

## **Queensland Horse Council Inc.**



## **THE CONSTITUTION**

Registered 12 December 2008  
Incorporation No.: IA 18890

## Contents

<b>1. Introductory Provisions</b> .....	<b>1</b>
1.1 The Name .....	1
1.2 The Head Office .....	1
1.3 Interpretations in this Constitution.....	1
<b>2. Objects and Powers</b> .....	<b>3</b>
2.1 Objects .....	3
2.2 Powers .....	3
<b>3. Membership</b> .....	<b>5</b>
3.1 Membership Classes .....	5
3.2 Membership .....	5
3.3 Honorary Membership .....	6
3.4 Life Membership.....	6
<b>4. Board</b> .....	<b>7</b>
4.1 Board Powers .....	7
4.2 Board Composition .....	8
4.3 Board Nominations and Elections.....	9
4.4 Board Membership Rules.....	11
4.5 Board Ordinary Meetings.....	11
4.6 Board Special Meetings .....	12
4.7 Board Director Resignation, Removal, and or Vacancy .....	12
4.8 Register of Members .....	13
<b>5. Meetings of Members</b> .....	<b>13</b>
5.1 General Meeting Procedures .....	13
5.2 The Annual General Meeting.....	15
5.3 Special General Meetings .....	15
<b>6. Discipline</b> .....	<b>16</b>
6.1 The Board – Discipline Powers.....	16
6.2 The Board – suspension or termination of membership .....	16
6.3 Right of Appeal .....	16
<b>7. Committees</b> .....	<b>16</b>
<b>8. Chief Executive Officer</b> .....	<b>17</b>
<b>9. Finances and Accounts</b> .....	<b>17</b>
9.1 Funds .....	17
9.2 Financial Statements .....	17
<b>10. Auditor</b> .....	<b>18</b>
<b>11. Income and Property</b> .....	<b>18</b>
<b>12. Constitution</b> .....	<b>18</b>

<b>13. By-Laws .....</b>	<b>19</b>
<b>14. Seal .....</b>	<b>19</b>
<b>15. Indemnity.....</b>	<b>19</b>
<b>16. Disbandment.....</b>	<b>20</b>
<b>17. Winding Up / Dissolution .....</b>	<b>20</b>

## 1. Introductory Provisions

- 1.1 The name of the Association is Queensland Horse Council Inc. (“the Association”).
- 1.2 The Head Office of the Association is located in Brisbane or as determined from time to time by the Association.
- 1.3 Interpretations in this Constitution:

<b>The Association</b>	means the Queensland Horse Council Inc.;
<b>Board</b>	means the elected ruling body of the Association in which the powers of the Association are vested;
<b>Board Director</b>	means a member of the Board which comprises the President, Vice-President, Secretary, Treasurer and five (5) other persons;
<b>By-laws</b>	means the by-laws of the Association;
<b>Chief Executive Officer</b>	means the principal employed by the Board who is responsible to the Board for the day to day management and conduct of business of the Association;
<b>Club</b>	means an association or club (other than Queensland Horse Council Inc.) comprising at least four (4) members;
<b>Fee</b>	means a payment of money due to the Association by its members;
	<b>Subscription Fee</b> – means the annual payment due to the Association by a member for registration as a member of the Association;
	<b>Levy</b> – means a payment required of members of the Association for a particular purpose;
<b>Financial Member</b>	means a member of the Association having paid all financial obligations to the Association within the prescribed times;
<b>Individual Member</b>	means a person over the age of 18 years accepted as a member of the Association;
<b>Club Member</b>	means a club accepted as a member of the Association;

<b>Commercial Member</b>	means a business or professional body accepted as a member of the Association;
<b>Small Club</b>	means a club whose membership is less than two hundred (200) members;
<b>Medium Club</b>	means a club whose membership is between two hundred (200) and two thousand (2000) members;
<b>Large Club</b>	means a club whose membership is in excess of two thousand (2000) members;
<b>Commercial</b>	means a corporation at law or a person or persons carrying on business and trading under a business name;
<b>Financial Year of the Association</b>	means the twelve (12) month period which commences on 1 <sup>st</sup> July and ends on 30 <sup>th</sup> June in the following year;
<b>Notice of Motion</b>	means the written notice of a proposed special resolution required to be served on each member with a right to vote for a motion to be validly moved at a general meeting;
<b>Professional Body</b>	means an organisation incorporated or unincorporated that represents a group of persons or entities that as their livelihood work or engage in an activity related to the equine industry;
<b>Secretary</b>	means the person appointed as the Secretary of the Association for the purposes of the Associations Incorporation Act;
<b>Special Resolution</b>	means a resolution which requires for success at least a seventy-five per cent (75%) majority vote of the members present and eligible to vote at a general meeting of the Association;
<b>Voting Delegate</b>	means an adult person nominated by a financial member to vote at a General Meeting on behalf of that financial member.

## **2. Objects and Powers**

### **2.1 Objects**

The Objects of the Association are:

- 2.1.1 to foster, develop and promote equine activities in the State of Queensland.
- 2.1.2 maintain a Peak Body for the Queensland horse industry.
- 2.1.3 to represent the Queensland horse industry as a united voice to Federal, State and Local Governments as well as allied industries and organisations.
- 2.1.4 to promote education on all matters relating to the horse industry.
- 2.1.5 to act as a centre for collection and distribution of information in Queensland on any matters relating to the horse industry.
- 2.1.6 to maintain a watching brief with regard to the welfare of horses and the Queensland horse industry.
- 2.1.7 to provide representative, moral and educational support for equine based sport and recreation organisations.
- 2.1.8 to promote Queensland Equine Businesses and Events.
- 2.1.9 to affiliate with the Australian Horse Industry Council or its equivalent as determined from time to time.

### **2.2 Powers**

The Association vests its powers in a Board (“the Board”).  
The powers of the Association are:

- 2.2.1 to manage the funds, assets and liabilities of the Association.
- 2.2.2 to amalgamate, to become a member of, or to co-operate with, any association, club or organisation whose objects are similar to those of the Association. The Association shall not subscribe, nor provide funds, to any club, association, or organisation unless they are not for profit.
- 2.2.3 to purchase, sell and deal in all kinds of articles, commodities and provisions for the members of the Association or visitors to the Association’s premises.

- 2.2.4 to acquire and dispose of real and personal property, and rights and privileges which may be required to advance the objects of the Association. The transactions may be made by purchase, lease, exchange or hire. Property includes property subject to trusts and leasehold property.
- 2.2.5 to enter into arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association; to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think desirable to advance the objects of the Association.
- 2.2.6 to appoint, employ, remove or suspend such technical and administrative staff, workers and other persons necessary or convenient for the purposes of the Association, and to remunerate any person or body corporate for services rendered as appropriate.
- 2.2.7 to invest and deal with the money of the Association not immediately required.
- 2.2.8 to hold shares, debentures or other securities of any company or body corporate.
- 2.2.9 to borrow or raise money by a loan, jointly or solely, either on advance account or overdraft; to secure loans by notes secured or unsecured, by mortgage, charge or other security upon the Association's property; to purchase or redeem such securities.
- 2.2.10 to hold mortgages, liens or charges as security for the purchase price of any part of the Association's property.
- 2.2.11 to take any gift of property, whether subject to any special trust or not, for any one or more of the objects of the Association.
- 2.2.12 to procure contributions to the funds of the Association, by sponsorship, donations, annual subscriptions, or other such means.
- 2.2.13 to make donations for patriotic, charitable or community purposes.
- 2.2.14 to effect registration under the Liquor and Gaming Laws, and under laws for the conduct of art unions and raffles.

2.2.15 to permit the formation of Branches of the Association, subject to stipulations by the Board and to statutory requirements.

2.2.16 to do all things to attain the objects of the Association and to exercise the powers of the Association.

### **3. Membership**

#### **3.1 Membership – Classes**

Membership of the Association consists of the following classes:

3.1.1 Clubs

3.1.2 Commercial Membership

3.1.3 Honorary Membership

3.1.4 Individuals

3.1.5 Life Membership

The number of members in each of the classes is unlimited.

#### **3.2 Membership**

##### *3.2.1 Membership - Application*

- a. Formal application for member status is to be delivered to the Secretary on the prescribed form with the subscription fee.
- b. Member status is subject to annual approval by the Board.
- c. The Secretary will give notice to an applicant of the approval or refusal of its application, and will refund the subscription fee if the application is refused.

##### *3.2.2 Membership – Rights and Responsibilities*

On approval of its application by the Board, an applicant for member status is registered as a member until the end of the financial year. A member shall be bound by the Constitution, By-laws, and the directives of the Board. A member shall have the right to vote at General Meetings of the Association and to participate in its endorsed events save that a small club shall be entitled to two (2) votes, a medium club shall be entitled to three (3) votes and a large club shall be entitled to four (4) votes.



*Without delay the member must:*

- a. ensure that its secretary registers all its members in its own register, and maintains that register as an accurate and current record.
- b. pay levies and any other money due to the Association within four (4) weeks of issue of such notice.

*A member also has the obligation:*

- c. to notify the Secretary of the Association of any change in the particulars given on the application form within seven (7) days of the change occurring.
- d. to pay all outstanding fees, levies, and any other money due to the Association, if it withdraws from the Association.

*A member has the right:*

- e. to manage, organise and control its own affairs.
- f. to nominate other members to be delegates who must be over 18 years, to represent its members at general meetings of the Association;
- g. to nominate delegates to attend all seminars and functions offered by the Association.
- h. to nominate a person for membership of the Board and any committee of the Association .
- i. to receive financial assistance that the Association may offer for any member.

### **3.3 Honorary Membership**

#### *3.3.1 Honorary Membership – Eligibility*

Honorary membership for periods of twelve (12) months or longer is open to persons or clubs. A nominee must be nominated by two (2) members of the Board and approved by a simple majority of the Board.

#### *3.3.2 Honorary Membership – Rights and Responsibilities*

- a. an honorary member has the right to attend and to address General Meetings of the Association, but has no voting rights.

### **3.4 Life Membership**

#### *3.4.1 Life Membership – Eligibility*

Life Membership is open to any financial members who have given voluntary, meritorious service to the Association for a period of at least ten (10) years.

3.4.2 *Life Membership - Election*

- a a financial member may recommend to the Board a nominee for election as a life member.
- b. a recommendation for life membership shall be submitted in writing to the Secretary not less than thirty (30) days before the Annual General Meeting. On approval of the recommendation, the Board will propose the nominee for election as a life member at the Annual General Meeting. The election requires seventy-five per cent (75%) of the vote of the members present and entitled to vote.

3.4.3 *Life Membership – Rights and Responsibilities*

- a. a life member has the same privileges as a financial member of the Association.
- b. a life member is exempt from payment of membership fees and levies.

## **4. Board**

### **4.1 Board – Powers**

- 4.1.1 The Board exercises the powers of the Association within the provisions of this Constitution and within the law.
- 4.1.2 The Board manages the administration of the affairs, property and funds of the Association, and all matters relating to the Association.
- 4.1.3 All acts done by a meeting of the Board or a director of the Board will be valid, even if it is afterwards discovered that a director was disqualified, or there was a defect in the appointment.
- 4.1.4 A resolution authorised in writing by post, e-mail or facsimile transmission by a majority of the Directors of the Board shall be as valid and effective as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form, and for the vote to be valid the proposed resolution shall be sent to all Directors and a majority of Directors must acknowledge receipt of the proposed resolution in writing by post, e-mail or facsimile transmission.
- 4.1.5 The Board deals with all matters pertaining to equine activities in the State of Queensland and with matters referred to it by the Australian Horse Industry Council, members, Government and regulatory bodies.

- 4.1.6 The Board may make, amend or repeal by-laws for the management of the Association. Any by-laws or amendment or repeal of a by-law may be set aside by a General Meeting of Members.
- 4.1.7 The decisions of the Board made in accordance with this Constitution are conclusive and binding upon all members, except where this Constitution gives a right of appeal.
- 4.1.8 The Board has power, in the event of insufficient nominations for Directors, to seconde and appoint such member as the Board thinks is a fit and proper person to be a Director of the Association to fill such vacancy or vacancies as may exist.
- 4.1.9 The Board has power, in the event of one (1) or more of the President, Vice-President, Secretary or Treasurer ceasing to hold such position, for any reason, to fill such vacancy or vacancies.

## **4.2 Board - Composition**

4.2.1 The members of the Board shall be adults. The Board comprises:

- President
- Vice-President
- Secretary
- Treasurer
- A maximum number of five (5) other Board Directors.

The President, Vice-President, Secretary and Treasurer shall be elected by the members at each Annual General Meeting by secret ballot.

### *4.2.2 Management Committee*

- a. The President, Vice-President, Secretary and Treasurer form the Management Committee which is responsible for any urgent business that may arise between the meetings of the Board.
- b. The Management Committee must report to the next Board Meeting any action taken regarding urgent matters, and must seek ratification of that action.

4.2.3 The secretary must reside in Queensland

4.2.4 The secretary shall ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each meeting are entered in a minute book and to ensure the accuracy of the minutes

- a. the minutes of each meeting shall be signed by the chair of the meeting, or the chair of the next meeting, verifying their accuracy
- b. the minutes of each Annual General Meeting must be signed by the chair of the meeting, or the chair of the next meeting of the association that is a General Meeting or Annual General Meeting, verifying their accuracy

4.2.5 If asked by a member of the association, the secretary must, within 28 days after the request is made, make the minutes for a particular meeting available for inspection by the member at a mutually agreed time and place and give the member copies of the minutes of the meeting provided that the Association may require the member to pay the reasonable costs of providing copies of the minutes

### **4.3 Board - Nominations and Elections**

At each Annual General Meeting, members of the Association vote to fill the vacant positions on the Board. The election process provides for a rotation of Board Directors.

#### *4.3.1 First Election under this Constitution:*

- a. The President and the Treasurer are elected for two (2) years.
- b. The Vice-President is elected for one (1) year.
- c. On the election of the six (6) directors, three (3) directors are chosen by lot to serve for two (2) years, and three (3) other directors are to serve for one (1) year.
- d. All directors are eligible for re-election.

#### *4.3.2 Subsequent Elections to the First Election under this Constitution:*

- a. The President, the Treasurer and three (3) Directors are elected in each year of even number for a period of two (2) years.
- b. The Vice-President, Secretary and three (3) Directors are elected in each year of odd number for two (2) years.

4.3.3 By the Notice for the Annual General Meeting, the Secretary shall call for nominations to fill by election the positions to be vacated at the Annual General Meeting. The Secretary shall send the Notice seeking nominations to members.

- 4.3.4
- a. Two (2) members **of** either financial members, or life members, are required to make a valid nomination for the election of a Director. The nomination must be in writing and signed by the proposer, the seconder and the nominee.
  - b. Seven (7) positions on the Board shall be elected by Club Members only.
  - c. Two (2) positions on the Board shall be elected by Individual, Commercial and Life Members.
- 4.3.5
- The nomination shall be lodged with the Secretary at least twenty-one (21) days before the date of the Annual General Meeting at which the election is to be held.
- 4.3.6
- If no more persons are nominated than there are vacancies a ballot shall not take place and the persons nominated deemed elected. If less persons are nominated than there are vacancies the Board, pursuant to Rule 4.1.8 has the power to appoint such member as the Board thinks is a fit and proper person to be a Director of the Association.
- 4.3.7
- In the election of Directors and Management Committee, voting is by secret ballot. At each Annual General Meeting, or at a General Meeting where an election is held, the Chair will appoint two (2) scrutineers to scrutinise the ballot.
- 4.3.8
- For a Postal Vote:
- a. the Secretary shall provide a Postal Vote form upon request by any member.
  - b. the Postal Vote form, signed by the authorised financial member, must be delivered to the Secretary in a sealed envelope marked 'Secret Ballot' no later than two (2) days before the Annual General Meeting or General Meeting where an election is held.
  - c. the Secretary shall deliver Postal Votes in the sealed envelope to the appointed scrutineers for the ballot at each Annual General Meeting or General Meeting.
- 4.3.9
- If a vacancy on the Board occurs:
- a. Where a vacancy occurs in the Board upon that vacancy occurring, the Board may seconder and appoint such member as the Board thinks is a fit and proper person to be a Director of the Association to fill such vacancy or vacancies as may exist.
  - b. Where a vacancy occurs in the Management Committee upon that vacancy occurring, the Board may seconder and appoint such member to the Management Committee as the Board thinks is a fit and proper person to be a member of the Management Committee to fill such vacancy or vacancies as may exist.

#### **4.4 Board membership - rules**

- 4.4.1 No person may serve in more than (1) one position on the Board at any one time.
- 4.4.2 Any Board member who shall be unable to attend a meeting may, with the approval of the Chairman, do so by telephone, video link or such other means as determined by the Chairman.
- 4.4.3 No paid employee of the Association or paid employee of a Club Member, whether employed under contract or under a State or Federal Award, may be a member of the Board.
- 4.4.4 Each Board Director has the right to one (1) vote.
- 4.4.5 A vacancy shall occur in the Board if any member of the Board shall:
- a. die.
  - b. retire or resign his or her position
  - c. cease to be a Member of the Association.
  - d. become bankrupt or have a criminal conviction recorded against him or her.
  - e. absent himself or herself from three (3) consecutive meetings of the Board without the leave of the Board.
  - f. be prohibited from being a director of the Association by reason of any other order made under the Law.
  - g. become of unsound mind or a person whose person or estate is liable to be dealt with in any way under the laws relating to mental health.
  - h. hold any office of profit under the Association; or
  - i. become ineligible to hold office pursuant to the Constitution.

#### **4.5 Board - Ordinary Meetings**

- 4.5.1 The Board may regulate its meetings as it thinks fit, but it will meet at least bi-monthly. A quorum is constituted by the presence of a majority of Board Directors.
- 4.5.2 Each member of the Board is entitled to one (1) vote.
- 4.5.3 Questions arising at a Board meeting will be decided by a majority of votes and, in the case of equality of votes, the Chair has a casting vote.
- 4.5.4 Voting at Board meetings is by a show of hands, unless the meeting otherwise decides.

- 4.5.5 A Board Director must not vote if the Board Director has a conflict of interest in the motion before the Board.
- 4.5.6 The President shall preside as Chair at every meeting of the Board, or if there is no President or if the President is not present within fifteen (15) minutes after the time appointed for holding the meeting, the Vice-President will be the Chair. If the Vice-President is not present, the members may choose one (1) of their number to be the Chair.
- 4.5.7 If a quorum is not present within thirty (30) minutes of the appointed commencement time of a Board meeting, the meeting lapses if convened upon the requisition of members of the Board. In any other case the meeting will stand adjourned to the same day in the next week at the same time and place, or to such other time and place as the Board determines. If that adjourned meeting does not have a quorum present within one (1) half hour of the appointed time, the meeting shall proceed.

#### **4.6 Board - Special Meetings**

- 4.6.1 On the requisition in writing signed by at least two (2) members of the Board, the Secretary must call a Special Meeting of the Board. The requisition will clearly state the nature of the business for consideration and the reasons for the Special Meeting.
- 4.6.2 The Secretary must give to the members of the Board at least seven (7) days notice of a Special Meeting of the Board. The Notice must clearly state the nature of the business of the Special Meeting. Notice by e-mail or facsimile transmission is sufficient to comply with this provision.

#### **4.7 Board Director– Resignation, Removal and or Vacancy**

- 4.7.1 A Board Director may resign from the Board at any time by giving notice in writing to the Secretary. The resignation takes effect on the date specified in the notice, or if not specified, on the date received by the Secretary.
- 4.7.2 A Board Director may be removed from office at a General Meeting or a Special General Meeting of the Association. At such General Meeting or Special General Meeting the Board Director must be given the opportunity to present his or her case. The question of removal will be determined by the majority vote of the members present at the meeting. A Board Director has no right of appeal from the decision of the members at a General Meeting or Special General Meeting.

- 4.7.3 The Board may act even if it has a casual vacancy, unless there are fewer than three (3) Board Directors, and then the Board may only act for two purposes: to increase number of Board Directors so that it may function validly; or to convene a General Meeting of the Association.

#### **4.8 Register of Members**

- 4.8.1 The Board shall maintain a Register of financial members together with the dates of admission as a member.
- 4.8.2 The Board shall record resignations, terminations and reinstatements of membership and any other particulars required by the Board.
- 4.8.3 After giving notice to the Secretary a member may inspect the Register at any reasonable time.

### **5. Meetings of Members**

#### **5.1 General Meetings – procedures**

- 5.1.1 The procedures and rules for all General Meetings, including the Annual General Meeting and Special General Meetings, are included in this clause 5.1, except for the special provisions set out in clause 5.2 (the Annual General Meeting) and clause 5.3 (Special General Meetings).
- 5.1.2 The Board may convene a General Meeting of members at its discretion.
- 5.1.3 Notice of a General Meeting shall be delivered to each member at least fourteen (14) days before the date of the meeting.
- 5.1.4 A Notice of Motion must be delivered to the Secretary at least twenty-eight (28) days before the date of the General Meeting. The Secretary must serve the Notice on the members entitled to vote at least fourteen (14) days before the date of the General Meeting.
- 5.1.5 A Notice of Motion shall be decided by a majority of votes of the members present at the meeting and entitled to vote, unless otherwise provided by the Constitution.
- 5.1.6 *General Meetings - Quorum*
- a. For all General Meetings, a quorum is constituted by the presence of ten (10) persons entitled to attend and entitled to vote at a General Meeting.
  - b. A quorum must be present during the time that the meeting conducts its business.



- c. If a quorum is not present within thirty (30) minutes of the appointed commencement time for the meeting, the meeting will be adjourned to the same day in the next week at the same time and place, or as the Board may determine. If at the adjourned meeting a quorum of ten (10) persons is not present within thirty (30) minutes of the appointed commencement time for the meeting, the number of members present and entitled to vote will constitute a quorum.
- d. With the consent of the meeting at which a quorum is present, the Chair may adjourn the meeting to a time and place, but no business will be transacted at any adjourned meeting other than the unfinished business of the meeting subject to the adjournment. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting will be given as prescribed for an original meeting. A notice of the adjourned meeting is not otherwise required.

#### 5.1.7

##### *General Meetings - Chair*

- a. At every General Meeting the President shall preside as chair. If there is no President or if the President is not present within fifteen (15) minutes of the appointed commencement time for the meeting, or is unwilling to act, the Vice-President will be the Chair. If the Vice-President is not present or is unwilling to act, the members present shall elect one (1) of their number to be the Chair for the meeting.
- b. The Chair shall maintain order and conduct the general meeting in a proper and orderly manner. Any decision or ruling by the Chair may be dissented from and over-ruled by the majority of the voters present. The motion to dissent from the Chair's ruling may be spoken to, only by the Chair and by the proposer of the Motion and such presentations shall be limited to five (5) minutes each.
- c. At all General Meetings, a Board Director shall be entitled to vote. All Board Directors shall be entitled to move, second or speak to any motion.

#### 5.1.8

##### *General Meetings - Voting*

- a. Only Financial Members and Life Members are entitled to vote at any Annual General Meeting, General Meeting, or Special General Meeting.
- b. At a General meeting every question, matter, resolution or motion shall be decided by a majority of votes of the members present and entitled to vote and in the case of equality of votes, the Chair has a casting vote.
- c. At General Meetings voting shall be by a show of hands, unless the meeting otherwise decides.

- d. A Financial Club Member shall be entitled to vote by its duly nominated adult delegate.
- e. Financial Members and Life Members may appoint a proxy to represent them and to vote on their behalf at any General Meeting by providing to the Secretary of the said meeting a signed proxy.

## **5.2 The Annual General Meeting**

5.2.1 The Annual General Meeting must be held within three (3) months of the end of the financial year of the Association. Notice for the Annual General Meeting shall be given at least fourteen (14) days before the date of the meeting.

5.2.2 The business of the Annual General Meeting will be:

- Opening, recording of attendance and apologies.
- President's address and welcome.
- Election of Life Members
- Minutes of the previous Annual General Meeting.
- Chief Executive Officer's Report.
- Treasurer's Report and its receipt.
- Auditor's Report if applicable.
- Board recommendations.
- Determination of Subscription Fees & Levies
- Notices of motion.
- Election of Directors.
- Election of President, Vice-President, Secretary and Treasurer
- Appointment of Auditor if applicable
- Presentations
- Business arising from Presentations

## **5.3 Special General Meetings**

5.3.1 The Secretary shall call a Special General Meeting in the following circumstances:

- a. by direction of the Board; or
- b. on receipt of a written requisition signed by
  - at least three (3) members of the Board; or
  - at least five (5) Financial Members.The requisition must clearly state the nature of the business to be considered and the reasons for the Special General meeting; or
- c. on receipt of written notice of an intention to appeal against:
  - a decision of the Board to reject an application for membership
  - a decision of the Board to terminate a membership.

5.3.2 Notice for a Special General Meeting shall be issued to members within one (1) week of receiving the direction or requisition.

5.3.3 The Meeting must not be held less than seven (7) days nor more than twenty-one (21) days from the date of the notice being given. The Notice calling a Special General Meeting must state the business for which the meeting has been called and no other business will be dealt with at the meeting.

## **6. Discipline**

### **6.1 The Board – Discipline Powers**

6.1.1 The Board shall have the power to inquire into any matter it thinks fit.

The Board may fine, suspend, expel or otherwise deal with any member of the Association found guilty of any breach of this Constitution, or for misconduct or for conduct likely to bring the Association into disrepute.

### **6.2 The Board – Suspension or Termination of Membership**

6.2.1 The Board may suspend or terminate a member's membership. Before imposing a suspension or termination, the Board must give the member a full and fair opportunity to show why the membership should not be suspended or terminated.

### **6.3 Right of Appeal**

A member whose membership has been terminated shall have a right of appeal and may exercise that right by delivering written notice to the Secretary as provided by the by-laws.

## **7. Committees**

7.1 The Board may appoint committees and panels for particular purposes and provide terms of reference and guidelines relevant to those purposes.

7.2 Committees and panels are responsible to the Board, and shall make the minutes of their meetings available to the Secretary of the Board within seven (7) days of each meeting.

## **8. Chief Executive Officer**

- 8.1 The Chief Executive Officer shall be responsible to the Board.

## **9. Finance and Accounts**

### **9.1 Funds**

- 9.1.1 Proper books of account shall be kept by recording accurately the financial affairs of the Association and the usual particulars kept in financial records.
- 9.1.2 The funds of the Association consist of subscription fees, levies, sponsorship receipts, grants, donations and the like.

### **9.2 Financial Statements**

- 9.2.1 The Financial Year for the Association will close on 30 June in each year.
- 9.2.2 The Treasurer shall present accounts incurred by the Association to be passed for payment by the Board. In matters of urgency, payment may be made, but must be ratified at the next Board Meeting.
- 9.2.3 A statement showing the financial position of the Association shall be tabled at Board meetings and at General Meetings.
- 9.2.4 As soon as practicable after the end of each financial year, the Treasurer shall cause the preparation of statements containing particulars of:
- a. income and expenditure for the financial year just ended; and
  - b. the assets and liabilities of the Association and all mortgages, charges and securities affecting the property of the Association at the close of the financial year just ended.
- 9.2.5 All cash payments are limited to less than one hundred dollars (\$100.00), and receipts for all such payments must be received by the Secretary or other person authorised by the Board.
- 9.2.6 All amounts of one hundred dollars (\$100.00) or more must be made by cheque or electronic funds transfer authorised by any two (2) of the President, the Secretary, the Treasurer or other persons authorised by the Board.

## **10. Auditor**

- 10.1 An Auditor may be appointed by the Association if and when required to audit the books or the books of accounts prior to an Annual General Meeting or any adjournment and at any other time determined by the Board.
- 10.2 Any Auditor, duly appointed, shall conduct a full and proper audit, examine the books, papers, records and correspondence dealing with the finances of the Association and make inquiries thought appropriate or expedient in reporting its financial affairs. The Auditor must audit the books prior to the Annual General Meeting or any adjournment and if requested by the Board, make a special audit at any time.

## **11. Income and Property**

- 11.1 The income and property of the Association must be used in promotion of its objects and in the exercise of its powers.
- a. The Board must provide for a common seal and for its safe custody.
  - b. The common seal will be used only by the authority of the Board and every instrument to which the seal is affixed shall be signed by two (2) members of the Board.

## **12. Constitution**

- 12.1 This Constitution may be amended, rescinded or added to from time to time by a special resolution at any General Meeting. No amendment, rescission or addition will be valid until submitted to, and approved by, the Director General of the relevant Government Department, Brisbane.
- 12.2 Notice of an Amendment by Special Resolution must be lodged with the Secretary of the Association at least twenty-one (21) days prior to the date of the Annual General Meeting, a General Meeting or a Special Meeting called for the purpose of dealing with the Notice of Special Resolution.
- 12.3 Notice of the Special Resolution must state the specific resolution to be moved and the names of the proposer and the seconder.

- 12.4 Notice of the Special Resolution must be given to each Financial Member not less than fourteen (14) days prior to the date of the General Meeting.
- 12.5 The Board may also give notice of a Special Resolution to amend the Constitution.
- 12.6 An amendment, rescission or addition to the Constitution requires support of seventy-five per cent (75%) of members present at the General Meeting and entitled to vote.
- 12.7 The Constitution and by-laws are equally binding on all members. If the Constitution is silent, or if interpretation is required, the Board shall make a ruling which will be binding. For a ruling within a meeting, the Chair shall make the ruling which will stand unless a motion of dissent is passed by the meeting.

### **13. By-laws**

- 13.1 By-laws of the Association may be amended, rescinded or added to provided that a majority of the Board Directors approve the change.
- 13.2 Financial Members may amend, rescind or add By-laws of the Association at any General Meeting by Special Resolution which requires a Notice of Motion to be given in accordance with provisions of this Constitution and provided that a majority of those present and entitled to vote approve of the change.

### **14. Seal**

The Management Committee shall provide for a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the Management Committee and every instrument to which the Seal is affixed shall be signed by a member of the Management Committee and shall be countersigned by

- (a) the Secretary or
- (b) a second member of the Management Committee or
- (c) some other person appointed by the Management Committee for the purpose.

### **15. Indemnity**

- 15.1 No affiliated organisation, club, official, delegate or member of the Association will have any claim, legal or otherwise, against the Association, its Board Directors or its appointees for any act done in good faith in the execution of their duties.

15.2 This Constitution repeals previous rules but, does not affect any right, duty or liability or any matters or act done or commenced, arising under the previous Constitution.

15.3 The Association will indemnify any Board Director acting in good faith and within the scope of his or her duties against any claim, liability, loss or damage which may be incurred in consequence of any act, omission or error.

## **16. Disbandment**

16.1 The Association will not disband unless with the consent of at least seventy-five per cent (75%) of its Financial Members. The Motion to disband the Association, signed by the proposer and seconder, must be submitted in writing to the Secretary, who must give not less than seven (7) nor more than twenty-one (21) days notice to all Financial Members and Life Members. The notice must be dealt with at a Special General Meeting of the Association and carried by a seventy-five per cent (75%) majority of the Financial Members and Life Members.

16.2 The Association will automatically disband if the membership falls below ten (10) financial members.

## **17. Winding Up / Dissolution**

17.1 If the Association is wound up or dissolved, the assets of the Association will be distributed as follows:

- a. Firstly, in satisfaction of all its debts and liabilities, of the Association.
- b. the remaining assets will be given or transferred to some other institution or institutions having objects similar to the objects of the Association. The members of the Association will determine the institutions which will receive the distribution. No assets will be paid to or distributed among the members of the Association.