

2015

CONSTITUTION OF THE
QUEENSLAND VOLLEYBALL ASSOCIATION
INCORPORATED



*Volleyball
Queensland*

Adopted at the
Special General Meeting
on
Sunday 1 February 2015

CONSTITUTION OF THE QUEENSLAND VOLLEYBALL ASSOCIATION INCORPORATED

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1 Interpretation

(1) In these rules—

Act means the *Associations Incorporation Act 1981*.

present—

(a) at a Board of Management meeting, see rule 23(6); or

(b) at a general meeting, see rule 37(2).

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

2 Name

The name of the incorporated association shall be called the Queensland Volleyball Association Inc (hereinafter referred to as QVA or the Association).

3 Objects

The objects of the QVA shall be:

(a) To promote and control volleyball throughout Queensland and to assist the members to achieve this object.

(b) To encourage and promote competition, recreational, social and community volleyball at all levels throughout Queensland both directly and through its member associations and clubs.

(c) To register individual participants whether directly or through Affiliates, Associates or Commercial Partners.

(d) To affiliate Volleyball organisations and levy and charge fees and affiliation fees on those organisations which meet the requirements of affiliation to the Association.

(e) To ensure that all Volleyball competitions and organised activities, which involve registered members of the member associations or participants in QVA activities do not infringe the Australian Volleyball Federation or Federation International de Volleyball regulations.

(f) To affiliate each year with the Queensland Olympic Council and such other bodies as deemed desirable by the QVA Board of Management.

(g) To purchase, take on lease or in exchange or otherwise acquire any lands, buildings or property, real or personal, which may be requisite for the purpose of the QVA or conveniently used in connection with any of its Objects and to sell, demise, mortgage, give in exchange or dispose of same.

(h) To join with any other organisation with similar objects and to assist and supplement the work of such organisation, wherever desirable

(i) The Association shall not espouse the cause of any political party or religious beliefs and shall not in any way place limitations upon the type of members entitled to benefit from membership of the Association through their respective Affiliate, Associate or Commercial Partner.

(j) To do all such other lawful things as are incidental or conducive to the attainment of the foregoing Objects or any of them.

4 Powers

The Association shall be recognised as the controlling body for Volleyball in Queensland and the Powers of the Association shall be:

(a) To act alone or with the other representative bodies in the interests of Volleyball in accordance with the constitution.

(b) To promote and sanction championships and any other competition that may be deemed necessary for Affiliates, Associates or Commercial Partners of the QVA or registered individual persons or members of affiliated associations or clubs from time to time and to establish uniform regulations for the management of such Championships or Competitions and to delegate to any member association the organisation and conduct of such Championships or Competition.

(c) To suspend, disqualify or otherwise discipline any member that has committed any breach of this Constitution or rules or directives of the QVA or whose actions may in the opinion of the Board of Management, bring into disrepute, the Association or official or member thereof.

(d) To employ staff and engage consultants and professional advisers for the purposes of the Association subject to such terms and conditions as shall be deemed by the Board of Management to be appropriate and to terminate any contract of employment or service.

(e) To purchase, take on lease or in exchange or otherwise acquire any lands, buildings or property, real or personal, which may be requisite for the purposes of the Association or conveniently used in connection with any of its Objects and to sell, demise, mortgage, give in exchange or dispose of the same.

(f) To do all such other lawful things as are necessary for the proper management of and / or conducive to the attainment of the objects of the Association.

(g) To take legal proceedings of any nature.

(h) To invest any monies of the Association, not immediately required for any of its Objects, provided such investments are "approved" investments within the provisions of the Trustee Act or on deposit with a registered building society.

(i) To impose and collect levies, subscriptions, fees and other charges from bodies, clubs, institutions, associations and individuals or to borrow or raise money with or without security for the attainment of the Objects of the Association.

(j) To apply the income and property of the Association whencesoever derived, to the promotion of the Objects of the Association.

(k) To send teams of athletes or other persons to represent the Association at those meetings, competitions, tournaments as are deemed necessary by the Board of Management.

(l) To establish and maintain cordial relations with other sporting bodies/associations within Australia and Queensland.

(m) To provide for the representation of Queensland in Volleyball at competitions and tournaments.

(n) To organise and co-ordinate the touring of countries within Queensland for the purpose of playing volleyball.

(o) To keep authentic records of matters appertaining to volleyball.

(p) To establish and maintain rules for the government of volleyball.

(q) To hear and adjudicate upon appeals, on decisions and or actions of members. The right of Appeal is not necessarily confined to Affiliates, Associates or Commercial Partners or members thereof, provided that such appeals are notified by the appellant to the member concerned.

(r) To delegate any or all of these powers to any special committee of the Association provided always that the Association may withdraw such authority at any time.

(s) To interpret this constitution, by-laws, policies and/or rules as required from time to time.

5 Classes of members

The membership of the association shall consist of:

(1) *Affiliates* – are incorporated Member Associations/Clubs that run/enter into volleyball and/or beach volleyball competitions. They may select representative teams to participate in volleyball and/or beach volleyball competitions/events. They must register all members, provide financial reports to the association and pay the membership fees prescribed by the association from time to time.

Subject to this constitution, an Affiliate shall receive official notice to attend General Meetings of the association. They shall be represented by their Association/Club delegate/s who have the right to be present, debate and vote at General Meetings for and on behalf of the Affiliate. The number of Affiliates is unlimited.

(2) *Associates* – are not necessarily incorporated entities, however, may represent a particular stakeholder or advocacy group that is involved with the volleyball and/or beach volleyball community. They must apply for membership to the Board of Management of the association, who will then determine the nature and validity of the application. The Board of Management will also make a determination as to whether an Associate may be required to register all members and the level of membership fees (if any) they may be required to pay.

Subject to this constitution, an Associate shall receive official notice to attend General Meetings of the association. They shall be represented by their Associate's delegate/s who have the right to be present and debate at General Meetings for and on behalf of the Associate. They cannot vote at General Meetings. The number of Associates may be limited.

(3) *Commercial Partners* – are commercial operators that run volleyball and/or beach volleyball competitions. They must register all members and pay the membership fees prescribed by the association from time to time.

Subject to this constitution, a Commercial *Partner* shall receive official notice to attend General Meetings of the association. They shall be represented by their Commercial *Partner's* delegate/s who have the right to be present and debate at General Meetings for and on behalf of the Commercial *Partner*. They cannot vote at General Meetings. The number of Commercial *Partners* may be limited.

(4) *Life Members* – are individuals who have been officially awarded Life Membership by the association in accordance with its relevant by-laws, policies and/or criteria for awards. The conditions, obligations and privileges of Life Membership are prescribed in the by-laws and policies for the association.

Subject to this constitution, a Life Member shall receive official notice to attend General Meetings of the association and they can be present and debate at General Meetings. They cannot vote at General Meetings. The number of Life Members may be limited.

(5) *Individual Members* – are individuals who participate in volleyball and/or beach volleyball competitions and/or events run by either QVA or an Affiliate, Associate or Commercial Partner. They agree to abide by the constitution, by-laws, policies and rules of the association and pay the membership fees prescribed by the association from time to time.

Subject to this constitution, an Individual Member shall not receive official notice to attend General Meetings of the association and they cannot be present, debate or vote at General Meetings. The number of Individual Members is unlimited.

(6) Such other class of Member as may be created by the Board of Management from time to time. Any new class of Member created by the Board of Management under this clause 5 (6) may not be granted voting rights.

6 Automatic membership

A member who, on the day the association is incorporated, was a member of the unincorporated association and who, on or before a day fixed by the Board of Management, agrees in writing to become a member of the incorporated association and be entitled to vote pursuant to Clause 5, must be admitted by the Board of Management—

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

7 New membership

(1) An applicant for membership entitled to vote pursuant to Clause 5 of the association must be proposed by 1 member entitled to vote pursuant to Clause 5 of the association (the **proposer**) and seconded by another member entitled to vote pursuant to Clause 5 (the **seconder**).

(2) An application for membership must be—

- (a) in writing; and
- (b) signed by the applicant and the applicants proposer and seconder; and
- (c) in the form decided by the Board of Management.

8 Membership fees

(1) The Board of Management must determine from time to time:

- (a) the amount (if any) payable by an applicant for membership;

- (b) the amount of the annual subscription fee payable by each Member, or any category of Members;
- (c) any other amount to be paid by each Member, or any category of Members, whether of a recurrent or any other nature; and
- (d) the payment method and the due date for payment.

(2) Each Member must pay to the association the amounts determined under this clause 8 in accordance with clause 8 (1) (d).

(3) The right of a Member entitled to vote pursuant to Clause 5 to attend and vote at a General Meeting is suspended while the payment of any subscription or other amount determined under clause 8 is in arrears.

(4) The Board of Management may defer the obligations of a Member to pay a subscription or other amount, or reduce (including to zero) the subscription or other amount payable by a Member, if the Board of Management are satisfied that:

- (a) there are reasonable grounds for doing so;
- (b) the association will not be materially disadvantaged as a result; and
- (c) the Member agrees to pay the deferred or (if greater than zero) the reduced subscription or other amount within a time fixed by the Board of Management.

(5) If the Board of Management defers or reduces a subscription or other amount payable by a Member under this clause 8 (4), that Member will retain their rights to attend and vote at a General Meeting, unless otherwise specified by the Board of Management.

(6) A member of the incorporated association who, before becoming a member, has paid the members annual subscription for membership of the unincorporated association on or before a day fixed by the Board of Management, is not liable to pay a further amount of annual subscription for the period before the day fixed by the Board of Management as the day on which the next annual subscription is payable.

9 Admission and rejection of new members

(1) The Board of Management 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 Board of Management must ensure that, as soon as possible after the applicant applies to become a member of the association, and before the Board of Management considers the application, the applicant is advised—

- (a) whether or not the association has public liability insurance; and
- (b) if the association has public liability insurance—the amount of the insurance.

(3) The Board of Management must decide at the meeting whether to accept or reject the application.

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

(5) The secretary of the association must, as soon as practicable after the Board of Management decides to accept or reject an application, give the applicant a written notice of the decision.

10 When membership ends

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

(2) The resignation takes effect at—

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

(3) The Board of Management 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.

(4) Before the Board of Management terminates a members membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.

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

11 Appeal against rejection or termination of membership

(1) An applicant or member whose application for membership has been rejected, or whose membership has been terminated, may give the secretary written notice of the applicants or members intention to appeal against the decision.

(2) A notice of intention to appeal must be given to the secretary within 1 month after the applicant or member 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.

12 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 Board of Management 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 an applicant or member 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 applicant or member appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund the membership fee paid by the applicant or member.

13 Register of members

- (1) The Board of Management must keep a register of members of the association.
- (2) The register must include the following particulars for each member—
 - (a) the full name and category 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 Board of Management 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 Board of Management may, on the application of a member of the association, withhold information about the member (other than the members full name) from the register available for inspection if the Board of Management has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

14 Prohibition on use of information on register of members

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

15 Appointment or election of secretary

- (1) The secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is—
 - (a) a member of the association elected by the association as secretary; or
 - (b) any of the following persons appointed by the Board of Management as secretary—
 - (i) a member of the associations Board of Management;
 - (ii) another member of the association;
 - (iii) another person.

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

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

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

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

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

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

16 Removal of secretary

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

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

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

17 Functions of secretary

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

(a) calling meetings of the association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the association; and

(b) keeping minutes of each meeting; and

(c) keeping copies of all correspondence and other documents relating to the association; and

(d) maintaining the register of members of the association.

18 Membership of Board of Management

(1) The Board of Management of the association shall consist of not less than five (5) and not more than seven (7) committee members.

(2) The Board of Management of the association may consist of a president, vice president, treasurer, secretary and any other members the association Members elect at a general meeting.

(3) Approximately one third of the Board of Management members shall be elected in each year in accordance with the rotation system established in clause 18 (4) below.

(4) Pursuant to clause 18 (3) and to establish the initial rotational system of election of the Board of Management, the following initial election process shall occur:

- (a) A maximum of three (3) members of the Board of Management elected at the AGM of the association in 2014 shall hold office until the conclusion of the AGM of the association in 2016 but shall be eligible for re-election.
 - (b) A maximum of two (2) members of the Board of Management elected at the AGM of the association in 2015 shall hold office until the conclusion of the AGM of the association in 2017 but shall be eligible for re-election.
 - (c) A maximum of two (2) members of the Board of Management elected at the AGM of the association in 2015 shall hold office until the conclusion of the AGM of the association in 2018 but shall be eligible for re-election.
- (5) Thereafter, all elected Board of Management members shall be elected in accordance with this constitution for a term of three (3) years which shall commence from the conclusion of the Annual General Meeting at which the election occurred until the conclusion of the third Annual General Meeting. A rotation system for the election of Board of Management members is thereby established with approximately one third of the Board of Management retiring each year.
- (6) Should any adjustment to the term of Board of Management members elected under this constitution be necessary to ensure rotational terms in accordance with this constitution, this shall be determined by the Board of Management.
- (7) A member of the Board of Management, other than a secretary appointed by the Board of Management under rule 15(1)(b)(iii), must be a member of the association.
- (8) A member of the association may be appointed to a casual vacancy on the Board of Management under rule 21.

19 Electing the Board of Management

- (1) A member of the Board of Management may only be elected as follows—
- (a) any 2 members of the association may nominate another member (the *candidate*) to serve as a member of the Board of Management;
 - (b) the nomination must be—
 - (i) in writing on the prescribed form and satisfy any criteria and/or qualifications as determined from time to time by the Board of Management; and
 - (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 1 candidate for each vacant position on the Board of Management;
 - (d) Nominations from the floor will not be permitted.
- (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 association for at least 7 days immediately preceding the annual general meeting.
- (4) If required by the Board of Management, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- (5) The Board of Management must ensure that, before a candidate is elected as a member of the Board of Management, 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.

20 Resignation, removal or vacation of office of Board of Management member

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

21 Vacancies on Board of Management

- (1) If a casual vacancy happens on the Board of Management, the continuing members of the committee may appoint another member of the association to fill the vacancy until the next annual general meeting.
- (2) The continuing members of the Board of Management may act despite a casual vacancy on the Board of Management.
- (3) However, if the number of committee members is less than the number fixed under rule 24(1) as a quorum of the Board of Management, the continuing members may act only to—
 - (a) increase the number of Board of Management members to the number required for a quorum; or
 - (b) call a general meeting of the association.

22 Functions of Board of Management

- (1) Subject to these rules or a resolution of the members of the association carried at a general meeting, the Board of Management has the general control and management of the administration of the affairs, property and funds of the association.
- (2) The Board of Management has authority to interpret the meaning of these rules and any matter relating to the association on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

Note—

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

- (3) The Board of Management may exercise the powers of the association—
 - (a) to borrow, raise or secure the payment of amounts in a way the members of the association decide; and
 - (b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the

- association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the associations property, both present and future; and
- (c) to purchase, redeem or pay off any securities issued; and
 - (d) to borrow amounts from members and pay interest on the amounts borrowed; and
 - (e) to mortgage or charge the whole or part of its property; and
 - (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association; and
 - (g) to provide and pay off any securities issued; and
 - (h) to invest in a way the members of the association may from time to time decide.
- (4) For subrule (3)(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by—
- (a) the financial institution for the association; or
 - (b) if there is more than 1 financial institution for the association—the financial institution nominated by the Board of Management.

23 Meetings of Board of Management

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

24 Quorum for, and adjournment of, Board of Management meeting

- (1) At a Board of Management 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 Board of Management 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 Board of Management 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 Board of Management who are present are to decide the day, time and place of the adjourned meeting.
- (4) If, at an adjourned meeting mentioned in subrule (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

25 Special meeting of Board of Management

- (1) If the secretary receives a written request signed by at least 33% of the members of the Board of Management, 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 Board of Management must be held within 14 days after notice of the meeting is given to the members of the Board of Management.

26 Minutes of Board of Management meetings

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

27 Appointment of subcommittees

- (1) The Board of Management may appoint a subcommittee consisting of members of the association considered appropriate by the committee to help with the conduct of the associations operations.
- (2) A member of the subcommittee who is not a member of the Board of Management is not entitled to vote at a Board of Management 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 1 of their number to be chairperson of the meeting.
- (5) A subcommittee may meet and adjourn as it considers appropriate.
- (6) A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

28 Acts not affected by defects or disqualifications

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

29 First annual general meeting

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

30 Subsequent annual general meetings

Each subsequent annual general meeting must be held—

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

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

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

32 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 Board of Management;
- (d) appointing an auditor, an accountant or an approved person for the present financial year.

33 Business to be conducted at annual general meeting of other level 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 Board of Management.

34 Notice of general meeting

- (1) The secretary may call a general meeting of the association.
- (2) The secretary must give at least 42 days notice of the meeting to each member of the association.
- (3) The secretary must distribute the agenda at least 28 days prior to the meeting to each member of the association.
- (4) The secretary must distribute all documentation required for the conduct of the meeting at least 14 days prior to the meeting to each member of the association.
- (5) If the secretary is unable or unwilling to call the meeting, the president must call the meeting.
- (6) The Board of Management may decide the way in which the notice must be given.
- (7) 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 Board of Management'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.
- (8) A notice of a general meeting must state the business to be conducted at the meeting.

35 Quorum for, and adjournment of, general meeting

- (1) The quorum for a general meeting is more than 50% of the voting members as at the end of the last Board of Management meeting.
- (2) However, if all members of the association are members of the Board of Management, 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 Board of Management or the association, the meeting lapses.

- (5) If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the Board of Management or the association—
 - (a) the meeting is to be adjourned for at least 7 days; and
 - (b) the Board of Management 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.

36 Procedure at general meeting

- (1) A member may take part and vote in a general meeting in person or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (2) A member entitled to vote pursuant to Clause 5 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.

37 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 Board of Management.
- (5) Proxy voting is not permitted.
- (6) However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- (7) If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.
- (8) 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.

38 Special general meeting

- (1) The secretary must call a special general meeting by giving each member entitled to vote pursuant to Clause 5 of the association notice of the meeting within 14 days after—

- (a) being directed to call the meeting by the Board of Management; or
 - (b) being given a written request signed by—
 - (i) at least 33% of the number of members of the Board of Management 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 Board of Management when the request is signed plus 1; or
 - (c) being given a written notice of an intention to appeal against the decision of the Board of Management—
 - (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 Board of Management; 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.

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

40 By-laws and Policies

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

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

43 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 Board of Management.
- (2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
- (3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (4) A payment by the association of \$100 or more must be made by cheque or electronic funds transfer.
- (5) If a payment of \$100 or more is made by cheque, the cheque must be signed by any 2 of the following—
 - (a) the president;
 - (b) the secretary;
 - (c) the treasurer;
 - (d) any 1 of 3 other members of the association who have been authorised by the Board of Management to sign cheques issued by the association.
- (6) However, 1 of the persons who signs the cheque must be the president, the secretary or the treasurer.
- (7) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- (8) A petty cash account must be kept on the imprest system, and the Board of Management must decide the amount of petty cash to be kept in the account.
- (9) All expenditure must be approved or ratified at a Board of Management meeting.

44 General financial matters

- (1) On behalf of the Board of Management, 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.

45 Documents

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

46 Financial year

The end date of the association's financial year is 31 December in each year.

47 Distribution of surplus assets to another entity

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