by not paying *membership fees* on time); or
 - (c) the member wilfully disobeys the rules or instructions of the *association* or permits or counsels any club or individual under its jurisdiction or control to do so; or
 - (d) the member engages in, condones or does not take effective measures to prevent conduct that is injurious or prejudicial to the *association*, its character or interests or the sport of basketball generally; or
 - (e) the member brings the game into disrepute; or
 - (f) the member is not a fit and proper person or entity to be a member of the *association*.

15 EXPULSION AND SUSPENSION - APPEAL

- 15.1 This rule applies if the membership of the *association* of a former member (the *appellant*) has ended under rule 14.
- 15.2 The *appellant* may, within 14 days after being given notice of the *management committee*'s decision to expel or suspend the *appellant*, give notice to the secretary appealing against the decision.
- 15.3 The notice must be:
- (a) in the form *prescribed* and properly completed; and
 - (b) accompanied by a statement of the reasons for the appeal, any written evidence in support of the appeal and any other matter the *appellant* wants to be taken into account in deciding the appeal.
- 15.4 Once subrule 15.3 has been complied with, the secretary must:
- (a) convene an *appeals panel* to hear the appeal; and
 - (b) give the *applicant* at least 14 days' notice of the date, time and place of the meeting of the *appeals panel* at which the appeal will be heard.
- 15.5 At that meeting, the *appeals panel* must:
- (a) consider the notice of appeal and accompanying documents; and
 - (b) decide whether to allow or reject the appeal.
- 15.6 The appeal is taken to be allowed only if at least 75% of the members of the *appeals panel* at the meeting resolve to allow it.
- 15.7 The *appeals panel* must, through the secretary, give notice to the applicant of the *appeals panel*'s decision on the appeal within 14 days.
- 15.8 The decision of the *appeals panel* is final and the *applicant* has no further right of appeal.
- 15.9 If the appeal is allowed, the *appellant*'s membership of the *association* recommences on the date the appeal is allowed.

PART 4 - OTHER MEMBERSHIP MATTERS

16 MEMBERSHIP AND OTHER FEES

- 16.1 *Membership fees* are to be in the amount, and payable at the time and in the way, determined by the *management committee*.
- 16.2 Determinations under subrule 16.1 may:
- (a) differ for different classes of members; and

- (b) distinguish between different categories of members within a class; and
- (c) be made more than once during a financial year; and
- (d) provide for *membership fees*, or types of *membership fees*, to be payable according to a formula or a number of formulas; and
- (e) provide for fixed amounts, or parts or proportions, of *membership fees* to be payable at different times; and
- (f) by the application of any of these formulas, parts or proportions, mean that a member does not have to pay any *membership fees*.

16.3 The *management committee* may also *prescribe*:

- (a) other fees payable in connection with proceedings under this *constitution*, including fees to be paid to the *association* when a notice of appeal or particular kind of notice of appeal is lodged; and
- (b) the consequences of not paying those fees.

16.4 If a member does not pay any amount of *membership fees* (the ***overdue amount***) on the date that it falls due for payment under a determination under subrule 16.1, the member must pay the *association*:

- (a) interest, calculated and accruing daily, on the *overdue amount* from the date that it fell due for payment until it is paid at the highest overdraft rate charged from time to time by the *association's* financial institution (or, if the *association* has more than 1 financial institution, the one of them chosen by the *management committee*); and
- (b) an administration fee, calculated and accruing daily, on the *overdue amount* from the date that it fell due for payment until it is paid at the rate of 3% per annum.

16.5 A certificate by a financial institution of the rate for a specified period for the purpose of paragraph 16.4(a) is conclusive evidence of the matters it deals with.

16.6 The interest and administration fees payable under subrule 16.4 are payable even if the *association* obtains a judgment against the member for the *overdue amount* or any part of it.

16.7 The *management committee* may waive the obligation to pay interest, administrative fees or both under this rule in the *management committee's* absolute discretion.

17 REGISTER

17.1 The secretary must keep a register of members.

17.2 The register must contain the following particulars:

- (a) the names and contact details of all members and the dates of their admission; and
- (b) deaths, resignations, terminations and reinstatements of membership; and
- (c) any further particulars prescribed.

- 17.3 A *management committee member* or a *member* may inspect (but not copy) the register of members if they:
- (a) apply to the secretary to do so; and
 - (b) pay any fees prescribed for inspecting the register.
- 17.4 The secretary may inspect the register of members at any time.
- 17.5 Nobody else is entitled to access the register of members except as provided by law.

PART 5 - MANAGEMENT COMMITTEE MEMBERS

18 THE MANAGEMENT COMMITTEE

- 18.1 The *association* will have a management committee members (the *management committee*).
- 18.2 The *management committee* is to consist of not less than five (5) people and not more than twelve (12) people, one of whom must be elected or appointed as the president and one of whom must be elected or appointed as the treasurer.

19 ELIGIBILITY FOR ELECTION OR APPOINTMENT AS A MANAGEMENT COMMITTEE MEMBER

- 19.1 A person is eligible to be elected or appointed as a *management committee member* if the person:
- (a) is an individual; and
 - (b) is not ineligible because of section 61A of the *Act* ; and
 - (c) would not, immediately after election or appointment, vacate their office as a *management committee member* because of section 64(2) of the *Act* ; and
 - (d) agrees to be bound by this *constitution*.
- 19.2 A person does not have to be a member of the *association* to be eligible to be elected or appointed as a *management committee member* provided that for a person who is not a member to be eligible to be elected as a management committee member, that person must represent a corporation or association member.

20 TENURE OF MANAGEMENT COMMITTEE MEMBERS

- 20.1 At each annual general meeting:
- 20.1.1 the office of a *management committee member* who was appointed to fill a casual vacancy is vacated; and
 - 20.1.2 three of the remaining *management committee members* must retire.

- 20.2 The *management committee members* who must retire at each annual general meeting under clause 20.1.2 will be the *management committee members* who have been longest in office since last being elected. Where *management committee members* were elected on the same day, the *management committee member(s)* to retire will be decided by lot unless they agree otherwise.
- 20.3 A *management committee member's* term of office starts at the end of the annual general meeting at which they are elected and ends at the end of the annual general meeting at which they retire.
- 20.4 Each *management committee member* must retire at least once every three years.
- 20.5 A *management committee member* who retires under clause 20.1.2 may nominate for election or re-election, subject to clause 20.6.
- 20.6 A *management committee member* who has held office for a continuous period of eight (8) years or more may only be re-appointed or re-elected by a special resolution.
- 20.7 A management committee member must be elected as president for a period of not less than a two year term and a director must be elected as treasurer for not less than a two year term.
- 20.8 However, the office of any management committee member (regardless of how they were elected or appointed) is vacated on any earlier date on which:
- (a) the *management committee member* vacates the office under section 64(2) of the *Act*; or
 - (b) the *management committee member's* resignation from the *management committee* takes effect; or
 - (c) the *management committee member* is removed from his or her position by a resolution of the members at a general meeting, the notice of which set out the intention to move the removal of the *management committee member*; or
 - (d) the *management committee member* is absent from meetings of the *management committee* for a period of 6 consecutive months without the permission of the other *management committee members* and the other *management committee members* resolve to remove the *management committee member* from office.
- 20.9 A person who vacates office as a *management committee member* under this rule is eligible to be re-elected or re-appointed as long as he or she is otherwise eligible under rule 19.
- 20.10 For paragraph 20.8(b), a resignation takes effect:
- (a) when the *management committee member* gives written notice to the secretary; or
 - (b) on a later date specified in such a notice.
- 20.11 For paragraph 20.8(c) or (d), the *management committee member* concerned:

- (a) must first be given a reasonable opportunity to fully present his or her case at a meeting of the *management committee* (but is not entitled to legal or other representation); and
- (b) is taken to have been given that reasonable opportunity if the *management committee member* concerned is notified that the other *management committee members* intend to consider removing the *management committee member* from office at a specified *management committee* meeting at least 14 days after the notification.

21 ELECTION - OUTLINE OF PROCEDURE

- 21.1 At each annual general meeting, an election is to be held for the purpose of filling any positions on the *management committee* being vacated on the date of the annual general meeting under this *constitution*.
- 21.2 Prior to the annual general meeting, the secretary may:
- (a) call for nominations for new *management committee members*; and
 - (b) advertise, invite or solicit applications for new *management committee members*.
- 21.3 A person (the *candidate*) who is eligible for election as a *management committee member* under this *constitution* may be nominated or apply for election as a *management committee member*.
- 21.4 A candidate is only taken to have been nominated and applied if any nomination or application form *prescribed* has been:
- (a) properly completed; and
 - (b) signed by the *candidate*; and/or
 - (c) lodged with the secretary at least 21 days before the annual general meeting.
- 21.5 At least 14 days before the annual general meeting, the secretary must give each *member* a list containing the name of each *candidate* nominated or who has applied for election as a *management committee member*.
- 21.6 The list may contain other information about the candidates.
- 21.7 If an insufficient number of *candidates* are nominated or apply to fill the number of positions on the *management committee* being vacated on the date of the annual general meeting, nominations for the election of people (each of whom is also a *candidate*) as *management committee members* may be taken from the floor at the annual general meeting.

22 ELECTION - PROCEDURE AT AGM

- 22.1 At the annual general meeting, the *members* are to elect *management committee members* to fill the vacancies for which the election is to be held by voting in accordance with rules 36 and 37.

- 22.2 If the number of *candidates* for any election exceeds the number of positions to be filled, a ballot is to be taken at the annual general meeting.
- 22.3 For the purposes of the ballot:
- (a) balloting lists are to be prepared, containing the names of the *candidates* in alphabetical order by surname; and
 - (b) the *candidate* receiving the highest numbers of votes in each election is elected; and
 - (c) second or subsequent rounds of balloting are to be conducted only if two or more *candidates* receive the same number of votes in the same election; and
 - (d) if paragraph (c) applies - the second or subsequent round is to involve only the *candidates* receiving that same number of votes; and
 - (e) the way that the ballot is otherwise conducted is to be decided by the person chairing the annual general meeting.

23 CASUAL VACANCIES

- 23.1 This rule applies if there is a casual vacancy on the *management committee*.
- 23.2 The continuing *management committee member* or *management committee members* may appoint a person, who is eligible to be appointed as a management committee member under rule 19, to serve as a *management committee member*.
- 23.3 If the casual vacancy is in the position of Chairperson or Member of Finance, the continuing *management committee member* or *management committee members* must resolve to appoint a new Chairperson or Member of Finance, who:
- (a) vacates the position as Chairperson or Member of Finance on the date of the next annual general meeting (but does not necessarily vacate his or her office as a *management committee member* at that time unless otherwise provided under this *constitution*); and
 - (b) may be a person appointed under this rule to fill a casual vacancy or may be a continuing *management committee member*.
- 23.4 The continuing *management committee member* or *management committee members* may act despite the casual vacancy.
- 23.5 To remove any doubt, the *management committee* may fill a casual vacancy in the office of Chairperson or Member of Finance from an existing *management committee member* or from an outside person.

PART 6 - WHAT THE MANAGEMENT COMMITTEE DOES AND HOW IT OPERATES

24 MAIN FUNCTIONS AND POWERS

- 24.1 Subject to this *constitution* and any resolution of the members at any general meeting, the *management committee*:
- (a) has the general control and management of the administration of the affairs, property and funds of the *association*; and
 - (b) is responsible for the overall governance and strategic direction of the *association*; and
 - (c) has authority to interpret the meaning of this *constitution* and any matter relating to the *association* on which this *constitution* is silent.

25 MEETINGS

- 25.1 The *management committee* is to meet at least once every 4 months.
- 25.2 The secretary must, by no later than 31 January in each year, set and give the *management committee members* a schedule of the dates of meetings of the *management committee* for that year.
- 25.3 In addition:
- (a) the Chairperson; or
 - (b) any 3 or more of the *management committee members*,
- may give the secretary a signed requisition to convene a meeting of the *management committee*.
- 25.4 The secretary must, within 7 days after being given a requisition under subrule 25.3:
- (a) convene a meeting of the *management committee* to be held within 14 days after the requisition was given; and
 - (b) give the *management committee members* notice of the date, time and venue for the meeting.
- 25.5 If the secretary does not comply with subrule 25.4 after being given a requisition under subrule 25.3, the person or people who gave the requisition:
- (a) may convene a meeting of the *management committee*; and
 - (b) must give the other *management committee members* at least 7 days notice of the date, time and venue for the meeting.

26 PROCEDURE AT MEETINGS

- 26.1 At a meeting of the *management committee*, a quorum is constituted by half the number of *management committee members* then holding office plus 1 (with any fractions disregarded).
- 26.2 If within 30 minutes from the time appointed for the commencement of a *management committee* meeting a quorum is not present, the meeting:
- (a) if it was convened following a requisition or has already been adjourned under paragraph (b) - lapses; or
 - (b) otherwise - stands adjourned to the same day in the next week at the same time and place, or to another day, time or place determined by the *management committee*.
- 26.3 A meeting of the *management committee* is to be chaired by:
- (a) the Chairperson; or
 - (b) if the Chairperson is not at the meeting within 30 minutes after the time appointed for it - another *management committee member* present at the meeting and chosen by the *management committee members* at the meeting; or
 - (c) if the Chairperson is temporarily absent from the meeting without the leave of the meeting or is incapacitated from chairing the meeting or unwilling or unable to do so:
 - (i) another *management committee member* present at the meeting and chosen by the *management committee members* at the meeting while the Chairperson is absent, incapacitated, unwilling or unable; and
 - (ii) the Chairperson for the rest of the meeting.
- 26.4 A *management committee member* cannot attend a meeting of the *management committee* by a proxy, attorney or other representative.
- 26.5 Questions arising at a meeting of the *management committee*:
- (a) are to be decided by a majority of votes (by show of hands); and
 - (b) may be decided by the person chairing the meeting exercising a casting vote, in addition to his or her deliberative vote, if there is an equality of votes; and
 - (c) are regarded as decided in the negative if there is still an equality of votes because the person chairing the meeting cannot or does not exercise the casting vote.
- 26.6 The declaration by the person chairing the meeting of the outcome of a vote, and its subsequent recording in the minutes of the meeting, are conclusive evidence of the outcome.
- 26.7 A *management committee member* who has a material personal interest in a matter that is being considered at a *management committee* meeting must not:
- (a) be present while the matter is being considered at the meeting; or

(b) vote on the matter,

and if the *management committee member* does vote the vote is not to be counted.

- 26.8 The minutes of every meeting of the *management committee* are to be signed by a person who chaired that meeting or the next meeting of the *management committee*.
- 26.9 The person chairing a *management committee* meeting has the power to rule conclusively on any matter of meeting procedure in relation to which this *constitution* and the *by-laws* are silent.
- 26.10 Except as provided in this rule, the *management committee* may meet together and regulate its proceedings in the way it *prescribes*.

27 RESOLUTIONS WITHOUT MEETINGS

- 27.1 The *management committee* may pass a resolution without a meeting being held if the *required majority* of the *management committee members* sign a document containing a statement that they are in favour of the resolution set out in the document.
- 27.2 Separate copies of a document may be used for signing by the *required majority* of *management committee members* if the wording of the resolution and statement is identical in each copy.
- 27.3 The resolution is passed when the last of the *required majority* of *management committee members* signs.
- 27.4 For this rule:

required majority means at least half plus one of the *management committee members* (with any fraction disregarded) who would be entitled to vote on the resolution if it was moved at a *management committee* meeting.

28 USE OF TECHNOLOGY BY MANAGEMENT COMMITTEE

- 28.1 A *management committee* meeting may be held at 2 or more venues using any technology that gives the *management committee members* present as a whole a reasonable opportunity to participate.
- 28.2 However, this is only the case if each of the *management committee members* present at any of the venues acknowledges his or her presence to all the other *management committee members* present at any of the venues at the start of the meeting.
- 28.3 A *management committee member* who is present at a venue at the start of a *management committee* meeting, or when the person chairing the meeting declares a quorum to be present, by using any technology is taken to be present for the duration of the meeting for the purpose of deciding whether a quorum was present for the meeting.

29 SUBCOMMITTEES

- 29.1 The *management committee* may establish and disband subcommittees consisting of people appointed by the *management committee* or chosen in the way decided by the *management committee*.
- 29.2 A subcommittee:
- (a) has the functions determined by the *management committee* from time to time; and
 - (b) has any powers delegated to it by the *management committee* from time to time (which delegations may be revoked or altered by the *management committee* at any time); and
 - (c) must obey any regulations imposed on it by the *management committee*.
- 29.3 The *management committee* may:
- (a) change the regulations imposed on, or functions determined for, a subcommittee from time to time; and
 - (b) enlarge or reduce the powers of a subcommittee from time to time.
- 29.4 Subject to any regulations under this rule, meetings of subcommittees are to be conducted in the same way as meetings of the *management committee* (with any necessary adaptations).
- 29.5 The *management committee* may not transfer or delegate its liability to a subcommittee.

PART 7 - GENERAL MEETINGS

30 ANNUAL GENERAL MEETINGS

- 30.1 An annual general meeting of the members must be held:
- (a) at least once each year; and
 - (b) within 6 months after the end of the *association's* previous financial year; and
 - (c) at the time and place decided by the *management committee*.
- 30.2 The following business must be transacted at every annual general meeting:
- (a) the receiving of the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the *association* for the last financial year; and
 - (b) the presenting by the *management committee* of a written report of the *association's* operation throughout the year and an audited statement of the *association's* financial position (which can be incorporated in the statement referred to in paragraph (a)); and

- (c) the receiving of the auditor's report on the financial affairs of the *association* for the last financial year; and
- (d) the presenting of the audited statement to the meeting for adoption; and
- (e) the election of *management committee members*; and
- (f) the appointment of an auditor; and
- (g) motions set out in the agenda for the meeting; and
- (h) any other business allowed or required by the Chairperson, the meeting or this *constitution* or the *by-laws*.

31 SPECIAL GENERAL MEETINGS

31.1 The secretary must convene a special general meeting, to be held within 3 months, if:

- (a) given a requisition by 3 or more *management committee members*; or
- (b) given a requisition by the Chairperson; or
- (c) given a requisition by a simple majority of the *members*.

31.2 A requisition under subrule 31.1 must clearly state the reasons why the special general meeting is being convened and the nature of the business to be transacted at it.

31.3 If the secretary does not give notice of a special general meeting within 14 days after being given a requisition under subrule 31.1, the person or people who gave the requisition may give the notice instead.

32 NOTICE OF GENERAL MEETINGS

32.1 The secretary must give *members* and *management committee members* at least 14 days' notice of any general meeting.

32.2 The way the notice is given is to be *prescribed* by the *management committee*.

32.3 The notice of a general meeting must include:

- (a) a provisional agenda or short summary of the business proposed for the meeting; and
- (b) a call for notices of motion; and
- (c) a call for nominations for any *management committee* positions to be filled at the meeting.

33 NOTICES OF MOTION

33.1 A *management committee member* or *member* who wants a matter to be discussed, or a motion to be put, at an annual general meeting may give the secretary notice of the matter or motion at least 21 days before the date appointed for the annual general meeting.

- 33.2 The secretary must add those matters and motions to the agenda for the annual general meeting.
- 33.3 The secretary must, at least 14 days before the date appointed for the annual general meeting, give everybody who is entitled to be given notice of the meeting:
- (a) copies of the notices given to the secretary under this rule; or
 - (b) an amended agenda for the meeting.

34 QUORUM AND ADJOURNMENT

- 34.1 At any general meeting the number of *members* required to constitute a quorum shall be double the number of *members* presently on *management committee* plus one.
- 34.2 No business may be conducted at a general meeting unless a quorum is present at the time the meeting begins its business.
- 34.3 If a quorum is not present within 30 minutes after the time appointed for the general meeting, then:
- (a) if the meeting has already been adjourned under paragraph (b) - the *members* present constitute a quorum despite anything else in this *constitution*; or
 - (b) otherwise – the meeting stands adjourned to the same day in the next week at the same time and place, or to another day, time or place determined by the *management committee*.
- 34.4 The person chairing a general meeting may, and must if directed by a resolution of the meeting, adjourn the meeting from time to time and from place to place.
- 34.5 If a general meeting is adjourned under subrule 34.4:
- (a) only business left unfinished may be conducted at the adjourned meeting; and
 - (b) the secretary is to give fresh notice to members of the adjourned meeting, in the same way as was required for the original meeting, if the adjournment is for 30 days or more; and
 - (c) otherwise, the secretary does not need to give fresh notice to members of the adjourned meeting.

35 PROCEDURE

- 35.1 A general meeting is to be chaired by:
- (a) the Chairperson; or
 - (b) if the Chairperson is not at the meeting within 30 minutes after the time appointed for it - a person present at the meeting and chosen:
 - (i) by the *management committee members* at the meeting; or

- (ii) if there are no *management committee members* at the meeting - by the meeting; or
- (c) if the person chairing the meeting under paragraph (a) or (b) is temporarily absent from the meeting without the leave of the meeting or is incapacitated from chairing the meeting or unwilling or unable to do so:
 - (i) a person present at the meeting and chosen by the *management committee members* at the meeting (or, if there are no *management committee members* at the meeting, by the meeting) while the person chairing the meeting under paragraph (a) or (b) is absent, incapacitated, unwilling or unable; and
 - (ii) the person chairing the meeting under paragraph (a) or (b) for the rest of the meeting.

35.2 The person chairing a general meeting must conduct the meeting in a proper and orderly way.

35.3 The minutes of every general meeting are to be signed by a person who chaired that meeting or the next general meeting.

35.4 The person chairing a general meeting has the power to rule conclusively on any matter of meeting procedure in relation to which this *constitution* and the *by-laws* are silent.

36 VOTING RIGHTS

36.1 Every question, matter or resolution shall be decided by a majority of votes of the *members* present and entitled to vote.

36.2 If the votes on a question or motion are equal, the person chairing the meeting has a casting vote (even though that person might not otherwise have a vote).

36.3 Voting shall be by a show of hands.

36.4 The declaration by the person chairing a general meeting of the outcome of a vote, and its subsequent recording in the minutes of the meeting, are conclusive evidence of the outcome unless at least 20% of the *members* present at the meeting demand a ballot.

36.5 If at least 20% of the *members* present at a general meeting demand a ballot, the person chairing the meeting must appoint 2 people present at the meeting to conduct the ballot in the way decided by the person chairing the meeting.

36.6 The declaration by the person chairing a general meeting of the outcome of a ballot, and its subsequent recording in the minutes of the meeting, are conclusive evidence of the outcome.

37 PROXIES, ETC

37.1 An instrument appointing a proxy is not valid unless:

- (a) it is given by the *member* or the *representative* of the *member*; and
- (b) it is in writing; and

- (c) it is in, or substantially in, the form set out in attachment 2 to this *constitution* or in another form *prescribed*; and
- (d) it is served at the *association's* registered office at least 2 business days before the date of the meeting or delivered to the secretary prior to the commencement of the meeting.

37.2 Unless an instrument appointing a proxy says otherwise, the instrument is taken to confer the authority to:

- (a) demand or join in demanding a poll; and
- (b) vote however the appointed *member* decides; and
- (c) do those things at any adjournment of the meeting,

but only to the extent that the *member* granting the proxy has those rights.

38 USE OF TECHNOLOGY AT A GENERAL MEETING

38.1 If the *management committee* decides, a general meeting may be held at 2 or more venues using any technology that gives the *members* present as a whole a reasonable opportunity to participate.

38.2 However, this is only the case if each of the *members* present at any of the venues acknowledges his or her presence to the person chairing the meeting at the start of the meeting.

38.3 A *member* who is present at a venue at the start of a general meeting, or when the person chairing the meeting declares a quorum to be present, by using any technology is taken to be present for the duration of the meeting for the purpose of deciding whether a quorum was present for the meeting.

PART 8 - FINANCIAL ADMINISTRATION AND MANAGEMENT

39 APPLICATION OF INCOME AND PROPERTY

39.1 The income and property of the *association* must be used and applied solely in the promotion of the *association's* objects and the exercise of its powers.

39.2 No portion of the *association's* income or property may be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit among any of the *association's* members.

39.3 However, this does not prevent:

- (a) the *association* paying interest to a member in good faith on an amount advanced by the member to the *association*; or
- (b) remuneration for services actually rendered to or for the *association*; or

- (c) the payment or reimbursement of out of pocket expenses, money advanced, reasonable and proper charges for goods hired or leased by the *association* or reasonable and proper rent and outgoings for premises let to the *association*.

40 ACCOUNTING REQUIREMENTS

- 40.1 The *association* must comply with the accounting requirements under the *Act*.
- 40.2 Attachment 1 sets out the requirements as at the date on which this *constitution* came into effect.

41 FINANCIAL STATEMENTS AND AUDIT

- 41.1 The secretary must ensure that a financial management report, summarising the *association's* income and expenditure since the last one was prepared, is prepared and presented at least once a month to the *management committee members*.
- 41.2 The *association* must comply with the financial and auditing requirements under the *Act*.
- 41.3 Attachment 1 sets out the requirements as at the date on which this *constitution* came into effect.

42 FINANCIAL YEAR

- 42.1 The financial year of the *association* runs from 1 January to 31 December in each calendar year.

PART 9 - MISCELLANEOUS

43 WINDING-UP

- 43.1 The *association* may be wound-up as provided in part 10 of the *Act*.

44 DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY

- 44.1 This rule applies if the *association* is wound-up under part 10 of the *Act* and there are *surplus assets*.
- 44.2 The *surplus assets* must not be distributed among the members but must be given to another entity:
- (a) that has objects similar to the *association's* objects; and
 - (b) the *constituent documents* of which prohibit the distribution of the entity's income and assets to its members; and
 - (c) which is exempt from income tax under the Income Tax Assessment Act 1936 and/or Income Tax Assessment Act 1997.
- 44.3 In this rule:
- surplus assets* has the meaning given by subsection 92(3) of the *Act*.

45 PROTECTION FROM INVALIDITY

45.1 Any resolution, determination or decision made, or act or thing done, in good faith by any of the following is to be regarded as valid and fully effective in spite of a protected invalidity:

- (a) a general meeting; and
- (b) a meeting of the *management committee*; and
- (c) the *management committee*; and
- (d) a *management committee member*; and
- (e) a meeting of a subcommittee; and
- (f) a subcommittee; and
- (g) the secretary.

45.2 In this rule:

protected invalidity means:

- (a) the fact that a *management committee member* or person purporting to be a *management committee member* or to hold a particular office or position was not a *management committee member* or did not hold the office or position or was disqualified; and
- (b) a defect in the appointment or election of a *management committee member* or person purporting to hold a particular office or position; and
- (c) a defect in the convening, giving notice, calling or conduct of a meeting.

46 BY-LAWS

46.1 The *management committee* may make, amend or repeal *by-laws*:

- (a) for the internal management of the *association*; or
- (b) providing for or dealing with a matter this *constitution* allows to be *prescribed*; or
- (c) providing for or dealing with a matter the *management committee* has jurisdiction over.

46.2 The *by-laws*:

- (a) may impose monetary liabilities on members (including fines not exceeding 5 penalty units for non-compliance with this *constitution* or the *by-laws*); but
- (b) must not conflict with this *constitution* or any law.

46.3 Each member must comply with the *by-laws* as if the *by-laws* were in this *constitution*.

- 46.4 Any *by-law* or part of a *by-law* may be repealed by a special resolution passed at a general meeting.
- 46.5 However, subrule 46.4 does not confer the power to make or amend a *by-law* or part of a *by-law*.
- 46.6 The secretary must keep a register of the *by-laws* in force from time to time at the *association's* registered office.
- 46.7 A *member* or a *management committee member* may inspect the register at the *association's* registered office after giving reasonable notice to the secretary.
- 46.8 In this *constitution*:
- by-laws* includes codes of conduct and policies expressed to take effect as by-laws.

47 CHANGING THIS CONSTITUTION

- 47.1 Subject to the *Act*, this *constitution* may be amended, rescinded or added to from time to time by a special resolution passed at any general meeting.
- 47.2 However, an amendment, rescission or addition is valid only if the chief executive as provided for under the *Act*, registers it.

48 COMMON SEAL

- 48.1 The *management committee* is to provide for a common seal and for its safe custody.
- 48.2 The common seal must only be used by the authority of the *management committee*.
- 48.3 Every document to which the seal is affixed is to be:
- (a) signed by a *management committee member*; and
 - (b) countersigned by the secretary, another *management committee member* or some other person appointed by the *management committee* for the purpose.
- 48.4 This rule does not apply if the *association* is not required under the *Act* to have a seal.

49 SECRETARY

- 49.1 The *management committee* must ensure that the *association* always has a secretary in accordance with the requirements of the *Act*.
- 49.2 Attachment 1 sets out the requirements as at the date on which this *constitution* came into effect.
- 49.3 There may be more than 1 secretary.
- 49.4 To remove any doubt, the Chief Executive Officer of the *association* may be appointed as a secretary.
- 49.5 The secretary must ensure that:

- (a) full and accurate minutes of all questions, matters, resolutions and proceedings of each general meeting and *management committee* meeting are kept in a minute book; and
- (b) the minute book for each general meeting is open to inspection at the *association's* registered office during normal business hours by any *financial member* who gives the secretary reasonable notice of the inspection and who pays any *prescribed* fee for the inspection.

49.6 To ensure the accuracy of the minutes kept under paragraph 49.5(a), they are to be signed as set out in this *constitution* and their signing in that way is proof of their accuracy.

50 DOCUMENTS AND RECORDS

50.1 The *management committee* is to provide for the safe custody of books, documents, instruments of title and securities of the *association*.

50.2 The *association* must keep the records required by the *Act*.

51 NOTICES

51.1 If a provision of this *constitution* requires or allows notice to be given, or for a person to be notified of a matter, notice may be given under this rule.

51.2 If the notice is to be given to the *association*, it may be given in a way provided for in the *Act*.

51.3 If the notice is to be given to a *member candidate*, *applicant*, *appellant* or *management committee member* it may be given:

- (a) in a way provided for in section 39 of the Acts Interpretation Act 1954; or
- (b) by ordinary prepaid post to the person's postal address last known to the *association*.

51.4 A *member*, *candidate*, *applicant*, *appellant* or *management committee member* must notify the *association* of any change to the person's:

- (a) residential, business or postal address; or
- (b) telephone or facsimile number; or
- (c) email address.

52 INDEMNITY

52.1 The *association* must indemnify an *officer* of the *association* against any *liability* incurred by the *officer*:

- (a) as an *officer* of the *association*; and
- (b) to a person other than the *association* or any entity of which the *association* is a *holding company*.

52.2 However, subrule 52.1 does not apply to a liability that arose out of conduct, acts or omissions by the *officer* to the extent they involve:

- (a) dishonesty; or
- (b) a lack of good faith.

52.3 In this rule:

holding company has the meaning given by section 9 of the Corporations Act 2001.

liability includes costs and expenses incurred in defending any civil or criminal proceedings in which:

- (a) judgment is given in favour of the *officer*; or
- (b) the officer is acquitted, found not liable or relieved from liability.

officer includes:

- (a) a *management committee member*, a secretary and an auditor; and
- (b) a former *management committee member*, a former secretary and a former auditor.

PART 10 – TRANSITIONAL

53 ABOUT THIS PART

53.1 In this part 10:

commencement date means the date on which this *constitution* takes effect.

old constitution means the *association's* rules immediately before the *commencement date*.

53.2 Each of the rules in this part 11 (with the exception of this rule) is stated to expire at the first anniversary of the commencement date. At that date:

- (a) this part 11 expires; and
- (b) this part 11 in its entirety is taken to have been deleted from this *constitution*.

54 TRANSITION OF MANAGEMENT COMMITTEE

54.1 Each person who was a member of the Management Committee under the *old constitution* immediately before the *commencement date* continues as a *management committee member* under this *constitution* on and from the *commencement date*.

54.2 The person who was the President under the *old constitution* immediately before the *commencement date* continues as the Chairperson under this *constitution* on and from the *commencement date*.

- 54.3 The person who was the Treasurer under the *old constitution* immediately before the *commencement date* continues as the Treasurer under this *constitution* on and from the *commencement date*.
- 54.4 This rule applies even though the number of *management committee members* may exceed the number provided for elsewhere in this *constitution* until the expiration of this rule.
- 54.5 Each person who continues as a *management committee member* under this *constitution* on and from the *commencement date* vacates office as a *management committee member* at the end of the first annual general meeting of the *association* held after the *commencement date*.

55 TRANSITION OF MEMBERS

- 55.1 On and from the *commencement date*, a person who was a member of the *association* under the *old constitution* immediately before the *commencement date* in any of the categories set out in the following table continues to be a member of the *association* in the corresponding category in the table, under and subject to this *constitution*:

Category under <i>old constitution</i>	Corresponding category under this <i>constitution</i>
Playing Member	<i>Playing member</i>
Associate Member	<i>Associate member</i>
Honorary Member	<i>Honorary member</i>
Life Member	<i>Life member</i>
Junior Member	<i>Junior member</i>

56 TRANSITION OF BY-LAWS

- 56.1 On and from the *commencement date*, any by-laws that were in force under the *old constitution* immediately before the *commencement date* cease to take effect.

ATTACHMENT 1 – REQUIREMENTS OF THE ACT

Accounting requirements

- 1 The association must keep an account in Queensland with a financial institution.
- 2 The association's treasurer, or other authorised officer, must:
 - (a) receive all amounts paid to the association and, if asked, immediately give a receipt for the amounts; and
 - (b) as soon as practicable:
 - (i) deposit each amount received into the association's account with a financial institution; and
 - (ii) enter the particulars of each amount received, and payments made by the association, into the association's cash book.
- 3 The association must keep an account in Queensland with a financial institution.
- 4 Payments of less than \$100 may be made from a petty cash account kept on the imprest system.
- 5 Payments of \$100 or more must be made by cheque or electronic funds transfer.
- 6 Particulars of all payments from, and reimbursements to, the petty cash account must be recorded in the petty cash book.
- 7 The management committee must:
 - (a) approve or ratify the association's expenditure; and
 - (b) ensure the approval or ratification is recorded in the management committee's minute book.
- 8 The association's expenditure must be supported by adequate documentation filed in chronological order and kept at a place decided by the management committee.
- 9 A negotiable instrument issued by the association must be signed by any 2 of the following association members:
 - (a) the Chairperson;
 - (b) the secretary;
 - (c) the Member of Finance;
 - (d) another member approved by the management committee.
- 10 The Member of Finance, or other authorised officer, must regularly:

- (a) balance the cash book; and
- (b) make a reconciliation between the cash book and the balance of the association's account with a financial institution.

11 The association must keep its financial records:

- (a) in the State; and
- (b) for at least 7 years.

Record-keeping requirements

12 The association must keep the following records:

- (a) a cash book or statement of amounts received and paid;
- (b) a receipt book of receipt forms;
- (c) records of the account the association keeps with a financial institution that are given to the association by the financial institution;
- (d) a register of members;
- (e) a register of assets;
- (f) a petty cash book;
- (g) a minute book of the management committee.

13 Unless a receipt book mentioned in 12(b) is kept by way of a computer system record, it must:

- (a) contain receipt forms printed in duplicate and consecutively numbered; or
- (b) be kept on the numbered butt principle.

14 If the chief executive considers the appropriate circumstances exist, the chief executive may also require an incorporated association to keep the following records:

- (a) a ledger;
- (b) a journal.

15 The association must ensure its records are kept in the English language in a way that:

- (a) correctly records and explains its transactions and financial position; and
- (b) enables the statement mentioned in section 59(1)(a) of the Act to be prepared; and
- (c) enables its accounts and affairs to be properly and conveniently audited.

Secretary

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

ATTACHMENT 2 – FORM OF PROXY

CAIRNS BASKETBALL INCORPORATED

..... (name of member)
of (address of member)
being a member of the association, appoints(name of member) as its proxy to vote for it on its behalf at the general meeting of the association to be held on / / (date of meeting) and at any adjournment of that meeting.

This form is to be used as follows:

Motion	How vote is to be exercised
	For / Against / At proxy's discretion

Date signed: / /

..... Signature of member

..... Signature of member
