

Constitution

South Queensland Archery Society Inc

2017

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1 Interpretation

(1) In these rules—

Act means the *Associations Incorporation Act 1981*.

present—

- (a) at a management 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 the **South Queensland Archery Society Inc** (*the association*).

3 Objects

The objects of the association are—

- (a) To act as the regional governing body in all matters pertaining to archery in the geographic area of Queensland south of the Tropic of Capricorn and New South Wales north of the 30th parallel, and any other geographic area determined by the management committee of the association¹.
- (b) To promote and facilitate archery as a recreational activity and a competitive sport conducive to good health, fitness and wellbeing.
- (c) To perpetuate the practice of archery and facilitate inter-club cooperation and competition.
- (d) To coordinate efficient and effective administration and sound financial management at regional level so as to advance the sport.
- (e) To host or facilitate regional and inter-club archery events and tournaments, and with the support of hosting clubs facilitate national events.
- (f) To promote archery skills development, effective club management, regional coaching and talent identification, and encourage participation at all levels.
- (g) To promote a safe and enjoyable drug free sport.

- (h) To promote the growth of membership of the association and seek cooperation from recognised State and National bodies in the development, promotion and recognition of the sport.

4 Powers

- (1) The association has the powers of an individual.
- (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) do other things necessary or convenient to be done in carrying out its affairs.
- (3) The association may accept the funds and other assets of other associations and take on liabilities of other associations.
- (4) The association may issue secured and unsecured notes, debentures and debenture stock for the association.
- (5) The association may become a member of or associate with or affiliate with other associations.
- (6) The association may exclude any person from its grounds or from an association event for—
 - (a) breaches of policy; or
 - (b) other reasonable grounds.

This power may be delegated by the management committee to event organising committees or to appointed officers or officials.

- (7) The association may discipline members or employees for breaches of this constitution, or any by-law, regulation, rule, policy, code of practice, procedure or resolution of the management committee.
- (8) The association may register trading names or business names or adopt other names by which it is to be known.

5 Classes of members

- (1) The membership of the association consists of –
 - (a) ordinary members - who are entitled to vote, and any of the following classes of non-voting members —
 - (b) Provisional ordinary members
 - (c) Associate members – who are members of clubs
 - (d) Honorary members
 - (e) Life members
- (2) The number of ordinary members is unlimited.
- (3) The number of provisional ordinary members is unlimited
- (4) The number of associates is unlimited
- (5) The number of honorary members is limited to no more than 10 honorary members at any one time.
- (6) The number of life members is limited to no more than 10 life members at any one time.

6 Membership

- (1) Ordinary members
 - (a) Ordinary members shall be an archery club recognised by and affiliated with the association as an ordinary member.
 - (b) An ordinary member must be an organised group of archers of not less than 6 adult members who meet regularly for participation in archery.
 - (c) An ordinary member shall be incorporated.

- (d) A current ordinary member which is not incorporated at the time of adoption of this constitution must become incorporated within 1 year of the date of the adoption of the constitution.
- (e) An ordinary member shall be and must remain a not for profit organisation.
- (f) An ordinary member must have regular access to grounds or other facilities suitable for the safe practice of archery and development of the sport locally by the club.
- (g) An ordinary member must establish and maintain adequate coaching personnel for the development of the members of the club and the sport as a whole, as determined by the management committee of the association from time to time.
- (h) An ordinary member must include in the constitution of the club that it will assist and cooperate with the association, including the development and promotion of the sport within the region.
- (i) An ordinary member must register each and every member of the club with the association, and be able to demonstrate this to the satisfaction of the management committee of the association.
- (j) An ordinary member shall not undertake any activity that is designed to:
 - i. diminish the membership of the association; or
 - ii. circumvent the powers of the association described in Rule 4; or
 - iii. contrive against the objectives of the association.
- (k) An ordinary member must conduct its affairs and registered competitions in accordance with rules and by-laws of the association and tournament rules prescribed by the management committee of the association, and on request be able to demonstrate compliance.
- (l) If an ordinary member fails to maintain the requirements of Rule 6 (1) then that archery club shall be recognised by the association as a provisional ordinary member in accordance with Rule 6 (2). Such recognition as a provisional ordinary member shall be for a period of 12 months, unless reinstated as an ordinary member prior to the expiry of this time. Should the archery club meet all the provisions of this constitution for an ordinary member within this period the management committee may reinstate the club as an ordinary member. If the club does not meet the requirements of Rule 6 (1) within this 12 month period the provisions of Rule 10 (3) shall apply.

(2) Provisional ordinary members

- (a) A new archery club may be recognised at any time by the management committee of the association as a provisional ordinary member affiliated with the association, however the archery club shall not become an ordinary member with voting rights until incorporated and until ratified by a general meeting of the association.
- (b) A provisional ordinary member shall have no voting rights.
- (c) If a provisional ordinary member has not been ratified as an ordinary member in accordance with Rule 6 (2) (a) within 12 months of being recognised by the management committee as a provisional ordinary member then it shall cease affiliation with the association.

(3) Associate members - members of clubs

- (a) Associate members are non-voting members of the association.

(4) Honorary members have significant standing in the association.

- (a) An honorary member of the association may be appointed by the management committee in recognition of service or as a patron to be a special representative of the association.
- (b) The number of honorary members is limited as referred to in rule 5.

- (c) The period of time of appointment shall be for one year.
 - (d) An honorary member shall not be liable to the payment of the association's annual membership fees for the year of appointment.
 - (e) An honorary member shall have the title and role as determined by the management committee.
- (5) Life members have special standing in the association.
- (a) Life membership may be bestowed on any present or past member of the association who has rendered outstanding service to the association over a considerable period of time.
 - (b) The number of life members is limited as referred to in rule 5.
 - (c) There shall not be more than one life membership granted in any two year calendar period.
 - (d) To be considered for a new life membership the person must have been a member of the association for a minimum period of 10 years.
 - (e) A motion to bestow life membership shall be either;
 - i. approved by the management committee of the association, or
 - ii. a petition presented to the management committee by more than 50% of the ordinary members.
 - (f) The approved motion or petition to bestow life membership shall be put to a special general meeting or to the next annual general meeting, but such that not more than 12 months shall pass from the time that the management committee first receives the petition with the required support from ordinary members or approves the motion.
 - (g) Life membership is bestowed for life; however a life member may resign life membership or may choose to become an inactive life member. A life member shall remain a member of the association even if he or she does not affiliate with any sport governing body.
 - (h) Life members shall not be liable to the payment of the association's annual membership.
 - (i) A life member shall be entitled to a badge which may show the year of award and they shall be entitled to wear the badge in perpetuity and on any occasion held under the auspices of the association.

7 New membership and renewal of associate memberships

(1) New ordinary members

- (a) An applicant for ordinary membership of the association must be proposed by one member of the management committee and seconded by another member of the management committee.
- (b) A new archery club may be recognised by the management committee as a provisional ordinary member in accordance with Rule 6 (2), however a new archery club can only become an ordinary member should it be ratified at a general meeting of the association as such.

(2) Associate members

- (a) An application for associate membership must be—
 - i. in writing; and
 - ii. signed or approved by the applicant archery club's authorised representative,
 - iii. in the form decided by the association's management committee.
- (b) An application for renewal of associate membership must be in the form approved by the management committee of the association.

- (c) The association may delegate to ordinary members the approval of applications for associate membership of the association. In doing so the ordinary members shall use any membership management process that the management committee of the association so determines.

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 ordinary members from time to time at a general meeting; and
 - (b) is payable when, and in the way, the management committee decides.
- (2) Associate members who are un-financial shall not be eligible to take part in any archery activity, tournament, competition or event, or to be represented at any meeting or be elected or appointed to any office in the association.

9 Admission or rejection of an application for ordinary membership –

- (1) The management committee must consider an application for ordinary membership at the next management committee meeting held after the association receives —
 - (a) the application for membership; and
 - (b) the appropriate membership fee for the application.
- (2) The management committee must ensure that, as soon as possible after the archery club applies to become an ordinary member of the association, and before the archery club's application is considered, the archery club 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) An application for ordinary membership may be approved as a provisional ordinary member in accordance with Rule 7 (1), however if an application for ordinary membership is rejected by the management committee then the secretary must advise the applicant along with the reason for rejection. In this case the club may appeal in accordance with Rule 11 (1).

10 When membership ends

- (1) Ordinary membership – [refer to Rule 5 (1) (a)] -
 - (a) An ordinary member may resign from the association by giving notice in writing to the secretary.
 - (b) The resignation as an ordinary member takes effect at—
 - i.the time the notice is received by the secretary; or
 - ii.if a later time is stated in the notice—the later time.
 - (c) When an ordinary member resigns from the association, members of that club will be given the opportunity to join another archery club which is an ordinary member, however if this option is not taken up within 28 days they will cease to be associate members of the association.
- (2) Associate members – [refer to Rule 5 (1) (c)] -
 - (a) An associate member may resign from the association by giving a written notice of resignation to the secretary.
 - (b) If an associate member resigns as a member of the association that person automatically resigns from the ordinary member association.
 - (c) The resignation as an associate takes effect at—
 - i.the time the notice is received by the secretary; or
 - ii.if a later time is stated in the notice—the later time.
- (3) The management committee may terminate a 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 itself, himself or herself in a way considered to be injurious or prejudicial to the character or interests of the association or its members.
 - (e) is subject to a disciplinary decision
- (4) Before the management committee terminates a membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.
- (5) If after considering representations made by the member, the management committee decides to terminate the membership, the secretary must give the member a written notice of the decision.
- (6) If membership fees are in arrears for 4 months or more that member may be removed as a member of the association without exercising the provisions of Rule 10 (4) or the need for notification by the secretary.

11 Appeals

(1) Ordinary membership –

- (a) An ordinary member may appeal the decision by the management committee to terminate an ordinary membership or to reject an application for ordinary membership or against disciplinary action.
- (b) There is no right of appeal to the association for rejection by a general meeting of an application for an archery club to become an ordinary member [refer to Rule 7 (1) (b)].²
- (c) A notice of intention to appeal against a decision by the management committee to terminate ordinary membership of an ordinary member or reject an application for ordinary membership must be given to the secretary within 28 days after the club receives notice of the decision.
- (d) If the secretary receives a notice of intention to appeal against termination of ordinary membership of an ordinary member, or against rejection by the management committee of an application for ordinary membership then the secretary must convene a special general meeting to determine the appeal in accordance with rule 39.

(2) Associate membership-

- (a) Rejection or termination by an ordinary member
A person whose application for associate membership of the association has been rejected or terminated by an ordinary member, may appeal to the management committee of the association who in its sole discretion shall -
 - i. refer the appeal to the ordinary member to address the appeal as part of their appeal process, or
 - ii. refer the appeal to a special general meeting in accordance with rule 39.
 - 1. In the event that the general meeting decides in favour of the appellant, the management committee of the association shall-
 - a. refer the matter back to the ordinary member for reconsideration; or
 - b. provided the appellant obtains associate membership within 28 days with another ordinary member, accept or reinstate the associate's membership of the association.
- (b) Rejection or termination of membership or disciplinary action by the management committee

- i. Should the management committee of the association terminate an associate's membership then the ordinary member to whom the associate was a member, shall consider what action it needs to take.
- ii. An associate member may appeal the decision by the management committee to terminate an associate's membership, or against disciplinary action by the management committee, and then the secretary must convene a special general meeting, in accordance with Rule 39, to determine the appeal.
- iii. A notice of intention to appeal must be given to the secretary within 28 days after the person receives notice of the decision.

11A Disciplinary action

Disciplinary action may include exclusion, suspension, termination of membership or employment, withdrawal of rights and privileges, or any other measures that the management committee of the association considers appropriate.

12 Special general meeting to decide appeal

- (1) If an applicant lodges an appeal the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
- (2) Also the management committee or ordinary member must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.
- (3) An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting deciding the appeal.
- (4) If the appeal is unsuccessful the association's membership fees paid shall be refunded as soon as practical.

13 Register of members

- (1) The management 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 or anniversary date of membership if applicable;
 - (d) the type of membership;
 - (e) the date of birth if applicable
- (3) The register may also contain any other particulars the management committee decide.
- (4) The register is subject to privacy and member protection provisions as determined by the management committee, and unless determined otherwise by the management committee a register showing only member's names shall be provided upon written request by an ordinary member of the association.

14 Prohibition on use of information on register of members

- (1) Unless approved by the management committee 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.

15 Appointment or election of secretary

(1) The secretary must be an individual residing in Queensland, or in another State within the geographic area defined in Rule 3 (a), 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 as secretary—
 - (i) a member of the association's management committee;
 - (ii) another member of the association;
 - (iii) another person.

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

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

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

(5) If the management committee appoints a person mentioned in subrule (1)(b)(iii) as secretary, the person does not become a member of the management committee.

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

16 Removal of secretary

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

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

(3) If the management 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 management committee under rule 15(4), the person remains a member of the management committee.

17 Functions of secretary

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

- (a) 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
- (b) keeping minutes of each meeting; and
- (c) keeping copies of all correspondence and other documents relating to the association; and
- (d) unless this function is delegated to another person by the management committee, maintaining the register of members of the association.

18 Membership of management committee

(1) The management committee of the association consists of a president, a vice president, a secretary, a treasurer, and 2 general management committee members, and any other

management committee members who the members of the association elect at general meetings, all of whom must be adult associates of the association.

(2) A member of the management committee, other than a secretary appointed by the management committee under rule 15(1)(b)(iii), must be a member of the association.

(3) Subject to Rule 18 (6) the term of office on the management committee shall be two years, and subject to Rule 19(7) and Rule 20, the management committee members whose term expires in that year shall retire from office at the annual general meeting.

(4) The elected management committee members shall comprise of two divisions with the first division comprising the president, the secretary and one general management committee member, and the second division shall comprise the vice president, the treasurer and all the remaining management committee members.

(5) After the first annual general meeting after the adoption of this constitution the members of the management committee shall meet to decide among themselves which of the general members go into the first division and which into the second division, and in the event of agreement not being reached, then by drawing lots.

(6) At the first annual general meeting after the adoption of this constitution, for the first term the second division shall have a one year term.

(7) A member of the association may be appointed to a casual vacancy on the management committee under rule 21.

(8) Subject to Rule 20, a member of the management committee appointed to fill a casual vacancy shall see out the remaining term of that position, and shall retire from office at the annual general meeting at which the term would have expired had the casual vacancy not existed.

(9) The members of the management committee who retire from office are eligible, on nomination, for re-election.

19 Electing the management committee

(1) A member of the management 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 management 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 by the date specified on the notice issued in accordance with Rule 35, and such date shall be 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 management 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. If a valid nomination has been received for a position then nominations shall not be taken from the floor.

(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.

(c) has membership that is financial

(3) A list of the candidates names in alphabetical order by position, must be posted in a conspicuous place in the office or usual place of meeting of the association for at least 14 days immediately preceding the annual general meeting. The names of the members who nominated each candidate shall be available at the annual general meeting.

- (4) If required by the management committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- (5) The management committee must ensure that, before a candidate is elected as a member of the management 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.
- (6) To be elected, a candidate if the sole candidate for a position, can only be declared elected with a majority vote of the members confirming the declaration. In the case of a candidate not being confirmed, the person cannot be appointed to a casual vacancy in accordance with rule 21 for a period of 6 months from the date of the election.
- (7) The members of the management committee may exchange roles on the committee by agreement of the members affected, and by a special resolution passed by $\frac{3}{4}$ of the management committee. In this event the term of office shall be the remaining term for that position.

20 Resignation, removal or vacation of office of management committee member

- (1) A member of the management 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 special 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 member's 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 management committee

- (1) If a casual vacancy happens on the management committee, the continuing members of the committee may appoint another member of the association to fill the vacancy, either in the vacant position, another position or as a general management committee member.
- (2) The continuing members of the management committee may act despite a casual vacancy on the management committee.
- (3) However, if the number of committee members is less than the number fixed under rule 24(1) 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.

22 Functions of management committee

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

(2) The management 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.

- (3) The management 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.
- (4) 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 management committee.
- (5) The management committee may employ staff or appoint volunteer officers to assist with the management, administration and the day to day running of the association. These officers may be delegated powers, and allocated duties and roles as the management committee determines. These officers may consist of an executive officer, a financial officer, a registrar, an officiating director or judges coordinator, a fund raising coordinator, a communications officer, a web master, a web content manager, a publicity officer, a regional coach, a coaching coordinator, a field coordinator, an equipment officer, a youth coordinator, ranking list coordinator, calendar coordinator, officials or judges, a tournament secretary, sport ambassadors, uniform and merchandising officer, member protection information officer, complaints manager, first aid officers, or any other officers that the management committee considers necessary.
- (6) The management committee may from time to time determine any participation, tournament fee or levy payable by members or visitors.

23 Meetings of management committee

- (1) Subject to this rule, the management committee may meet and conduct its proceedings as it considers appropriate.
- (2) The management committee must meet at least once every 4 months to exercise its functions.
- (3) The management 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 management committee.
- (5) The management 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.

(8) A member of the management 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 member's vote must not be counted.

(9) The president is to preside as chairperson at a management committee meeting.

(10) If there is no president or if the president is not present within 30 minutes after the time fixed for a management committee meeting, the vice president shall chair the meeting, or if unable or willing to then the members may choose 1 of their number to preside as chairperson at the meeting.

24 Quorum for, and adjournment of, management committee meeting

(1) At a management 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 management committee meeting called on the request of members of the committee, the meeting lapses.

(3) If there is no quorum within 60 minutes after the time fixed for a management 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 management 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 management committee

(1) If the secretary receives a written request signed by at least 33% of the members of the management committee, the secretary must call a special meeting of the management committee by giving each member of the management 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 of the management committee 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 management committee must be held within 14 days after notice of the meeting is given to the members of the management committee.

26 Minutes of management committee meetings

(1) The secretary must ensure full and accurate minutes are kept of the proceedings of each management committee meeting, including the recording of resolutions.

(2) To ensure the accuracy of the minutes, the minutes of each management committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next management committee meeting, verifying their accuracy.

27 Appointment of subcommittees

- (1) The management committee may appoint a subcommittee consisting of members of the association considered appropriate by the committee to help with the conduct of the associations operations.
- (2) A member of the subcommittee who is not a member of the management committee is not entitled to vote at a management committee meeting.
- (3) The management committee may appoint the chairperson for a subcommittee; however a subcommittee may elect a chairperson of its meetings if one has not been appointed by the management committee.
- (4) If a chairperson is not present within 30 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be chairperson of that meeting.
- (5) A subcommittee shall follow the directions of the management committee but subject to this may meet and adjourn as it considers appropriate.
- (6) 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 chairperson has a second or casting vote.

28 Acts not affected by defects or disqualifications

- (1) An act performed by the management committee, a subcommittee or a person acting as a member of the management 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 management committee, subcommittee or person acting as a member of the management committee; or
 - (b) a management committee member, subcommittee member or person acting as a member of the management committee was disqualified from being a member.

29 Resolutions of management committee without meeting

- (1) A resolution in writing or electronic communication signed by each member of the management committee either by hand or by electronic signature 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 Exceptional circumstances

Should there at any time not be a management committee of the association, exceptional circumstances exist and the life members of the association willing to do so may convene as a temporary management committee and firstly arrange the election of a new management committee and in the meantime manage the affairs of the association.

31 Annual general meetings

Each annual general meeting must be held —

- (a) at least once each year; and
- (b) within 6 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 management 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 management 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 management committee.

35 Notice of general meeting

(1) The secretary may call a general meeting of the association.

(2) The secretary must give at least 28 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 management 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 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 the attendance by delegates representing ordinary members or by proxy, such that more than 50% of the number of votes held by ordinary members is available to be cast at the general meeting.

(2) No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.

(3) If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the management committee or the association, the meeting lapses. However, the chair may extend the time for a quorum by an additional 30 minutes if advice is received that a member is unavoidably detained and is expected to arrive at the place of meeting within the additional 30 minutes.

(4) 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 management committee or the association—

(a) the meeting is to be adjourned for at least 7 days; and

(b) the management committee is to decide the day, time and place of the adjourned meeting.

However, the chair may, with the approval of the majority of the members present, extend the time for a quorum by an additional 30 minutes if advice is received that a member is unavoidably detained and is expected to arrive at the place of meeting within the additional 30 minutes.

(5) 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.

(6) If a meeting is adjourned under subrule (5), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.

(7) 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 28 days.

(8) If a meeting is adjourned for at least 28 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 who is entitled to vote may take part and vote in a general meeting in person or when the management committee so approves 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 30 minutes after the time fixed for the meeting or is unwilling to act, then the vice president shall chair the meeting if possible, but if not then 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⁽³⁾, must be decided by a majority of votes of the members present.

(2) Ordinary members which have 20 or more registered financial members at the time of an annual membership audit by the management committee prior to the Annual General Meeting shall be represented by two primary votes, whereas ordinary members with less than 20 registered financial members shall be represented by one primary vote.

(3) The delegates from each ordinary member present and eligible to vote are entitled to the number of primary votes held by their ordinary member as specified in rule 38 (2) and the proxy votes held in accordance with Rule 38 (9).

- (4) A ordinary member is not entitled to vote at a general meeting if the member's or ordinary member's annual fees are in arrears at the date of the meeting.
- (5) The method of voting is to be decided by the management committee.
- (6) However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- (7) If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.
- (8) 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.
- (9) Voting at a general meeting by proxy on behalf of an ordinary member is permitted, where the proxy votes are held by an ordinary member, however no ordinary member shall hold more than two proxy votes, which are in addition to the primary votes held by the ordinary member.
- (10) Proxies
- (a) The instrument appointing a proxy must be in writing and in the form provided in appendix 1 to this constitution or similar form, or as determined at a general meeting.
 - (b) A person appointed as a proxy for a club must be a financial associate member of the association.
 - (c) The instrument of appointing a proxy must be signed by a properly authorised officer of the ordinary member association.
 - (d) The instrument of appointment of 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.
 - (e) The proxy shall vote as instructed by the appointee as detailed on the instrument of appointment. If the appointee instructs that the vote by the appointed proxy is at the discretion of the appointed proxy, then after considering the discussion the proxy may vote as the proxy considers appropriate.
- (11) The management committee, at its sole discretion, may hold a general meeting or permit a voting delegate or management committee member to take part in the meeting by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (12) A voting delegate or management committee member who participates in the general meeting as mentioned in subrule (11) is taken to be present at the meeting.
- (13) The management committee may direct any matter for decision by the association to be undertaken by a postal vote. In this case a voting paper stating the business to be decided shall be forwarded to each ordinary member. Such votes shall close with the secretary not less than 28 days after posting of the posting papers.
- (14) When the management committee directs that a postal vote be held, each ordinary member shall be entitled to the number of votes as provided in rule 38 (2). Votes not received by close of business on the date prescribed as the close of the vote shall be regarded as void.
- (15) Matters of change to the constitution, life membership or any other business considered by the management committee to require debate shall not be decided by postal voting.

39 Special general meeting of the association

- (1) The secretary must issue a notice to call a special general meeting of the association by as far as practical giving each ordinary member of the association notice of the meeting and by posting the notice in a conspicuous place in the office or usual place of meeting or on the web site of the association, and within 14 days after —
- (a) being directed to call the meeting by the management committee; or
 - (b) being given a written request signed by at least 33% of the ordinary members; or

- (c) given written notice of an intention to appeal against the decision of the management committee to terminate a 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) The issue of the notice must comply with rule 35 (2)
- (4) A special general meeting must be held within 60 days after the secretary—
 - (a) is directed to call the meeting by the management committee; or
 - (b) is given the written request mentioned in subrule (1)(b); or
- (4) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

40 Regulations

- (1) This constitution forms a contract between each member and the association, and each member is bound by the constitution and the regulations which include by-laws, rules, policies, codes of practice, procedures and resolutions of the management committee.
- (2) Members shall act in the best interest of the association.

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 kept.
- (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 minutes 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 management 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.
- (3) By-laws shall include rules, codes, policies, procedures, instructions and other documents.

43 Alteration of rules

- (1) Subject to the Act, these rules may be amended, repealed or added to by a special resolution requiring 75% majority 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 management committee must ensure the association has a common seal.
- (2) The common seal must be—

- (a) kept securely by the management committee; and
 - (b) used only under the authority of the management committee.
- (3) Each instrument to which the seal is attached must be signed by the president or another member of the management committee and countersigned by—
- (a) the secretary; or
 - (b) another member of the management committee; or
 - (c) someone authorised by the management committee.

45 Funds and accounts

- (1) The funds of the association must be kept in an account in the name of the association or in the trading name of the association in a financial institution decided by the management 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 as soon as practicable after receipt.
- (4) The management committee may approve financial delegations for the control of payments.
- (5) Where payment is greater than \$100 it must be made by cheque or electronic transfer, and the cheque must be signed or the electronic transfer approved by any 2 associate members of the association authorised by the management committee.
- (6) However, 1 of the persons who signs the cheque or approves the electronic transfer must be the president, the vice president, the secretary or the treasurer.
- (7) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- (9) All expenditure must be approved or ratified at a management committee meeting.

46 General financial matters

- (1) On behalf of the management committee, the treasurer must, as soon as practicable 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.

47 Documents

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

48 Financial year

The end date of the association's financial year is **31 December** 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.

50 Tournaments

Annual championship tournaments and other tournaments, competitions and events shall be conducted by the association which may include inter-state, intra-state, inter-club and postal/electronic tournaments, as determined from time to time by the management committee. The entry fees for such tournaments shall be set by the management committee.

51 Colours, uniform and insignia

The uniform of athletes representing the association at national championships, the insignia of the association, and colours of the association shall be determined by the management committee of the association from time to time. However until determined otherwise the colours of the association shall be maroon, gold and white.

52 Affiliations

- (1) If affiliated with Archery Australia Inc the association may not resign, disaffiliate or withdraw from the affiliation without approval by special resolution.
- (2) To enable adequate consideration by the members of the association of the implications of the resignation, disaffiliation or withdrawal referred to in Rule 52 (1), the special general meeting called to consider the motion for a special resolution shall be held at least 6 weeks after the issue of the notice of the meeting. All members of the association including life members shall be given opportunity to talk to any such motion.

NOTES

1. The management committee of the association is the management committee of South Queensland Archery Society Inc.
2. A general meeting of the association is the final authority for determining if a club may become an ordinary member.
3. A special resolution requires a 75% majority to be carried at a general meeting.

Appendix 1

Instrument for appointing proxy

The club appoints of an associate member of the association, as the club’s representative and proxy to vote on the club’s behalf at the (annual) general meeting of the association, which is to be held on, and at any adjournment of the meeting.

This form is to be used *in favour of / *against / *at the discretion of the appointed proxy after considering the discussion (*strike out whichever is not wanted) on the following resolutions or for the election of members of the management committee

Signed this day of

Signature

Name (print)