

**QUEENSLAND NETBALL ASSOCIATION
DARLING DOWNS BRANCH
INCORPORATED**

**REVISED CONSTITUTION
V2.3 26/02/2021
NETBALL QUEENSLAND APPROVED**

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1 Interpretation

(1) In these Rules—

Act means the Associations Incorporation Act 1981.

Association Executive Member means an Association representative nominated on behalf of the associations that forms part of the management committee.

Board means the associations' management committee unless these Rules express otherwise.

Electronic – the term electronic or electronic means refers to electronic Minutes of the meeting

Present

- (a) at a management committee meeting, see rule 23(6); or
- (b) at a general meeting, see rule 37(2).

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

(2) Attendance at Meetings

as mentioned in rule 20 (7) the intent is as follows: when a member is elected or appointed to the Board their attendance at meetings is expected to ensure the business of the Association can be discharged. Hence if a member of the Board attends less than 75 % of the meetings called and or does not attend two (2) consecutive official meetings, irrespective if the person has provided a apology, their position will be declared vacant and will be filled under Rule 21.

(3) Reasons for Resigning

as mentioned in rule 20 (9) does not apply to those individuals who satisfy the Board or members that their reason for resigning is due to a serious change to the individual's or a family member's health, death of a family member and or changes to their work commitments.

(4) In writing

referred to throughout these Rules means written, email or printed or partly written and partly printed

2 Name

The name of the incorporated association is **Queensland Netball Association Darling Downs Branch Incorporated (the association).**

3 Objects

The objects of the association are—

- Promote and develop netball on the Darling Downs and surrounding areas by providing a development pathway for the regions players and volunteers.
- To enter and compete in competitions as the representative netball team of the Darling Downs in any and all competitions and programs as it sees fit offered by Netball Queensland (or other affiliated bodies) that promote the development of our regions players and or volunteers.
- To ensure all players and volunteers across the region have equal access to development opportunities through the association via the provision of programs, clinics, competitions or any other mechanisms that achieves a beneficial outcome to the region that the association can reasonably supply.
- To foster community partnerships and connections, through local government, business, associations, clubs or any other organisation that will benefit the implementation of the association's objectives or, for the betterment of netball in the region.
- To work in conjunction with Netball Queensland (NQ) to promote, develop and implement the values and ongoing strategic directions from NQ for the betterment of netball in the region.

4 Powers

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

(2) The association may, for example—

- (a) enter into contracts; and
- (b) acquire, hold, deal with and dispose of property; and
- (c) make charges for services and facilities it supplies; and
- (d) do other things necessary or convenient to be done in carrying out its affairs.

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

5 Classes of members

(1) The membership of the association consists of the following classes:

- General Members
- Association Membership
- Corporate Membership
- Playing Members
- Volunteer Members
- Life Membership

(a) General Members

General membership will be open to any member of the community. The board may, at its discretion, levy an appropriate annual fee for general membership, excluding any members under the age of eighteen years of age at the time of membership.

General members shall be:

- (a) effected on acceptance of the player's membership by the Association
- (b) subject to the provisions of these Rules
- (c) when participating in activities provided by the Association, subject to the Rules stipulated by the Association and the Association's governing bodies
- (d) are entitled to attend, speak or vote at General Meetings of the Association and nominate for any board position outside of "Association Executive Member"
- (e) junior general members under eighteen (18) will not be entitled to vote or speak at any Meetings of the Association or to hold office or otherwise take part in the management of the Association

The number of general members is unlimited.

(b) Association Membership

Association Membership will be open to any Netball Association on the Darling Downs (or other region by consent of the board) that is a financial member of Netball Queensland at the time of application. The board may, at its discretion, levy an appropriate annual fee for Association Membership. This fee will take into account both the size of player base within the association (be it representative or club) and its geographical circumstances.

Association Members shall be:

- (a) effected on acceptance of the Associations membership by the Association
- (b) subject to the provisions of these Rules
- (c) when participating in activities provided by the Association, subject to the Rules stipulated by the Association and the Association's governing bodies
- (d) are entitled to attend, speak or vote at General Meetings of the Association
- (e) Must remain a current financial member of Netball Queensland whilst a member of the association
- (f) Will not be eligible to nominate for positions on the board outside of the *Association Executive Member*. Which will be a single seat on the board reserved for Association Members being voted in at the annual general meeting solely by the Association Members as per Rule 19 (1-c).

The number of Association Members will be limited to the current financial member associations of Netball Queensland in the Darling Downs or surrounding areas.

(c) Corporate Members

Corporate members shall be a Company, Business, Co-op, Incorporated Group or Individual entity or any other like structure who supports the Association's objectives. The board may at its discretion levy an appropriate annual fee for corporate membership or this may be granted as part of in kind or financial sponsorship which has been delivered to the association. The acceptance of corporate membership will be at the discretion of the board and the number of such members also subject to the board's approval.

Corporate Members shall be:-

- (a) subject to the provisions of these Rules while participating at Association functions and activities; and
- (b) not entitled to attend or vote at any Meetings of the Association or to hold office or otherwise take part in the management of the Association.
- (c) Any corporate member, prior to membership acceptance, will be reviewed to ensure its corporate or individual values align itself with that of the association and Netball Queensland. Any entity that cannot be safely classed in this category will automatically be excluded from membership.

(d) Playing Members

Playing Members will be classified as any person who participates in any of the associations programs, teams and competitions these being, but not restricted to, Cubs, Futures and the Panthers playing sides. Playing members will also be classified as any individual who participates in a program or a competition with the association that takes place in more than a single instance. The board will not be entitled to levy a membership fee against this class of membership. Fees and charges for the participation in the reciprocal programs or competitions be it Cubs, Futures, Panthers or any other competition, training or participation program will not be viewed as a charge for this membership type.

Player Members shall be:

- (a) effected on acceptance of the player's membership by the Association
- (b) subject to the provisions of these Rules
- (c) when participating in activities provided by the Association, subject to the Rules stipulated by the Association and the Association's governing bodies
- (d) not entitled to speak or vote at any Meetings of the Association or to hold office or otherwise take part in the management of the Association

(e) Volunteer Members

Volunteer members will be any person who is a coach, manager, umpire, game day official or any other type of participant who aids in the delivery of any of the association's undertakings. Any member of the association who is under contract

or employed (referring to the receipt of financial remuneration or any other tangible benefit for services provided will not be eligible for this membership type). The board will not be entitled to levy a membership fee against this membership group.

Volunteer Members shall be:

- (a) effected on acceptance of the player's membership by the Association
- (b) subject to the provisions of these Rules
- (c) when participating in activities provided by the Association, subject to the Rules stipulated by the Association and the Association's governing bodies
- (d) are entitled to attend and speak but not vote at General Meetings of the Association or otherwise take part in the management of the Association
- (e) This membership type will not be eligible for election to the management committee
- (f) Volunteer members are entitled to hold or apply for General Membership as well as Volunteer membership but any dues and or levies paid under that membership type will apply

(f) Life Member

Shall be a person who has provided lengthy, positive and meritorious services to the Association and meets the criteria as set by the Association and whose nomination has been passed by the Board and confirmed by a majority of members present at the Annual General Meeting of the Association.

Life Members shall be:-

- (a) subject to the provisions of these Rules and all Rules of the activity
- (b) exempt from the payment of membership fees only
- (c) they shall be entitled to attend all General Meetings of the Association and entitled to speak and vote.
- (d) be afforded all the entitlements offered to Life Members

The Life Members numbers shall be limited so that no more than two (2) Life Memberships are nominated in any one year.

Life membership shall represent the highest honour that can be afforded to any member of the association and as such should only be granted to those who have provided exceptional service to the region.

6 Automatic membership

A person who, on the day the association constitution was changed, that was a member of the association and who, on or before a day fixed by the management committee, agrees in writing to become a member and the new membership types, must be admitted by the management committee—

- (a) to the equivalent class of membership of the association as the member held in the unincorporated association; or
- (b) if there is no equivalent class of membership—as a General Member.

7 New membership

(1) An applicant for membership of the association must be proposed by **one (1)** member of the association (the **proposer**) and seconded by another member (the **seconder**).

(2) An application for membership must be—

- (a) in writing; and
- (b) signed by the applicant and the applicants proposer and seconder; and
- (c) in the form decided by the management committee of the Darling Downs Netball Association Incorporated.

Applicants can refer to Rule 9 for management committee requirements when accepting or rejecting new members.

8 Membership fees

(1) The membership fee for each general membership and for each other class of membership that are eligible

(a) is the amount decided by the Board from time to time but will be endorsed at a general meeting; and

(b) is payable when, and in the way, the management committee decides.

- i. Fee ledger once agreed upon at General Meeting, will supersede any of those before.

(2) A member under the previous association constitution who, before becoming a member, has paid the members annual subscription for membership of the association on or before a day fixed by the management committee, is not liable to pay a further amount of annual subscription for the period before the day fixed by the management committee as the day on which the next annual subscription is payable.

9 Admission and Rejection of new members

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

(a) the application for membership; and

(b) the appropriate membership fee for the application.

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

(a) whether or not the association has public liability insurance; and

(b) if the association has public liability insurance—the amount of the insurance.

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

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

(5) The secretary of the association must, as soon as practicable after the management committee decides to accept or reject an application, give the applicant a written notice of the decision and appeal options if request was rejected.

10 When membership ends

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

(2) The resignation takes effect at—

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

(3) The management committee may terminate a members membership if the member—

- (a) is convicted of an indictable offence; or
- (b) does not comply with any of the provisions of these Rules; or
- (c) has membership fees in arrears for at least two (2) months; or
- (d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the association.

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

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

(6) If a member withdraws from the Association, the member is required to pay all outstanding membership fees, activity fees and any other money due to the Association.

(7) If a member has their membership terminated they will be entitled to a pro rata reimbursement of membership fees. The calculation will see the annual membership fee divided by days in that calendar year. A daily amount will be calculated and the member will be reimbursed the daily amount times the days left on their membership, all amounts will be rounded to the nearest five cents.

11 Appeal against rejection or termination of Membership

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

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

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

12 General meeting to decide appeal

- (1) The general meeting to decide an appeal must be held within three (3) months after the secretary receives the notice of intention to appeal.
- (2) At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
- (3) Also, the management committee and the members of the committee who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.
- (4) An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.
- (5) If a person whose application for membership has been rejected does not appeal against the decision within one (1) month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund the full membership fee paid by the person.

13 Register of members

- (1) The management committee must keep a register of members of the association.
- (2) The register must include the following particulars for each member—
 - (a) the full name of the member;
 - (b) the postal or residential address of the member;
 - (c) the date of admission as a member;
 - (d) the date of death or time of resignation of the member;
 - (e) details about the termination or reinstatement of membership;
 - (f) any other particulars the management committee or the members at a general meeting decide. Refer Rule 41.
- (3) The register must be open for inspection by members of the association at all reasonable times while adhering to privacy rules and principals
- (4) A member must contact the secretary to arrange an inspection of the register.
- (5) However, the management committee may, on the application of a member of the association, withhold information about the member (other than the members full name) from the register available for inspection if the management committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

14 Prohibition on use of information on register of members

- (1) A member of the association must not—
 - (a) use information obtained from the register of members of the association to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes; or
 - (b) Disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes.

(2) Subrule 1 does not apply if the use or disclosure of the information is approved by the association.

15 Appointment or election of secretary

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

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

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

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

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

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

(6) If the management committee appoints a person mentioned in subrule 1(b-iii) as secretary, the person does not become a member of the management committee. This person then may be remunerated for their work and expenses that they incur in the carrying out of their duties.

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

16 Removal of secretary

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

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

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

17 Functions of secretary

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

- (a) calling meetings of the association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the association; and
- (b) keeping minutes of each meeting; and
- (c) keeping copies of all correspondence and other documents relating to the association; and
- (d) maintaining the register of members of the association.

18 Membership of management committee

(1) The management committee of the association consists of a

- a) President
- b) Vice President
- c) Treasurer
- d) Secretary #
- e) Association Executive Member
- f) General Member 1
- g) General Member 2

If the Secretary is elected as per rule 15 (1-a) or appointed under rule 15 (1-b-i) they will have provision to vote on all issues. If the Secretary was appointed by 15 (1-b-ii-iii) they will be a non-voting Secretary.

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

(3) At each annual general meeting (AGM) of the association, the members of the management committee must retire from office, but are eligible, on nomination, for re-election.

(4) No person may serve a continuous period of more than four years on the management committee without retiring for a period of twelve (12) months and then seeking re-election

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

(6) Association Representative will be solely reserved for the elected candidate from amongst the Associations Members as per rule 5(b). No other membership class will be eligible for this position. The process for election shall remain the same as outlined in rule 19, accepting nomination and election shall solely take place from within the association membership group.

7) Any person who at the date of the association's annual general meeting who is currently on the board of any external netball association will not be eligible to run for any position on the management committee outside of Association Representative. Individuals will only be able to run for Association Representative if that individual is the endorsed candidate of that association at the time of the general meeting. The board of

another netball association will be defined as President/Chairman, Secretary, Treasurer or General Executive Board Member.

8) Any individual who is employed by another netball association being defined as in receipt of financial remuneration for services rendered on a regular/semi regular basis will not be eligible for nomination for any management committee positions, employed individuals will have to demonstrate a period of twelve (12) months separation before becoming eligible for election.

9) Any person holding a position in another similar netball entity be it on the board (defined as President/Chairman, Secretary, Treasurer and General Board Member.), volunteer or in any paid capacity; entity being defined as team/organisation competing in the Sapphire or Ruby Series competition, but in the future defined as a team or organisation that competes in the same or higher competition to the association will not be eligible to hold a position on the association board for a period of twelve (12) months after their formal resignation from that other entity. This twelve (12) month period will be taken as being judged at the time of the association's Annual General Meeting.

19 Electing the management committee

(1) A member of the management committee may only be elected as follows—

(a) any two (2) members of the general, association or life membership may nominate a general member (the ***candidate***) to serve as a member of the management committee as President, Secretary, Treasurer, General Member 1 or General Member 2 abiding by the above ;

(b) the nomination must be—

(i) in writing; and

(ii) signed by the candidate and the members who nominated him or her; and

(iii) given to the secretary at least 14 days before the annual general meeting at which the election is to be held;

For the purposes of the election of Association Representative Member

(c) any two (2) members of the Association membership may nominate an association member (the ***candidate***) to serve as a member of the management committee as the Association Executive member. This person must be the endorsed candidate of that Association.

(d) each member of the association present and eligible to vote at the annual general meeting may vote for 1 candidate for each vacant position on the management committee President, Secretary, Treasurer, General Member 1 or General Member 2; the Association Representative position will solely be voted on by the Association Members present and eligible to vote at the annual general meeting and no others.

(e) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.

(2) A person may be a candidate only if the person—

(a) is an adult (18 years of age at time of the annual general meeting); and

(b) is not ineligible to be elected as a member under section 61A of the Act.

- (3) A list of the candidates' names in alphabetical order, with the names of the members who nominated each candidate, must be circulated (Electronically or via Mail) at least 7 days immediately preceding the annual general meeting to all association members.
- (4) If required by the management committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- (5) The management committee must ensure that, before a candidate is elected as a member of the management committee, the candidate is advised—
 - (a) whether or not the association has public liability insurance; and
 - (b) if the association has public liability insurance—the amount of the insurance.
- (6) Candidates will be allowed to speak prior to the election for their position at the general meeting as to their suitability for office. The convenor of the annual general meeting will ensure a suitable and equal time is given to each candidate that wishes to talk not exceeding three (3) minutes.

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

- (1) A member of the management committee may resign from the committee by giving written notice of resignation to the secretary.
- (2) The resignation takes effect at—
 - (a) the time the notice is received by the secretary; or
 - (b) if a later time is stated in the notice—the later time.
- (3) A member may be removed from office at a general meeting of the association if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.
- (4) Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- (5) A member has no right of appeal against the members removal from office under this rule.
- (6) A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.
- (7) A member of the board may be removed from their position for nonattendance of meetings. Their position will be declared vacant and filled in accordance with Rule 21
- (8) A member of the Board may be removed from office and or their membership revoked if it is proven to the members of the Board that they fail to abide by the Association's Rules, Policies, Confidentiality Agreements, Procedures, Codes of Conduct and Behaviour and or if they have placed the Association's reputation within the community or sport at risk, they shall be terminated in accordance with Rule 10 and provided opportunity to appeal as stipulated under Rule 11.
- (9) The member who has resigned from the Board will not be eligible for election or nomination to any position on the Board for a two (2) year period from their resignation date other than for those individuals who have resigned for a reason mentioned in Section 1
- (3).

21 Vacancies on management committee

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

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

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

- (a) increase the number of management committee members to the number required for a quorum; or
- (b) call a general meeting of the association.

22 Functions of management committee

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

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

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

(3) The management committee may exercise the powers of the association—

- (a) to borrow, raise or secure the payment of amounts in a way the members of the association decide; and
- (b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the associations property, both present and future; and
- (c) to purchase, redeem or pay off any securities issued; and
- (d) to borrow amounts from members and pay interest on the amounts borrowed; and
- (e) to mortgage or charge the whole or part of its property; and
- (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association; and
- (g) to provide and pay off any securities issued; and
- (h) to invest in a way the members of the association may from time to time decide.

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

- (a) the financial institution for the association; or
- (b) if there is more than one (1) financial institution for the association—the financial institution nominated by the management committee.

23 Meetings of management committee

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

24 Quorum for, and adjournment of, management committee meeting

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

25 Special meeting of management committee

- (1) If the secretary receives a written request signed by at least 33% of the members of the management committee, the secretary must call a special meeting of the committee by giving each member of the committee notice of the meeting within 17 days after the secretary receives the request.

- (2) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.
- (3) A request for a special meeting must state—
 - (a) why the special meeting is called; and
 - (b) the business to be conducted at the meeting.
- (4) A notice of a special meeting must state—
 - (a) the day, time and place of the meeting; and
 - (b) the business to be conducted at the meeting.
- (5) A special meeting of the management committee must be held within 14 days after notice of the meeting is given to the members of the management committee.

26 Minutes of management committee meetings

- (1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each management committee meeting are entered in a minute book or other similar electronic means.
- (2) To ensure the accuracy of the minutes, the minutes of each management committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next management committee meeting, verifying their accuracy.

27 Appointment of subcommittees

- (1) The management committee may appoint a subcommittee consisting of members of the association considered appropriate by the committee to help with the conduct of the associations operations.
- (2) A member of the subcommittee who is not a member of the management committee is not entitled to vote at a management committee meeting.
- (3) A subcommittee may elect a chairperson of its meetings.
- (4) If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose one (1) of their number to be chairperson of the meeting.
- (5) A subcommittee may meet and adjourn as it considers appropriate.
- (6) A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

28 Acts not affected by defects or disqualifications

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

29 Resolutions of management committee without meeting

- (1) A written or electronic resolution endorsed (being voted on and agreed by a majority) by each member of the management committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.
- (2) A resolution mentioned in subrule 1 may consist of several documents in like form, each endorsed having been passed by a majority vote.

30 First annual general meeting

The first annual general meeting must be held within six (6) months after the end date of the association's first reportable financial year.

31 Subsequent annual general meetings

Each subsequent annual general meeting must be held—

- (a) at least once each year; and
- (b) within six (6) months after the end date of the association's reportable financial year.

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

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

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

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

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

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

35 Notice of general meeting

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

36 Quorum for, and adjournment of, general meeting

- (1) The quorum for a general meeting is at least the number of members elected or appointed to the management committee at the close of the association's last general meeting plus one (1).
- (2) However, if all members of the association are members of the management committee, the quorum is the total number of members less one (1).
- (3) No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- (4) If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the management committee or the association, the meeting lapses.
- (5) If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the management committee or the association—
 - (a) the meeting is to be adjourned for at least seven (7) days; and
 - (b) the management committee is to decide the day, time and place of the adjourned meeting.
- (6) The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- (7) If a meeting is adjourned under subrule 6, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (8) The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- (9) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

37 Procedure at general meeting

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

38 Voting at general meeting

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

39 Special general meeting

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

40 Minutes of general meetings

- (1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book.

- (2) To ensure the accuracy of the minutes—
 - (a) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
 - (b) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the association that is a general meeting or annual general meeting, verifying their accuracy.
- (3) If asked by a member of the association, the secretary must, within 28 days after the request is made—
 - (a) make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
 - (b) give the member copies of the minutes of the meeting.
- (4) The association may require the member to pay the reasonable costs of providing copies of the minutes.

41 By-laws

- (1) The management committee may make, amend or repeal by-laws, inconsistent with these Rules, for the internal management of the association.
- (2) A by-law may be set aside by a vote of members at a general meeting of the association.

42 Alteration of Rules

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

43 Common seal

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

44 Funds and accounts

- (1) The funds of the association must be kept in an account in the name of the association in a financial institution decided by the management committee.
- (2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.

- (3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (4) A payment by the association of \$100 or more must be made by cheque or electronic funds transfer.
- (5) If a payment of \$100 or more is made by cheque, the cheque must be signed by any two (2) of the following—
- (a) the president;
 - (b) the secretary;
 - (c) the treasurer;
 - (d) any one (1) of three (3) other members of the association who have been authorised by the management committee to sign cheques issued by the association.
- (6) However, one (1) of the persons who signs the cheque must be the president, the secretary or the treasurer.
- (7) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- (8) A petty cash account must be kept on the electronic accounting system, and the management committee must decide the amount of petty cash to be kept in the account.
- (9) 'All expenditure over \$100 must be approved or ratified by the management committee. This may be by way of a meeting or electronically. All electronic votes must be retained by the Secretary and Treasurer for reconciliation..

45 General financial matters

- (1) On behalf of the management committee, the treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- (2) The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.

46 Documents

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

47 Financial year

The end date of the association's financial year is 1st of October in each year.

48 Netball Queensland

The association recognises the special relationship it shares with Netball Queensland. As such it will provide the right for Netball Queensland to attend any general meeting and entitle them the right to speak on matters pertinent to the association or for the general good of netball. Netball Queensland may also request to attend management meetings providing due notice be given to the secretary, in such cases the board will see Netball Queensland as a friend of the association. They will be given the opportunity to speak or

present issues to the management committee but in both instances at general and management meetings they will not be able to move motions or provided any voting rights. They will not be deemed members and as such no fees may be levied against them relating to membership or these privileges. The association shall recognise a Netball Queensland representative as someone who holds a paid or volunteer position but has been authorised by that entity (Netball Queensland) to speak on its behalf.

49 Distribution of surplus assets to another entity

- (1) This rule applies if the association—
 - (a) is wound-up under part 10 of the Act; and
 - (b) has surplus assets.
- (2) The surplus assets must not be distributed among the members of the association.
- (3) The surplus assets must be given to another entity—
 - (a) having objects similar to the association's objects; and
 - (b) the Rules of which prohibit the distribution of the entity's income and assets to its members.
- (4) In this rule— **surplus assets** see section 92(3) of the Act.