

UQFC Inc. Constitution

(1 November 2014)

Rules

1 Interpretation

(1) In these rules—

Act means the *Associations Incorporation Act 1981*.

present—

(a) at a Executive Committee meeting, see rule 23(6); or

(b) at a general meeting, see rule 37(2).

(2) A word or expression that is not defined in these model rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

2 Name

The name of the incorporated association is UQFC Inc. (*the association*).

3 Objects

The objects of the association are—

(1) To promote the sport of football (soccer) within The University of Queensland and the Brisbane community.

(2) To participate in the relevant football competitions.

4 Powers

(1) The Association has the powers of an individual.

(2) The Association may take over the funds and other assets and liabilities of the former incorporated associations known as The University of Queensland Football Club Inc. and the Kenmore Football Club Inc. (*the former incorporated associations*).

(3) To collect, manage and expend funds, fees and revenue in furtherance of the Association's objectives as deemed appropriate by the Executive Committee.

(4) To invest and deal with the money of the Association not immediately required in such a manner as may be thought fit by the Executive Committee.

(5) To make donations for charitable or community purposes.

(6) To take any gift or property whether subject to any special trust or not, for any one or more of the objectives of the Association.

(7) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's objectives.

(8) To hold, purchase, lease, hire, rent or otherwise acquire and/or dispose of equipment, buildings or facilities for the purpose of achieving the Association's objectives.

(9) To take on, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate.

(10) The Association may also issue secured and unsecured notes, debentures and debenture stock for the Association.

(11) To borrow or raise money either alone or jointly with any other person or legal entity in such a manner as may be thought proper by the Executive Committee.

(12) To enter into any arrangements with any government body or other authority towards the furtherance of the Association's objectives.

(13) To subscribe to, and/or co-operate with, any association, club or organisation whose objectives are similar to the Association, provided any such association, club or

- organisation does not distribute its income and property among its members beyond the extent outlined in Rule 46(2).
- (14) To print, publish or display online any books or leaflets, newsletters or other documents or information that the Executive Committee deems to promote the objectives of the Association.
 - (15) To appoint, employ, remove or suspend any person and/or company as may be necessary or convenient to achieve the objectives of the Association.
 - (16) To remunerate any person and/or company for services rendered as deemed appropriate by the Executive Committee.
 - (17) To amalgamate with any one or more incorporated associations having objectives altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent outlined in Rule 46(2).
 - (18) To purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorised to amalgamate;
 - (19) To transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated associations with which the Association is authorised to amalgamate;
 - (20) To do all such other things as are incidental or conducive to the achievement of the objectives and advancement of the Association.

5 Classes of members

- (1) The membership of the association consists of ordinary members, and any of the following classes of members—
- a) Junior Member – any individual under 18 years of age that is registered to play, coach, manage, administer, act as an official or otherwise participate in a competition or competitions that the Association participates in or administers.
 - i. Junior members (under 18 yrs) do not in themselves hold voting rights.
 - ii. The parents or guardian of a Junior Member shall automatically be treated as ordinary members with voting rights.
 - iii. Despite the number of parents or guardians representing the Junior Member, there is only one vote permitted per individual Junior Member.
 - b) Senior Member – any individual 18 years of age or older that is registered to play, coach, manage, administer, act as an official or otherwise participate in a competition or competitions that the Association participates in or administers.
 - i. Senior Members are treated as ordinary members with voting rights.
 - c) Life Member – any individual appointed as such by the Executive Committee. Life Members have voting rights within the association and their membership is perpetual unless revoked by the Executive Committee or upon the resignation of the Life Member in writing.
 - d) Supporter Member - any individual registered or subscribing to support the objectives of the Association, but not registered to play, coach, manage, administer, act as an official or otherwise participate in a competition or competitions that the association participates in or administers.
 - i. Supporter Members are not ordinary members and do not have voting rights within the association.
 - e) Honorary Member – any individual appointed as such by the Executive Committee.
 - i. Honorary members are not ordinary members and do not have voting rights within the association.

- (2) The number of ordinary members (junior, senior and life members) and non-ordinary members (supporter and honorary members) is unlimited, unless restricted by a decision of the Executive Committee.
- (3) If a Junior Member reaches 18 years of age while a valid member of the association, they shall transition into a Senior Member until their membership expires.
- (4) A Junior Member will remain a junior member (under 18 years of age) regardless of whether they are competing in a competition classed as 'open' or for players over the age of 18 years of age.
- (5) A person may hold the voting rights of a Junior Member (Subrule 1(a)(i) and (ii)) and also be a Senior Member, or another member type, if they also meet the requirements for that membership type(s).

6 Automatic membership

A person who, on the day the association is incorporated, was a member of the former incorporated associations and who, on or before a day fixed by the Executive Committee, agrees in writing to become a member of the incorporated association, must be admitted by the Executive Committee—

- (a) to the equivalent class of membership of the association as the member held in the former incorporated associations; or
- (b) if there is no equivalent class of membership—as an ordinary member.

7 New membership

- (1) An applicant for membership of the association, other than as a Junior Member, must be proposed by 1 member (holding voting rights) of the association (the *proposer*) and seconded by another member (the *seconder*).
- (2) Rule 7 (1) does not apply to Supporter Members who may subscribe without a proposer and seconder.
- (3) An application for membership must be—
 - (a) in writing; and
 - (b) signed by the applicant and the applicants proposer and seconder; and
 - (c) in the form decided by the Executive Committee.
- (4) Rule 7 (1)(2) and (3) do not apply if the individual applies for membership via an approved electronic registration system as determined by the Executive Committee.

8 Membership fees

- (1) The membership fee for each ordinary membership and for each other class of membership (if any)—
 - (a) is the amount decided by the members from time to time at a general meeting; and
 - (b) is payable when, and in the way, the Executive Committee decides.
- (2) A member of the incorporated association who, before becoming a member, has paid the members annual subscription for membership of the former incorporated associations on or before a day fixed by the Executive Committee, is not liable to pay a further amount of annual subscription for the period before the day fixed by the Executive Committee as the day on which the next annual subscription is payable.
- (3) The Executive Committee may at its discretion waive or reduce fees for persons able to demonstrate financial hardship.
- (4) The Executive Committee may at its discretion waive or reduce fees for junior or senior members performing services for the benefit of the association.

(5) Membership fees for Executive Committee members and Life Members also seeking registration as a junior or senior member are waived, unless otherwise determined by a majority of votes at a General Meeting of the association.

9 Admission and rejection of new members

(1) The Executive Committee must consider an application for membership at the next committee meeting held after it receives—

- (a) the application for membership; and
- (b) the appropriate membership fee for the application.

(2) The Executive Committee must ensure that, as soon as possible after the person applies to become a member of the association, and before the Executive Committee considers the persons application, the person is advised—

- (a) whether or not the association has public liability insurance; and
- (b) if the association has public liability insurance—the amount of the insurance.

(3) The Executive Committee must decide at the meeting whether to accept or reject the application.

(4) If a majority of the members of the Executive Committee present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.

(5) The secretary of the association must, as soon as practicable after the Executive Committee decides to accept or reject an application, give the applicant a written notice of the decision.

(6) The Executive Committee does not need to provide a reason for any refusal of membership.

(7) If an application for membership is rejected, the association must refund any fees received with the application.

10 When membership ends

(1) With the exception of Life Members, each member's period of membership runs from the date of registration for any of the competitions the Association enters or administers which the individual may play, coach, manage, administer, act as an official or otherwise participate in, or in the case of Supporter or Honorary members, the time of subscription or appointment, until 28 February the following year.

(2) A member may resign from the association by giving a written notice of resignation to the secretary.

(3) The resignation takes effect at—

- (a) the time the notice is received by the secretary; or
- (b) if a later time is stated in the notice—the later time.

(4) The Executive Committee may terminate a members 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
- (c) has membership fees in arrears for at least 2 months; or
- (d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the association.

(5) Before the Executive Committee terminates a member's membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.

(6) If, after considering all representations made by the member, the Executive Committee decides to terminate the membership, the secretary of the committee must give the member a written notice of the decision.

(7) If a member resigns or is terminated, their membership fee will be refunded as soon as practicable at a pro-rata rate following the subtraction of any costs for registering and or insuring the individual to participate in any relevant competitions or similar activities contributing towards the objectives of the association.

11 Appeal against termination of membership

(1) A person whose application for membership has been terminated may give the secretary written notice of their intention to appeal against the decision.

(2) A notice of intention to appeal must be given to the secretary within 1 month after the person receives written notice of the decision.

(3) If the secretary receives a notice of intention to appeal, the secretary must, within 1 month after receiving the notice, call a general meeting to decide the appeal.

12 General meeting to decide appeal

(1) The general meeting to decide an appeal must be held within 3 months after the secretary receives the notice of intention to appeal.

(2) At the meeting, the applicant must be given a full and fair opportunity to show why the membership should not be terminated.

(3) Also, the Executive Committee and the members of the committee who terminated the membership must be given a full and fair opportunity to show why the membership should be terminated.

(4) An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.

13 Register of members

(1) The Executive Committee must keep a register of members of the association.

(2) The register must include the following particulars for each member—

(a) the full name of the member;

(b) the postal or residential address of the member;

(c) the date of admission as a member;

(d) the date of death or time of resignation of the member;

(e) details about the termination or reinstatement of membership;

(f) any other particulars the Executive Committee or the members at a general meeting decide.

(3) The register must be open for inspection by members of the association at all reasonable times.

(4) A member must contact the secretary to arrange an inspection of the register.

(5) However, the Executive Committee may, on the application of a member of the association, withhold information about the member (other than the members full name) from the register available for inspection if the Executive Committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

14 Prohibition on use of information on register of members

(1) A member of the association must not—

(a) use information obtained from the register of members of the association to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes; or

(b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the

association for the purpose of advertising for political, religious, charitable or commercial purposes.

(2) Subrule (1) does not apply if the use or disclosure of the information is approved by the association. Such approvals may consist of disclosing member information as required under rules of competition, registration with governing bodies or other such purposes as determined appropriate and accepted by the association.

15 Appointment or election of secretary

(1) The secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is—

- (a) a member of the association elected by the association as secretary; or
- (b) any of the following persons appointed by the Executive Committee as secretary—
 - (i) a member of the associations Executive Committee;
 - (ii) another member of the association;
 - (iii) another person.

(2) If the association has not elected an interim officer as secretary for the association before its incorporation, the members of the Executive Committee must ensure a secretary is appointed or elected for the association within 1 month after incorporation.

(3) If a vacancy happens in the office of secretary, the members of the Executive Committee must ensure a secretary is appointed or elected for the association within 1 month after the vacancy happens.

(4) If the Executive Committee appoints a person mentioned in subrule (1)(b)(ii) as secretary, other than to fill a casual vacancy on the Executive Committee, the person does not become a member of the Executive Committee.

(5) However, if the Executive Committee appoints a person mentioned in subrule (1)(b)(ii) as secretary to fill a casual vacancy on the Executive Committee, the person becomes a member of the Executive Committee.

(6) If the Executive Committee appoints a person mentioned in subrule (1)(b)(iii) as secretary, the person does not become a member of the Executive Committee.

(7) In this rule— *casual vacancy*, on a Executive Committee, means a vacancy that happens when an elected member of the Executive Committee resigns, dies or otherwise stops holding office.

16 Removal of secretary

(1) The Executive Committee of the association may at any time remove a person appointed by the committee as the secretary.

(2) If the Executive Committee removes a secretary who is a person mentioned in rule 15(1)(b)(i), the person remains a member of the Executive Committee.

(3) If the Executive Committee removes a secretary who is a person mentioned in rule 15(1)(b)(ii) and who has been appointed to a casual vacancy on the Executive Committee under rule 15(5), the person remains a member of the Executive Committee.

17 Functions of secretary

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

(1) calling meetings of the association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the association; and

(2) keeping minutes of each meeting; and

(3) keeping copies of all correspondence and other documents relating to the association; and

(4) maintaining the register of members of the association.

18 Membership of Executive Committee

- (1) The Executive Committee of the association consists of a president, treasurer, secretary, vice-president (senior), vice-president (junior), vice-president (Women's/NPL) and any other members the association members elect at a general meeting.
- (2) A member of the Executive Committee, other than a secretary appointed by the Executive Committee under rule 15(1)(b)(iii), must be a member of the association.
- (3) At each annual general meeting of the association, the members of the Executive Committee must retire from office, but are eligible, on nomination, for re-election.
- (4) A member of the association may be appointed to a casual vacancy on the Executive Committee under rule 21.

19 Electing the Executive Committee

- (1) A member of the Executive Committee may only be elected as follows—
 - (a) any 2 members of the association may nominate another member (the *candidate*) to serve as a member of the Executive Committee;
 - (b) the nomination must be—
 - (i) in writing; and
 - (ii) signed by the candidate and the members who nominated him or her; and
 - (iii) given to the secretary at least 14 days before the annual general meeting at which the election is to be held;
 - (c) each member of the association present and eligible to vote at the annual general meeting may vote for 1 candidate for each vacant position on the Executive Committee;
 - (d) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- (2) A person may be a candidate only if the person—
 - (a) is an adult; and
 - (b) is not ineligible to be elected as a member under section 61A of the Act.
- (3) A list of the candidates names in alphabetical order, with the names of the members who nominated each candidate, must be posted in a conspicuous place in the office, usual place of meeting of the association or on the association's official public website for at least 7 days immediately preceding the annual general meeting.
- (4) If required by the Executive Committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- (5) The Executive Committee must ensure that, before a candidate is elected as a member of the Executive Committee, the candidate is advised—
 - (a) whether or not the association has public liability insurance; and
 - (b) if the association has public liability insurance—the amount of the insurance.

20 Resignation, removal or vacation of office of Executive Committee member

- (1) A member of the Executive Committee may resign from the committee by giving written notice of resignation to the secretary.
- (2) The resignation takes effect at—
 - (a) the time the notice is received by the secretary; or
 - (b) if a later time is stated in the notice—the later time.
- (3) A member may be removed from office at a general meeting of the association if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.

(4) Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.

(5) A member has no right of appeal against the members removal from office under this rule.

(6) A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

21 Vacancies on Executive Committee

(1) If a casual vacancy happens on the Executive Committee, the continuing members of the committee may appoint another member of the association to fill the vacancy until the next annual general meeting.

(2) The continuing members of the Executive Committee may act despite a casual vacancy on the Executive Committee.

(3) However, if the number of committee members is less than the number fixed under rule 24(1) as a quorum of the Executive Committee, the continuing members may act only to—

(a) increase the number of Executive Committee members to the number required for a quorum; or

(b) call a general meeting of the association.

22 Functions of Executive Committee

(1) Subject to these rules or a resolution of the members of the association carried at a general meeting, the Executive Committee has the general control and management of the administration of the affairs, property and funds of the association.

(2) The Executive Committee will consider the advice of the senior and junior sub-committees in matters pertaining to the activities organised by the association for junior and senior members.

(3) The Executive Committee has authority to interpret the meaning of these rules and any matter relating to the association on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

Note—

The Act prevails if the associations' rules are inconsistent with the Act—see section 1B of the Act.

(4) The Executive Committee may exercise the powers of the association—

(a) to borrow, raise or secure the payment of amounts in a way the members of the association decide; and

(b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the associations property, both present and future; and

(c) to purchase, redeem or pay off any securities issued; and

(d) to borrow amounts from members and pay interest on the amounts borrowed; and

(e) to mortgage or charge the whole or part of its property; and

(f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association; and

(g) to provide and pay off any securities issued; and

(h) to invest in a way the members of the association may from time to time decide.

(5) For subrule (3)(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by—

(a) the financial institution for the association; or

(b) if there is more than 1 financial institution for the association—the financial institution nominated by the Executive Committee.

23 Meetings of Executive Committee

- (1) Subject to this rule, the Executive Committee may meet and conduct its proceedings as it considers appropriate.
- (2) The Executive Committee must meet at least once every 4 months to exercise its functions.
- (3) The Executive Committee must decide how a meeting is to be called.
- (4) Notice of a meeting is to be given in the way decided by the Executive Committee.
- (5) The Executive Committee may hold meetings, or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (6) A committee member who participates in the meeting as mentioned in subrule (5) is taken to be present at the meeting.
- (7) A question arising at a committee meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the question is decided in the negative.
- (8) A member of the Executive Committee must not vote on a question about a contract or proposed contract with the association if the member has an interest in the contract or proposed contract and, if the member does vote, the members vote must not be counted.
- (9) The president is to preside as chairperson at a Executive Committee meeting.
- (10) If there is no president or if the president is not present within 10 minutes after the time fixed for a Executive Committee meeting, the members may choose 1 of their number to preside as chairperson at the meeting.

24 Quorum for, and adjournment of, Executive Committee meeting

- (1) At a Executive Committee meeting, more than 50% of the members elected to the committee as at the close of the last general meeting of the members form a quorum.
- (2) If there is no quorum within 30 minutes after the time fixed for a Executive Committee meeting called on the request of members of the committee, the meeting lapses.
- (3) If there is no quorum within 30 minutes after the time fixed for a Executive Committee meeting called other than on the request of the members of the committee—
 - (a) the meeting is to be adjourned for at least 1 day; and
 - (b) the members of the Executive Committee who are present are to decide the day, time and place of the adjourned meeting.
- (4) If, at an adjourned meeting mentioned in subrule (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

25 Special meeting of Executive Committee

- (1) If the secretary receives a written request signed by at least 33% of the members of the Executive Committee, the secretary must call a special meeting of the committee by giving each member of the committee notice of the meeting within 14 days after the secretary receives the request.
- (2) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.
- (3) A request for a special meeting must state—
 - (a) why the special meeting is called; and
 - (b) the business to be conducted at the meeting.
- (4) A notice of a special meeting must state—

- (a) the day, time and place of the meeting; and
 - (b) the business to be conducted at the meeting.
- (5) A special meeting of the Executive Committee must be held within 14 days after notice of the meeting is given to the members of the Executive Committee.

26 Minutes of Executive Committee meetings

- (1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Executive Committee meeting are entered in a minute book.
- (2) To ensure the accuracy of the minutes, the minutes of each Executive Committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next Executive Committee meeting, verifying their accuracy.
- (3) Minutes of Executive Committee meetings will be provided on request of a member within 7 working days of such request having been lodged with the secretary.

27 Appointment of subcommittees

- (1) There will be three standing management subcommittees for the association:
 - (a) Junior Management Committee – this subcommittee is to provide advice to the Executive Committee on the operation, management and affairs of competitions and activities relating to members under 18 years of age.
 - (b) Senior Management Committee – this subcommittee is to provide advice to the Executive Committee on the operation, management and affairs of competitions and activities relating to members aged 18 years and older.
 - (c) Women's/NPL Management Committee – this subcommittee is to provide advice to the Executive Committee on the operation, management and affairs of competitions and activities relating to female members within the competitive age competitions U12 girls – senior women's inclusive of the U13, U15, Youth and Open Women's National Premier League competition.
- (2) The Executive Committee may delegate responsibilities by appointing other subcommittees consisting of members of the association considered appropriate by the Executive Committee to help with the conduct of the associations operations.
- (3) A member of a subcommittee who is not a member of the Executive Committee is not entitled to vote at an Executive Committee meeting.
- (4) The chairperson of the Junior Management Committee will be the person elected to the vice-president (junior) position on the Executive Committee or their nominee.
- (5) The chairperson of the Senior Management Committee will be the person elected to the vice-president (senior) position on the Executive Committee or their nominee.
- (6) The chairperson of the Women's/NPL Management Committee will be the person elected to the vice-president (women's/NPL) position on the Executive Committee or their nominee.
- (7) The number of positions on a subcommittee, other than those prescribed at rule (4), (5) and (6), will be as determined by the Executive Committee.
- (8) If the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose 1 of their number to chair the meeting.
- (9) A subcommittee may meet and adjourn as it considers appropriate or as directed by the Executive Committee.
- (10) A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

28 Acts not affected by defects or disqualifications

- (1) An act performed by the Executive Committee, a subcommittee or a person acting as a member of the Executive Committee is taken to have been validly performed.
- (2) Subrule (1) applies even if the act was performed when—
 - (a) there was a defect in the appointment of a member of the Executive Committee, subcommittee or person acting as a member of the Executive Committee; or
 - (b) a Executive Committee member, subcommittee member or person acting as a member of the Executive Committee was disqualified from being a member.

29 Resolutions of Executive Committee without meeting

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

30 First annual general meeting

The first annual general meeting must be held within 3 months after the end date of the association's first reportable financial year.

31 Subsequent annual general meetings

Each subsequent annual general meeting must be held—

- (a) at least once each year; and
- (b) within 3 months after the end date of the association's reportable financial year.

32 Business to be conducted at annual general meeting of level 1 incorporated associations and particular level 2 and 3 incorporated associations

- (1) This rule applies only if the association is—
 - (a) a level 1 incorporated association; or
 - (b) a level 2 incorporated association to which section 59 of the Act applies; or
 - (c) a level 3 incorporated association to which section 59 of the Act applies.
- (2) The following business must be conducted at each annual general meeting of the association—
 - (a) receiving the association's financial statement, and audit report, for the last reportable financial year;
 - (b) presenting the financial statement and audit report to the meeting for adoption;
 - (c) electing members of the Executive Committee;
 - (d) for a level 1 incorporated association—appointing an auditor or an accountant for the present financial year;
 - (e) for a level 2 incorporated association, or a level 3 incorporated association, to which section 59 of the Act applies—appointing an auditor, an accountant or an approved person for the present financial year.

33 Business to be conducted at annual general meeting of other level 2 incorporated associations

- (1) This rule applies only if the association is a level 2 incorporated association to which section 59A of the Act applies.
- (2) The following business must be conducted at each annual general meeting of the association—
 - (a) receiving the association's financial statement, and signed statement, for the last reportable financial year;
 - (b) presenting the financial statement and signed statement to the meeting for adoption;

- (c) electing members of the Executive Committee;
- (d) appointing an auditor, an accountant or an approved person for the present financial year.

34 Business to be conducted at annual general meeting of other level 3 incorporated associations

- (1) This rule applies only if the association is a level 3 incorporated association to which section 59B of the Act applies.
- (2) The following business must be conducted at each annual general meeting of the association—
 - (a) receiving the association's financial statement, and signed statement, for the last reportable financial year;
 - (b) presenting the financial statement and signed statement to the meeting for adoption;
 - (c) electing members of the Executive Committee.

35 Notice of general meeting

- (1) The secretary may call a general meeting of the association.
- (2) The secretary must give at least 14 days notice of the meeting to each member of the association.
- (3) If the secretary is unable or unwilling to call the meeting, the president must call the meeting.
- (4) The Executive Committee may decide the way in which the notice must be given.
- (5) However, notice of the following meetings must be given in writing—
 - (a) a meeting called to hear and decide the appeal of a person against the Executive Committee's decision—
 - (i) to reject the person's application for membership of the association; or
 - (ii) to terminate the person's membership of the association;
 - (b) a meeting called to hear and decide a proposed special resolution of the association.
- (6) A notice of a general meeting must state the business to be conducted at the meeting.

36 Quorum for, and adjournment of, general meeting

- (1) The quorum for a general meeting is at least the number of members elected or appointed to the Executive Committee at the close of the association's last general meeting plus 1.
- (2) However, if all members of the association are members of the Executive Committee, the quorum is the total number of members less 1.
- (3) No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- (4) If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the Executive Committee or the association, the meeting lapses.
- (5) If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the Executive Committee or the association—
 - (a) the meeting is to be adjourned for at least 7 days; and
 - (b) the Executive Committee is to decide the day, time and place of the adjourned meeting.
- (6) The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- (7) If a meeting is adjourned under subrule (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.

(8) The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.

(9) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

37 Procedure at general meeting

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

38 Voting at general meeting

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

39 Special general meeting

- (1) The secretary must call a special general meeting by giving each member of the association notice of the meeting within 14 days after—
 - (a) being directed to call the meeting by the Executive Committee; or
 - (b) being given a written request signed by—
 - (i) at least 33% of the number of members of the Executive Committee when the request is signed; or
 - (ii) at least the number of ordinary members of the association equal to double the number of members of the association on the Executive Committee when the request is signed plus 1; or
 - (c) being given a written notice of an intention to appeal against the decision of the Executive Committee—
 - (i) to reject an application for membership; or
 - (ii) to terminate a person's membership.
- (2) A request mentioned in subrule (1)(b) must state—
 - (a) why the special general meeting is being called; and
 - (b) the business to be conducted at the meeting.
- (3) A special general meeting must be held within 3 months after the secretary—
 - (a) is directed to call the meeting by the Executive Committee; or
 - (b) is given the written request mentioned in subrule (1)(b); or
 - (c) is given the written notice of an intention to appeal mentioned in subrule (1)(c).

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

40 Proxies

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

[Name of association]:
I, _____ of _____, being
a member of the association, appoint _____
of _____
as my proxy to vote for me on my behalf at the (annual) general meeting of the association, to
be held on the _____ day of _____
20_____
and at any adjournment of the meeting.
Signed this _____ day of _____ 20_____.
Signature

- (2) The instrument appointing a proxy must—
 - (a) if the appointor is an individual—be signed by the appointor or the appointor's attorney properly authorised in writing; or
 - (b) if the appointor is a corporation—
 - (i) be under seal; or
 - (ii) be signed by a properly authorised officer or attorney of the corporation.

- (3) A proxy may be a member of the association or another person.
- (4) The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- (5) Each instrument appointing a proxy must be given to the secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- (6) Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.

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

[Name of association]:
I, _____ of _____, being
a member of the association, appoint _____
of _____
as my proxy to vote for me on my behalf at the (annual) general meeting of the association, to
be held on the _____ day of _____
20_____
and at any adjournment of the meeting.
Signed this _____ day of _____ 20_____.
Signature

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

41 Minutes of general meetings

- (1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book.
- (2) To ensure the accuracy of the minutes—
 - (a) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
 - (b) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the association that is a general meeting or annual general meeting, verifying their accuracy.

- (3) If asked by a member of the association, the secretary must, within 28 days after the request is made—
- (a) make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
 - (b) give the member copies of the minutes of the meeting.
- (4) The association may require the member to pay the reasonable costs of providing copies of the minutes.

42 By-laws

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

43 Alteration of rules

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

44 Common seal

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

45 Funds and accounts

- (1) The funds of the association must be kept in an account (or accounts) in the name of the association in a financial institution decided by the Executive Committee.
- (2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
- (3) All amounts must be deposited in the financial institution account/s as soon as practicable after receipt.
- (4) A payment by the association of \$100 or more must be made by cheque or electronic funds transfer.
- (5) If a payment of \$100 or more is made by cheque, the cheque must be signed by any 2 of the following—
- (a) the president;
 - (b) the secretary;
 - (c) the treasurer;
 - (d) any 1 of 3 other members of the association who have been authorised by the Executive Committee to sign cheques issued by the association.
- (6) However, 1 of the persons who signs the cheque must be the president, the secretary or the treasurer.
- (7) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.

(8) A petty cash account must be kept on the imprest system, and the Executive Committee must decide the amount of petty cash to be kept in the account.

(9) All expenditure must be approved or ratified at an Executive Committee meeting. All receipts must be verified and written authorisation given by the president, secretary or their delegate before payment is made.

(10) If payment of monies is to occur from an account(s) designated as a 'junior operating fund' by the Executive Committee, endorsement of expenditure must be given in written form by the vice president (juniors) or their delegate.

(11) If payment of monies is to occur from an account(s) designated as a 'senior operating fund' by the Executive Committee, endorsement of expenditure must be given in written form by the vice president (senior) or their delegate.

46 General financial matters

(1) On behalf of the Executive Committee, the treasurer must, as soon as practicable (no later than 31st December) after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.

(2) The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

(3) The association will fully comply with a Financial Management Practices document, as determined by the Executive Committee, which will guide all matters relating to the accrual and expenditure of funds as well as acquisition and disposal of assets of the association.

47 Documents

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

48 Financial year

The end date of the association's financial year is 30 September in each year.

49 Distribution of surplus assets to another entity

(1) This rule applies if the association—

- (a) is wound-up under part 10 of the Act; and
- (b) has surplus assets.

(2) The surplus assets must not be distributed among the members of the association.

(3) The surplus assets must be given to another entity—

- (a) having objects similar to the association's objects; and
- (b) the rules of which prohibit the distribution of the entity's income and assets to its members.

(4) In this rule— *surplus assets* see section 92(3) of the Act.