Constitution of the North Gold Coast Seahawks Basketball Inc

This is the Constitution and Governing Rules of North Gold Coast Seahawks Basketball Inc. It is intended to be read and used in conjunction with the Policies and Guidelines of the Association. Adopted 10/06/2026 by Approved Members. Approved OFT 17/08/2026

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Part 1 - Introductory

INTRODUCTION

1.1. The name of the incorporated association is North Gold Coast Seahawks Basketball Inc ("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. In this Constitution unless the contrary intention appears:

Act means the Associations Incorporation Act 1981 (QLD)

Affiliated Club means a club who has affiliated with the association as an affiliated club.

Appeals Panel means a panel of 3 or more people chosen by the secretary from among any person or persons determined by the Board from time to time as eligible members of such a panel. (The number of persons must always total an uneven number).

Board means the body managing the association.

Board Member means anyone who holds a position on the Board of the association.

Branch Club is a club within the association as an affiliated club.

Constituent documents of an entity mean:

- the entity's constitution, rules or by-laws; and
- any similar document that takes effect as a contract between the members of the entity or between the entity and its members; and
- any other document that regulates the administration, membership or affairs of the entity.

Constitution means the Constitution of the association.

General Meeting means the annual or any special general meeting of the Association.

Indictable means an offence which will cause the person who commits it liable to be charged with a serious crime.

Instrument means a written legal document such as a contract, lease, deed, will or bond.

Notice means a communication seeking to make its recipient aware of a fact or thing, as required by law or contract.

Prescribed means prescribed in the by-laws or by a resolution of the Board.

Register means a register of Members kept and maintained in accordance with rule 14.

Repealed means a rule(s), law(s) or other form of enactment that has been revoked, replaced or rescinded by an official or formal act.

School Club. means a school that has affiliated with the association as an affiliated club.

Special Resolution means a resolution as defined in the Act.

2.2 Any word not defined above, but is defined in the Act has, if the context permits, the meaning given by the Act.

2.3 In this constitution:

- a reference to a function includes reference to a power, authority and duty.

- a reference to the exercise of a function includes, where the function is a power, authority or a duty, a reference to the exercise of the power or authority of the performance of the duty.

- words importing the singular include the plural and vice versa.

- words importing any gender include the other genders.

- references to persons include corporations and bodies politic.

- references to a person include the legal personal representatives, successors and permitted assigns of that person.

- a reference to a statute, ordinance, code or other law includes Regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and

- a reference to "writing" shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

2.4 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.

2.5 If any provision of this Constitution or any phrase contained within is invalid or unenforceable, the phrase or provision is to be read down if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of this Constitution.

2.6 Except where the contrary intention appears in this Constitution, an expression that deals with a matter under the Act has the same meaning as that provision of the Act. Model rules under the Act are expressly displaced by this Constitution.

2.7 This Constitution replaces the existing constitution as of date of the AGM or Special Meeting were passed

2.8 Any appointment made or motion passed under the constitution hereby repealed, if in force at the commencement of this constitution, shall continue in force as far as practicable as if made or passed under this constitution.

2.9 Any reference to a rule within this constitution, unless otherwise specifies, means a rule contained within this Constitution.

2.10 Any reference to the end of the financial year is taken to mean 30th June, unless otherwise stated.

3. OBJECTS OF ASSOCIATION

The objects of the association are:

3.1 to conduct basketball competitions for junior and senior players both female and male.

3.2 to develop and promote the game of basketball at the amateur level on the Gold Coast and its environs.

3.3 to instruct and educate players, referees, coaches, and volunteers in the conduct of the game.

3.4 to form teams to represent the association at interregional and intrastate competitions.

3.5 to organise tournaments, camps, and representative fixtures for the purpose of promotion of basketball on the Gold Coast and its environs.

4. POWERS OF THE ASSOCIATION

4.1 The association has the powers of an individual.

4.2 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) appear and adjudicate upon appeals, decisions of officials of the association and the affiliated and subsidiary bodies: and

e) to suspend, disqualify, or otherwise deal with any affiliated body and / or member or officer thereof who has committed any breach of this constitution or of the rules or by-laws made thereunder or who has practised, counselled or sanctioned any conduct arising out of or in connection with amateur sport or otherwise which conduct is, in the opinion of the Association, unfair, unbecoming or contrary to the interests of amateur sports; and

f) do other things necessary or convenient to be done in carrying out its affairs.

Part 2 - Membership

5. CLASSES OF MEMBERS

5.1. The membership of the association shall consist of the following classes of members:

a) Playing Members– Non-Voting Rights

b) Life Members- Non-voting Rights

c) Ordinary Members- Non-Voting Rights

d) Registered Volunteer Members – Voting Rights

e) Honorary Members – Non-Voting Rights

6. PLAYING MEMBERS

6.1. Playing member means a person registered with the association as either a Junior (Under 18) or Senior basketball player in a team playing in a competition conducted by the association.

6.2. This class of membership holds no voting rights at general meetings.

6.3. Junior players may not stand for election or appointment to the Board

6.4 Senior players may be nominated for appointment to the Board

6.5. The number of playing members shall be unlimited.

7. LIFE MEMBERS

7.1 A person becomes a life member when:

A) The board shall seek nominations from each affiliated club delegate and/or a nomination of the Board's selection once a year

B) The nominations shall be put to an independent selection panel under the Life Member selection charter guidelines as conferred from the Board under a delegation of authority

C) Upon receiving the panel's recommendation, the affiliated club delegates will need to approve the recommendation by a two-thirds majority.

7.2 If a person becomes a life member, the conferral of life membership is to be announced at a time and place chosen by the Board of the association

7.3 Not more than one (1) Life Member shall be elected in any one calendar year.

7.4. This class of membership holds no voting rights at general meetings.

7.5 The number of Life Members shall be unlimited.

8. ORDINARY MEMBERS

8.1 An ordinary member can be defined as:

- Parent or Guardian of a Junior Playing member as registered in the game day management system

8.2. This class of membership holds no voting rights at general meetings but may be nominated for a position on the association board.

8.3 The number of ordinary members is unlimited

9. REGISTERED VOLUNTEERS

9.1 Registered Volunteer membership is affected by registering in the game day management system and being an active participant prior to June 30th each calendar year.

9.2 Post June 30th each calendar year to hold voting rights a registered volunteer must apply on the prescribed form to be affected.

9.3 As part of registration registered volunteers over the age of 18 must include a valid Blue Card for working with children when involved in any junior programs. (Or State or National equivalent requirement)

9.4 Registered Volunteers will include both association and affiliated clubs Board or management committee members, coaches, assistant coaches, managers of teams playing for the association or within the association's competitions.

9.5 Each team is limited to a coach, assistant coach and manager as a registered volunteer for all junior teams.

9.6 Registered volunteers must be over 18 years of age to hold voting rights

9.7 Upon application the Board must approve the acceptance or rejection of the application at the next Board meeting

9.8 Registered Volunteers hold voting rights and are entitled to receive notice of and attend general meetings and to be on the association Board

9.9 The number of Registered Volunteers shall be unlimited apart from the application of rule 9.5.

10. HONORARY MEMBERS

10.1 The Board may, at its discretion, vote to confer the title of Honorary Member upon any persons who have assisted the association during the current season. Such membership to remain in existence until the end of the respective calendar year.

10.2 Honorary members must be over 18 years of age.

10.3 This class of membership holds no voting rights at general meetings.

10.4 The number of Honorary Members shall be unlimited.

11. REJECTION OF APPLICATION FOR VOLUNTEER MEMBERSHIP

11.1. This rule applies if the Board rejects an application for membership as a volunteer member of the association.

11.2 The person whose application has been rejected must be informed in writing stating the reasons for the rejection of the application.

11.3. If the applicant does not appeal against the decision under rule 12, the applicant may make a further application for membership after at least 12 months have elapsed from the date of the Board's decision but not before.

12. REJECTION/TERMINATION/EXPULSION- APPEAL

12.1. This rule applies if the committee rejects an application for volunteer membership of the association under rule 11 or if a member has had their membership terminated under rule 13.3

12.2. The applicant may, within 14 days after being given notice of the committee's decision, give notice to the secretary appealing against the decision.

12.3. The notice must be:

a) in the form prescribed; 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 applicant wants to be considered in dealing with the appeal.

12.4 Once rule 12.3 has been complied with, the secretary must:

a) convene an appeals panel to hear the appeal; and

b) give the applicant at least 30 days' notice of the date, time and place of the meeting of the appeals panel at which the appeal will be heard.

12.5 Appeals Panel Selection:

a) Upon receipt of a valid notice of appeal, the Board shall appoint an Appeals Panel comprising of three individuals.

b) Members of the Appeals Panel must not have had any prior involvement in the decision being appealed and must not have any close personal or professional relationship with the Appellant.

c) The Board shall appoint one of the three members as the Chairperson of the Panel

d) If a potential conflict of interest is identified, the Board shall appoint a replacement member immediately.

e) The Panel may include individuals from outside the Club to ensure impartiality.

12.6 At that meeting, the appeals panel must:

a) consider the notice of appeal and accompanying documents; and

b) decide whether to uphold or dismiss the appeal.

12.7 The decision of the appeals panel is final, and the applicant has no further right of appeal.

13. RESIGNATION/TERMINATION OF MEMBERSHIP

13.1. A member may resign from the association by giving written notice of resignation to the secretary.

13.2. The resignation takes effect on the day stated in the notice.

13.3. The Board may terminate a member's membership if the member:

a) is convicted of an indictable offence; or

b) does not comply with any of the provisions of these rules or the by-laws; or

c) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the association; or

d) a person makes a complaint to the Board to the effect that a termination ground exists for the member; or

e) the Board considers, on its own initiative, that there is an arguable case that a termination ground exists for the member.

13.4. The Board must ensure that the secretary gives the member at least 14 days' notice setting out the date, time and venue for the hearing of the board at which the termination is to be considered.

13.5. A member given notice under rule 13.4 may:

a) give the Board written submissions; or

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

c) both

13.6 The Board may before or at the meeting (or after the meeting if the Board resolves to adjourn consideration of the proposed termination to a subsequent meeting of the Board) conduct any investigations and inform itself in the way the Board sees fit on the questions of:

a) whether a termination ground exists for the member concerned

b) what sanction is appropriate for the member if a termination ground is subsequently found to exist.

13.7 At the meeting (or at a subsequent meeting of the Board if the Board resolves to adjourn consideration of the proposed termination), the Board:

a) must consider any submissions made under rule 13.5; and

b) must consider any investigations or information gathered under rule 13.6; and

c) is not bound by the rules of evidence; and

d) may resolve to:

(i) terminate the member's membership; or

(ii) suspend the member for a specified period

(iii) maintain the member's membership

13.8 Written notice must be given to the member of the decision to terminate, suspend or maintain their membership.

14 REGISTER OF MEMBERS

14.1 The Board must keep a register of members.

14.2 The register of members must include the following particulars for each member:

a) the full name and residential address of the member

b) the date of admission as a member

c) the date of resignation of the member

d) details about the termination or reinstatement of membership

14.3 The register must always be open for inspection, however only the name and date of membership shall be available for inspection. The member must apply to the secretary to inspect it in writing. A time and date to inspect the register within seven days shall be arranged by the Secretary for the member making the request to inspect the register.

14.4 Subject to the Act, confidentiality considerations and privacy laws, the Register may be used to further the Objects, in such manner as the Board considers appropriate.

15 CONSTITUTION BINDING ON MEMBERS

15.1 Members acknowledge and agree that:

a) This constitution constitutes a contract between each of them and the Association and that they are bound by the Constitution, Regulations, Policies and by-laws of North Gold Coast Seahawks.

b) They shall comply with and observe the Constitution, Regulations, Policies and by-laws of North Gold Coast Seahawks Basketball Inc which may be passed by the Board or any other entity with delegated authority.

c) By submitting to the Constitution, Regulations, Policies and by-laws North Gold Coast Seahawks Basketball Inc that they are subject to the jurisdiction of the association.

Part 3 – Affiliated Clubs

16 AFFILIATED CLUBS – ELIGIBILITY AND ONGOING OBLIGATIONS

16.1 Branch Clubs, Affiliated Associations and School Clubs/Associations of North Gold Coast Seahawks Basketball Inc as at the date of implementation of the constitution are considered Affiliated Clubs for the purpose of this clause.

16.2 A club must affiliate with North Gold Coast Seahawks Basketball Inc if it wishes to participate within its Competitions.

16.3 To be eligible to become and remain a member of the association as an affiliated club, an entity must be:

a) a club incorporated under the Act; or

b) a company limited by guarantee incorporated under the Corporations Act 2001; or

c) another type of entity that the board is satisfied is a non-profit entity.

16.4 North Gold Coast Seahawks Basketball Inc will provide the following services or assistance to the Affiliated Clubs in accordance with the constitution and by-laws:

(a) Association Liability Insurance (Directors & Officers) for the Association and affiliated clubs through the Association Affiliation with its governing body and the terms and conditions of the insurance cover.

(b) Public Liability Insurance of $20 million through the Association Affiliation with its governing body and the terms and conditions of the insurance cover.

c) Player injury insurance for registered and financial players, referees, coaches and other officials

d) Website management tool

e) Competition management tool

f) Technical official development

g) Procedures for disciplinary tribunals

h) Organisation and administration of junior and senior competitions

i) Organisation and administration of junior representative programs (SQJBC and State Championships)

j) Organisation and administration of NBL1 and QSL senior representative teams

16.5 The Affiliated Club agrees to be bound by the Associations constitution and by-laws and abide by the rules applying to all North Gold Coast Seahawks Basketball Inc competitions.

16.6 The Affiliated Club will provide the following resources to support the Associations development:

a) Coaches/volunteers from Club domestic competitions (where possible)

b) Accurate database for players, referees and coaches

c) any notice of any proposed special resolution at the same time as it is required to give the notice to the affiliated club's own members under the Act, any other law or the affiliated association's constituent documents; and

d) any amendment to its constituent documents within 14 days after the amendment is made.

16.7 Payment and fees:

a) North Gold Coast Basketball will set fees as and when desired and change of costs without notice will happen if seen fit.

b) Collection of the member's fees is the responsibility of the Affiliated Club. The Association will provide whatever assistance the Affiliated Club requires in the collection of any member fees, but the Association will not be liable for any fees not paid to the affiliated club by its members.

c) All fees due to the Association will be paid by the due date.

17 HOW TO APPLY FOR AFFILIATION

17.1 An entity (the applicant) that wants to apply for membership of the association as an

affiliated club must:

a) be eligible under rule 16; and

b) complete a written application on the prescribed form and submit it to the secretary

17.2 The application is to be accompanied by:

a) a copy, verified by statutory declaration by at least 2 members of the applicant's governing body (i.e. management committee), of the applicant's constituent documents.

b) a signed copy of the Club Affiliation Agreement.

c) a copy of the applicant's latest audited Financial Statements

18 DEALING WITH APPLICATIONS

18.1 The secretary must refer all applications for membership of the association as an affiliated club to the next meeting of the Board.

18.2 The Board is to:

a) consider the application, based on the criteria set out in this constitution, any criteria under the by-laws and any additional criteria the committee decides; and

b) decide whether to accept or reject the application.

18.3 The secretary must give the applicant notice of the committee's decision on the application within 14 days after the decision including a statement of reasons if rejected.

18.4. If rejected an applicant for affiliation can appeal the decision under the provisions of rule 12.2

19. FINANCIAL AND GOVERNANCE REPORTING OF AFFLIATED CLUBS

19.1 An affiliated club who is required by law to have an auditor's report prepared must supply the association with a copy of the affiliated club's auditor's report by the earlier date of:

a) 1 month after the report has been presented at a general meeting of the members of the affiliated club

b) 6 months after the end of the club's financial year.

19.2 Any documents that are provided by an affiliated club must be kept strictly confidential per the requirements of the Associations Act and the Board's Governance manual.

Part 4 Board

20. MEMBERSHIP OF THE ASSOCIATION BOARD

20.1 Subject to the following, the members of the Board of the association will be:

Director 1 -President

Director 2 -Vice-President

Director 3 - Treasurer

Director 4 -Secretary

Director 5 – General Board Member

Director 6 – General Board Member

Director 7 – General Board Member

Director 8 - General Board Member

Director 9 - General Board Member

20.2 A member of the Board other than the secretary must be a member of the association.

20.3 At each annual general meeting of the association, the members of the Board must retire from office, but are eligible, on nomination, for re-election subject to the application of rule 23 for tenure periods.

21. SECRETARY

21.1. If a vacancy happens in the office of secretary, the members of the Board must ensure a secretary is appointed for the association within thirty days after the vacancy happens.

21.2 The secretary must be 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) any of the following persons appointed by the Board:

(i) a member of the association's Board.

(ii) a member of the association.

(iii) another person.

21.3 The Board may appoint and remove the association’s secretary at any time. If the secretary is removed from office, they must be advised in writing stating the reasons and afforded the right to appeal per the procedure of rule 12.2.

21.4 The secretary shall be a non-voting member of the Board but shall be counted for the Board’s quorum processes if selected from outside the eligible members of the association.

22. ELECTING THE BOARD

22.1 An elected member of the Board may only be elected as follows:

a) any 2 voting members of the association may nominate another member ('the candidate') to serve as a member of the Board.

b) Board members must not have an immediate family relationship with another sitting or nominated Board member to ensure an avoidance of a conflict of interest.

22.2 the nomination must be:

a) in writing on the prescribed form; and

b) signed by the candidate and the members who nominated him or her; and

c) given to the secretary at least 14 days before the annual general meeting at which the election is to be held.

d) if at the start of the general meeting, there is not a candidate nominated for an elected position, the position will be treated as a casual vacancy and filled per the rules.

22.3 A list of the candidates' names in alphabetical order must be posted in a conspicuous place at the main office of business for at least 7 days immediately preceding the annual general meeting.

22.4 A member may nominate for more than one Board position.

22.5 Any member holding the office of president may not be elected as Secretary.

22.6 A member may not hold more than one position on the Board.

22.7 Board offices shall be elected in the order of President, Vice President,

Treasurer, Secretary, the 5 General Board Members, subject to the application of rule 23

22.8 See rule 23 for Tenure of Board Members

22.9 A member who has served any period of suspension, ban or sanction, or has stepped down previously from a board/committee position of the association or affiliated club, and whilst a member of the association, shall not be eligible to nominate or be nominated for a position on the Board without the approval of the Board.

22.10 Nominees if successfully elected cannot hold a position on the committee/board of any associated affiliated club within the association.

23 TENURES OF BOARD MEMBERS

23.1 Board members will serve a two-year term upon election in the order of:

a) In each odd calendar year will be the election of: Director 1 - President, Director 4 - Secretary, Director 6, Director 8 and Director 9

b) In each even calendar year will be the election of: Director 2 – Vice President, Direct 3 Treasurer, Director 5 and Director 7

23.2 To remove any doubt:

a) if the President or Secretary is vacating office as a Board Member at the annual general meeting, then a single election is to be held for the position of President or Secretary; and

b) if the Treasurer or Vice President is vacating office as a Board Member at the annual general meeting, then a single election is to be held for the position of Treasurer or Vice President; and

c) if any General Board Members are vacating office at the annual general meeting, then a single election is to be held for that position or those positions; and

d) consequently, more than one election may be held at an annual general meeting; and

e) in that event, a person may be a candidate in more than one of those elections.

23.4 A Board member who was appointed to fill a casual vacancy is vacated in accordance with the tenure dates for the relevant position.

24. RESIGNATION/REMOVAL/VACATION FROM OFFICE OF BOARD MEMBER

24.1 A Board-member may resign from the Board by giving written notice of resignation to the secretary.

24.2 The resignation takes effect on the day stated in the notice.

24.3 A member may be removed from office at a general meeting of the association if a majority of the members present at the meeting vote in favour of removing the member.

a) Before a vote of members is taken on removing the member from office, the member must be afforded a full and fair opportunity to state why they should not be removed.

24.4 A member has no right of appeal regarding removal from office under this section.

24.5 The office of a member of the Board shall be vacated in the following circumstances if the person holding that office:

a) vacates the office as per section 64 of the Act; or

b) is absent from 3 consecutive Board meetings without a leave of

absence; or

c) ceases to be a member of the association (Except the Secretary where rule 21.3 applies).

24.6 A member of the Board may be removed from office and/or their membership revoked if it is proven to the members of the Board that they fail to abide by the Association's Rules, Policies, Confidentiality Agreements, Procedures, Codes of Conduct and Behaviour and/or if they have placed the Association's reputation within the community or sport at risk, they shall be terminated in accordance with Rule 13 and provided opportunity to appeal as stipulated under Rule 12.

25. VACANCIES ON THE BOARD

25.1 If a casual vacancy occurs on the Board, the board shall:

a) Call for expressions of interest to fill the vacancy

b) Use the criteria set in the Association's governance manual in making the selection

25.2 The continuing members of the Board may continue to act despite vacancy.

25.3 However if the number of Board members is less than the number fixed under these rules as a quorum of the Board (quorum is five), the continuing members may act only to:

a) increase the number of Board members to the number required for a

quorum; or

b) call a general meeting of the association.

c) make decisions to be ratified at the next full committee meeting.

26. POWERS OF THE BOARD

26.1. Subject to the Act and this Constitution, the business of the association shall be managed, and the powers of the association shall be exercised by the Board. In particular, the Board shall act in accordance with the Objects and shall operate for the benefit of the Members and the community.

26.2. The operational and day to day function of the association is delegated to the General Manager, as per rule 29.

27. MEETINGS OF THE BOARD

27.1. Subject to rule 26.1, the Board may meet and conduct its proceedings as it considers appropriate.

27.2. The Board must meet at least every 10 weeks to exercise its functions.

27.3 The secretary must give each Board member at least 48 hours' notice of a special meeting of the committee. This notice must contain the day, time and the place of the meeting and what business will be conducted at the meeting. If there is unanimous agreement for urgent matters a meeting can be held within less than 48 hours.

27.4 Decision of the Board are to be made by a simple majority, save that the chair and secretary shall not have a primary vote. If votes are equal, the chair has the casting vote.

27.5 If the President is absent, the Vice President can preside as chair of the meeting. If both are absent, the members present may elect one of their number to be chairperson.

27.6 If quorum is not present within 30 minutes of starting time, the meeting is adjourned to a date and time as set by the board members present.

27.7 Absent Board members cannot delegate their voting power to another Board member or representative.

27.8 Under no circumstance are the Board proceedings to be recorded in any way other than by the person taking the minutes.

27.9 The agenda for Board meetings shall include the following as appropriate:

a) Notice Convening Meeting and Agenda

b) Apologies

c) Conflict of interests to be noted or advised

d) Minutes from the previous meeting and matters arising

e) Confirmation of votes outside of a meeting

f) New Volunteer Members approval

g) Treasurer's Report

h) General Managers Report

i) Governance topics

j) General Business

k) Date of Next Meeting.

28. MINUTES OF BOARD MEETINGS

28.1 All Board meetings must have minutes recorded.

a) The minutes of all Board Meetings are to be considered strictly confidential.

b) Minutes of Board meetings are not to be copied without prior approval from the Secretary of the association.

Part 6 - Delegation

29. THE BOARD MAY DELEGATE FUNCTIONS

29.1 The Board may, upon a majority vote, by instrument in writing, create, establish or appoint special committees, individual officers and consultants to carry out specific duties and functions.

29.2 The Board will determine what powers these committees are given. In exercising its power under this clause, the Board must consider broad stakeholder involvement.

29.3 In the establishing instrument, the Board may delegate such functions as are specified in the instrument, other than:

a) this power of delegation; and

b) a function imposed on the Board or the executive officer by the Act, any other law, this Constitution, or by resolution of the Association in a General Meeting.

29.4 A function, the exercise of which has been delegated under this clause, may, while the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

29.5 The procedures for any entity exercising delegated power shall, subject to this Constitution and with any necessary or incidental amendment, be the same as that applicable to meetings of the board.

29.6 The entity exercising delegated powers shall make decisions in accordance with the Objects, and it shall promptly provide the Board with details of all material decisions. The entity shall also provide any other reports, minutes and information required by the board.

29.7 A delegation under this clause may be made subject to certain conditions or limitations regarding the exercise of any function. These may be specified in the delegation instrument.

29.8 At any time the Board may, by instrument in writing, revoke wholly or in part any delegation made under this clause by a majority vote. It may amend or repeal any decision made by a body or person under this clause.

Part 7 – Other Board Issues

30. RESOLUTIONS OF BOARD WITHOUT MEETING

30.1 A written resolution signed by at least 5 of the 8 Voting Members of the Board is as valid and effectual as if it had been passed at a Board meeting.

30.2 This resolution may be electronic in nature; and if so a reply in the affirmative via electronic means will constitute a signature.

Part 8 – General Meetings

31. ANNUAL GENERAL MEETING

An annual general meeting must be held:

31.1 at least once each year; and

31.2 within 6 months after the end of the association's previous financial year

32. SPECIAL GENERAL MEETINGS

32.1 The Board may, whenever it sees fit, convene a special general meeting in Accordance with the Act.

32.2 When, but for this clause, more than fifteen months elapses between annual general meetings, the Board shall convene a special general meeting before the expiration of that period.

33. REQUISITION OF SPECIAL GENERAL MEETINGS

33.1 The secretary will convene a special general meeting when five per cent of all voting classes of Members (no less) submit a requisition in writing.

33.2 The requisition for a special general meeting shall state the object(s) of the meeting, be signed by the Members making the requisition and be sent to the association. The requisition may consist of several documents in a like form, each signed by one or more of the Members making the requisition.

33.3 If the Board does not cause a special general meeting to be held one month after the date in which the requisition is sent to the association, the Members making the requisition, or any of them, may convene a special general meeting to be held no later than three months after that date.

33.4 A special general meeting convened by Members under this Constitution shall be convened in the same manner, or as close as possible, as those convened by the Board.

34. NOTICE OF GENERAL MEETING AND MOTIONS

34.1 Notice of every General Meeting shall be given to every Member entitled to receive notice. Notices shall be sent to the addresses or email addresses appearing in the Association's Register of Members.

34.2 A notice of a General Meeting shall specify the place, day and hour of the meeting and shall state the business to be transacted at the meeting.

34.3 The Board can determine if the meeting will be in person, hybrid or online and advised in accordance with rule 34.1.

34.4 At least twenty-one (21) days' notice of a General Meeting shall be given to those Members entitled to receive notice, together with:

a) the interim agenda for the meeting (subject to receival of any motions); and

b) any notice of motion received from Members entitled to vote received per 34.4 will be added to the final agenda and issued to members the day after the closure date for motions to be received.

34.5 Members entitled to vote may submit notices of motion for inclusion as special business at a general meeting. All notices of motion must be submitted in writing to the association no less than fourteen days (excluding receiving date and meeting date) prior to the general meeting.

34.6 The notice of a General Meeting must be such that it is open, honest and transparent and will not unfairly disadvantage anyone who has a right to attend the General Meeting.

35. BUSINESS

35.1 The business to be transacted at the annual general meeting includes the consideration of accounts and the reports of the Board and auditors, the election of Board members under this Constitution, the appointment of the auditors and any motions received per rule 34.5.

35.3 No business other than that stated on the notice for a general meeting shall be transacted at that meeting.

36. PROCEEDINGS AT GENERAL MEETINGS

36.1 No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business. A quorum for General Meetings of the association shall be the number of Board members plus 1.

36.2 The chairperson of the Board shall, subject to this Constitution, preside as chair at every general meeting except:

a) in relation to any election for which the chairperson is a nominee; or

b) where a conflict of interest exists.

36.3 If the chairperson is not present, or is unwilling or unable to preside, the delegates present shall appoint another Board member to preside as chairperson for that meeting only.

36.4 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting shall be adjourned until the same day in the next week at the same time and place or to a date, time or place determined by the chairperson. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting will lapse.

36.5 The chairperson may, with the consent of any meeting at which a quorum is present, and shall, if so, directed by the meeting, adjourn the meeting from time to time and from place to place. No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

36.6 When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

37. VOTING PROCEDURE

37.1 At any meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

a) the chairperson; or

b) a simple majority of the Members.

37.2 Unless a poll is demanded under rule 37.1, the chairperson's declaration shall be conclusive evidence of the result of a resolution decided by a show of hands. The declaration does not need to record the number of votes in favour of or against the resolution; the result of the resolution must be recorded in the association's minutes of the General Meeting.

37.3 If a poll is duly demanded under rule 37.1 it shall be taken in such a manner and either at once or after an interval or adjournment or otherwise as the chairperson directs. The result of the poll shall be the resolution of the meeting.

38. VOTING AT GENERAL MEETINGS

38.1 Only eligible Voting Members will be entitled to vote at General Meetings.

39. MEMBERS ENTITLED TO VOTE

39.1 Each eligible Voting Member shall be entitled to one vote at General Meeting.

39.2 Where voting at General Meetings is equal, the chairperson may exercise a casting vote. If the chairperson does not exercise a casting vote the motion will be lost.

40. PROXY VOTING

40.1 An eligible voting Member shall be entitled to a (one) proxy vote; on a form prescribed by the association should they be unable to attend a General Meeting. They will need to request the required form from the Secretary in writing.

40.2 This form needs to be submitted to the Secretary at least 24 hours prior to the General Meeting unless due cause can be shown as to why it was submitted later.

41. POSTAL VOTING

41.1 No motion shall be determined by a postal ballot unless determined by the Board. If the Board so determines, the postal ballot shall be conducted under the procedures set by the Board from time to time.

Part 9 – Grievance Procedure

42. GRIEVANCE PROCEDURE

42.1

a) The grievance procedure cannot be used by a person whose membership has been terminated if the rules provide for an appeal process against termination.

b) A member (the aggrieved party) initiates the grievance procedure in relation to the dispute by giving a notice in writing of the dispute:

I. to the other party; and

II. if the other party is not the North Gold Coast Seahawks Basketball (NGCS) Board, to the NGCS Board.

c) If two (2) or more members initiate a grievance procedure in relation to the same subject matter, the NGCS Board may deal with the disputes in a single process and the members must choose one (1) of the members (also the aggrieved party) to represent the members in the grievance procedure.

d) Subject to rule 42.2 of this policy, the parties to the dispute must, in good faith, attempt to resolve the dispute.

e) If the parties to the dispute cannot resolve the dispute within fourteen (14) days after the aggrieved party initiates the grievance procedure, the aggrieved party may, within a further twenty-one (21) days, ask the NGCS secretary to refer the dispute to mediation.

f) Subject to rule 42.2 of this policy, if the aggrieved party asks the association's secretary to refer the dispute to mediation under subrule 42.1 e), the NGCS Board must refer the dispute within fourteen (14) days after the request.

42.2 Grievance Procedure Not Continued in Particular Circumstances

a) This rule applies if:

(i) a member initiates a grievance procedure in relation to a dispute and the NGCS or the NGCS Board is the other party to the dispute; or

(ii) the aggrieved party asks the association's secretary to refer the dispute to mediation under rule 42.1 e) of this policy.

b) The NGCS Board does not have to act under rule 42.1 d) or 42.1 f) if:

(i) the aggrieved party has, within twenty-one (21) days before initiating the grievance procedure, behaved in a way that would give the NGCS Board grounds for taking disciplinary action under the rules against the aggrieved party in relation to the matter the subject of the grievance procedure; or

(ii) before the grievance procedure was initiated, a process had started to take action under the rules against the aggrieved party or terminate the aggrieved party's membership, as provided for under the rules, and the dispute relates to that process or to a matter relevant to that process; or

(iii) the dispute relates to an obligation under the Liquor Act 1992 or any other State law to prevent the entry of the aggrieved party to, or to remove the aggrieved party from, premises used by the NGCS, or to refuse to serve liquor to the aggrieved party at the premises; or

(iv) the dispute could reasonably be considered frivolous, vexatious, misconceived, or lacking in substance or the dispute relates to a matter that has already been subject of the grievance procedure.

42.3 Appointed Mediator

a) If a dispute under rule 42.1 e) of this policy is referred to mediation:

(i) the parties to the dispute must choose a mediator to conduct the mediation; or

(ii) if the parties are unable to agree on the appointment of a mediator within fourteen (14) days after the dispute is referred to mediation, the mediator must be:

a. for a dispute between a member and another member person appointed by the NGCS Board; or

b. for a dispute between a member and the NGCS or the NGS Board - an accredited mediator or a mediator appointed by the director of the dispute resolution centre.

b) An accredited mediator may refuse to be the mediator, or the director of a dispute resolution centre may refuse to appoint a mediator, to mediate the dispute.

c) If subrule 42.3 b) of this policy applies, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

42.4 Conduct of Mediation

a) If a mediator is appointed under rule 42.1 of this policy, the mediator must start the mediation as soon as possible after the appointment and try to finish the mediation within twenty-eight (28) days after the appointment.

b) Subrule 42.4 a) does not apply if the mediator is the director of a dispute resolution centre.

c) The mediator:

I. must give each party to the dispute an opportunity to be heard on the matter the subject of the dispute; and

II. must comply with natural justice; and

III. must not act as an adjudicator or arbitrator; and

IV. during the mediation, may see the parties, with or without their representatives, together or separately.

d) The parties to the dispute must act reasonably and genuinely in the mediation and help the mediator to start and finish the mediation within the time required under subrule 42.4 (a) of this policy.

e) The costs of the mediation, if any, are to be shared equally between the parties unless otherwise agreed.

f) If the mediator cannot resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

42.5 Representation for Grievance Procedure

a) A party to a dispute may appoint any person to act on behalf of the party in the grievance procedure.

b) If a party appoints a person under subrule 42.5 (a) of this policy to be the party's representative, the party must give written notice of the appointment to each of the following entities:

I. the other party to the dispute;

II. the NGCS Board; and

III. if a mediator has been appointed before the party appoints the representative—the mediator.

c) A representative who acts for a party at a mediation must:

I. have sufficient knowledge of the matter the subject of the dispute to be able to represent the party effectively; and

II. be authorised to negotiate an agreement for the party.

42.6 Electronic Communication for Grievance Procedure

Any meeting or mediation session required under the grievance procedure may be conducted by electronic means if the parties to the dispute and, for a mediation, the mediator agrees.

Part 10 – Records & Accounts

43. RECORDS AND ACCOUNTS

43.1 The Association shall establish and maintain proper records and minutes concerning all of its transactions, business, meetings and dealings (including those of the association and the management committee). It shall produce these as appropriate at each Board meeting or general meeting.

43.2 Proper accounting and other records shall be kept in accordance with the Act. The books of account shall be kept in the care and control of the Secretary.

43.3 The Board shall submit the association's statements of account to the Members at the annual general meeting in accordance with this Constitution and the Act.

43.4 The statements of account, when approved or adopted by an annual general meeting, shall be conclusive except when errors have been discovered within three months after such approval or adoption.

43.5 The Secretary shall cause to be send to all persons entitled to receive notice of annual general meetings in accordance with this Constitution, a copy of the statements of account, the Board's report, the auditor's report and every other document required under the Act (if any).

44. FUNDS

44.1 The funds of the association must be kept in an account in the name of the association in a financial institution decided by the Board.

44.2 All amounts must be deposited in the financial institution account as soon as practicable after receipt.

44.3 The treasurer must, as soon as practicable after the end of each financial year, ensure a statement containing the following particulars is prepared:

a) the income and expenditure for the financial year just ended; and

b) the association's assets and liabilities at the close of the year; and

c) the mortgages, charges and securities affecting the property of the association at the

close of the year.

44.4 The auditor must examine the statement prepared under rule 45.3 and present a report about it to the secretary before the next annual general meeting following the financial year for which the audit was made.

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

44.6 Additional accounting requirements as set out in Schedule 5 of the Act's regulation as amended from time to time shall form part of these rules.

44.7 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.

44.8 All payments by the association of must be made by electronic funds transfer (EFT).

44.9 When a payment is made by EFT it must be approved by two parties, one being the approved employee/s of the association and the other being a member of the board approved per the associations Governance guidelines or as nominated by the Board.

44.10 Where a Debit or Credit Card in the name of the association is used by an authorised person, invoice receipts must be submitted to the nominated finance officer and treasurer within 7 days of the purchase being made

44.11 All expenditure must be approved or ratified at a Board meeting in accordance with any financial governance guidelines as set.

45. AUDITOR

45.1 The auditor shall not be a Board member or the spouse of a Board member.

Part 11- Other Provisions

46. DOCUMENTS

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

47. CONFLICT OF INTEREST

47.1 A Board member shall declare their interest in any contractual, selection, disciplinary or financial matter in which a conflict of interest arises, may arise, or may be perceived to arise. They

shall, unless otherwise determined by the Board, absent themselves from discussions of such matters and shall not be entitled to vote in respect of such matters.

47.2 If the Board member casts a vote, the vote shall not be counted. In the event of uncertainty as to whether it is necessary for a Board member to absent themselves for discussions and refrain from voting, the issue should be immediately determined by a vote of the Board. If this is not possible, the matter shall be adjourned or deferred.

48. POLICY/BY-LAWS

48.1 The Board or a general meeting of the association can make, amend or repeal policy or by-laws not inconsistent with these rules, for the internal management of the association. They must be in writing and available to any member who requests them.

49. ALTERATION OF RULES

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

50. WINDING UP

50.1 Subject to this Constitution the association may be wound up in accordance with the Act.

50.2 The liability of the Members of the Association is limited.

51. DISTRIBUTION OF PROPERTY ON WINDING UP

51.1 If upon winding up or dissolution of the Board there remains, after satisfaction of all its debts and liabilities, any assets or property, they shall not be paid to or distributed among the Members.

51.2 Instead, the assets or property shall be given or transferred to another organisation(s) that has Objects like those of the association. The organisation(s) must prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Board by this Constitution. The organisation(s) is to be determined by the Members in a general meeting at or before the time of dissolution. If this does not occur, the decision is to be made by a judge of the Supreme Court of Queensland or other court as may have or acquire jurisdiction in the matter.

52. NOTICE

52.1 Notices may be given by the association to any person entitled under this Constitution to receive any notice. The notice can be sent by pre-paid post or facsimile transmission or, where available, by electronic mail to the Member's registered address or facsimile number or electronic mail address.

52.2 Where a notice is sent by post, service of the notice shall be deemed to be affected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been affected three days after posting.

52.3 Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be affected upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.

52.4 Where a notice is sent by electronic mail, service of the notice shall be deemed to be affected the next business day after it was sent.

53. INDEMNITY

53.1 Every Board member and employee of the association will be indemnified out of the property and assets of the association against any liability incurred by them in their capacity as Board member or employee in defending any proceedings, civil or criminal, in which judgement is given in their favour or in which they are acquitted or connected with any application in relation to any such proceedings in which relief is granted by the Court.

53.2 The association shall indemnify its Board members and employees against all damages and losses (including legal costs) for which any such Board member or employee may be or become liable to any third party in consequence of any act or omission, except wilful misconduct:

a) in the case of Board member, performed or made while acting on behalf of and with the authority, express or implied, of the association; or

b) in the case of an employee, performed or made during, and within the scope of, their employment by the Association.