



NORTH

QUEENSLAND

TOUCH

ASSOCIATION

INCORPORATED

CONSTITUTION RULES

AND

INCORPORATION

DOCUMENT

Constitution Update History

<u>Date</u>	<u>Changes Comment</u>
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CONSTITUTION R U L E S

1. NAME

The Association shall be known as :-

" NORTH QUEENSLAND TOUCH ASSOCIATION INCORPORATED "

and shall hereinafter be referred to as "the Association".

- (a) The male gender includes the female gender and the female gender includes the male gender herein.
- (b) "Touch" shall mean the sport of Touch Football.

2. OBJECTS

The objects of the Association are:-

- (a) To promote, develop, and control Touch within North Queensland and adjacent areas as defined from time to time.
- (b) To promote, develop and control Touch Competitions, Tournaments, Championships and such other events as may from time to time be considered expedient.
- (c) To maintain and observe uniform regulations and playing Rules for the control and playing of Touch
- (d) To send, support or sponsor an individual or individuals, a team or teams for any purposes associated with Touch as may from time to time be considered expedient.
- (e) To act through its Management Committee as the supreme disciplinary and adjudicating body within the defined area of the Association in respect of all matters pertaining to Touch conducted or controlled by the Association and for this purpose the Association shall through its Management Committee have the power and authority:-
 - (1) To entertain and adjudicate upon appeals from decisions of any officials of the Association involving any activities conducted by the Association and subsequently suspend, disqualify or otherwise deal with any Affiliate or member of an Affiliate thereof.
 - (2) If requested by any Affiliate, to entertain and adjudicate on any decisions of the Executive or Committee of any Affiliate and direct that Affiliate to abide by the adjudicated decision of the Management Committee of this Association.
- (f) To do all such lawful acts and things as are incidental or conducive to the carrying out of the above objects.

3. POWERS

The powers of the Association are :-

- (a) To take over the funds and other assets and the liabilities of the present unincorporated association known as the "North Queensland Touch Association ";
- (b) To subscribe to, become a member of and co-operate with any other Association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the Association shall not subscribe to or support with its funds any club, Association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of Rule 28(k) contained herein;

3. POWERS (Continued)

- (c) In furtherance of the objects of the Association to buy sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Association or persons frequenting activities conducted or controlled by the Association, either in and or about the Association's premises or at places so decided by the Association;
- (d) To purchase, take on lease or in exchange hire and otherwise acquire any land, buildings, easements or property real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Association: Provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trust;
- (e) To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association; to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- (f) (1) To appoint, employ, remove or suspend such managers, clerks, servants, work persons and other persons, as may be necessary or convenient for the purposes of the Association;
- (2) To appoint, employ, remove or suspend an Executive Director, and if appointed or employed, such Executive Director's duties shall include the position of the Association Secretary who shall be responsible to the Management Committee for the day by day business affairs of the Association.
- Such Executive Director, if appointed or employed, would also be appointed to Management and General Committees in a non-voting capacity in accordance with rules 11(d), 12(d), 14(a), 14(b), 14(c) and 18(1)(b)(8)(d) contained herein.
- (3) To appoint, employ, remove or suspend an Association Secretary, and if appointed or employed, such Secretary shall be responsible to the Management Committee but have no voting powers in the same manner as the appointment of an Executive Director as and in accordance with sub-rule (f)(2) herein.
- (g) To re numerate any person or body corporate for services rendered, or to be rendered and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the incorporated Association, or in or about the incorporated Association or promotion of the incorporated Association or in the furtherance of its objects;
- (h) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
- (i) To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit;
- (j) To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate;
- (k) In furtherance of the objects of the Association to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate;
- (l) To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien, or other security upon the whole or any part of the incorporated Association's property or assets present or future and to purchase, redeem or pay off any such securities;

3. POWERS (Continued)

- (m) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- (n) In furtherance of the objects of the Association to sell improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association;
- (o) To take or hold mortgages, liens or charges to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others;
- (p) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association but subject always to the proviso in sub-rule (d);
- (q) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the form of donations, annual subscriptions or otherwise;
- (r) To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects;
- (s) In furtherance of the objects of the Association to amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Association under or by virtue of Rule 28(k) contained herein;
- (t) In furtherance of the objects of the Association to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorised to amalgamate;
- (u) In furtherance of the objects of the Association to transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated associations with which the Association is authorised to amalgamate;
- (v) To make donations for patriotic, charitable or community purposes;
- (w) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged;
- (x) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

4. MEMBERSHIP

The membership of the Association shall consist of:-

- (a) (1) Affiliated Bodies (hereafter known as "Affiliates")
- (2) Life Members
- (3) And such new categories of membership as determined by the board or General Committee from time to time.

The number of Affiliates and Life members shall be unlimited.

- (b) (1) The Association shall primarily consist of Affiliates located within an area defined by the Association from time to time. Such Affiliates shall be comprised of Incorporated Associations, teams and members as determined from time to time by the General Committee of this Association.

4. MEMBERSHIP (Continued)

- (2) A person shall not be eligible to compete in any Touch competition, game, exhibition, or activity conducted by the Association, or occupy any position as an Official or Office Bearer of the Association unless that person has been registered as a member of an Affiliate and in accordance with any constitution or Rules of that Affiliate and such fees or levies, as may from time to time be decided upon by the Affiliate's Committee, have been paid.
- (c) Life membership shall be considered for persons who in the opinion of the Management Committee have:-
- (1) displayed outstanding effort, devotion, loyalty and citizenship to the North Queensland Touch Association Incorporated and the sport of Touch; and
 - (2) have held continuous financial membership of a continuously financial Affiliate/s for a minimum period of seven (7) years.

5. REGISTRATION AND AFFILIATION ACCREDITATION

Every Affiliate and every financial member of every Affiliate and every life member who was a member of the unincorporated association who on or before the day of incorporation agree to become a member of the incorporated Association shall be admitted by the Management Committee to the same class of membership as that held in the unincorporated association and shall not be required to pay any further subscriptions or fees applicable until the next due date for payment of subscriptions or fees.

6. MEMBERSHIP FEES

Every Affiliate shall pay subscriptions or fees as the Association in general meeting shall, from time to time determine. All such subscriptions or fees shall be payable in advance to the Association.

7. ADMISSION AND REJECTION OF MEMBERSHIP

- (a) Affiliation with the Association may be granted on such conditions as the General Committee shall think fit. Any body of persons desiring affiliation with the Association shall first make application to the Association in writing and such application shall contain an undertaking to observe the Rules of this constitution, and any By-laws made from time to time and shall be accompanied by the names of a proposer and seconder, who shall be members of this Association's General Committee. Such application shall also have appended a list of the names and addresses of the Executive of that proposed body.
- (b) At the next meeting of the Association's Management Committee after the receipt of any application accompanied by any applicable fees, such application shall be considered by the Management Committee who shall thereupon determine upon the admission or rejection of the applicant.
- (c) Any applicant who receives a majority of the votes of the members of the Management Committee present at the meeting at which such application is being considered shall be accepted as a member.
- (d) Upon the acceptance or rejection of an application for membership, the Association Secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.
- (e) Upon the application being granted, an applicant shall be recognised as an Affiliate and shall be deemed to have agreed to observe and be bound by these Rules and any By-laws of the Association and shall have the right to nominate one (1) person for accreditation as a General Committee delegate.

8. TERMINATION OF MEMBERSHIP

- (a) Any Affiliate or life member may resign from the Association after giving at least twenty-eight (28) days clear notice in writing by certified mail, to the Association Secretary. Such resignation shall take effect only after all debts and/or liabilities which may still be outstanding to the Association are discharged, or, if no debts and/or liabilities are outstanding, then at the end of twenty-eight (28) clear days unless a later date is specified in the written notice, when it shall take effect on that later date.
- (b) Except as otherwise provided, any Affiliate or life member may be expelled from the Association by resolution of not less than a two-third majority of the General Committee, provided that at least twenty-eight (28) days notice in writing of such proposed expulsion has been given to the Affiliate or life member concerned and all members of the Association's General Committee.
- (c) If an Affiliate, or member of an Affiliate, or a life member :-
 - (1) is convicted of an indictable offence; or
 - (2) fails to comply with any of the provisions of these Rules or By-Laws; or
 - (3) has affiliation membership fees in arrears for a period of two months or more; or
 - (4) conducts them self in a manner considered to be injurious or prejudicial to the character or interests of the Association,

the Management Committee shall consider whether that membership shall be terminated.

- (d) The Affiliate, or member of an Affiliate, or life member concerned shall be given a full and fair opportunity of presenting their case and if the Management Committee resolves to terminate that membership it shall instruct the Association Secretary to advise that Affiliate or member in writing accordingly.

9. APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

- (a) An applicant whose application for affiliation has been rejected or an Affiliate or life member whose membership has been terminated may within thirty (30) days of receiving written notification thereof, lodge with the Association Secretary written notice of their intention to appeal against the decision of the Management Committee.
- (b) Upon receipt of notification of intention to appeal against rejection or termination of membership the Association Secretary shall convene within six (6) months of the date of receipt of such notice, a special Management Committee meeting to determine the appeal. At any such meeting, the appellant shall be given the opportunity to fully present their case and the Management Committee or those members thereof who rejected that application for membership or terminated the membership subsequently shall likewise have the opportunity of presenting its or their case. The appeal shall be determined by the vote of the members present at such meeting.
- (c) Where an application for affiliation is rejected, and the applicant does not appeal against the decision of the Management Committee within thirty (30) days of receiving written notification of the rejection, or so appeals but the appeal is unsuccessful, the Association Secretary shall be instructed to forthwith arrange to refund the amount of any fee paid.

10. REGISTER OF MEMBERS

- (a) The Management Committee shall cause a Register of all Members to be kept in which shall be entered the names and residential addresses of all Affiliates, their members and all life members admitted to membership of the Association and the dates of their admission.
- (b) Particulars shall also be entered into the Register of deaths, resignations, terminations and reinstatements of membership and any further particulars as the Management Committee or the members at any General Committee meeting may require from time to time.

10. REGISTER OF MEMBERS(Continued)

- (c) The Register of Members shall be open for inspection at all reasonable times by any Affiliate or any member of an Affiliate or any life member who previously applies to the Association Secretary in writing giving seven (7) days notice of such inspection.

11. OFFICE BEARERS

The Office Bearers of the Association and their duties and functions shall be :-

- (a) **President** - To ensure sound co-ordination of all operations of the Association. To preside as Chairperson at Management, Special Management, General, Annual General, and Special General Meetings.
- (b) **Vice President** - To assist the President in coordinating all operations of the Association. In the absence of the President, to preside as Chairperson at Management, Special Management, General, Annual General, and Special General Meetings.
- (c) **Technical Director** - To ensure the sound co-ordination of all operations of the Technical Area on behalf of the Association. To preside as Chairperson at all Technical Panel Meetings.
- (d) **Secretary**, if an Executive Director is not appointed or employed - To ensure true and accurate records of all Meetings are kept. To record inwards and outwards correspondence of the Association.
- (e) **Finance Director** - To ensure the keeping of financial records of all Association transactions and monies. To organise an annual audit of the Association's financial records.

12. GENERAL COMMITTEE

The General Committee of the Association shall be :-

- (a) President;
- (b) Vice President;
- (c) Technical Director;
- (d) Secretary if an Executive Director is not appointed or employed;
- (e) Finance Director;
- (f) Accredited Delegates: One (1) per Affiliate;
- (g) Any other person/s as appointed by the General Committee from time to time but not more than five (5) others.

13. TECHNICAL PANEL

There shall be a Technical Panel which shall be under the total control and direction of the Management Committee and that Technical Panel shall consist of:-

- (a) Technical Director;
- (b) 2 Assistant Technical Directors;
- (c) Referees Director
- (d) Assistant Referees Director
- (e) Selectors Director
- (f) Assistant Selectors Director

13. TECHNICAL PANEL (Continued)

- (g) Coaching Director
- (h) Assistant Coaching Director
- (i) Any other position as considered necessary.

14. MEMBERSHIP OF MANAGEMENT COMMITTEE

- (a) The Management Committee of the Association shall consist of the President, Vice President, Technical Director, Finance Director, Executive Director and such number of other persons, all of whom shall be members of an Affiliate or Life member of the Association, as members of the Association at any General Meeting may from time to time elect or appoint but not more than three (3) additional persons.
- (b) The Management Committee shall, through an Executive Director if appointed or employed under or by virtue of Rule 3(f)(2), manage the day by day affairs and business of the Association in its absolute discretion but shall at all times act in accordance with the Association's Rules and By-Laws and furthermore shall have at all times due regard for the well-being of the Association and its efficient management.
- (c)
 - (1) Any member of the Management Committee may resign from membership of the Management Committee by giving fourteen (14) days clear notice in writing to the President and Secretary or the President and Executive Director. Such resignation to take effect no later than fourteen (14) days from receipt of such notice by the President and Secretary or the President and Executive Director.
 - (2) Any person may be refused membership to or be removed from a Management Committee position at a General Meeting or a Special General Meeting of the Association in accordance with Rule 18(2) and or Rule 18(4). Such refusal or removal notice shall subsequently be given to that person in writing signed by two members of the General Committee.
 - (3) Any person who receives a refusal or removal notice in writing as referred to in sub-rule (2), shall be given the opportunity to appeal in writing to the General Committee within fourteen (14) days of receipt of the written notice referred to in sub-rule (2).
 - (4) Upon receipt of a written appeal, the Association Secretary or President shall convene a meeting within twenty-eight (28) days of the date of receipt of such notice. Written notice of a meeting convened for the purpose of hearing any appeal shall be given to the appellant as well as to all members of the General Committee. Any appeal shall be determined by a vote of the members present at such a meeting.

15. VACANCIES ON MANAGEMENT COMMITTEE

- (a) The Management Committee shall have power at any time to appoint any member of any Affiliate of the Association to fill any casual vacancy on the Management Committee until the next Annual General Meeting.
- (b) The continuing members of the Management Committee may act notwithstanding any casual vacancies to the Management Committee, but if and so long as their number is reduced below the fixed number by or pursuant to these Rules as the necessary quorum of the Management Committee, the continuing member or members may act for the purpose of increasing the number of members of the Management Committee to that number or of summoning a General Meeting of the Association, but for no other purpose.

16. FUNCTIONS AND POWERS OF THE MANAGEMENT COMMITTEE

Except as otherwise provided by these Rules and any relative By-Laws, and subject to resolutions of the members of the Association carried at any General Committee Meeting, the Management Committee :-

- (a) (1) shall have general control and management of the administration of the affairs, property and funds of the Association; and
- (2) shall have authority to interpret the meaning of these Rules and any By-Laws and any matter relating to the Association on which these Rules and By-Laws are silent.
- (3) The board may be instrument in writing create or establish or appoint special committees Directors or consultants to carry out such duties and function and with such powers as the board determines.
- (b) shall have authority to invest in accordance with Rule 3 (i) hereof;
- (c) shall provide for the safe custody of books, documents, seals, instruments of title and securities of the Association;
- (d) shall exercise all the powers of the Association:-
 - (1) to borrow or raise or secure the payment of money in accordance with Rule 3(l) hereof;
 - (2) to borrow money from members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Brisbane for overdrawn accounts on money lent, whether the terms of the loan be short or long, and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association, and to provide and pay off any such securities.
- (e) shall ensure all acts done by any meeting of the Management Committee or of any sub-committee or by any person acting as a member of the Management Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Management Committee or person acting as the aforesaid, or that the members of the Management Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Management Committee.

17. SUB COMMITTEES

- (a) The Management Committee may delegate any of its powers to sub-committees consisting of such members of Affiliates of the Association as the Management Committee thinks fit. Any sub-committees so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Management Committee.
- (b) Each sub-committee shall consist of as many members as the Management Committee shall approve. The Chairperson of the sub-committee need not to be a member of the General Committee. The President of the Management Committee may be an Ex-Officio of any committee but does not have to be.
- (c) A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.
- (d) The decisions or findings of any sub committee, appointed by the Management Committee are to be forwarded to the Management Committee via the Executive Officer.

18. MEETINGS**(1) Annual General Meeting**

The Annual General Meeting of the Association shall be held within the first 6 months of each financial year at a nominated venue and date appointed by the Management Committee. At least twenty-one (21) days written notice of the meeting shall be given by the Association Secretary to all Office Bearers and all other members of the General Committee. Non-receipt of such notice by any Affiliate or person entitled to receive the same shall not invalidate proceedings of that meeting.

- (a) Notice of the Annual General Meeting shall include details of any proposed notices of motions in accordance with Rule 23 (a) herein, and the elections which take place at this meeting as and in accordance with Rule 35 herein.

The Reports for the Annual General Meeting shall be pre-circulated at least seven (7) days prior to the Annual General Meeting.

Reports for the Annual General Meeting shall include details of the proposed Agenda, the Audited Financial Report, and a written List of Candidates for Office Bearers Positions.

- (b) No other business shall be discussed at the Annual General Meeting.

(2) General Committee Meetings

General Committee Meetings shall be held at a venue, time and date as set by the Management Committee and in accordance with the provisions of the Act. At least twenty-one (21) days written notice of the meeting shall be given by the Association Secretary to all members of the General Committee. Non-receipt of such notice by any member entitled to receive same shall not invalidate proceedings of that meeting.

Notice of a General meeting shall include full details of any proposed notices of motions in accordance with Rule 23(b) contained herein.

The Reports for the General Committee Meeting shall be pre-circulated at least seven (7) days prior to the General Committee Meeting. Reports for the General Committee Meeting shall include full details of the proposed Agenda and the Financial Reports.

(3) Management Committee Meetings

- (a) The Management Committee shall meet as often as it is deemed necessary in every calendar year for the dispatch of business and may adjourn and, subject to these rules otherwise regulate its meeting as it thinks fit. Three members of the management committee may at any time, and the Executive Officer shall on the requisition of 3 Directors, convene a meeting of the board within a reasonable time.
- (b) Subject as previously provided in these Rules, the Management Committee may meet together and regulate its proceedings as it thinks fit: provided that questions arising at any meeting of the Management Committee shall be decided by a majority of votes among those present entitled to so vote as in accordance with Rule 19(3), and, in the case of equality of votes the question shall be deemed to be decided in the negative.
- (c) A member of the Management Committee shall not vote in respect of any contract, proposed contract or business transaction with the Association in which that member or any member of their immediate family has any interest/s, or any matter arising therefrom, and if that person does so vote, that vote shall not be counted.

18. MEETINGS (Continued)**(4) Special General Committee Meetings**

- (a) Special General Meetings of the Association shall be convened at the direction of the President or the Management Committee or upon receipt of a requisition signed by at least 50% of the members of the General Committee stating the nature of the business required to be dealt with.
- (b) The Association Secretary shall issue notices in writing of such meeting within seven (7) days of receipt of the requisition, and the notice shall state the business to be dealt with and no other business shall be discussed at the meeting.
- (c) At least fourteen (14) days notice in writing of any such Special General Meeting shall be given to all members of the General Committee who are entitled to receive such notice. Non-receipt of notice by any member entitled to receive same shall not invalidate proceedings of that meeting.
- (d) Questions arising at any Special General Committee Meeting which are put to a vote shall be decided by a simple majority of votes among those present entitled to so vote as in accordance with Rule 19(4) and in the case of equality of votes, the question shall be deemed to be decided in the negative.

(5) Special Management Committee Meetings

- (a) Special Management Committee Meetings shall be convened by the Association Secretary on the requisition in writing of not less than two-thirds of the members of the Management Committee, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be discussed.
- (b) The Secretary shall issue notices in writing of such meeting within seven (7) days of receipt of the requisition, and the notice shall state the business to be dealt with and no other business shall be discussed at the meeting.
- (c) At least seven (7) days notice in writing of any such Special Management Committee meeting shall be given to all members of the Management Committee. Non-receipt of notice by any member entitled to receive same shall not invalidate proceedings of that meeting.
- (d) Questions arising at any Special Management Committee meeting which are put to a vote shall be decided by a simple majority of votes among those present entitled to so vote as in accordance with Rule 19 (5) and in the case of equality of votes, the question shall be deemed to be decided in the negative.
- (e) The President shall preside as Chairperson at every meeting of the Management Committee, or if there is no President, or if at any meeting the President is not present within fifteen minutes after the time appointed for holding the meeting, the Vice-President shall be Chairperson or if the Vice-President is not present at the meeting then the members present may choose one of their number to be Chairperson of the meeting.
- (f) If within half an hour from the time appointed for the commencement of a Management Committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.

18. MEETINGS (Continued)**(6) Matters Applicable to all Meetings**

- (a) No business shall be transacted at any meeting unless a quorum of members under or by virtue of Rule 21 is present at the time when the meeting proceeds to business.
- (b) The Association Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Annual General Meeting, Management Committee Meeting and General Committee Meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection.

For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Management Committee meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding Management Committee Meeting verifying their accuracy.

Similarly, the minutes of every General Committee Meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding General Committee Meeting: Provided that the minutes of any Annual General Meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding Annual General Meeting.

- (c) For all other meetings, full and accurate minutes of all questions, matters, resolutions and other proceedings shall be entered in a book by the Secretary of that meeting. Such minutes shall be open for inspection at all reasonable times by any financial member of any Affiliate who previously applies in writing to the Secretary of that meeting giving seven (7) days notice of such inspection.

For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of any such meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding meeting verifying their accuracy.

19. VOTING RIGHTS

All matters, except those for which express provision is made in these Rules and any By-Laws, put to any meeting for determination shall be decided by a simple majority with the Chairperson having a casting vote in addition to a deliberative vote. Voting shall be by a show of hands; but a ballot shall be conducted if demanded by any member entitled to vote. The following voting rights shall apply in respect of the meetings as indicated.

(1) Annual General Meeting

General Committee Members as per Rule 12; with the exception of the Executive Director who has no voting rights.

- NOTE (a) Immediately preceding the Election of Officers, as per Rule 18(1)(b)(8), the Chairperson shall declare all positions vacant and vacate the chair after appointing a suitable acting Chairperson. At this stage the following voting rights shall apply.

Accredited Delegates of Affiliates registered as per Rule 18(1)(b)(1).

The acting Chairperson shall have the right of a casting vote only in the event of a deadlock vote.

- (b) Subsequently, each Office Bearer subject to Rule 19(1)(a) shall automatically attain relevant voting rights upon being elected to office.

18. VOTING RIGHTS (Continued)**(2) General Committee Meeting**

General Committee Members as per Rule 12; with the exception of the Executive Director who has no voting rights.

(3) Management Committee Meeting

Management Committee members as per Rule 14; with the exception of the Executive Director who has no voting rights.

(4) Special General Committee Meeting

General Committee Members as per Rule 12; with the exception of the Executive Director who has no voting rights.

(5) Special Management Committee Meetings

Management Committee members as per Rule 14; with the exception of the Executive Director who has no voting rights.

20. PROXIES

Proxy voting shall be permissible at any meeting of the Association in accordance with the following conditions:

- (a) Authorisation for proxy voting must be in writing, signed by the member eligible to vote at that meeting.

The instrument appointing a proxy shall be in the form attached hereto referred to as Annexure 1 or as near hereto as circumstances permit.

- (b) Such authorisation must be received by the Association Secretary at least forty-eight (48) hours prior to the commencement of that respective meeting.

21. QUORUM

- (a) The Quorum for any Annual General, General Committee, or Special General Committee meetings shall be double the number of members presently on the Management Committee plus one.
- (b) The Quorum for any Management Committee or Special Management Committee meetings shall be a simple majority of members entitled to vote as per Rule 19 contained herein.

22. RESCISSION OF MOTIONS

A rescission motion must be submitted in the form of a Notice of Motion in accordance with Rule 23.

Such rescission Motion shall not be considered within one (1) calendar month of the relevant original Resolution which is proposed to be rescinded.

23. NOTICE OF MOTION

Notice of motions in respect of a particular meeting must be in writing, signed by a Proposer and Secunder, and received by the Association Secretary as follows :-

- (a) Annual General Meeting: not later than twenty-eight (28) days prior to such meeting.
- (b) General Meeting: not later than twenty-eight (28) days prior to such meeting.

24. INDEMNITY

Every member of each Affiliate shall indemnify and save harmless the Association for any claims, suits, actions, demands and damages whatever which any person may have or suffer arising out of any activity of the Association whether by way of accident, negligence or other cause and all such persons shall be deemed to have waived all such claims, suits, actions, demands and damages which they may thereafter have had against the Association in respect thereof. By virtue of this indemnity the Association shall on no account be responsible to any Affiliate or individual for the matters above stated.

In the case of Affiliates being members at the time of these Rules, they shall each be deemed to have given this Indemnity and this Rule shall be binding upon each of them after the expiration of fourteen (14) days from the receipt by such Affiliate of a copy of these Rules. Each Affiliate shall be deemed to have received such copy of these Rules after the expiration of seven (7) days from the time of posting by certified mail of the same by the Association Secretary.

25. BY LAWS

- (a) The By-laws of the Association shall include policies adopted by resolution from time to time and, for the purpose of inauguration, any By-Laws which may be in existence prior to the date of registration of Incorporation, and provided such By-laws are not inconsistent with the objects and Rules contained herein, shall remain as current By-laws and shall be deemed adopted as the Association constitution and Incorporation document upon the adoption of these Rules.
- (b) The Management or General Committee shall be empowered from time to time to approve or amend the By-Laws of the Association, provided that the same are not inconsistent with these Rules and all such By-Laws shall be binding upon all members of the Association.

Provided that no such By-laws shall be effective until seven (7) days after a general notice has been forwarded by post, to the President or Secretary of each Affiliate.

- (c) The Association Secretary shall be responsible for and maintain a By-Law Record Book incorporating all resolutions and amendments to date, which shall be available at all Committee Meetings.

26. ALTERATION OF RULES

- (a) Subject to the provisions of the Associations Incorporation Act of Queensland, these Rules may be amended, rescinded or added to from time to time by a special resolution carried at any General Committee Meeting: provided that no such amendment, rescission or addition shall be valid unless the same shall have been previously submitted to and approved by the Under Secretary, Department of Justice, Brisbane.
- (b) In any event any resolution for any proposed amendments, rescission or additions must be incorporated in the Notice of Meeting and Motions issued in accordance with Rules 18 and 23 contained herein and that any such resolution must be carried by a majority of at least seventy five-percent (75%) of the members present and entitled to vote at such a meeting.

27. COMMON SEAL

The Management Committee shall provide for a Common Seal and for its safe custody. The common seal shall only be used by the Authority of the Management Committee and every instrument to which the seal is affixed shall be signed by a member of the Management Committee and shall be countersigned by the Association Secretary or by a second member of the Management Committee or by some other person appointed by the Management Committee for the purpose.

28. FINANCES

- (a) The Finances of the Association shall be kept at such Financial Institutions as the Management Committee shall from time to time determine; and all funds of the Association shall be paid into accounts styled in the name of the Association, as soon as practicable after receipt thereof.
- (b) Proper accounting and other records shall be kept in accordance with the Act. The books of account shall be kept in the care and control of the Executive Officer.
- (c) Association to Retain Records:
The Association shall retain such records for 7 years after the completion of the transactions or operations to which they relate.

29. DOCUMENTS

All documents of the Incorporated Association together with other items of security, are to be held at the Registered Office of the Association in a locked and secured cabinet.

30. FINANCIAL YEAR

The financial year of the Association shall be the fiscal year ending 31st December each year or as otherwise resolved by the General Committee from time to time.

31. DISSOLUTION AND DISTRIBUTION OF SURPLUS ASSETS

- (a) The Association shall only be dissolved in the event of the number of Affiliates becoming less than two (2) or upon a vote of a two thirds majority of members present at a Special General Committee meeting convened for that purpose.
- (b) If the Association shall be wound up in accordance with the provisions of the Associations Incorporation Act 1981, and there remains, after satisfaction of all debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among any members of the Association, but shall be given or transferred to some other Institution or Institutions having objects similar to the objects of the Association, and which shall prohibit 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 under or by virtue of Rule 28(k), such Institution or Institutions to be determined by the members of the Association.

32. HEADQUARTERS

The Headquarters of the Association shall be as determined from time to time.

33. JUDICIARY

- (a) Notwithstanding Rule 17(b) the chairperson of a Judiciary Sub-Committee shall be appointed by the General Committee and need not be a Member of the General Committee.
- (b) The Judiciary Sub-Committee shall have the power to impose all or any of the following penalties on an Affiliate, Club, Team, Individual or on any other basis:-
 - (1) Suspension from any competition/s for any specified time or number of matches.
 - (2) Monetary fines of any specified amounts payable within any specified period of time.
 - (3) Forfeiture of any Competition and/or other points as specified.
 - (4) Any other disciplinary action as considered appropriate and in accordance with the objects of the Association.

34. LIFE MEMBERSHIP

Nominations for the Awards of Life Membership shall be considered only at an Annual General Meeting and in accordance with Rule 4(c)(1) and 4(c)(2) and the following conditions.

- (a) A maximum of two (2) nominations shall be considered at each Annual General Meeting in order of receipt.
- (b) Nominations in writing, including a detailed summary of service and contribution to the Association shall be proposed and seconded by any two (2) General Committee members, in the format attached hereto referred to as Annexure 3 or similar. Any such nomination must be received by the Association Secretary at least twenty-eight (28) days prior to the Annual General Meeting. The Association Secretary shall present a report to the Annual General Meeting in respect of each nomination.
- (c) Life members once appointed are excluded from paying affiliation or membership fees and may be provided with special benefits as the General Committee from time to time consider appropriate.

35. ELECTION OF OFFICE BEARERS

- (a) At the Annual General Meeting of the Association, all the office bearers and members of all committees shall retire from office, but shall be eligible upon nomination for re-election.
- (b) All candidates for office bearer positions must be nominated in writing, in the format attached hereto referred to as Annexure 2 or similar, signed by the candidate, and their proposer and seconder, all of whom shall be members of a financial Affiliate/s in accordance with Rule 4 hereof.
- (c) Nominations for Office Bearer positions must be received by the Association Secretary at least twenty-one (21) days prior to the Annual General Meeting at which the election is to take place.
 - (1) Within seven (7) days after the closing date for written nominations, the Association Secretary shall cause a written list to be compiled of the candidates' names in alphabetical order, along with the proposers' and seconders' names. Such candidates' list to be provided to the Association's current Management Committee.
 - (2) At least seven days prior to the AGM, the Association Secretary shall forward by mail a copy of such written list of candidates to all Affiliates within the defined area of the Association.

35. ELECTION OF OFFICE BEARERS - Continued

- (d) Any Office Bearer positions for which one valid written nomination is received shall be filled by that nomination.
- (e) Any Office Bearer positions for which more than one valid written nomination is received shall be decided by voting or ballot on the day of the meeting.
- (f) Should, at the close of written nominations, there be an insufficient number of nominations for positions, nominations may be accepted from the floor on the day of the meeting.
- (g) Any irregularities in any written nominations such as unfinancial candidates proposers or seconders, receipt of a nomination by the Association Secretary after the closing time as specified in sub-rule (c), will cause such written nomination/s to be invalid, and in the event that such nomination is the only written nomination for that position, then that position will be deemed to have received no written nominations and nominations for that position shall be accepted from the floor on the day of the meeting.

36. OFFICIAL ASSOCIATION AUDITOR

- (a) The Official Auditor of the Association shall be appointed at the Annual General meeting and shall hold minimum qualifications of Certified Practising Account, or full unrestricted membership of the Australian Society of Accountants, or Institute of Chartered Accountants.
- (b) The accounts of the Association shall be examined and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor or auditors at least once each year.

37. ANNULMENT

Except for any By-laws covered by Rule 25(a), these Rules revoke any other Rules or Constitutions which may be in existence which relate to the North Queensland Touch Association and from the date of registration of Incorporation, these rules will become the only true and official incorporated Rules of the North Queensland Touch Association.

38. OWNERSHIP

Ownership of all property, real or personal, belonging to or in lawful possession of the North Queensland Touch Association shall be vested in the name of the North Queensland Touch Association Incorporated.