

# **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 23/4/22.

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## **Part 1 - Introductory**

### **INTRODUCTION**

1.1. The name of the incorporated association is North Gold Coast 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 management committee from time to time as eligible members of such a panel. (The number of persons must always total an uneven number).

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

**‘Committee Member’** means anyone who holds a position on the Management Committee of the association.

**‘Constituent documents’** of an entity means:

- 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.

**‘Management Committee’** means the body managing the association.

**‘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 Management Committee.

**‘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**‘Repealed’** means a rule(s), law(s) or other form of enactment that has been revoked, replaced or rescinded by an official or formal act.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 club who 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 where 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 30<sup>th</sup> 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) Junior Playing Members ( under the age of 18 ) – Non Voting Members
  - (b) Senior Playing Members ( over 18 years of age ) - Non Voting Members
  - (c) Life Members- Non voting members unless they meet the criteria to be classed as a Volunteer
  - (d) Honorary Members- Non Voting Members
  - (e) Volunteer Members – Voting Members

5.2. A person may only belong to one class of membership that have voting rights at that time, and resignation, termination or removal from one class shall not automatically entitle a person to some other class of membership.

## **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 management committee

6.4. The number of playing members shall be unlimited.

## **7. LIFE MEMBERS**

7.1 A Life Member shall be any person who has been elected as such at any Annual General Meeting of the association.

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

7.3 The name of any person deemed eligible to become a Life Member shall, together with their history of service, be submitted to the Management Committee Meeting immediately preceding the Annual General Meeting. Should a majority of at least two thirds of those attending and entitled to vote at the Management Committee Meeting so approve, the name of the person shall be submitted to the Annual General Meeting.

7.4 Provided that two thirds of the total voting strength at the Annual General Meeting so approve, the person shall be deemed to have been elected a Life Member of the association.

7.5 Life Members are entitled to attend, free of charge, any function organised by the association and shall have voting rights as long as they are in a volunteer position that has voting rights at any Annual General Meeting or General Meeting convened by the Association.

7.6 The number of Life Members shall be unlimited.

## **8. HONORARY MEMBERS**

8.1 The Management Committee may, at its discretion, 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 following Annual General Meeting or until revoked by two-thirds of those present and entitled to vote at any Management Committee Meeting.

8.2 A Honorary Member shall be entitled to attend any General Meeting of the association but shall not be entitled to vote. Honorary Members may speak on a motion with the chairperson's consent.

8.3 Honorary members must be over 18 years of age.

8.4 The number of Honorary Members shall be unlimited.



## **9. REGISTERED VOLUNTEERS**

9.1 All Volunteers become members upon registering by the prescribed method as a volunteer for the Association.

9.2 Registered volunteers must be over 18 years of age to have voting rights at any Annual General Meeting or General Meeting convened by the association.

9.3 Upon application the management committee must approve the acceptance or rejection of the application at the next management committee meeting.

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

9.5 Volunteer membership expires on July 1<sup>st</sup> of every calendar year.

9.5 Person otherwise deemed a volunteer.

9.6 The number of Registered Volunteers shall be unlimited.

## **10. REJECTION OF APPLICATION FOR VOLUNTEER MEMBERSHIP**

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

10.2. If the applicant does not appeal against the decision under rule 11, the applicant may make a further application for membership after at least 12 months have elapsed from the date of the committee's decision but not before.

10.3. If the applicant does appeal the decision under rule 11, the applicant may make a further application for membership after at least 12 months have elapsed from the date of the rejection of the appeal but not before.

## **11. REJECTION/TERMINATION/EXPULSION- APPEAL**

11.1. This rule applies if the committee rejects an application for volunteer membership of the association under rule 10 or if a member has had their membership terminated under rule 12.3 or has been expelled as a member under rule 13.

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

11.3. 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 taken into account in dealing with the appeal.

11.4 Once rule 11.3 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.

11.5 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.

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

## **12. RESIGNATION/TERMINATION OF MEMBERSHIP**

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

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

12.3. The management committee 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 management committee to the effect that a termination ground exists for the member; or
- (e) the committee considers, on its own initiative, that there is an arguable case that an termination ground exists for the member.

12.4. The 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 committee at which the termination is to be considered.

12.5. A member given notice under rule 12.4 may:

- (a) give the committee 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

12.6 The committee may before or at the meeting (or after the meeting if the committee resolves to adjourn consideration of the proposed termination to a subsequent meeting of the committee) conduct any investigations and inform itself in the way the committee 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.

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

(a) must consider any submissions made under rule 12.5; and

(b) must consider any investigations or information gathered under rule 12.6; 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

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

12.9 The member may appeal their termination in accordance with rule 11.

### **13 EXPULSION OF MEMBER**

13.1 The committee may resolve to expel a member from the Association. Once expelled the member may no longer attend any North Gold Coast Seahawks Basketball Inc and affiliated clubs organised events, meetings, trainings or competitions.

13.2 An expulsion ground exists for a member if:

(a) the member (or a person on the governing body of the member) is convicted of an indictable offence; or

(b) the member breaches this constitution or the by-laws; 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.

13.3 If it is necessary to ensure that the expelled member abides by their expulsion a ruling under rule 13 may expand to include the expelled member's family.

13.4 The member may appeal their termination in accordance with rule 11.

## **14 REGISTER OF MEMBERS**

14.1 The management committee 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 be open for inspection at all times, however only the name and date of membership shall be available for inspection. The member must apply to the secretary to inspect it.

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 Management Committee 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 Committee 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.

## **16 DISCIPLINE**

16.1 The management committee may commence or cause to be commenced disciplinary proceedings against a Member who has allegedly:

- (a) breached, failed, refused or neglected to comply with a provision of this Constitution, the Regulations or any resolution or determination of the Management Committee or any duly authorised committee
- (b) acted in a manner unbecoming of a Member, or prejudicial to the purposes and interests of the association and/or basketball; or
- (c) brought the association, any other Member or basketball into disrepute.

16.2 That Member will be subject to and will submit unreservedly to the jurisdiction, procedures, penalties and the appeal mechanisms of the association set out in the Regulations.

16.3 The management committee may appoint a Judiciary Committee to deal with any disciplinary matter referred to it. Such a Judiciary Committee shall operate in accordance with the procedures expressed in the Regulations but is subject always to the Act.

### **Part 3 – Affiliated Clubs**

#### **17 AFFILIATED CLUBS – ELIGIBILITY AND ONGOING OBLIGATIONS**

17.1 Branch Associations, Affiliated Associations and School Clubs/Association 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.

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

17.3 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.

17.4 Said Branch will act as a subsidiary of the master Association, North Gold Coast Seahawks. The branch will adopt the by-laws and any amendments as their own as stated in our constitution. The branch only exists, if and only if, the Association is in existence. The Branch participates exclusively in the Associations competitions.

17.5 If at any time the Association wants to dissolve their relationship with a Branch, they have the full power to do so. The Branch at that point would absolve itself of any relationship with the Association and would have to apply to operate on its own through the state of Queensland.

17.6 School associations affiliated to North Gold Coast Seahawks Basketball Inc will be subject to the by-laws and any amendments as their own as stated in our constitution.

17.7 An entity is not eligible to become and remain a member of the association as an affiliated club unless:

- (a) the entity has constituent documents in writing; and
- (b) the constituent documents provides for objects that:
- (c) are similar in substance to any or all of the objects of the association as set out in this constitution; and
- (d) the entity satisfies any affiliation requirements prescribed.

17.8 Conduct – at any point the Association management committee feels members of the branch/school have displayed actions inconsistent with its values, culture and constitution, the association have the full power to remove that member from the Branch in accordance to the Associations policies and constitution.

17.9 Any penalty applied to a member by a Branch shall apply to the Association. Similarly any penalty imposed by the Association to a member applies to their status within a Branch.

17.10 The Association shall provide adequate support in the areas of finance, membership recruitment, competition development, coach development and some general administration.

17.11 North Gold Coast Seahawks Basketball Inc will provide the following services to the Affiliated Associations in accordance to the constitution and by-laws:

- (a) Association Liability Insurance (Directors & Officers) for the Association and affiliated clubs
- (b) Public Liability Insurance of \$20 million.
- (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

17.12 The Branch/School Association 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.

17.13 The Branch/School Association 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, coaches and Coordinator
- (d) any notice of any proposed special resolution at the same time as it is required to give the notice to the affiliated association's own members under the Act, any other law or the affiliated association's constituent documents; and
- (e) any amendment to its constituent documents within 14 days after the amendment is made.

17.14 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 Club. The Association will provide whatever assistance the Branch/School/Affiliated Association requires in the collection of any member fees, but the Association will not be liable.
- (c.) All fees due to the Association will be paid by the due date.

## **18 HOW TO APPLY FOR AFFILIATION**

18.1 An entity (the applicant) that wants to apply for membership of the association as an affiliated club must:

- (a) be eligible under rule 17; and
- (b) complete a written application on the prescribed form and submit it to the secretary

18.2 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

## **19 DEALING WITH APPLICATIONS**

19.1 The secretary must refer all applications for membership of the association as an affiliated club to the next meeting of the management committee.

19.2 The committee 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.

19.3 The secretary must give the applicant notice of the committee's decision on the application within 14 days after the decision.

19.4 There is no right of appeal for a decision made under rule 19.2.

## **20. REJECTION - FURTHER APPLICATIONS**

20.1. This rule applies if the committee rejects an application for membership of the association as an affiliated club.

20.2 The applicant may make a further application for membership after at least 3 months have elapsed from the date of the committee's decision but not before.

## **21. FINANCIAL AND GOVERNANCE REPORTING OF AFFILIATED CLUBS**

21.1 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.

21.2 Any documents that are provided by an affiliated club must be kept strictly confidential.

## **22. GOVERNANCE AND FINANCIAL ASSISTANCE**

22.1 If it is found that the affiliated club requires governance or financial assistance, then the association will be required under this clause to render all reasonable assistance in order to correct the issue.

22.2 The Secretary of the Association may request any Governance or Financial documents be submitted by an Affiliated Club should they reasonable suspect that the Affiliated club is in financial difficulty.

### **Part 4 – Management Committee**

## **23. MEMBERSHIP OF MANAGEMENT COMMITTEE**

23.1 Subject to the following, the members of the management committee of the association will be:

President

Vice-President

Treasurer

Secretary

Min 3 to a max 5 General Committee Positions as approved by the management committee

23.2 A member of the management committee other than the secretary must be a member of the association.

23.3 At each annual general meeting of the association, the members of the management committee must retire from office, but are eligible, on nomination, for re-election subject to the application of rule 59 for tenure periods.

## **24. SECRETARY**

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

24.2 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 management committee:
  - (i) a member of the association's management committee;
  - (ii) a member of the association;
  - (iii) another person.

24.3 The management committee may appoint and remove the association's secretary at any time.



24.4 The secretary shall be a non-voting member of the management committee, but shall be counted for the management committee's quorum processes if selected from outside the eligible members of the club.

## **25. ELECTING THE MANAGEMENT COMMITTEE**

25.1 An elected member of the management committee 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 management committee;

25.2 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, then nominations may be taken from the floor of the meeting for an elected position.

25.3 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.

25.4 A member may nominate for more than one management committee position.

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

25.6 A member may not hold more than one position on the management committee.

25.7 Management committee offices shall be elected in the order of President, Vice President, Treasurer, Secretary, Min 3 to a max 5 General Committee Members, subject to the application of rule 59

25.8 See rule 59 for Tenure of Board Members

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

## **26 TENURE OF BOARD MEMBERS**

26.1 The President shall be elected for a 2 year term on each odd calendar year and the Treasurer shall be elected for a 2 year term on each even calendar year. The other committee members of the association shall be elected for terms as set out in paragraph 59.3.

26.2 To remove any doubt:

(a) if the 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 President; and

(b) if the Treasurer 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; and

(c) if any other 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.

26.3 Board Members ( Secretary, Vice President and Committee Members ) who were elected at an annual general meeting is vacated on the date of the second annual general meeting after the annual general meeting at which the committee member was elected.

26.4 A committee member who was appointed to fill a casual vacancy is vacated on the date of the next annual general meeting after the date of the members appointment. Except for President and Treasurer until the next due calendar year and at that AGM the member will vacate the role.

## **27. RESIGNATION/REMOVAL/VACATION FROM OFFICE OF MANAGEMENT COMMITTEE MEMBER**

27.1 A management committee member may resign from the committee by giving written notice of resignation to the secretary.

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

27.3 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.

27.4 A member has no right of appeal in regards to removal from office under this section.

27.5 The office of a member of the management committee 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 management committee meetings without a leave of absence; or

(c) ceases to be a member of the association.

27.6 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 12 or 13 and provided opportunity to appeal as stipulated under Rule 11.

27.7 A member of the board is also an Officer of the Employer and must comply with all rules of the Employer and Employee relationship, they must be familiar with the Employee Handbook, association employee policies and risk assessments and comply with rules per Fair Work and Worksafe QLD. A member of the board may be removed from office and/or their membership

revoked from any actions arising that breaches the role of the Employer and shall be terminated by the board if proven in accordance to Rule 12 or Rule 13 and provided opportunity to appeal as stipulated under rule 11.

## **28. VACANCIES ON MANAGEMENT COMMITTEE**

28.1 If a casual vacancy occurs on the management committee, this can be filled by the management committee appointing another member of the association to fill the vacancy, subject to the application of rule 59

28.2 The continuing members of the management committee may continue to act despite vacancy.

28.3 However if the number of committee members is less than the number fixed under these rules as a quorum of the management committee, the continuing members may act only to:

- (a) increase the number of management committee members to the number required for a quorum; or
- (b) call a general meeting of the association.
- (c) make decisions to be ratified at the next full committee meeting.

## **29. POWERS OF THE MANAGEMENT COMMITTEE**

29.1. 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 management committee. In particular, the management committee shall act in accordance with the Objects and shall operate for the benefit of the Members and the community.

29.2. The operational and day to day function of the association is delegated to the General Manager.

## **30. MEETINGS OF MANAGEMENT COMMITTEE**

30.1. Subject to rule 29.2 and rule to 29.3, the management committee may meet and conduct its proceedings as it considers appropriate.

30.2. The management committee must meet at least every 10 weeks to exercise its functions.

30.3 The secretary must give each committee 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.

30.4 A question arising at a management committee meeting is to be decided by a majority vote of management committee members present at the meeting, save that the chairperson and secretary shall not have a primary vote, but if the votes are equal, then the chairperson shall have a casting vote only.

30.5 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.

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

30.7 The agenda for management committee meetings shall include the following as appropriate:

- (a) Notice Convening Meeting
- (b) Apologies
- (c) Rule 32 Resolutions – resolutions without a management meeting
- (d) New Volunteer Members
- (d) Minutes from the previous meeting
- (e) Matters arising from the Minutes
- (f) Correspondence
- (g) Treasurer’s Report
- (h) President’s Report
- (i) Strategic Direction and Operational Update
- (j) General Business
- (k) Date of Next Meeting.

30.8 At each meeting the following set of documents shall be presented to the management committee by the treasurer:

- (a) Profit and Loss Statement for the Month immediately preceding the meeting including the current Year to Date Financial status.

30.9 Absent committee members cannot delegate their voting power to another committee member or representative.

30.10 Under no circumstance are the management committee proceedings to be recorded in any way other than by the person taking the minutes.

### **31. MINUTES OF MANAGEMENT COMMITTEE MEETINGS**

31.1 All management committee meetings must be minuted.

- (a) The minutes of all Management Committee Meetings are to be considered strictly confidential.
- (b) Minutes of management committee meetings are not to be copied without prior approval from the Secretary of the association.

## **Part 6 - Delegation**

### **32. MANAGEMENT COMMITTEE MAY DELEGATE FUNCTIONS**

32.1 The Management Committee may, by instrument in writing, create, establish or appoint special committees, individual officers and consultants to carry out specific duties and functions.

32.2 The Management Committee will determine what powers these committees are given. In exercising its power under this clause, the Management Committee must take into account broad stakeholder involvement.

32.3 In the establishing instrument, the Management Committee may delegate such functions as are specified in the instrument, other than:

(a) this power of delegation; and

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

32.4 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.

32.5 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 management committee.

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

32.7 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.

32.8 At any time the management committee may, by instrument in writing, revoke wholly or in part any delegation made under this clause. It may amend or repeal any decision made by a body or person under this clause.

## **Part 7 – Other Management Issues**

### **33. RESOLUTIONS OF MANAGEMENT COMMITTEE WITHOUT MEETING**

33.1 A written resolution signed by at least 5 Voting Members of the management committee member is as valid and effectual as if it had been passed at a management committee meeting.

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

## **34. SEAL**

34.1 The Association may have a Seal upon which its corporate name shall appear in legible characters.

34.2 The Seal shall not be used without the express authorisation of the Management Committee. Every use of the Seal shall be recorded in the Association minute book. Two nominated management committee members must witness every use of the Seal, unless the Management Committee determines otherwise.

## **Part 8 – General Meetings**

### **35. ANNUAL GENERAL MEETING**

An annual general meeting must be held:

35.1 at least once each year; and

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

### **36. SPECIAL GENERAL MEETINGS**

36.1 The management committee may, whenever it sees fit, convene a special general meeting in Accordance to the Act.

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

### **37. REQUISITION OF SPECIAL GENERAL MEETINGS**

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

37.2 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.

37.3 If the Management Committee 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.

37.4 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 Management Committee.

### **38. NOTICE OF GENERAL MEETING**

38.1 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.

38.2 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.

38.3 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 agenda for the meeting; and
- (b) any notice of motion received from Members entitled to vote.

38.4 Notice of every general meeting shall be given in the manner authorised in rule 58.

38.5 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.

### **39. BUSINESS**

39.1 The business to be transacted at the annual general meeting includes the consideration of accounts and the reports of the management committee and auditors, the election of management committee members under this Constitution and the appointment of the auditors.

39.2 All business that is transacted at a general meeting and at an annual general meeting, with the exception of those matters set down in rule 38.1, shall be special business.

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

### **40. NOTICES OF MOTION**

40.1 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.

### **41. PROCEEDINGS AT GENERAL MEETINGS**

41.1 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 management committee members appointed at the last general meeting plus 1.

41.2 The chairperson of the Management Committee 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.

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

41.4 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.

41.5 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.

41.6 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.

## **42. VOTING PROCEDURE**

42.1 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.

42.2 Unless a poll is demanded under rule 41.1, 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.

42.3 If a poll is duly demanded under rule 41.1 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.

## **43. VOTING AT GENERAL MEETINGS**

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

## **44. MEMBERS ENTITLED TO VOTE**

44.1 Each eligible Voting Member shall be entitled to one vote at General Meeting, plus one additional proxy vote for a registered member.

44.2 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.



## **45. PROXY VOTING**

45.1 A Member shall be entitled to appoint in writing, on a form prescribed by the association, a natural person who is also an eligible Voting Member of the association to be their proxy, and attend and vote at any General Meeting of the association.

45.2 This form needs to be submitted to the Secretary at least 14 days prior to the General Meeting unless due cause can be shown as to why it was submitted later.

45.3 Proxy voting shall not be permitted at all General Meetings if it is reasonably decided by a majority of two to three that it shall not be allowed.

## **46. POSTAL VOTING**

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

## **Part 9 – Grievance Procedure**

### **47. GRIEVANCE PROCEDURE**

47.1 The grievance procedure set out in this rule applies to disputes under these rules between a Member and:

- (a) Another Member; or
- (b) The association; or
- (c) An affiliated club

47.2 In relation to a dispute between a member and another member of the Association; the parties must meet and discuss the matter if possible within fourteen (14) days after the dispute has come to the attention of all parties. If a resolution cannot be determined the matter may be referred to the Association's Management Committee for determination.

47.3 In relation to a dispute between a member and the Association; the matter, if unable to be resolved amicably within 14 days, must be referred to the Association's Management Committee for determination.

47.4 In relation to a dispute between a member and an Affiliated Club; the Association will not interfere in the resolution of the dispute unless requested to by one of the parties to the dispute.

## **Part 10 – Records & Accounts**

### **48. RECORDS AND ACCOUNTS**

48.1 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 management committee meeting or general meeting.

48.2 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.

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

48.4 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.

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

#### **49. NEGOTIABLE INSTRUMENTS**

49.1 All cheques, promissory notes, bankers, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two duly authorised management committee members.

49.2 Cheques, other than wages, allowances or petty cash recoupment must be crossed 'not negotiable.'

#### **50. FUNDS**

50.1 The funds of the association must be kept in an account in the name of the association in a financial institution decided by the management committee.

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

50.3 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.

50.4 The auditor must examine the statement prepared under rule 49.3 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.

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

50.6 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.

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

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

50.9 If a payment is made by cheque or EFT, the cheque must be signed by any 2 of the following or for EFT approved by any two of the following;

(a) the president;

(b) the secretary;

(c) the treasurer;

(d) any 1 of 3 other members of the association who have been authorised by the management committee to sign cheques issued by the association.

50.10 However, 1 of the persons who signs the cheque or approves an EFT must be the president, the secretary or the treasurer.

50.11 Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.

50.12 A petty cash account must be kept on the imprest system, and the management committee must decide the amount of petty cash to be kept in the account.

50.13 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

50.14 All expenditure must be approved or ratified at a management committee meeting.

## **51. AUDITOR**

51.1 The auditor shall not be a committee member or the spouse of a committee member.

## **Part 11- Other Provisions**

### **52. DOCUMENTS**

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

### **53. CONFLICT OF INTEREST**

53.1 A management committee 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 management committee, absent themselves from discussions of such matters and shall not be entitled to vote in respect of such matters.

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

## **54. POLICY/BY-LAWS**

54.1 The management committee 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.

## **55. ALTERATION OF RULES**

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

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

## **56. WINDING UP**

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

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

## **57. DISTRIBUTION OF PROPERTY ON WINDING UP**

57.1 If upon winding up or dissolution of the management committee 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.

57.2 Instead, the assets or property shall be given or transferred to another organisation(s) that has Objects similar to 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 management committee 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.

## **58. NOTICE**

58.1 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.

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

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

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

## **59. INDEMNITY**

59.1 Every management committee 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 management committee 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.

59.2 The association shall indemnify its management committee members and employees against all damages and losses (including legal costs) for which any such management committee 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 a management committee 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 in the course of, and within the scope of, their employment by the Association.

## **PART 12 – Addendum – Constitution Rules for Branch Clubs**

The following rules apply to Branch Clubs of North Gold Coast Seahawks. Where not specified the rules of the association or the Associations Act shall apply.

Branch Clubs at time of adaption of these rules:

Gold Coast Wildcats

Coombahbah Clippers

Helensvale Hurricanes

Pimpama Pelicans

Any future Branch Club added by the association shall be subject to these rules.

### **INTRODUCTION**

- 1.1. The name of the club will include the word 'Branch' in its name
- 1.2. A Branch Club is a club within the association as an affiliated club.
- 1.3. This constitution contains the rules of the club for the purposes of the Act.
- 1.3. Subsection 47(1) of the Act does not apply to this constitution.

### **2. DEFINITIONS AND INTERPRETATION – As per the parent association**

### **3. OBJECTS OF THE CLUB**

The objects of the Branch club are:

- 3.1 to form teams to represent the club within the North Gold Coast Seahawks competitions
- 3.2 to provide suitably approved volunteers to run, coach and manage the club and teams
- 3.3 to support the parent association in it's objects and rules
- 3.4 to promote programs and marketing of the North Gold Coast Seahawks

### **4. POWERS OF THE BRANCH CLUB**

- 4.1 The Club has the powers of an individual.
- 4.2 The Club 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 Club : 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 Club, 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.

## **5. CLASSES OF MEMBERS**

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

- (a) Junior Playing Members ( under the age of 18 ) – Non Voting Members
- (b) Senior Playing Members ( over 18 years of age ) - Non Voting Members
- (c) Life Members- Non voting members unless they meet the criteria to be classed as a Volunteer
- (d) Honorary Members- Non Voting Members ( But may be nominated for a committee position )
- (e) Volunteer Members – Voting Members

5.2. A person may only belong to one class of membership that have voting rights at that time, and resignation, termination or removal from one class shall not automatically entitle a person to some other class of membership.

## **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 management committee

6.4. The number of playing members shall be unlimited.

## **7. LIFE MEMBERS**

7.1 A Life Member shall be any person who has been elected as such at any Annual General Meeting of the association.

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

7.3 The name of any person deemed eligible to become a Life Member shall, together with their history of service, be submitted to the Management Committee Meeting immediately preceding the Annual General Meeting. Should a majority of at least two thirds of those attending and entitled to vote at the Management Committee Meeting so approve, the name of the person shall be submitted to the Annual General Meeting.

7.4 Provided that two thirds of the total voting strength at the Annual General Meeting so approve, the person shall be deemed to have been elected a Life Member of the association.

7.5 Life Members are entitled to attend, free of charge, any function organised by the association and shall have voting rights as long as they are in a volunteer position that has voting rights at any Annual General Meeting or General Meeting convened by the Association.

7.6 The number of Life Members shall be unlimited.

## **8. HONORARY MEMBERS**

8.1 The Management Committee may, at its discretion, 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 following Annual General Meeting or until revoked by two-thirds of those present and entitled to vote at any Management Committee Meeting.

8.2 A Honorary Member shall be entitled to attend any General Meeting of the association but shall not be entitled to vote. Honorary Members may speak on a motion with the chairperson's consent.

8.3 Honorary members must be over 18 years of age.

8.4 The number of Honorary Members shall be unlimited.

8.5 An Honorary Member can be nominated for a management committee position.

## **9. REGISTERED VOLUNTEERS**

9.1 All Volunteers become members upon registering by the prescribed method as a volunteer for the Club.

9.2 Registered volunteers must be over 18 years of age to have voting rights at any Annual General Meeting or General Meeting convened by the association.

9.3 Upon application the management committee must approve the acceptance or rejection of the application at the next management committee meeting.

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

9.5 Volunteer membership expires on July 1<sup>st</sup> of every calendar year.

9.5 Person otherwise deemed a volunteer.

9.6 The number of Registered Volunteers shall be unlimited.

## **10. REJECTION OF APPLICATION FOR VOLUNTEER MEMBERSHIP**

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



10.2. If the applicant does not appeal against the decision under rule 11, the applicant may make a further application for membership after at least 12 months have elapsed from the date of the committee's decision but not before.

10.3. If the applicant does appeal the decision under rule 11, the applicant may make a further application for membership after at least 12 months have elapsed from the date of the rejection of the appeal but not before.

## **11. REJECTION/TERMINATION/EXPULSION- APPEAL**

11.1. This rule applies if the committee rejects an application for volunteer membership of the association under rule 10 or if a member has had their membership terminated under rule 12.3 or has been expelled as a member under rule 13.

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

11.3. 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 taken into account in dealing with the appeal.

11.4 Once rule 11.3 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.

11.5 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.

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

## **12. RESIGNATION/TERMINATION OF MEMBERSHIP**

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

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

12.3. The management committee 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 management committee to the effect that a termination ground exists for the member; or

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

12.4. The 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 committee at which the termination is to be considered.

12.5. A member given notice under rule 12.4 may:

(a) give the committee 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

12.6 The committee may before or at the meeting (or after the meeting if the committee resolves to adjourn consideration of the proposed termination to a subsequent meeting of the committee) conduct any investigations and inform itself in the way the committee 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.

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

(a) must consider any submissions made under rule 12.5; and

(b) must consider any investigations or information gathered under rule 12.6; 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

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

12.9 The member may appeal their termination in accordance with rule 11.

### **13 EXPULSION OF MEMBER**

13.1 The committee may resolve to expel a member from the Club. Once expelled the member may no longer attend any North Gold Coast Seahawks Basketball Inc and the Branch clubs organised events, meetings, trainings or competitions.

13.2 An expulsion ground exists for a member if:

- (a) the member (or a person on the governing body of the member) is convicted of an indictable offence; or
- (b) the member breaches this constitution or the by-laws; or
- (c) the member wilfully disobeys the rules or instructions of the association and/or club 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 and/or club, 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 club.

13.3 If it is necessary to ensure that the expelled member abides by their expulsion a ruling under rule 13 may expand to include the expelled member's family.

13.4 The member may appeal their termination in accordance with rule 11.

### **14 REGISTER OF MEMBERS**

14.1 The management committee 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 be open for inspection at all times, however only the name and date of membership shall be available for inspection. The member must apply to the secretary to inspect it.

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 Management Committee 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 Club and that they are bound by the Constitution, Regulations, Policies and by-laws of both the Club and the parent association the North Gold Coast Seahawks.

(b) They shall comply with and observe the Constitution, Regulations, Policies and by-laws of both the Club and North Gold Coast Seahawks Basketball Inc which may be passed by the Committee 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.

## **16 DISCIPLINE**

16.1 The management committee may commence or cause to be commenced disciplinary proceedings against a Member who has allegedly:

(a) breached, failed, refused or neglected to comply with a provision of this Constitution, the Regulations or any resolution or determination of the Management Committee or any duly authorised committee

(b) acted in a manner unbecoming of a Member, or prejudicial to the purposes and interests of the association and/or basketball; or

(c) brought the association, any other Member or basketball into disrepute.

16.2 That Member will be subject to and will submit unreservedly to the jurisdiction, procedures, penalties and the appeal mechanisms of the association set out in the Regulations.

16.3 The management committee may appoint a Judiciary Committee to deal with any disciplinary matter referred to it. Such a Judiciary Committee shall operate in accordance with the procedures expressed in the Regulations but is subject always to the Act.

## **17 AFFILIATED CLUBS – ELIGIBILITY AND ONGOING OBLIGATIONS – per the parent association**

17.1 Branch Associations, Affiliated Associations and School Clubs/Association 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.

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

17.3 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.

17.4 Said Branch will act as a subsidiary of the master Association, North Gold Coast Seahawks. The branch will adopt the by-laws and any amendments as their own as stated in our constitution. The

branch only exists, if and only if, the Association is in existence. The Branch participates exclusively in the Associations competitions.

17.5 If at any time the Association wants to dissolve their relationship with a Branch, they have the full power to do so. The Branch at that point would absolve itself of any relationship with the Association and would have to apply to operate on its own through the state of Queensland.

17.6 School associations affiliated to North Gold Coast Seahawks Basketball Inc will be subject to the by-laws and any amendments as their own as stated in our constitution.

17.7 An entity is not eligible to become and remain a member of the association as an affiliated club unless:

(a) the entity has constituent documents in writing; and

(b) the constituent documents provides for objects that:

(c) are similar in substance to any or all of the objects of the association as set out in this constitution; and

(d) the entity satisfies any affiliation requirements prescribed.

17.8 Conduct – at any point the Association management committee feels members of the branch/school have displayed actions inconsistent with its values, culture and constitution, the association have the full power to remove that member from the Branch in accordance to the Associations policies and constitution.

17.9 Any penalty applied to a member by a Branch shall apply to the Association. Similarly any penalty imposed by the Association to a member applies to their status within a Branch.

17.10 The Association shall provide adequate support in the areas of finance, membership recruitment, competition development, coach development and some general administration.

17.11 North Gold Coast Seahawks Basketball Inc will provide the following services to the Affiliated Associations in accordance to the constitution and by-laws:

(a) Association Liability Insurance (Directors & Officers) for the Association and affiliated clubs

(b) Public Liability Insurance of \$20 million.

( 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

17.12 The Branch/School Association 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.

17.13 The Branch/School Association 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, coaches and Coordinator
- (d) any notice of any proposed special resolution at the same time as it is required to give the notice to the affiliated association's own members under the Act, any other law or the affiliated association's constituent documents; and
- (e) any amendment to its constituent documents within 14 days after the amendment is made.

17.14 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 Club. The Association will provide whatever assistance the Branch/School/Affiliated Association requires in the collection of any member fees, but the Association will not be liable.
- (c.) All fees due to the Association will be paid by the due date.

## **18. FINANCIAL AND GOVERNANCE REPORTING OF BRANCH CLUBS**

18.1 A Branch club who is required by law to have an auditor's report prepared must supply the association with a copy of the 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 Branch club
- (b) 6 months after the end of the club's financial year.

18.2 Any documents that are provided by a Branch club must be kept strictly confidential.

## **19. GOVERNANCE AND FINANCIAL ASSISTANCE**

19.1 If it is found that the Branch club requires governance or financial assistance, then the association will be required under this clause to render all reasonable assistance in order to correct the issue.

19.2 The Secretary of the Parent Association may request any Governance or Financial documents be submitted by a Branch Club should they reasonable suspect that the Branch club is in financial difficulty.

## **20. MEMBERSHIP OF MANAGEMENT COMMITTEE**

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

President

Treasurer

Secretary

☒ And up to a max 5 General Committee Positions as approved by the management committee

20.2 A member of the management committee other than the secretary must be a member of the Branch Club.

20.3 At each annual general meeting of the Branch Club, the members of the management committee must retire from office, but are eligible, on nomination, for re-election.

## **21. SECRETARY**

21.1. If a vacancy happens in the office of secretary, the members of the management committee 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 management committee:
  - (i) a member of the association's management committee;
  - (ii) a member of the association;
  - (iii) another person.

21.3 The management committee may appoint and remove the association's secretary at any time.

21.4 The secretary shall be a non-voting member of the management committee, but shall be counted for the management committee's quorum processes if selected from outside the eligible members of the club.

## **22. ELECTING THE MANAGEMENT COMMITTEE**

22.1 An elected member of the management committee 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 management committee;

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, then nominations may be taken from the floor of the meeting for an elected position.

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

22.4 A member may nominate for more than one management committee 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 management committee.

22.7 Management committee offices shall be elected in the order of President, Vice President, Treasurer, Secretary, and to a max 5 General Committee Members.

22.8 A member who has served any period of suspension, ban or sanction , or has stepped down previously from a board/committee position, whilst a member of the Branch Club, shall not be eligible to nominate or be nominated for a position on the management committee without the approval of the management committee.

### **23. RESIGNATION/REMOVAL/VACATION FROM OFFICE OF MANAGEMENT COMMITTEE MEMBER**

23.1 A management committee member may resign from the committee by giving written notice of resignation to the secretary.

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

23.3 A member may be removed from office at a general meeting of the club 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.

23.4 A member has no right of appeal in regards to removal from office under this section.

23.5 The office of a member of the management committee 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 management committee meetings without a leave of absence; or
- (c) ceases to be a member of the club.



23.6 A member of the management committee may be removed from office and/or their membership revoked if it is proven to the members of the committee that they fail to abide by the Club's Rules, Policies, Confidentiality Agreements, Procedures, Codes of Conduct and Behaviour and/or if they have placed the Club's reputation within the community or sport at risk, they shall be terminated in accordance with Rule 12 or 13 and provided opportunity to appeal as stipulated under Rule 11.

#### **24. VACANCIES ON MANAGEMENT COMMITTEE**

24.1 If a casual vacancy occurs on the management committee, this can be filled by the management committee appointing another member of the association to fill the vacancy

24.2 The continuing members of the management committee may continue to act despite vacancy.

24.3 However if the number of committee members is less than the number fixed under these rules as a quorum of the management committee, the continuing members may act only to:

- (a) increase the number of management committee members to the number required for a quorum; or
- (b) call a general meeting of the club.
- (c) make decisions to be ratified at the next full committee meeting.

#### **25. POWERS OF THE MANAGEMENT COMMITTEE**

25.1. Subject to the Act and this Constitution, the business of the Branch Club shall be managed and the powers of the Branch Club shall be exercised by the management committee. In particular, the management committee shall act in accordance with the Objects and shall operate for the benefit of the Members and the community.

#### **26. MEETINGS OF MANAGEMENT COMMITTEE**

26.1 The management committee must meet a minimum 4 times a year to exercise its functions.

26.2 The secretary must give each committee 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.

26.3 A question arising at a management committee meeting is to be decided by a majority vote of management committee members present at the meeting, save that the chairperson and secretary shall not have a primary vote, but if the votes are equal, then the chairperson shall have a casting vote only.

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

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

26.6 The agenda for management committee meetings shall include the following as appropriate:

- (a) Notice Convening Meeting
- (b) Apologies
- (c) Rule 29 Resolutions – resolutions without a management meeting
- (d) New Volunteer Members
- (d) Minutes from the previous meeting
- (e) Matters arising from the Minutes
- (f) Correspondence
- (g) Treasurer’s Report
- (h) President’s Report
- (i) Strategic Direction and Operational Update
- (j) General Business
- (k) Date of Next Meeting.

26.7 At each meeting the following set of documents shall be presented to the management committee by the treasurer:

- (a) Profit and Loss Statement for the Month immediately preceding the meeting including the current Year to Date Financial status.

26.8 Absent committee members cannot delegate their voting power to another committee member or representative.

26.9 Under no circumstance are the management committee proceedings to be recorded in any way other than by the person taking the minutes.

## **27. MINUTES OF MANAGEMENT COMMITTEE MEETINGS**

27.1 All management committee meetings must be minuted.

- (a) The minutes of all Management Committee Meetings are to be considered strictly confidential.
- (b) Minutes of management committee meetings are not to be copied without prior approval from the Secretary of the association.

## **28. MANAGEMENT COMMITTEE MAY DELEGATE FUNCTIONS**

28.1 The Management Committee may, by instrument in writing, create, establish or appoint special committees, individual officers and consultants to carry out specific duties and functions.

28.2 The Management Committee will determine what powers these committees are given. In exercising its power under this clause, the Management Committee must take into account broad stakeholder involvement.

28.3 In the establishing instrument, the Management Committee may delegate such functions as are specified in the instrument, other than:

(a) this power of delegation; and

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

28.4 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.

28.5 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 management committee.

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

28.7 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.

28.8 At any time the management committee may, by instrument in writing, revoke wholly or in part any delegation made under this clause. It may amend or repeal any decision made by a body or person under this clause.

## **29. RESOLUTIONS OF MANAGEMENT COMMITTEE WITHOUT MEETING**

29.1 A written resolution signed by at least 5 Voting Members of the management committee member is as valid and effectual as if it had been passed at a management committee meeting.

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

## **30. ANNUAL GENERAL MEETING**

An annual general meeting must be held:

30.1 at least once each year; and

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

## **31. SPECIAL GENERAL MEETINGS**

31.1 The management committee may, whenever it sees fit, convene a special general meeting in Accordance to the Act.

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

### **32. REQUISITION OF SPECIAL GENERAL MEETINGS**

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

32.2 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.

32.3 If the Management Committee 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.

32.4 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 Management Committee.

### **33. NOTICE OF GENERAL MEETING**

33.1 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 Club's Register of Members.

33.2 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.

33.3 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 agenda for the meeting; and
- (b) any notice of motion received from Members entitled to vote.

33.4 Notice of every general meeting shall be given in the manner authorised .

33.5 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.

### **34. BUSINESS**

34.1 The business to be transacted at the annual general meeting includes the consideration of accounts and the reports of the management committee and auditors, the election of management committee members under this Constitution and the appointment of the auditors.

34.2 All business that is transacted at a general meeting and at an annual general meeting, shall be special business.

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

### **35. NOTICES OF MOTION**

35.1 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.

### **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 management committee members appointed at the last general meeting plus 1.

36.2 The chairperson of the Management Committee 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 management committee 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 by a majority of members, 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, plus one additional proxy vote for a registered member.

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 A Member shall be entitled to appoint in writing, on a form prescribed by the club, a natural person who is also an eligible Voting Member of the club to be their proxy, and attend and vote at any General Meeting of the club.

40.2 This form needs to be submitted to the Secretary at least 14 days prior to the General Meeting unless due cause can be shown as to why it was submitted later.

40.3 Proxy voting shall not be permitted at all General Meetings if it is reasonably decided by a majority of two to three that it shall not be allowed.

## **41. POSTAL VOTING**

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

## **42. GRIEVANCE PROCEDURE**

42.1 The grievance procedure set out in this rule applies to disputes under these rules between a Member and:

(a) Another Member; or

(b) The club; or

(c) An affiliated club of the association

42.2 In relation to a dispute between a member and another member of the Branch Club; the parties must meet and discuss the matter if possible within fourteen (14) days after the dispute has come to the attention of all parties. If a resolution cannot be determined the matter may be referred to the Association's Management Committee for determination.

42.3 In relation to a dispute between a member and the Branch Club; the matter, if unable to be resolved amicably within 14 days, must be referred to the Parent Association's Management Committee for determination.

42.4 In relation to a dispute between a member and a Branch Club; the Association will not interfere in the resolution of the dispute unless requested to by one of the parties to the dispute.

### **43. RECORDS AND ACCOUNTS**

43.1 The Club 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 management committee 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 Management Committee shall submit the club'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 sent to all persons entitled to receive notice of annual general meetings in accordance with this Constitution, a copy of the statements of account, the management committee's report, the auditor's report and every other document required under the Act (if any).

### **44. NEGOTIABLE INSTRUMENTS**

44.1 All cheques, promissory notes, bankers, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any two duly authorised management committee members.

44.2 Cheques, other than wages, allowances or petty cash recoupment must be crossed 'not negotiable.'

## **45. FUNDS**

45.1 The funds of the Branch Club must be kept in an account in the name of the Club in a financial institution decided by the management committee.

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

45.3 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.

45.4 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.

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

45.6 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.

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

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

45.9 If a payment is made by cheque or EFT, the cheque must be signed by any 2 of the following or for EFT approved by any two of the following;

- (a) the president;
- (b) the secretary;
- (c) the treasurer;
- (d) any nominated committee member

45.10 However, 1 of the persons who signs the cheque or approves an EFT must be the president, the secretary or the treasurer.

45.11 Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.

45.12 A petty cash account must be kept on the imprest system, and the management committee must decide the amount of petty cash to be kept in the account.

45.13 Where a Debit or Credit Card in the name of the Branch Club 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



45.13 All expenditure must be approved or ratified at a management committee meeting.

#### **46. AUDITOR**

46.1 The auditor shall not be a committee member or the spouse of a committee member.

#### **46. DOCUMENTS**

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

#### **47. CONFLICT OF INTEREST**

47.1 A management committee 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 management committee, absent themselves from discussions of such matters and shall not be entitled to vote in respect of such matters.

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

#### **48. POLICY/BY-LAWS**

48.1 The management committee or a general meeting of the Branch Club can make, amend or repeal policy or by-laws not inconsistent with these rules, for the internal management of the Branch Club. 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 Club is limited.

## **51. DISTRIBUTION OF PROPERTY ON WINDING UP**

51.1 If upon winding up or dissolution of the management committee 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 similar to 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 management committee 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 Club 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 effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected three days after posting.

52.3 Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected 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 effected the next business day after it was sent.

## **53. INDEMNITY**

53.1 Every management committee member and employee of the Club will be indemnified out of the property and assets of the Club against any liability incurred by them in their capacity as management committee 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 Club shall indemnify its management committee members and employees against all damages and losses (including legal costs) for which any such management committee 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 a management committee member, performed or made while acting on behalf of and with the authority, express or implied, of the Club; or

(b) in the case of an employee, performed or made in the course of, and within the scope of, their employment by the Club.