

**QUEENSLAND MASTERS ATHLETICS ASSOCIATION INC.**

**CONSTITUTION**

## **PART I: PRELIMINARY**

### **1 Interpretation**

(1) In these rules—

**Act** means the *Associations Incorporation Act 1981*.

**Association** means

Queensland Masters Athletics Association Inc.

**Constitution** means the constitution of the Queensland Masters Athletics Association in force from time to time

**Management Committee** means

Those committee members from time to time elected or appointed, under the rules of this Constitution, to act for the Association.

**Masters** means

Those persons who have reached the age of 30 years.

**present:**

(a) At a Management Committee meeting, see rule 12(4), or

(b) At a general meeting, see rule 21(2).

**Regional Councils** means

Regional Councils appointed from time to time by the Management Committee under rule 5(3) of this Constitution.

**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.

(2) A word or expression that is not defined in these rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

(3) In the interpretation of these rules unless there is something in the subject or context inconsistent therewith:

(a) Words importing the singular shall be deemed to include the plural and vice-versa

(b) Words importing any gender shall be deemed to include all other genders.

(c) All references to rules are to the rules of this Constitution

### **2 Name**

The name of the incorporated Association is Queensland Masters Athletics Association Inc. (***the Association***).

### **3 Objects**

The objects of the Association are:

(1) to organise, encourage, promote and regulate athletics throughout the State of Queensland for Masters Athletes,

(2) to be an active and complying member of Australian Masters Athletics Inc,

(3) to conduct Annual Championships for registered members of the Association,

(4) to conduct the Australian Masters Athletics Championships and other championships and games as may be allocated to the Association from time to time, and.

(5) to establish and maintain cordial relationships with other sporting organisations, and in particular with other athletics organizations.

### **4 Powers**

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

(2) The Association may, for example:

(a) enter into contracts

(b) acquire, hold, deal with and dispose of property

(c) make charges for services and facilities it supplies, or

(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.

(4) The powers of the Association vested in the Management Committee are:

(a) to act in the interests of athletics consistent with this Constitution,

(b) to schedule, promote and manage athletics championships and other athletics meetings and such events as may be considered desirable for Masters athletes,

(c) to select, appoint, finance and manage individuals and teams of athletes and other persons to represent the Association at such meetings,

(d) to recommend the acquisition by purchase, lease, exchange, gift or donation, property of any kind that, in the opinion of the Management Committee, may be necessary or useful for the purpose of the Association, and to dispose of such property,

- (e) to employ, delegate or co-opt such persons and/or pay for specific services as may be required to carry out the Objects of the Association,
- (f) to recommend the annual membership fees and any other levies necessary for the conduct of the Association, and
- (g) to invest and deal with the funds of the Association in such a manner as is thought fit in the interests of the Association.

## **PART II: MANAGEMENT COMMITTEE**

### **5 Organisation of the Association**

- (1) The management and control of the Association is in the first instance, exercised by the annual general meeting of the Association, with the Association managed between annual general meetings by the Association's Management Committee elected at each annual general meeting.
- (2) The Association at a general meeting may create an unlimited number of regions, which shall be specified and published by the Association in a manner determined by the Management Committee.
- (3) All regions created under subrule 2 with the exception of the region designated as North Queensland, shall be managed by an unlimited number of Regional Councils.
- (4) A Regional Council may be appointed under subrule 3 to manage an unlimited number of regions created under subrule 2.
- (5) The Association may appoint Athletics North Queensland as an agent of the Association to administer the region designated under subrule 2 as North Queensland, provided that:
  - (a) any fee received by Athletics North Queensland from any person joining the Association or renewing their membership shall not exceed the maximum membership fee for ordinary membership set under rule 28, and
  - (b) Athletics North Queensland pays to the Association an amount set by the Management Committee which shall not exceed 25 percent of the fee set by the Association as the maximum ordinary membership fee under rule 28, for each person who Athletics North Queensland registers as a member of the Association.
- (6) The powers of the Association vested in Athletics North Queensland as an agent of the Association are:
  - (a) to conduct the activities of the Association, including athletics competitions for Masters athletes within the region designated as North Queensland under subrule 2,
  - (b) to maintain a register of Association members in the region designated as North Queensland under subrule 2, and
  - (c) To conduct championship events on behalf of the Association.
- (7) The powers of the Management Committee vested in a Regional Council appointed under subrule 3 are:
  - (a) to purchase and maintain equipment and other assets on behalf of the Association,
  - (b) to keep such financial and other records in accordance with rule 36,
  - (c) to establish sub-committees under rule 15,
  - (d) to conduct the activities of the Association, including athletics competitions for Masters athletes within the region or regions,
  - (e) to maintain a register of members of the region or regions, and
  - (f) to conduct championship events on behalf of the Association.
- (8) The appointment of a Regional Council under subrule 4, and the powers vested in a Regional Council under subrule 7 may be rescinded or amended by the Management Committee.
- (9) The appointment of Athletics North Queensland under subrule 5 may be rescinded by a special resolution at a general meeting of the Association.
- (10) Where the appointment of Athletics North Queensland is rescinded under subrule (9), the Management Committee shall appoint a Regional Council to manage the region of North Queensland.
- (11) Regional Councils shall provide reports to the Management Committee as required by the Management Committee.

### **6 Election of Management Committee at an Annual General Meeting**

- (1) A member of the Management Committee, excluding delegates or their representatives, may only be elected as follows:
  - (a) any two members of the Association may nominate another member (the **candidate**) to serve as a member of the Management Committee.
  - (b) the nomination must be:
    - (i) in writing,
    - (ii) signed by the candidate and the members who nominated him or her, and
    - (iii) given to the Secretary at least 30 days before the annual general meeting at which the election is to be held.

(c) each member of the Association present and eligible to vote at the annual general meeting may vote for one candidate for each vacant position on the Management Committee.

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

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

(a) is a financial member, and

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

(3) A list of the candidate's names in alphabetical order, with the names of the members who nominated each candidate, must be shown on the Association's web site and posted in a conspicuous place in the office or usual place of meeting of the Association for at least 14 days immediately preceding the annual general meeting.

(4) Authorized persons from Athletics North Queensland and each Regional Council are to forward names of their delegates and their representatives, the latter being for times when delegates are unable to attend Management Committee meetings, seven days prior to an annual general meeting. This information is to be made public at an annual general meeting. Delegates cannot also be voted onto the Management Committee.

(5) If required by the Management Committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.

(6) 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.

## **7 Membership of Management Committee**

(1) The Management Committee shall consist of:

President

Vice President

Secretary

Treasurer

a representative or a delegate from Athletics North Queensland

a representative or a delegate from each Regional Council

and up to four other members, who may have particular areas of responsibility indicated by the chairperson, elected at an annual general meeting.

(2) A member of the Management Committee, other than a secretary appointed by the Management Committee under rule 8(1)(b)(iii), must be a financial member of the Association.

(3) At each annual general meeting of the Association, the members of the Management Committee must retire from office, but are eligible, on nomination, for re-election.

(4) A member of the Association may be appointed to a vacancy on the Management Committee under rule 10.

## **8 Appointment, Functions and Removal 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) preferably a member of the Association elected by the Association as Secretary, otherwise:

(b) any of the following persons appointed by the Management Committee:

(i) a member of the Management Committee,

(ii) another member of the Association, or

(iii) another person.

(2) If a vacancy happens in the office of Secretary, the members of the Management Committee must ensure a secretary is appointed or elected within one month of the vacancy occurring.

(3) If the Management Committee appoints a person mentioned in subrule (1)(b)(ii) as Secretary, other than to fill a vacancy on the Management Committee, the person is not entitled to vote.

(4) If the Management Committee appoints a person mentioned in subrule (1)(b)(iii) as Secretary, the person becomes a member of the Management Committee but is not entitled to vote.

(5) The Secretary's functions and responsibilities 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,

(b) keeping minutes of each meeting,

(c) keeping copies of all correspondence and other documents relating to the Association, and

(d) maintaining the register of members of the Association where no registrar has been appointed by the Management Committee to maintain the register.

(6) The Management Committee may at any time remove a person appointed by the Management Committee as Secretary.

- (7) If the Management Committee removes the Secretary appointed by subrule (1)(b)(i), the person remains a member of the Management Committee.
- (8) If the Management Committee removes the Secretary appointed by subrule (1)(b)(ii), who has been appointed to a vacancy on the Management Committee, the person remains a member of the Management Committee.
- (9) The actions referred to in sub rules (7) and (8) could cause the size of the Management Committee to exceed 12, being an exception to rule 7(1).

### **9 Resignation, Removal or Vacation of Office of Management Committee Member**

- (1) A member of the Management Committee may resign from the Management Committee by giving written notice of resignation to the Secretary.
- (2) The resignation takes effect at the later of:
  - (a) the time the notice is received by the Secretary, and
  - (b) a later time if stated in the notice.
- (3) A member may be removed from office at a general meeting of the Association if a majority of members present and eligible to vote at the meeting vote in favour of removing the member.
- (4) Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- (5) A member has no right of appeal against the member's removal from office under this rule.
- (6) A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

### **10 Vacancies on Management Committee**

- (1) If a vacancy happens on the Management Committee, the continuing members of the Management 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 vacancy on the Management Committee.
- (3) However, if the number of Management Committee members is less than the number fixed under rule 12(5) 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.

### **11 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, and if there is any inconsistency between the two the Act is to prevail.
- (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 Association's property, both present and future,
  - (c) to purchase, redeem or pay off any securities issued,
  - (d) to borrow amounts from members and pay interest on the amounts borrowed,
  - (e) to mortgage or charge the whole or part of its property,
  - (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association,
  - (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 financial institution for the Association, the financial institution nominated by the Management Committee.
- (5) The Management Committee must, at least annually, consider whether there is a need to have public liability insurance and advise the outcome at the next annual general meeting.

### **12 Meetings of Management Committee**

- (1) The Management Committee must meet at least once every four months.
- (2) The Management Committee must decide how a meeting is to be called and the way in which notice is given.

(3) The Management Committee may hold meetings, or permit a Management 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.

(4) A Management Committee member who participates in the meeting as mentioned in subrule (3) is taken to be present at the meeting, and hence along with Management Committee members present can assist in achieving a quorum.

(5) The quorum for Management Committee meetings is more than 50% of the elected number of Management Committee members plus Regional Council delegates.

(6) If there is no quorum present within 30 minutes after the time fixed for a Management Committee called on the request of members of the Management Committee, the meeting lapses.

(7) If there is no quorum present within 30 minutes after the time fixed for a Management Committee meeting, called other than on the request of members of the Management Committee:

(a) the meeting is to be adjourned for at least one day; and

(b) the members of the Management Committee who are present are to decide the day, time and place of the adjourned meeting.

(8) If, at an adjourned meeting mentioned in subrule (7), there is no quorum present within 30 Minutes after the time fixed for the meeting, the meeting lapses.

(9) A question arising at a Management Committee meeting is to be decided by a majority vote of members of the Management Committee meeting and, if the votes are equal, the question is decided in the negative.

(10) 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.

(11) The President, or if not available, the Vice President, is to preside as chairperson at a Management Committee meeting.

(12) If there is no President or Vice President present within 10 minutes after the time fixed for a Management Committee meeting, the members may choose one of their number to preside as chairperson.

### **13 Special Meeting of Management Committee**

(1) If the Secretary receives a written request signed by at least 33% of the members of the Management Committee, the Secretary must call a special meeting of the Management Committee by giving each member of the Management Committee notice of the meeting within 14 days after the Secretary receives the request.

(2) If the Secretary is unable or unwilling to call the special meeting, the President must call the meeting.

(3) A request for a special meeting must state:

(a) the business to be conducted at the meeting, and

(b) the day, time and place of the meeting; and

(4) 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.

### **14 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 in a form approved by the Management Committee.

(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.

### **15 Appointment of Subcommittees**

(1) The Management Committee may appoint a subcommittee, to help with the conduct of the Association's operations, consisting of members of the Association and must include at least one Management Committee member.

(2) A member of a 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 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.

### **16 Resolutions of Management Committee without Meeting**

(1) A written resolution signed by a majority of the Management Committee is as valid and effectual as if it had been passed at a Management Committee meeting that was properly called and held.

(2) A resolution mentioned in subrule (1) may consist of several documents in like form, each signed by 1 or more members of the Management Committee.

(3) Decisions can also be made by the Management Committee through the President obtaining approval by email, or some other agreed technology, from a majority of Management Committee Members, to be noted in the minutes of the next Management Committee meeting.

### **17 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 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.

## **PART III: ANNUAL GENERAL MEETING**

### **18 Annual General Meeting**

(1) An annual general meeting must be held:

(a) at least once each year, and

(b) within six months after the end date of the Association's financial year.

(2) The following business must be conducted at each annual general meeting:

(a) receiving the Association's financial statement, and signed statement or audit report, for the last financial year,

(b) presenting the financial statement and signed statement or audit report to the meeting for adoption,

(c) electing members of the Management Committee, and

(d) appointing an auditor, an accountant or an approved person for the present financial year.

(3) The Secretary must call an annual general meeting by giving members at least six weeks notice in writing, advising that nominations for positions on the Management Committee (in the required form) and notices of motion for the AGM (in writing) must be received by the Secretary not later than 30 days prior to the AGM.

(4) The Secretary is to liaise with Regional Council secretaries to ensure they are given as much notice as possible of the timing of the Association's annual general meeting. Regional Councils should aim to hold their annual meetings at least 30 days prior to the Association's annual general meeting.

(5) The quorum for an annual general meeting is the number of members elected or appointed to the Management Committee plus one.

(6) No business may be conducted at an annual general meeting unless there is a quorum of members present.

(7) If a quorum is not present within 30 minutes the Management Committee is to decide the day, time and place of the adjourned meeting.

(8) At each annual general meeting:

(a) the President is to preside as chairperson; otherwise the Vice President but

(b) if neither is present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect one of their number to be chairperson.

(9) A member may take part and vote in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen, except that voting for elected positions cannot include proxy votes but can include postal votes.

(10) Each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present.

(11) Each member eligible to vote is entitled to one vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.

(12) A member is not entitled to vote if the member's membership fee is in arrears at the date of the meeting.

(13) The method of voting is to be decided by the Management Committee.

(14) If at least 20% of the members present demand a secret ballot, voting must be by secret ballot.

(15) If a secret ballot is held, the chairperson must appoint two members to conduct the secret ballot in the way the chairperson decides.

(16) The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

(17) Ballot voting slips are to be destroyed after the result has been officially declared.

## **PART IV: GENERAL MEETING AND SPECIAL GENERAL MEETING**

### **19 Notice of a 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) 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, including if relevant any proposed notices of motion.

### **20 General Meeting**

- (1) The quorum for a general meeting, is the number of members elected or appointed to the Management Committee plus one.
- (2) However if all members of the Association are members of the Management Committee the quorum is the total number of members less one.
- (3) No business may be conducted at a general meeting unless there is a quorum.
- (4) If there is no quorum within 30 minutes after the time fixed for a general meeting called by the Management Committee the meeting lapses.
- (5) If there is no quorum within 30 minutes after the time fixed for a general meeting called other than by the Management Committee:
  - (a) the meeting is to be adjourned for at least seven 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.

### **21 Procedure at a General Meeting**

- (1) A member may take part and vote in a general meeting in person, by proxy, by attorney 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; otherwise the Vice President but
  - (b) if neither is present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect one of their number to be chairperson.

### **22 Voting at a General Meeting**

- (1) At each general meeting each question, matter or resolution must be decided by a majority of votes of the members present, subject to rule 41(1).
- (2) Each member present and eligible to vote is entitled to one 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 membership fee is in arrears at the date of the meeting.
- (4) The method of voting is to be decided by the Management Committee.
- (5) 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 two 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.
- (8) Ballot voting slips are to be destroyed as soon as possible after the result has been officially declared.



### 23 Special General Meeting

(1) The secretary must call a special general meeting by giving each member 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, 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 3 months after the secretary:

- (a) is directed to call the meeting by the Management Committee,
- (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 general meeting, the president must call the meeting.

(5) All other aspects of a special general meeting, including a necessary quorum, voting etc, are to apply as though the meeting is a general meeting, subject to rule 41(1).

### 24 Proxies

(1) An instrument appointing a proxy must be in writing and be in the following or similar form:

Queensland Masters Athletics Association:

I, \_\_\_\_\_ of \_\_\_\_\_, being a member of the Association, appoint \_\_\_\_\_ of \_\_\_\_\_ as my proxy to vote for me on my behalf at the (annual) general meeting of the Association, to be held on the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_ and at any adjournment of the meeting.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_.

Signature

(2) The instrument appointing a proxy must:

- (a) if the appointer is an individual, be signed by the appointer or the appointer's attorney properly authorised in writing, or
- (b) if the appointer is a corporation:
  - (i) be under seal, or
  - (ii) be signed by a properly authorised officer or attorney of the corporation.

(3) A proxy may be a member of the Association or another person.

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

(5) Each instrument appointing a proxy must be given to the Secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.

(6) Unless otherwise instructed by the appointer, the proxy may vote as the proxy considers appropriate.

(7) If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the following or similar form:

Queensland Masters Athletics Association:

I, \_\_\_\_\_ of \_\_\_\_\_, being a member of the Association, appoint \_\_\_\_\_ of \_\_\_\_\_ as my proxy to vote for me on my behalf at the (annual) general meeting of the Association, to be held on the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_ and at any adjournment of the meeting.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_.

Signature

This form is to be used \*in favour of/\*against [*strike out whichever is not wanted*] the following resolutions:  
[List relevant resolutions]

## **25 Minutes of General Meetings, Special General Meetings and Annual General Meetings**

- (1) The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting, special general meeting and annual general meeting are entered in a minute book.
- (2) To ensure the accuracy of the minutes:
  - (a) the minutes of each general meeting or special 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 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.

## **PART V: MEMBERSHIP**

### **26 Classes of Members**

The membership of the Association which is unlimited, consists of any of the following classes of members:

- (a) Members of organisations and clubs accepted by the Management Committee
- (b) Ordinary members who have attained the age of 30 years
- (c) Life members
- (d) Social members
- (e) Other classes of members as determined by the Association from time to time

### **27 New Membership**

An application for membership of the Association must be:

- (a) in writing,
- (b) signed by the applicant, and
- (c) in the form decided by the Management Committee.

### **28 Membership fees**

- (1) The membership fee for members classed as ordinary members, as determined under rule 44(1), shall be decided by the members from time to time at a general meeting, special general meeting or annual general meeting and is the maximum membership fee payable for any class of member.
- (2) The membership fees for all other classes of membership shall be set by the Management Committee provided that the fee set does not exceed the fee decided for ordinary members under subrule (1).
- (3) Membership fees shall be payable when, and in the way required by the Association by-laws.

### **29 Admission and Rejection of New Members**

- (1) Provisional admission of new members and the Association's public liability position shall be given on receipt by the Association registrar of an application for membership and the appropriate membership fee.
- (2) The Management Committee must decide whether to accept or reject an application for membership at the next meeting held after it receives:
  - (a) the application for membership, and
  - (b) the appropriate membership fee.
- (3) The secretary must advise the proposed member of the Management Committee's decision to accept or reject the application.

### **30 Membership Termination**

- (1) A member may resign from the Association by giving a written notice of resignation to the Secretary.
- (2) The resignation takes effect at the later of:
  - (a) the time the notice is received by the Secretary, or
  - (b) if a later time is stated in the notice.
- (3) The Management Committee may terminate a member's membership if the member:
  - (a) is convicted of an indictable offence,
  - (b) does not comply with any of the provisions of these rules,
  - (c) has membership fees in arrears, 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 Management 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.

### **31 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 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 month after receiving the notice, call a general meeting to decide the appeal.

### **32 General Meeting to Decide Appeal**

- (1) The general meeting to decide an appeal must be held within three 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) The Management Committee 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 outcome 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 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 membership fee paid by the person.

### **33 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, and
  - (f) any other particulars the Management Committee or the members at a general meeting decide.
- (3) The register must be open for inspection by members of the Association at all reasonable times.
- (4) A member must contact the Secretary to arrange an inspection of the register.
- (5) However, the Management Committee may withhold information about the member (other than the member's full name) from the register available for inspection:
  - (a) if the disclosure of other information contravenes the Association's Privacy Policy; or
  - (b) on application of a member of the Association if the Management Committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

### **34 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.

## **PART VI: COMMON SEAL**

### **35 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,
- (b) another member of the Management Committee, or
- (c) someone authorised by the Management Committee.

## **PART VII: DOCUMENTS AND FINANCIAL MATTERS**

### **36 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 is made by cheque, the cheque must be signed by any two members of the Association who have been authorised by the Management Committee to sign cheques issued by the Association.
- (6) If a payment is made by (electronic funds transfer) EFT, the transfer must be authorised by any two members of the Association authorised by the Management Committee.
- (7) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- (8) A petty cash account may be kept on the imprest system, and the Management Committee must decide the amount of petty cash to be kept in the account.
- (9) All expenditure must be approved or ratified at a Management Committee meeting.

### **37 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.

### **38 Documents**

The Management Committee must ensure the safe custody of books, documents, instruments of title and securities of the Association.

### **39 Financial Year**

The Association's financial year is the year ended 31 March.

### **40 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) Surplus assets must not be distributed among the members of the Association.
- (3) Surplus assets may 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) Note that the term "surplus assets" is explained in section 92(3) of the Act.

### **41 Alteration of Rules**

- (1) Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at an annual general meeting, special general meeting or general meeting, following approval from at least 75% of the members present at the meeting.
- (2) An amendment, repeal or addition is valid only if it is registered in accordance with the Act.

## **PART VIII: BY-LAWS OF THE CONSTITUTION**

### **42 By-laws**

- (1) The Management Committee may make, amend or repeal by-laws, not inconsistent with these rules or with any resolution adopted at an annual general meeting or general meeting.
- (2) All by-laws made, amended or repealed since the date of the preceding annual general meeting under rule 42(1) are to be submitted to the next annual general meeting or special general meeting of the Association for formal consideration.

#### **43 Authority for Payments.**

(1) Payment levels are to be set from time to time by the Management Committee:

(a) at a level above which approval is required by two of the President, Vice President, Secretary or Treasurer and (b) at a level higher than in sub rule (1) (a) above which authorisation is required by any three of the President, Vice President, Secretary or Treasurer.

(2) All payments are to be ratified at the next Management Committee meeting.

#### **44 Membership Fees**

(1) Membership fees are to be determined by the Management Committee prior to the start of each season, giving regard, inter alia, to operational costs and funds position, in time for inclusion in registration forms for each season.

(2) Consideration is to be given to possible discounts for different classes of membership.

#### **45 Privacy Policy, Code of Conduct and Other Governance Documents on Association's Web Site**

(1) Whenever possible and appropriate members attention should be drawn to the Association's privacy policy, code of conduct and other governance documents shown on the Association's website.

(2) The Management Committee is to regularly review and update these governance documents.

#### **46 Composition and Appointment of Regional Councils appointed pursuant to Rule 5(2)**

Athletics North Queensland has greater autonomy than Regional Councils (see rule 5), and is not covered by the following rules. Regional Councils to which these rules apply cover the following areas:

QMA Brisbane region

QMA Sunshine Coast University and northern region and

QMA Gold Coast and southern region

- (a) Regional Councils shall consist of an Executive of four (Chairman, Vice-Chairman, Secretary and Treasurer) plus office bearers as required.
- (b) Each Regional Council shall call a general meeting of members of the region which they manage to take place no later than four weeks prior to the Association's annual general meeting.
- (c) A member shall be deemed to be a member of a region according to his or her registered address, except where a member chooses to be registered as a member of another region.
- (d) The general meeting called under subrule (b) shall elect the Executive plus sufficient additional office bearers decided as necessary to carry out the management role of the Council
- (e) Each office bearer elected under subrule (d) should, where possible, be allocated specific responsibilities.
- (f) The elected secretary of each Regional Council shall advise details to the Management Committee of those elected as office bearers.
- (g) The appointment of the office bearers of each Regional Council shall be confirmed and recorded by the Management Committee.
- (h) If considered necessary, and in conjunction with Regional Councils, additional office bearers may be appointed to the Regional Council by the Management Committee.
- (i) The Management Committee may decline to appoint any member as an office bearer of a Regional Council, irrespective of election by the Regional Council's meeting, for reasons to be explained.
- (j) A vacancy on the Regional Council caused by resignation or any other reason may be filled by the Management Committee upon recommendation by the remaining members of the Regional Council.
- (k) The Management Committee may remove any member of a Regional Council but only after consulting with the Regional Council.
- (l) If no office bearer has been elected or appointed as regional registrar, the Secretary shall be responsible for membership matters, including the keeping of a register of membership as required.
- (m) Each Regional Council Treasurer shall be responsible for the banking of funds and for financial records and financial reporting relating to the activities of that Regional Council.
- (n) Each Regional Council Treasurer shall provide a monthly financial report to the Management Committee.
- (o) Each Regional Council Executive shall provide additional information as required by the Management Committee.

#### **47 Powers of Regional Councils pursuant to, or in addition to Rule 5(7)**

- (a) Regional Councils shall manage the day to day affairs and activities within the region or regions appointed to manage.

- (b) Regional Councils shall be responsible for the assets of the Association located in the region or regions they are appointed to manage, including proper care and maintenance, except where the Management Committee has specifically advised otherwise.
- (c) Regional Councils may recommend to the Management Committee the appointment of Regional Council subcommittees, which on appointment will be regarded as subcommittees of the Association under rule 15 of the Constitution.
- (d) Regional Councils may spend up to \$1000 on any one purchase or expense, without reference to the Management Committee. Any amounts in excess of \$1000 shall be referred to the Management Committee for prior approval.

#### **48 Funding of Regional Councils**

- (a) Renewal and new membership fees will be collected in the way determined by the QMA Management Committee.
- (b) An amount determined annually by the Management Committee and advised to regions at the start of the membership year shall be paid per financial member of a Region into the bank account maintained by the Regional Council. The balance of membership fees shall be maintained in the Association's general account to cover costs such as the AMA capitation fee, general QMA administration, QMA awards, etc. Regional Councils may request additional funding for extraordinary items.
- (c) The amount paid to the Region under clause (b) above for a member registered as an official, volunteer, or life member shall be determined by the Management Committee but shall not exceed the amount paid under clause (b) above.
- (d) Payments to the Regions shall be made on or after 1 November each year for the number of members recorded as being financial at that date, with further payments made monthly for members who join or renew their membership in that month.

Adopted at Queensland Masters Athletics Association Annual General Meeting 25 June 2016

Registered with Office of Fair Trading 20 September 2016