



**Queensland Girls Primary  
Independent Schools  
Andrews Cup Association  
Incorporated**

# **Constitution**

**ASSOCIATIONS INCORPORATION ACT 1981 (QLD)**

**CONSTITUTION**

**of**

**QUEENSLAND GIRLS PRIMARY INDEPENDENT SCHOOLS ANDREWS CUP ASSOCIATION  
INCORPORATED**

**1. NAME OF ASSOCIATION**

The name of the association is Queensland Girls Primary Independent Schools Andrews Cup Association Incorporated.

**2. INTERPRETATION**

2.1 In these Rules unless the contrary intention appears:

**Act** means the *Associations Incorporation Act 1981* (Qld).

**Association** means the association known as the Queensland Girls Primary Independent Schools Andrews Cup Association Incorporated or such other name as determined by the Board.

**Board** means the Board of the Association (if any) for the time being elected under **rule 21**.

**Constitution** means this constitution of the Association.

**Director** means a director of the Board elected pursuant to **rule 21.1**.

**Executive Officer** means the Executive Officer of the Association (if any) for the time being appointed under **rule 33**.

**Financial Year** means the year ending 31 December in each year.

**General Meeting** means the Annual or any Special General Meeting of the Association.

**Member** means a member for the time being of the Association.

**Register** means the register of Members which shall be kept by the Association in accordance with the Act.

**Regulations** means any Regulations made by the Board pursuant to **rule 44**.

**Special Resolution** means a resolution made which is passed by at least three quarters (75%) of the votes of those Members who, being entitled to, vote at the meeting.

**Voting Delegate** means a natural person who is over 18 years of age and is the appointed Voting Delegate of the Member as set out in **rule 7.3**.

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

2.3 In this Constitution:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
- (c) a word importing the singular includes the plural and vice versa;
- (d) a word importing any gender includes all other genders;
- (e) a reference to persons includes corporations and bodies politic;
- (f) a reference to a person includes the legal personal Voting Delegates, successors and permitted assigns of that person;
- (g) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction).

2.4 Except where the contrary intention appears in this Constitution, an expression in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Act has the same meaning as that provision of the Act.

2.5 The model rules referred to in the Act are displaced by this Constitution.

2.6 The Association is established solely for the Objects.

### **3. OBJECTS**

The Association is established to:

- (a) provide healthy and safe competition in such a way that as many students as possible in each school may participate (subject to staffing, resources and venues);
- (b) encourage and promote sportsmanship and fair play and an appreciation of the need for a healthy and participatory approach to sporting activities;
- (c) foster a friendly atmosphere and promote social interaction between member schools;
- (d) encourage, promote, control and arrange sporting fixtures for member schools as deemed necessary by the Association;
- (e) ensure that all aspects of the five-year strategic plan are implemented as appropriate.

### **4. POWERS OF THE ASSOCIATION**

Solely for furthering the Objects, the Association has all the rights, powers and privileges of an individual.

## 5. APPLICATION OF INCOME

- 5.1 The income and property of the Association shall be applied solely towards the promotion of the Objects.
- 5.2 No portion of the income or property of the Association shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member.
- 5.3 Nothing contained in **rule 5.2** shall prevent payment in good faith of or to any Member:
- (a) for any services actually rendered to the Association whether as an employee or otherwise;
  - (b) for goods supplied to the Association in the ordinary and usual course of business;
  - (c) of interest on money borrowed from any Member;
  - (d) of rent for premises demised or let by any Member to the Association;
  - (e) for any out-of-pocket expenses incurred by the Member on behalf of the Association; or
  - (f) as an honorarium for any services actually rendered to the Board of the Association;

provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

## 6. LIABILITY OF MEMBERS

The liability of the Members is limited.

## 7. MEMBERS

- 7.1 The Members of the Association are:
- (a) St Margaret's Anglican Girls School;
  - (b) Toowoomba Anglican School;
  - (c) St Aidan's Anglican Girls School;
  - (d) St Hilda's School;
  - (e) Moreton Bay College;
  - (f) Somerville House;
  - (g) Clayfield College;
  - (h) The Glennie School;
  - (i) Ipswich Junior Grammar School; and
  - (j) Fairholme College.

- 7.2 The Members shall comprise body corporates who shall have all of the rights of Members of the Association under and in accordance with this Constitution, including the right:
- (a) to receive notice of General Meetings of Members;
  - (b) to vote at General Meetings of Members; and
  - (c) to nominate a Director for the Board of the Association, subject to any limitations in this Constitution or at law.
- 7.3 A Member must appoint an individual as a Voting Delegate to exercise all or any of the powers of the Member under this Constitution or otherwise at law (**Voting Delegate**). For the sake of clarity, a Director may be a Voting Delegate.
- 7.4 A Member may:
- (a) make any appointment of a Voting Delegate a standing one; and
  - (b) may not appoint more than one Voting Delegate to exercise the body's powers at any one time.
- 7.5 Unless otherwise specified in the appointment, the Voting Delegate may exercise, on the Member's behalf, all of the powers that the Member could exercise at a meeting of the Association.
- 7.6 The Board has power from time to time to create new categories of membership so long as the effect of this is not to alter the rights, privileges or obligations of an existing category of Members.
- 7.7 Membership of a class is unlimited.

## **8. APPLICATION FOR MEMBERSHIP**

- 8.1 An application for membership must be:
- (a) in writing on the form prescribed by the Board from time to time; and
  - (b) accompanied by the appropriate fee, if any.
- 8.2 The Board must consider an application for membership at the next Board meeting held after it receives:
- (a) the application for membership; and
  - (b) the appropriate entrance fee for the application.
- 8.3 The Board must decide at the meeting whether to accept or reject the application.
- 8.4 An application for membership must be accepted unanimously by the Board before an applicant is accepted as a Member.
- 8.5 The Executive Officer of the Association must, as soon as practicable after the Board decides to accept or reject an application, give the applicant a written notice of the decision.
- 8.6 Where the Association accepts an application, the applicant will become a Member. Membership of the Association will commence upon acceptance of the application by the Association.

- 8.7 If the Board rejects an application, any fees forwarded with the application will be refunded, and the application will be deemed rejected. Reasons for any membership decision are not required to be given and there is no appeal.
- 8.8 In considering any application for membership, the Board will have regard to the following matters:
- (a) the applicant's willingness to support the objects of the Association and any other policies of organisation;
  - (b) whether or not the applicant's school is geographically situated to allow for convenient participation in competition by all schools;
  - (c) whether or not the applicant school is well established with an enrolment from Years P-6 of sufficient numbers to enable the school to enter the core sports;
  - (d) whether or not the school is willing to give an assurance that it would give priority to the Association's competition;
  - (e) whether or not the school is an independent school; and
  - (f) whether or not the school has indicated its willingness to be represented at all Association meetings.

## **9. EFFECT OF MEMBERSHIP**

- 9.1 All Members acknowledge and agree that:
- (a) the Constitution constitutes a contract between each of them and the Association;
  - (b) they are bound by the Constitution and the Regulations;
  - (c) they shall comply with and observe the Constitution, the Regulations and any determination or resolution which may be made or passed by the Board;
  - (d) by submitting to the Constitution and the Regulations they are subject to the jurisdiction of the Association;
  - (e) the Constitution is made in the pursuit of a common object, namely the mutual and collective benefit of the Association and the Members;
  - (f) the Constitution is necessary and reasonable for promoting the Objects; and
  - (g) they are entitled to all benefits, advantages, privileges and services of Association membership.

## **10. MEMBERSHIP FEES**

- 10.1 The Board shall determine from time to time the:
- (a) entrance fee, if any, payable upon admission to membership; and
  - (b) annual subscription payable by each Member.
- 10.2 The entrance fee and annual subscription is payable when, and in the way, the Board decides.

- 10.3 Members whose subscriptions and/or fees have not been paid and received by the time set by the Board in any year shall not be entitled to receive any of the benefits, advantages, privileges or services of Association membership unless otherwise approved in writing by the Board.

## 11. WHEN MEMBERSHIP ENDS

- 11.1 A Member may resign from the Association by giving a written notice of resignation to the Executive Officer.
- 11.2 The resignation takes effect at:
- (a) the time the notice is received by the Executive Officer; or
  - (b) if a later time is stated in the notice, the later time.
- 11.3 Subject to this rule, the Board may terminate a Member's membership if the Member:
- (a) becomes insolvent; or
  - (b) does not comply with any of the provisions of this Constitution or the Regulations or any other resolution or determination of the Board or duly authorised commission or committee; or
  - (c) has membership fees in arrears for at least 3 months; or
  - (d) conducts itself in a way considered to be injurious or prejudicial to the character or interests of the Association.
- 11.4 Before the Board terminates a Member's membership, the Board must give the Member a full and fair opportunity to show why the membership should not be terminated.
- 11.5 If, after considering all representations made by the Member, the Board decides to terminate the membership, the Executive Officer of the Board must give the Member a written notice of the decision.
- 11.6 Subject to **rule 11.7**, any termination of membership must be decided by unanimous vote of the Directors.
- 11.7 If a Member's membership is being considered under **rule 11.3**, the Director appointed by that Member shall not be eligible to vote on the matter.
- 11.8 If a unanimous decision cannot be reached by the Directors, a Member's membership shall not be terminated.
- 11.9 There is no right of appeal against rejection or termination of membership.

## GENERAL MEETINGS

### 12. BIENNIAL GENERAL MEETING

- 12.1 The Association's Biennial General Meeting must be held:
- (a) at least once each two years; and
  - (b) within 6 months after the end date of the Association's reportable Biennial Financial Year.

- 12.2 The following business must be conducted at each Biennial General Meeting of the Association:
- (a) receiving the Association's financial statements, and audit reports, for the last two reportable Financial Years;
  - (b) presenting the financial statements and audit reports to the meeting for adoption;
  - (c) electing members of the Board; and
  - (d) appointing an auditor for the present Financial Year.

12.3 The annual audit report and financial statements must be presented annually at the Term 2 meeting each year for ratification.

### **13. NOTICE OF GENERAL MEETING**

- 13.1 The Executive Officer may call a General Meeting of the Association.
- 13.2 The Executive Officer must give at least 14 days' notice of the meeting to each Member of the Association.
- 13.3 If the Executive Officer is unable or unwilling to call the meeting, the President must call the meeting.
- 13.4 The Board may decide the way in which the notice must be given.
- 13.5 However, notice of a meeting called to hear and decide a proposed Special Resolution of the Association must be given in writing and 21 days' notice of the meeting given to each Member of the Association.
- 13.6 A notice of a general meeting must state the business to be conducted at the meeting.

### **14. QUORUM**

- 14.1 The quorum for a General Meeting is seven Members.
- 14.2 No business may be conducted at a General Meeting unless there is a quorum of Members when the meeting proceeds to business.
- 14.3 If there is no quorum within 30 minutes after the time fixed for a General Meeting called on the request of members of the Board or the Association, the meeting lapses.
- 14.4 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 Board or the Association:
- (a) the meeting is to be adjourned for at least 7 days; and
  - (b) the Board is to decide the day, time and place of the adjourned meeting.
- 14.5 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.
- 14.6 If a meeting is adjourned under rule 14.5, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.

- 14.7 The Executive Officer is not required to give the Members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- 14.8 If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

## **15. PROCEDURE AT GENERAL MEETING**

- 15.1 A Member may take part and vote in a General Meeting through its Voting Delegate, by proxy, by attorney or by using any technology that reasonably allows the Member to hear and take part in discussions as they happen.
- 15.2 A Member who participates in a meeting as mentioned in rule 15.1 is taken to be present at the meeting.
- 15.3 At each General Meeting:
- (a) the President is to preside as chairperson; and
  - (b) if there is no President or if the President is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the President Elect or Immediate Past president will preside as Chairperson. If these two members are not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the Members present must elect one of their number to be chairperson of the meeting; and
  - (c) the chairperson must conduct the meeting in a proper and orderly way which can include, for the avoidance of doubt, directing that a person remove themselves from any such meeting.

## **16. VOTING AT GENERAL MEETING**

- 16.1 At a General Meeting, each question, matter or resolution, other than a Special Resolution, must be decided by a majority of votes of the Members present.
- 16.2 Each Member present and eligible to vote is entitled to one vote only (whether by show of hands or by secret ballot) via its Voting Delegate. If the votes are equal, the chairperson does not have a casting vote.
- 16.3 A Member is not entitled to vote at a General Meeting if the Member's annual subscription is in arrears at the date of the meeting.
- 16.4 The method of voting is to be decided by the Board.
- 16.5 However, if at least 50% of the Members present demand a secret ballot, voting must be by secret ballot.
- 16.6 If a secret ballot is held, the chairperson must appoint two persons to conduct the secret ballot in the way the chairperson decides.
- 16.7 The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

## **17. SPECIAL GENERAL MEETING**

- 17.1 The Executive Officer must call a Special General Meeting by giving each Member of the Association notice of the meeting within 14 days:
- (a) after being directed to call the meeting by the Board; or

- (b) being given a written request signed by at least 50% of the number of members of the Board when the request is signed.

17.2 A request mentioned in **rule 17.1(b)** must state:

- (a) why the Special General Meeting is being called; and
- (b) the business to be conducted at the meeting.

17.3 A Special General Meeting must be held within 3 months after the Executive Officer:

- (a) is directed to call the meeting by the Board; or
- (b) is given the written request mentioned in **rule 17.1(b)**.

17.4 If the Executive Officer is unable or unwilling to call the Special General Meeting, the President must call the meeting.

## **18. PROXIES**

18.1 An instrument appointing a proxy must be in writing and in such form as is approved from time to time by the Board.

18.2 The instrument appointing a proxy must be signed by a properly authorised officer or attorney of the Member.

18.3 A proxy may be a Voting Delegate or another person.

18.4 The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.

18.5 Each instrument appointing a proxy must be given to the Executive Officer at least 5 business days before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.

18.6 Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.

18.7 If a Member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must indicate the manner in which the proxy is to vote and be in such form as is approved from time to time by the Board.

## **19. MINUTES OF GENERAL MEETINGS**

19.1 The Executive Officer must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each General Meeting are entered in a minute book.

19.2 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 Biennial 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 Biennial General Meeting, verifying their accuracy.

- 19.3 Upon written request by a Member of the Association, the Executive Officer must, within 28 days after the request is made:
- (a) make the minute book for a particular General Meeting available for inspection by the Member at a mutually agreed time and place; and
  - (b) give the Member copies of the minutes of the meeting.
- 19.4 The Association may require the Member to pay the reasonable costs of providing copies of the minutes.

## **THE BOARD**

### **20. EXISTING MEMBERS OF THE BOARD**

The members of the Board of the Association in place immediately prior to approval of this Constitution under the Act shall continue in those positions until the next Biennial General Meeting following such approval, and thereafter the positions of the members of the Board shall be filled, vacated and otherwise dealt with in accordance with this Constitution.

### **21. COMPOSITION OF THE BOARD**

The Board of the Association shall comprise of 10 Directors. The Office Bearers are elected by Members under **rule 23** who shall elect from amongst them the following executive positions at each Biennial General Meeting.

- (a) President;
- (b) President-Elect;
- (c) Past President; and
- (d) Treasurer.

in accordance with the rotation shown in Annexure A and thereafter in the same order.

- 21.2 The Directors elected to the position of President, President-Elect, Past President and Treasurer in accordance with **rule 21.1** shall hold office for a 2-year term.
- 21.3 The Company Secretary is held by the Executive Office who is a non-voting representative/employee.
- 21.4 Subject to this Constitution, each member of the Board shall hold office until the Biennial General Meeting at which each member of the Board must retire from office. Note: President Elect moves into the President role; President moves into the Immediate Past President.

### **22. ALTERNATE DIRECTORS**

- 22.1 With the consent of the President, a Director may appoint an individual to be an alternate director for him or her for any period, in the case of an emergency.
- 22.2 An alternate director may exercise any of the powers of a Director and is subject to all of a Director's obligations. He or she is entitled to be notified of Directors' meetings and to attend and vote at them, but only if the appointing Director is not present or not voting. An alternate director is not the appointing Director's agent and is personally responsible to the Association for his or her conduct.
- 22.3 An alternate director's appointment ends immediately any of the following happens:

- (a) the Director who appointed the alternate director ceases to be a Director;
- (b) the Director who appointed the alternate director ends the appointment by giving the alternate director a written notice signed by the Director;
- (c) the period of the appointment ends;
- (d) the alternate director resigns by giving the Association written notice;
- (e) anything happens that would result in the alternate director ceasing to be a Director if he or she were a Director;
- (f) the other Directors on the Board resolve to terminate an alternate director's appointment on the basis that an appointing Director has relinquished their duties and responsibilities as Director by appointing an alternate director.

### **23. ELECTING THE OFFICE BEARERS OF THE BOARD**

- 23.1 Each Member School nominates a Director to the Board. The 10 Directors are the Heads of Primary who are Delegates of the Member School Principals.
- 23.2 Each Office Bearers appointment shall be confirmed by way of rotation by the Members of the Association at the Biennial General Meeting of the Association
- 23.3 The Board must ensure that, before a candidate is appointed as a Director, 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.

### **24. RESIGNATION, REMOVAL OR VACATION OF OFFICE OF BOARD MEMBER**

- 24.1 A Director may resign from the Board by giving written notice of resignation to the Executive Officer, with information of the replacement Director
- 24.2 The resignation takes effect at:
  - (a) the time the notice is received by the Executive Officer; or
  - (b) if a later time is stated in the notice—the later time.
- 24.3 Subject to this rule, a Director may be removed from office:
  - (a) at a General Meeting of the Association where the Members eligible to vote at the meeting unanimously vote in favour of removing the Director;
  - (b) if the Director becomes bankrupt or makes any arrangement or composition with his creditors generally;
  - (c) if the Director becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
  - (d) if the Director misses three meetings of the Board in any given 12 month period without the consent of the Board and the Board passes a resolution that the office of that Director is vacant.
- 24.4 If one of the matters referred to in rule 24.3 is to be decided by the Board, the Director appointed by the Member which is the subject of the vote and/or the individual

Director who is the subject of the vote shall not be eligible to vote on such a question, motion or resolution.

24.5 Before a vote of Members is taken about removing a Director from office under rule 24.3(a), the Director must be given a full and fair opportunity to show cause why he or she should not be removed from office.

24.6 A Director has no right of appeal against their removal from office under this rule.

## **25. CASUAL VACANCIES ON BOARD**

25.1 If a casual vacancy happens on the Board, the Member of the Association to which the casual vacancy relates may appoint another person to fill the vacancy for the remainder of the term of the Director who is being replaced. The person filling the casual vacancy shall assume the executive position held by the person creating the casual vacancy.

25.2 The continuing members of the Board may act despite a casual vacancy on the Board.

However, if the number of Board members is less than the number fixed under rule 27 as a quorum of the Board, the continuing members may act only to:

- (a) increase the number of Board members to the number required for a quorum; or
- (b) call a General Meeting of the Association.

## **26. MEETINGS OF BOARD**

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

26.2 The Board must meet at least once every four calendar months to exercise its functions.

26.3 The Board must decide how a meeting is to be called.

26.4 Notice of a meeting is to be given in the way decided by the Board.

26.5 The Board may hold meetings, or permit a Board 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 subject to the following:

- (a) all the Board members for the time being entitled to receive notice of a meeting of the Board shall be entitled to notice of the meeting to be conducted by telephone, internet or other form of instantaneous audio or audio and visual communication;
- (b) notice of any such meeting shall be given in accordance with rule 26.4;
- (c) each of the Board members taking part in the meeting shall be linked by telephone, internet or other form of instantaneous audio or audio and visual communication and must throughout the meeting be able to hear each of the other Board members so taking part;
- (d) at the commencement of the meeting each Board member must acknowledge his/her presence to all the other Board members taking part and shall be conclusively presumed to have been present and to have formed part of the quorum at all times unless excused under rule 26.5(f);

- (e) if the Executive Officer is not present at the meeting one of the Board members so present or a person approved by the President shall take minutes of the meeting;
  - (f) a Board member may not leave a meeting conducted pursuant to rule 26.5(a) by disconnecting his or her telephone, radio or other form of communication unless he/she has previously obtained the express consent of the chairperson of the meeting;
  - (g) a minute of the proceedings at a meeting held by telephone, radio or instantaneous audio or audio and visual communication shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as a correct minute by the chairperson of the meeting if present at the meeting; and
  - (h) a meeting by electronic communications shall not be invalidated by a voluntary or involuntary disconnection of a participant provided that there shall remain or be reconnected sufficient Directors able to communicate with each other as constitutes a quorum.
- 26.6 A Board member who participates in the meeting as mentioned in rule 26.5 is taken to be present at the meeting.
- 26.7 A question, decision, motion, or resolution arising at a Board meeting is to be decided by a majority vote of members of the Board at the meeting and, if the votes are equal, the question is decided in the negative.
- 26.8 A member of the Board must not vote on a question about a contract or proposed contract with the Association if the member has an interest in the contract or proposed contract and, if the member does vote, the members vote must not be counted.
- 26.9 Despite rule 26.8, a Director is not precluded from voting in respect of any contract or proposed contract of insurance, merely because the contract insures or would insure the Director against liability incurred by the Director as an officer of the Association.
- 26.10 The President is to preside as chairperson at a Board meeting.
- 26.11 If there is no President or if the President is not present within 10 minutes after the time fixed for a Board meeting, the President Elect or Immediate Past President will reside as Chair. If these Directors are not present, Members may choose 1 of their number to preside as chairperson at the meeting.

## **27. QUORUM FOR AND ADJOURNMENT OF BOARD MEETING**

- 27.1 At a Board meeting, 70% of the Directors elected to the Board as at the close of the last General Meeting of the Members form a quorum.
- 27.2 If there is no quorum within 30 minutes after the time fixed for a Board meeting called on the request of the Board members, the meeting lapses.
- 27.3 If there is no quorum within 30 minutes after the time fixed for a Board meeting called other than on the request of the Board members:
- (a) the meeting is to be adjourned for at least 1 day; and
  - (b) the members of the Board who are present are to decide the day, time and place of the adjourned meeting.

- 27.4 If, at an adjourned meeting mentioned in **rule 27.3**, there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

## **28. SPECIAL MEETING OF BOARD**

- 28.1 If the Executive Officer receives a written request signed by at least 50% of the members of the Board, the Executive Officer must call a special meeting of the Board by giving each member of the Board notice of the meeting within 14 days after the Executive Officer receives the request.
- 28.2 If the Executive Officer is unable or unwilling to call the special meeting, the President must call the meeting.
- 28.3 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.
- 28.4 A notice of a special meeting must state:
- (a) the day, time and place of the meeting; and
  - (b) the business to be conducted at the meeting.
- 28.5 A special meeting of the Board must be held within 14 days after notice of the meeting is given to the members of the Board unless the Board unanimously agrees otherwise.

## **29. MINUTES OF BOARD MEETINGS**

- 29.1 The Executive Officer must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Board meeting are entered in a minute record.
- 29.2 To ensure the accuracy of the minutes, the minutes of each Board meeting must be signed by the chairperson of the meeting, or the chairperson of the next Board meeting, verifying their accuracy.

## **30. APPOINTMENT OF SUBCOMMITTEES**

- 30.1 The Board may appoint a subcommittee consisting of persons considered appropriate by the Board to help with the conduct of the Association's operations.
- 30.2 A subcommittee may elect a chairperson of its meetings unless such person is appointed by the Board.
- 30.3 If a chairperson is not elected, or if the 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 the meeting.
- 30.4 A subcommittee may meet and adjourn as it considers appropriate.
- 30.5 A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.
- 30.6 A subcommittee has no authority to make a decision and all recommendations must go to the Board for approval.

### **31. ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATION**

- 31.1 An act performed by the Board, a subcommittee or a person acting as a member of the Board is taken to have been validly performed.
- 31.2 **Rule 31.1** applies even if the act was performed when:
- (a) there was a defect in the appointment of a member of the Board, subcommittee or person acting as a member of the Board; or
  - (b) a Board member, subcommittee member or person acting as a member of the Board was disqualified from being a member.

### **32. RESOLUTIONS OF BOARD WITHOUT MEETING**

- 32.1 A written resolution signed by each member of the Board is as valid and effectual as if it had been passed at a Board meeting that was properly called and held if agreed by a majority of Directors.
- 32.2 For the purpose of this rule, a director approves a resolution by:
- (a) signing a document containing a statement that the director is in favour of the resolution set out in the document; or
  - (b) sending an electronic message that contains a statement that the director is in favour of the resolution set out in the electronic message.
- 32.3 A resolution mentioned in rule 33.1 may consist of:
- (a) several documents in like form, each signed by 1 or more members of the Board; or
  - (b) several electronic messages if the wording of the resolution is identical in each electronic message.

### **33. EXECUTIVE OFFICER**

- 33.1 An Executive Officer may be appointed by the Board for such term, and upon such conditions as the Board sees fit.
- 33.2 If appointed, the Association shall be managed by the Executive Officer who may exercise such powers of the Association as are delegated to him or her from time to time by the Board in its absolute discretion and which is not retained to the Board by the Act or this Constitution.
- 33.3 If appointed, the Executive Officer shall administer the Association in accordance with this Constitution, the Regulations and all policy directions of the Board.
- 33.4 If appointed, the Executive Officer shall attend Board meetings and General Meetings at the invitation of the Board.
- 33.5 A written resolution signed by each member of the Board is as valid and effectual as if it had been passed at a Board meeting that was properly called and held if agreed by a majority of Directors.
- 33.6 For the purpose of this rule, a Director approves a resolution by:
- (a) signing a document containing a statement that the Director is in favour of the resolution set out in the document; or

- (b) sending an electronic message that contains a statement that the Director is in favour of the resolution set out in the electronic message.

33.7 A resolution mentioned in rule 33.1 may consist of:

- (a) several documents in like form, each signed by 1 or more members of the Board; or
- (b) several electronic messages if the wording of the resolution is identical in each electronic message.

## **MISCELLANEOUS**

### **34. NEGOTIABLE INSTRUMENTS**

Any two members of the Board may sign, draw, accept, endorse or otherwise execute a negotiable instrument. This provision is subject to the Board determining that a negotiable instrument shall be signed, drawn, accepted, endorsed or otherwise executed in a different way.

### **35. MINUTES**

35.1 The Board shall cause minute records to be kept in which the Association documents within one month:

- (a) proceedings and resolutions of all General Meetings; and
- (b) proceedings and resolutions of Board meetings (including meetings of all committees and commissions); and
- (c) resolutions passed by Members without a meeting; and
- (d) resolutions passed by the Board without a meeting.

The Board must ensure that minutes of a meeting are signed within a reasonable time after the meeting by the chairperson of the meeting or the chairperson of the next meeting. The Board must ensure that minutes of the passing of a resolution without a meeting are signed by a member of the Board within a reasonable time after the resolution was passed.

35.2 If a Member requests access to the previous minutes of the Association to inspect the minutes of a General Meeting or any resolutions passed by Members without a General Meeting, the Board must, within 28 days of the request:

- (a) make the relevant minutes available for inspection by the Member at a reasonably agreed time and place; and
- (b) provide the Member with copies if requested.

### **36. COMMON SEAL**

The Association may have a common seal. The common seal:

- (a) must comply with the Act;
- (b) the Board shall provide for the safe custody of the seal;

- (c) the seal shall only be used by the authority of the Board or of a committee of the Board authorised by the Board; and
- (d) every document to which the seal is affixed shall be signed by two members of the Board.

### **37. BOOKS AND ACCOUNTS**

- 37.1 The Board shall ensure that proper records and minutes concerning all transactions, business, meetings and dealings of the Association and the Board are established and maintained and shall produce these as appropriate at each Board meeting and General Meeting.
- 37.2 The Register, proper accounting and other records shall be kept in accordance with the Act, generally accepted accounting principles and/or any applicable code of conduct. The books of account shall be kept in the care and control of the Board or Executive Officer.
- 37.3 The Association shall retain such records for seven years after the completion of the transactions or operations to which they relate.

### **38. REGISTER OF MEMBERS**

- 38.1 The Board shall cause a Register to be kept in which it shall enter the name and address of all Members admitted to membership of the Association.
- 38.2 Subject to the provisions of the *Privacy Act 1988 (Cth)*, the Register shall be open for inspection at all reasonable times by any Member who previously applies to the Board for such inspection.
- 38.3 The Register may be kept and maintained in a written form or by/on a suitable computer system that is adequately maintained at all times.

### **39. INTERESTS OF MEMBERS OF THE BOARD**

A member of the Board shall not sign a document to which the seal of the Association is fixed where the member of the Board is interested in the contract or arrangement to which the document relates.

### **40. ACCOUNTS**

True accounts shall be kept of the sums of money received and expended by the Association and the manner in respect of which such receipt and expenditure takes place and of the property, assets and liabilities of the Association. Once at least in every year the accounts of the Association shall be examined by one or more properly qualified auditor or auditors who shall report to the Members in accordance with the provisions of the Act.

### **41. AUDITOR**

A properly qualified auditor or auditors shall be appointed and the remuneration of such auditor or auditors fixed and duties regulated in accordance with the Act and the *Corporations Act 2001 (Cth)*.

### **42. GIVING OF NOTICES**

The Association may give notice to any member of the Board or Member:

- (a) by sending it by post to the address of the member of the Board as notified to the Board or the address for the Member in the Register of Members or

the alternative address (if any) nominated by the member of the Board or Member; or

- (b) by sending it to the electronic address (if any) nominated by the member of the Board or by the Member.

Any notice sent by post is taken to have been given two days after it is posted. Any notice sent by electronic means is taken to be given on the business day after it is sent.

#### **43. EXTENT OF INDEMNITY**

The Association will indemnify (either directly or through one or more interposed entities) any person who is or has been a member of the Board or Executive Officer of the Association and, if so resolved by the Board, the auditor of the Association, out of the funds of the Association against the following:

- (a) any liability to another person (other than the Association or a related body corporate) unless the liability arises out of conduct involving a lack of good faith or negligence;
- (b) any liability for costs and expenses incurred by that person:
  - (i) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted; or
  - (ii) in connection with an application, in relation to such proceedings, in which the court grants relief to the person under the Act save for any liability that arises from the negligence of that person;

but only where the relevant liability has arisen whilst the person was acting in their capacity as member of the Board, Executive Officer or, if applicable, auditor of the Association.

#### **44. REGULATIONS**

44.1 The Board may from time to time as circumstances dictate, formulate, interpret, adopt, make, alter and amend Regulations for the proper advancement, management and administration of the Association, the advancement of the Objects as it thinks necessary or desirable. Such Regulations must be consistent with this Constitution. Such Regulations are binding on all Members.

44.2 The Board shall bring to the notice of all Members all Regulations and any formulation, interpretation, amendment, alteration and repeal of them. Notices are binding upon all Members.

44.3 All rules and regulations of the Association in force at the date of the approval of this Constitution shall continue in force under this Constitution until amended or repealed by the Board. All such rules and regulations are subject to and are to be interpreted in accordance with this Constitution.

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

If upon winding up or dissolution of the Association (other than for the purposes of reconstruction or amalgamation) there remains after satisfaction of all its debts and liabilities any assets or property, the same shall not be paid to or distributed amongst the Members but shall be given or transferred to some body or bodies having objects similar to the Objects and which prohibits the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Association by **rule 5** of this Constitution. Such body or bodies to be determined by the Members at or before the time of dissolution, and in default thereof by such judge of a Supreme Court as may have or acquire jurisdiction in the matter.

**46. ADDITION, ALTERATION, AMENDMENT OR RESCISSION**

No addition, alteration, amendment or rescission shall be made to this Constitution unless the same has been approved by Special Resolution. An addition, alteration, amendment or rescission to this Constitution is only valid if it is registered in accordance with the Act.