

# THE CONSTITUTION OF THE MUDGEERABA SOCCER CLUB INCORPORATED

## 1. INTERPRETATION

Definitions—

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

**Football Queensland** means the state governing body for soccer.

**Club** means the name of the incorporated association.

**Committee** means the Executive Committee.

**Constitution** means this document as the registered constitution of the club.

**Present**

(a) at a committee meeting, see rule 22(6); or

(b) at a general meeting, see rule 36(2).

**Rules** means these rules and any amendment to these rules.

**Special resolution** means the same as that in section 3 of the *Act*.

**Term** means the period from the conclusion of one Annual General Meeting to the conclusion of the next Annual General Meeting.

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*.

## 2. NAME, COLOURS AND INSIGNIA

- (1) The name of the incorporated association is Mudgeeraba Soccer Club Inc.
- (2) The predominant colours of the club's playing uniform are black and yellow.
- (3) The club's insignia is a wallaby.
- (4) The club's colours and/or insignia may be changed only by a special resolution at a general meeting. Any change is valid only if it has been approved by Football Queensland prior to the general meeting.

## 3. OBJECTS

- (1) The objects of the club are to —
  - (a) To promote and encourage involvement, and maximise participation, in soccer in the Mudgeeraba area.
  - (b) To provide a safe and supportive environment for all members to enjoy soccer.
  - (c) To establish and maintain teams in competitions conducted by Football Queensland.
  - (d) To enforce the observance of policies, rules and regulations issued by Football Queensland.
  - (e) To provide social functions for members and supporters.
  - (f) To co-operate with other clubs having related interests, in a mutually beneficial and harmonious way.

#### **4 POWERS**

- (1) The club has the powers of an individual.
- (2) The club 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 conducting its affairs.

#### **5 CLASSES OF MEMBERS**

- (1) The membership of the association consists of ordinary members, and any of the following classes of members—
  - (a) Junior Member – any individual under 18 years of age that is registered to play, coach, manage, administer, act as an official or otherwise participate in a competition or competitions that the Association participates in or administers.
    - (i) Junior members (under 18 yrs) do not in themselves hold voting rights.
    - (ii) The parents or guardian of a Junior Member shall automatically be treated as ordinary members with voting rights.
    - (iii) Despite the number of parents or guardians representing the Junior Member, there is only one vote permitted per individual Junior Member.
  - (b) Senior Member – any individual 18 years of age or older that is registered to play, coach, manage, administer, act as an official or otherwise participate in a competition or competitions that the Association participates in or administers.
    - (i) Senior Members are treated as ordinary members with voting rights.
  - (c) Life Member – any individual appointed as such by the Executive Committee. Life Members have voting rights within the association and their membership is perpetual unless revoked by the Executive Committee or upon the resignation of the Life Member in writing.
    - (i) The club may, at the Annual General Meeting each year, upon recommendation from the committee, grant life membership to any member for outstanding services rendered to or on behalf of the club.
    - (ii) The criteria for nomination of a life member is an extraordinary contribution or service rendered for the benefit of all members of the club and must far outweigh what would normally be expected of club members.
    - (iii) Nominations for life membership must be made to the committee secretary 14 days prior to the Annual General Meeting and must be signed by two office bearers. Voting is by secret ballot and no life membership can be granted unless two-thirds of the members present and eligible to vote are in agreement.
    - (iv) Life members can attend all meetings and participate in debates or speak on any matter but can vote at general meetings only.

(d) Social Member - any individual registered or subscribing to support the objectives of the Association, but not registered to play, coach, manage, administer, act as an official or otherwise participate in a competition or competitions that the association participates in or administers.

(i) Social Members are not ordinary members and do not have voting rights within the association.

(2) The number of ordinary members (junior, senior and life members) and non-ordinary members (social members) is unlimited.

(3) If a Junior Member reaches 18 years of age while a valid member of the association, they shall transition into a Senior Member until their membership expires.

(4) A Junior Member will remain a junior member (under 18 years of age) regardless of whether they are competing in a competition classed as 'open' or for players over the age of 18 years of age.

(5) A person may hold the voting rights of a Junior Member (Subrule 1(a) (i) and (ii)) and also be a Senior Member, or another member type, if they also meet the requirements for that membership type(s).

## **6 NEW MEMBERSHIPS**

(1) An application for membership must be —

(a) completed through the nominated registration system

(b) full payment of membership fees must be paid prior to approval

(2) An application for ordinary member adult membership is deemed to have been made if the player member is aged under 18.

## **7 MEMBERSHIP FEES**

(1) The membership fee for each ordinary membership and for each other class of membership (if any) —

(a) is the amount decided by the committee; and

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

(2) The Committee may at its discretion waive or reduce fees for junior or senior members performing services for the benefit of the association.

(3) The Committee may at its discretion waive or reduce fees for persons able to demonstrate financial hardship.

## **8 ADMISSION AND REJECTION OF NEW MEMBERS**

(1) The 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 committee must ensure that, as soon as possible after the person applies to become a member of the club, and before the committee considers the persons application, the person is advised —
  - (a) whether or not the club has public liability insurance; and
  - (b) if the club has public liability insurance — the amount of the insurance.
- (3) The committee must decide at the meeting whether to accept or reject the application.
- (4) If a majority of the members of the 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 club must, as soon as practicable after the committee decides to accept or reject an application, give the applicant notice of the decision.

## **9 WHEN MEMBERSHIP ENDS**

- (1) With the exception of Life Members, each member's period of membership runs from the date of registration for any of the competitions the Association enters or administers which the individual may play, coach, manage, administer, act as an official or otherwise participate in, or in the case of Social members, the time of subscription or appointment, until 28 February the following year.
- (2) A member may resign from the association by giving a written notice of resignation to the secretary.
- (3) 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.
- (4) The 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 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.
  - (e) conducts themselves in a way considered by the committee to be unbecoming of a member of the club;
  - (f) conducts themselves in a way that contravenes the Football Queensland code of conduct.
- (5) Before the 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.
- (6) If, after considering all representations made by the member, the Committee decides to terminate the membership, the secretary of the committee must give the member a written notice of the decision.
- (7) If a member resigns or is terminated, their membership fee will be refunded as soon as practicable at a pro-rata rate following the subtraction of any costs for registering and or insuring the individual to participate in any relevant competitions or similar activities contributing towards the objectives of the association.

## **10 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 persons intention to appeal against the decision.
- (2) A notice of intention to appeal must be given to the secretary within 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 1 month after receiving the notice, call a general meeting to decide the appeal.

## **11 GENERAL MEETING TO DECIDE APPEAL**

- (1) The general meeting to decide an appeal must be held within 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 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 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 membership fee paid by the person at a pro-rata rate following the subtraction of any costs for registering and or insuring the individual to participate in any relevant competitions or similar activities contributing towards the objectives of the association.

## **12 REGISTER OF MEMBERS**

- (1) The committee must keep a register of members of the club.
- (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 committee or the members at a general meeting decide.
- (3) The register must be open for inspection by members of the club at all reasonable times.
- (4) A member must contact the secretary to arrange an inspection of the register.
- (5) However, the committee may, on the application of a member of the club, withhold information about the member (other than the member's full name) from the register available for inspection if the committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm or is unreasonable.

### **13 PROHIBITION ON USE OF INFORMATION ON REGISTER OF MEMBERS**

(1) A member of the club must not —

(a) use information obtained from the register of members of the club to contact, or send material to, another member of the club 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 club for the purpose of advertising for political, religious, charitable or commercial purposes; or

(c) use information obtained from the register to contact, or send material to, another member of the club for the purpose of campaigning for, or against, any member.

(2) Subrule (1) does not apply if the use or disclosure of the information is approved by the association. Such approvals may consist of disclosing member information as required under rules of competition, registration with governing bodies or other such purposes as determined appropriate and accepted by the association.

### **14 APPOINTMENT OR ELECTION OF SECRETARY**

(1) The secretary must live in Queensland, or in another state but not more than 65km from the Queensland border, who is —

(a) a member of the club elected by the club as secretary; or

(b) any of the following persons appointed by the committee as secretary —

(i) a member of the club committee;

(ii) another member of the club;

(iii) another person.

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

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

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

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

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

## **15 REMOVAL OF SECRETARY**

- (1) The committee of the club may at any time remove a person appointed by the committee as the secretary.
- (2) If the committee removes a secretary who is a person mentioned in rule 14(1)(b)(i), the person remains a member of the committee.
- (3) If the committee removes a secretary who is a person mentioned in rule 14(1)(b)(ii) and who has been appointed to a casual vacancy on the committee under rule 14(5), the person remains a member of the committee

## **16 FUNCTIONS OF SECRETARY**

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

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

## **17 MEMBERSHIP OF COMMITTEE**

- (1) The committee of the club consists of a President, Secretary, Treasurer, Vice President (Seniors) & Vice President (Juniors).
- (2) A member of the committee, other than a secretary appointed by the committee under rule 14(1)(b)(iii), must be a member of the club.
- (3) At each Annual General Meeting, the members of the committee must retire from office, but are eligible, on nomination, for re-election.
- (4) A member of the club may be appointed to a casual vacancy on the committee under Rule 20.
- (5) Not one person can sit in more than one executive committee position

## **18 ELECTING THE COMMITTEE**

- (1) A member of the committee may only be elected as follows —
  - (a) any 2 members of the club may nominate another member (the ***candidate***) to serve as a member of the committee;
  - (b) the nomination must be —
    - (i) in writing; and
    - (ii) signed by the candidate and the members who nominated him or her; and
    - (iii) given to the secretary by close of business at least 14 days before the annual general meeting at which the election is to be held;
  - (c) each member of the club present and eligible to vote at the Annual General Meeting may vote for 1 candidate for each vacant position on the committee;
  - (d) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- (2) A person may be a candidate only if the person —
  - (a) is an adult; and
  - (b) is not ineligible to be elected as a member under section 61A of the *Act*.

(3) A list of the candidates' names in alphabetical order, with the names of the members who nominated each candidate, must be posted in a conspicuous place in the office or usual place of meeting of the club for at least 7 days immediately preceding the Annual General Meeting.

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

(5) The committee must ensure that, before a candidate is elected as a member of the committee, the candidate is advised —

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

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

## **19 RESIGNATION, REMOVAL OR VACATION OF OFFICE OF COMMITTEE MEMBER**

(1) A member of the 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 club if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.

(4) Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.

(5) A member has no right of appeal against the member's removal from office under this rule.

(6) A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the *Act*.

## **20 VACANCIES ON COMMITTEE**

(1) If a casual vacancy happens on the committee, the continuing members of the committee may appoint another member of the club to fill the vacancy until the next Annual General Meeting.

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

(3) However, if the number of committee members is less than the number fixed under rule 23(1) as a quorum of the committee, the continuing members may act only to —

(a) increase the number of committee members to the number required for a quorum; or

(b) call a general meeting of the club.



## **21 FUNCTIONS OF COMMITTEE**

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

(2) The committee has authority to interpret the meaning of these rules and any matter relating to the club 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 club's rules are inconsistent with the *Act* — see section 1B of the *Act*.

(3) The committee may exercise the powers of the club —

(a) to borrow, raise or secure the payment of amounts in a way the members of the club 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 club in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the club's property, both present and future; and

(c) to buy, 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 club; and

(g) to provide and pay off any securities issued; and

(h) to invest in a way the members of the club 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 club; or

(b) if there is more than 1 financial institution for the club — the financial institution nominated by the committee.

(5) The Committee will consider the advice of the sub-committees in matters pertaining to the activities organised by the association.

## **22 MEETINGS OF COMMITTEE**

(1) Subject to this rule, the committee may meet and conduct its proceedings as it considers appropriate.

(2) The committee must meet at least once every 4 months to exercise its functions.

(3) The 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 committee.

- (5) The 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) Executive committee members will have to disclose when they have material personal interests in a matter. A member of the committee must not vote on a question about a contract or proposed contract with the club 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 committee meeting.
- (10) If there is no president or if the president is not present within 10 minutes after the time fixed for a committee meeting, the members may choose 1 of their number to preside as chairperson at the meeting.
- (11) A committee member or officer of an incorporated association will not be able to use their position, or information obtained from their position, to:
  - (a) gain a benefit or material advantage for themselves or another person
  - (b) cause detriment to the association.

### **23 QUORUM FOR, AND ADJOURNMENT OF, COMMITTEE MEETING**

- (1) At a 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 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 committee meeting called other than on the request of the members of the committee —
  - (a) the meeting is to be adjourned for at least 1 day; and
  - (b) the members of the 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.

### **24 SPECIAL MEETING OF COMMITTEE**

- (1) If the secretary receives a written request signed by at least 33% of the members of the committee, the secretary must call a special meeting of the committee by giving each member of the committee notice of the meeting within 14 days after the secretary receives the request.
- (2) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

- (3) A request for a special meeting must state —
  - (a) why the special meeting is called; and
  - (b) the business to be conducted at the meeting.
- (4) A notice of a special meeting 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 committee must be held within 14 days after notice of the meeting is given to the members of the committee.

## **25 MINUTES OF COMMITTEE MEETINGS**

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

## **26 APPOINTMENTS OF SUBCOMMITTEES**

- (1) There will be two standing subcommittees for the association:
  - (a) Management Committee – this subcommittee is to assist and provide advice to the Executive Committee on the operation, management and affairs of competitions and activities.
  - (b) Champions Cup Committee – this subcommittee is to assist and provide advice to the Executive Committee on the operation, management, and affairs of the running of Gold Coast Champions Cup. The executive committee may delegate the responsibility of the facilitation and operations of the Gold Coast Champions Cup to this subcommittee.
- (2) The committee may appoint a subcommittee consisting of club members considered appropriate by the committee to help with the conduct of club operations.
- (3) A member of the subcommittee who is not a member of the committee is not entitled to vote at a committee meeting.
- (4) A subcommittee may elect a chairperson of its meetings.
- (5) 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 1 of their number to be chairperson of the meeting.
- (6) A subcommittee may meet and adjourn as it considers appropriate.
- (7) 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.
- (8) A question decided in the affirmative may be only a recommendation to the committee, which is tabled, discussed and decided as per Rule 22(7).
- (9) The number of positions on a subcommittee will be as determined by the Executive Committee.

## **27 ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS**

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

## **28 RESOLUTIONS OF COMMITTEE WITHOUT MEETING**

- (1) A written resolution signed by each member of the 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 signed by 1 or more members of the committee.

## **29 ANNUAL GENERAL MEETINGS**

Each annual general meeting must be held —

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

## **30 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 club —
  - (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 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.

### **31 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 committee;

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

(3) Executive committee members will have to disclose remuneration or other benefits given to them, to senior staff and to their relatives.

### **32 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 committee.

### **33 NOTICE OF GENERAL MEETING**

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

(2) The secretary must give at least 14 days' notice of the meeting to each member of the club.

(3) If the secretary is unable or unwilling to call the meeting, the president must call the meeting.

(4) The 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 Executive 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.

### **34 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 committee at the close of the club's last general meeting plus 1.
- (2) However, if all members of the club are members of the committee, the quorum is the total number of members less 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 committee or the club, 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 committee or the club —
  - (a) the meeting is to be adjourned for at least 7 days; and
  - (b) the 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.

### **35 PROCEDURE AT 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; 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 1 of their number to be chairperson of the meeting; and
  - (c) the chairperson must conduct the meeting in a proper and orderly way.

### **36 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 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 executive 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.

### **37 SPECIAL GENERAL MEETING**

- (1) The secretary must call a special general meeting by giving each member of the club notice of the meeting within 14 days after —
  - (a) being directed to call the meeting by the committee; or
  - (b) being given a written request signed by —
    - (i) at least 33% of the number of members of the committee when the request is signed; or
    - (ii) at least the number of ordinary members of the club equal to double the number of members of the club on the committee when the request is signed plus 1; or
  - (c) being given a written notice of an intention to appeal against the decision of the 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 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.

### 38 PROXIES

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

[Name of 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 of

\_\_\_\_\_ 20\_\_ and at any adjournment of the meeting.

Signed the \_\_\_\_ of \_\_\_\_\_ 20\_\_\_. Signature:

- (2) The instrument appointing a proxy must —
- (a) if the appointor is an individual — be signed by the appointor or the appointor's attorney properly authorised in writing; or
  - (b) if the appointor 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 club 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 appointor, 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 —

[Name of 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 of

\_\_\_\_\_ 20\_\_ and at any adjournment of the meeting.

Signed the \_\_\_\_ 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*]



### **39 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 club that is a general meeting or annual general meeting, verifying their accuracy.
- (3) If asked by a member of the club, 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 club may require the member to pay the reasonable costs of providing copies of the minutes.

### **40 BY-LAWS**

- (1) The committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the club.
- (2) A by-law may be set aside by a vote of members at a general meeting of the club.

### **41 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 chief executive.

### **42 COMMON SEAL**

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

### **43 FUNDS AND ACCOUNTS**

- (1) The funds of the club must be kept in an account in the name of the club in a financial institution decided by the committee.
- (2) Records and accounts must be kept in English, showing full and accurate particulars of the financial affairs of the club.
- (3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (4) A payment by the club 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 2 of the following —
  - (a) the president;
  - (b) the secretary;
  - (c) the treasurer;
  - (d) any 1 of 3 other members of the club who have been authorised by the committee to sign cheques issued by the club.
- (6) However, 1 of the persons who signs the cheque must be the president, the secretary or the treasurer.
- (7) Cheques must be crossed not negotiable.
- (8) A register of all electronic transfers must be kept. A record of each transaction must include:
  - (a) the account name, BSB and account number funds were transferred from;
  - (b) the account name, BSB and account number funds were transferred to;
  - (c) the transaction date;
  - (d) a description of the transaction.
- (9) Each electronic transfer must be authorised and signed as per Rule 45(5).
- (10) A petty cash account must be kept on the imprest system, and the committee must decide the amount of petty cash to be kept in the account.
- (11) All expenditure must be approved or ratified at a committee meeting.

### **44 GENERAL FINANCIAL MATTERS**

- (1) On behalf of the 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 club must be used solely in promoting the club's objects and exercising the club's powers.
- (3) The association will fully comply within the Financial Management Practices, as determined by the Executive Committee, which will guide all matters relating to the accrual and expenditure of funds as well as acquisition and disposal of assets of the association.

## **45 DOCUMENTS**

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

The end date of the club's financial year is 31<sup>st</sup> December in each year.

## **49 DISTRIBUTIONS OF SURPLUS ASSETS TO ANOTHER ENTITY**

- (1) This rule applies if the club —
  - (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 club.
- (3) The surplus assets must be given to another entity —
  - (a) having objects similar to the club's objects; and
  - (b) the rules of which prohibit the distribution of the entity's income and assets to its members; and
  - (c) has been approved by Football Queensland.
- (4) In this rule— ***surplus assets*** see section 92(3) of the *Act*.

## **50 GRIEVANCE POLICY AND PROCEDURE**

- (1) The Committee must ensure a grievance policy is available and act within accordance of such policy.
- (2) Complaints or grievances must be signed and lodged to the club secretary.
- (3) This policy/procedure is to be reviewed on annual basis, ensuring policy aligns with Football Queensland guidelines and principles of natural justice.