

Rules of Brisbane Gauls Underwater Rugby Inc.

1 Interpretation

(1) In these rules:

Act means the *Associations Incorporation Act 1981 (Qld)*.

AGM means the Annual General Meeting of the Association.

Association means Brisbane Gauls Underwater Rugby Inc.

AUF means the Australian Underwater Federation Inc.

AUFQ means the Australian Underwater Federation – Queensland Inc.

CMAS means the Confédération Mondiale des Activités Subaquatiques.

Competition means any UWR game or tournament at which the Association enters a team for the purpose of competing against a team or teams from any other UWR association or entity.

Named Organisation means the AUF, AUFQ, CMAS, and UWRA.

present means:

(a) at a management committee meeting, see subrule 23(6); or

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

Office means the offices of President, Secretary, Treasurer and Management Committee Member.

Unincorporated Association means the unincorporated association known as the Gauls.

UWR means the sport of Underwater Rugby.

UWRA means the Underwater Rugby Commission of the AUF known as Underwater Rugby Australia, and any successor entities.

(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 is Brisbane Gauls Underwater Rugby Inc.

3 Objects

The objects of the Association are to:

(a) conduct, encourage, promote, advance, foster, develop, and administer the sport of UWR in and around Brisbane;

(b) establish, co-ordinate and enter teams to compete at all levels of Competition; and

(c) undertake and/or do all such things or activities which are necessary, incidental or conducive to the advancement of these objects.

4 Powers

(1) The Association has the powers of an individual and may, for example:

(a) enter into contracts; and

- (b) acquire, hold, deal with and dispose of property; and
 - (c) make charges for services and facilities it supplies; and
 - (d) do other things necessary or convenient to be done in carrying out its affairs.
- (3) The Association may take over the funds and other assets of:
- (a) the Unincorporated Association; and
 - (b) Unidive (The University of Queensland Underwater Club) Inc. insofar as they relate to that association's UWR activities.
- (4) Without limiting any other power of the Association, the Association has the power to:
- (a) affiliate and/or co-operate with any other association or organisation, including a Named Organisation, whose objects are altogether or in part similar to those of the Association;
 - (b) enter into any arrangements with any government or authority that are incidental or conducive to the attainment of the objects and exercise of the powers of the Association and to obtain from any such government or authority any rights, privileges, and concessions which the Association may think it desirable to obtain;
 - (c) to take such steps by personal or written appeals, public meeting or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise;
 - (d) to provide financial support to members of the Association that are competing at national or international levels of Competition; and
 - (e) to do all such things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

5 Classes of Members

- (1) The membership of the Association consists of Ordinary Members, Junior Members, Life Members, and Associate Members.
- (2) Ordinary Members:
- (a) Ordinary membership is open to any person that is at least eighteen (18) years of age that is interested in furthering the objects of the Association;
 - (b) an Ordinary Member is entitled to vote at a meeting of the Association and is eligible to occupy an office or position of the Association; and
 - (c) the number of Ordinary Members is unlimited.
- (3) Junior Members:

- (a) Junior membership is open to any person between the ages of twelve (12) and seventeen (17) years of age (inclusive) that is interested in furthering the objects of the Association;
 - (b) a Junior Member is not entitled to vote at any meeting of the Association or occupy any office or position of the Association; and
 - (c) the number of Junior Members is unlimited.
- (4) Life Members:
- (a) at the AGM, members may elect to Life Membership of the Association, any person whom they desire to recognize as having given devoted and outstanding service to the Association or the Unincorporated Association;
 - (b) Life memberships shall be restricted to not more than five (5) persons at any time;
 - (c) all nominations for life membership shall be in writing, signed by five members of the Association and shall be in the hands of the Secretary at least seven (7) days prior to the AGM;
 - (d) the Management Committee shall, from the nominations so received determine the person, if any, to be submitted for election at the AGM;
 - (e) a minimum of seventy-five per cent (75%) of Ordinary Members present at the AGM must be in favour of the granting of Life Membership to an individual;
 - (f) a member may hold Life Membership concurrently with any other class of membership; and
 - (g) a Life Member is not entitled to vote at any meeting of the Association or occupy any office of the Association unless the Life Member is also a financial Ordinary Member of the Association.
- (5) Associate Members:
- (a) Associate Membership is open to any person that is at least eighteen (18) years of age and interested in furthering the objects of the Association;
 - (b) an Associate Member is not entitled to vote at any meeting of the Association or occupy any office of the Association; and
 - (c) the number of Associate Members is unlimited.
- (6) Any person who is a member of the Association shall be bound by the rules of the Association and be entitled to the benefits of membership as prescribed by these rules and the Management Committee from time to time.

6 Automatic Membership

- (1) A person who, on the day the Association is incorporated, was a member of Unidive (The University of Queensland Underwater Club) Inc. and was an active participant in that association's UWR activities and who, on or before a day fixed by the Management Committee, agrees in writing to become a member of the

Association, must be admitted by the Management Committee as an Ordinary Member.

- (2) An Ordinary Member admitted to membership by operation of subrule (1) must pay an inaugural membership fee of \$20.00 to the Association within one (1) month of incorporation.

7 New Membership

An application for membership of the Association must be made in the manner and form decided by the Management Committee.

8 Membership Fees and Levies

- (1) The annual membership fee for each class of membership:
 - (a) is the amount decided by the Management Committee from time to time; and
 - (b) is payable when, and in the way, the Management Committee decides.
- (2) In addition to membership fees, the Management Committee may impose a levy of up to \$50.00 on Ordinary Members once per financial year.
- (3) A levy under subrule (2) may only be imposed by way of a unanimous resolution of the Management Committee.

9 Admission and Rejection of New Members

- (1) The Management Committee must consider an application for membership (excluding life membership) at the next committee meeting held after it receives:
 - (a) the application for membership; and
 - (b) the appropriate membership fee for the application.
- (2) The Management Committee must ensure that, as soon as possible after the person applies to become a member of the Association, and before the Management Committee considers the person's application, the person is advised:
 - (a) whether or not the Association has public liability insurance; and
 - (b) if the Association has public liability insurance—the amount of the insurance.
- (3) The Management Committee must decide to accept or reject the application. The Management Committee has absolute discretion to admit or reject any application for membership but must have regard to the anti-discrimination legislation in force at the time.
- (4) If a majority of the members of the Management Committee present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.
- (5) The Secretary of the Association must give the applicant a written notice of the decision within a reasonable period of time.

- (6) If an application for membership is rejected, the Secretary must ensure that any application fee is refunded within a reasonable period of time.
- (7) Notwithstanding subrule (1), an application for membership may be accepted by way of a resolution passed in accordance with rule 29.

10 When Membership Ends

- (1) A member may resign from the Association by giving a written notice of resignation to the Secretary.
- (2) The resignation takes effect at:
 - (a) the time the notice is received by the Secretary; or
 - (b) if a later time is stated in the notice—the later time.
- (3) The Management Committee may terminate a member's membership if the member:
 - (a) is charged with or convicted of an offence punishable by more than twelve (12) months imprisonment; or
 - (b) does not comply with any of the provisions of these rules; or
 - (c) has membership fees in arrears for at least two (2) months; or
 - (d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Association.
- (4) Before the Management Committee terminates a member's membership, it must provide procedural fairness to the Member by providing the reasons for the proposed termination to the member in writing and providing the member with at least seven (7) days to show cause, in writing or otherwise, as to 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 must give the member a written notice of the decision.

11 Appeal Termination of Membership

- (1) A person whose membership has been terminated, may give the Secretary written notice of the person's intention to appeal against the decision.
- (2) A person whose application for membership has been rejected has no right to appeal the decision of the Management Committee, but may re-apply for membership after at least three (3) months have passed since the person received written notice of the Management Committee's decision to reject the person's application for membership.
- (4) A notice of intention to appeal under subrule (1) must be given to the Secretary within seven (7) days after the person receives written notice of the decision.

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

12 General Meeting to Decide Appeal

- (1) The General Meeting to decide an appeal must be held within three (3) months after the Secretary receives the notice of intention to appeal.
- (2) At the meeting, the applicant must be given a full and fair opportunity to show why their membership should not be terminated.
- (3) Also, the Management Committee and the members of the committee who terminated the membership must be given a full and fair opportunity to show why the membership should be terminated.
- (4) An appeal must be decided by a majority vote of the Ordinary Members present and eligible to vote at the meeting.

13 Register of Members

- (1) The Secretary must keep a Register of Members of the Association.
- (2) The Register of Members must include the following particulars for each member:
 - (a) the full name of the member;
 - (b) the postal and 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) the email address of the member;
 - (g) the mobile telephone number of the member; and
 - (h) any other particulars the Management Committee or the members at a General Meeting decide.
- (3) An Ordinary Member may make application to the Secretary for inspection of the Register of Members.
- (4) The Secretary has absolute discretion as to whether to allow an applicant under subrule (3) to inspect the Register of Members or a redacted copy thereof.

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 of Members 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 Election of Secretary, President, and Treasurer

(1) The Secretary, President and Treasurer must each be an individual residing in Queensland who are members of the Management Committee.

(2) The Secretary, President and Treasurer of the Association shall be elected by way of a first-past-the-post collegiate election of the members of the Management Committee at the first meeting of the Management Committee following the AGM.

(3) A collegiate election conducted under subrule (2) shall follow the following procedure:

(a) the offices are to be elected in the following order:

(i) President;

(ii) Secretary; and

(iii) Treasurer.

(b) a candidate for an office must be nominated and seconded by separate members of the Management Committee from the floor of the meeting;

(c) if only one candidate has been duly nominated and seconded for a particular office, that person is deemed to be elected to the relevant office;

(d) the duly nominated and seconded candidates for any remaining offices must be given an opportunity to address the Management Committee in relation to their candidacy;

(e) the members of the Management Committee shall vote by show of hands and may vote for themselves if they are a duly nominated and seconded candidate; and

(f) the newly elected Secretary must record the outcome of the election.

(3) If a casual vacancy happens in the office of Secretary, the members of the Management Committee must ensure a secretary is elected following the procedure prescribed by subrule (2) for the Association within one (1) month after the vacancy happens.

16 Removal of Secretary, President or Treasurer

(1) The Management Committee of the Association may at any time remove a person appointed by the committee as the Secretary, President or Treasurer.

- (2) If the Management Committee removes the Secretary, President, or Treasurer the person remains a member of the Management Committee.

17 Functions of Secretary

The Secretary's functions include, but are not limited to:

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

17A Functions of Treasurer

(1) The Treasurer's functions include, but are not limited to:

- (a) ensuring that the financial records of the Association are kept in accordance with the Act;
- (b) coordinating the preparation of the financial statements of the Association and their certification by the Management Committee prior to their submission to the AGM of the Association; and
- (c) ensuring compliance with Schedule 5 of the Associations Incorporation Regulation 1999 (Qld) and any succeeding regulation.

17B Head Coach

- (1) The Head Coach must be an individual residing in Queensland who is an Ordinary Member of the Association.
- (2) The Head Coach is to be appointed by the Management Committee and shall serve a term of two (2) years, unless the Head Coach resigns or is removed by the Management Committee. There shall be no limit on the number of terms served by the Head Coach.
- (3) The Head Coach's duties, responsibilities, and functions are to be determined by the Management Committee from time to time in consultation with the incumbent Head Coach.
- (4) If a casual vacancy happens in the position of Head Coach, the members of the Management Committee must ensure that a Head Coach is appointed as soon as practicable after the vacancy happens.

18 Membership of Management Committee

- (1) The Management Committee of the Association consists of up to seven (7) members elected by the Ordinary Members of the Association at the AGM.

- (2) A member of the Management Committee must be an Ordinary Member of the Association.
- (3) At each AGM of the Association, the members of the Management Committee must retire from office, but are eligible, on nomination, for re-election.
- (4) An Ordinary Member of the Association may be appointed to a casual vacancy on the Management Committee under rule 21.
- (5) The person holding the position of Head Coach shall have the right to attend and be heard at meetings of the Management Committee but shall not have the right to vote on any resolution of the Management Committee.
- (6) The person holding the position of Head Coach is not eligible to be a member of the Management Committee.
- (7) If a member of the Management Committee is appointed to, and accepts appointment to, the position of Head Coach, the person is automatically removed from the Management Committee.

19 Electing the Management Committee

- (1) A member of the Management Committee may only be elected as follows:
 - (a) any two (2) members of the Association may nominate any Ordinary Member to serve as a member of the Management 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 at least seven (7) days before the AGM at which the election is to be held;
 - (c) each Ordinary Member of the Association present and eligible to vote at the AGM may vote for one (1) 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 of the meeting.
- (2) A person may be a candidate only if the person is not ineligible to be elected 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 online in a conspicuous place and electronically communicated to each Ordinary Member of the Association at least three (3) days immediately preceding the AGM.
- (4) 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.

20 Resignation, Removal or Vacation of Office of Management Committee Member

- (1) A member of the Management Committee may resign from their office 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 or subrule 16(2).
- (6) A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

21 Vacancies on Management Committee

- (1) If a casual vacancy happens on the Management Committee, the continuing members of the committee may appoint another member of the Association to fill the vacancy until the next AGM.
- (2) The continuing members of the Management 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 24(1) as a quorum of the Management Committee, the continuing members may act only to:
 - (a) increase the number of Management Committee members to the number required for a quorum; or
 - (b) call a general meeting of the Association.

22 Functions of Management Committee

- (1) Subject to these rules or a resolution of the members of the Association carried at a general meeting, the Management Committee has the general control and management of the administration of the affairs, property and funds of the Association.
- (2) The Management Committee has authority to interpret the meaning of these rules and any matter relating to the Association on which the rules are silent, but any

interpretation must have regard to the Act, including any regulation made under the Act.

- (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; and
 - (c) to purchase, redeem or pay off any securities issued; and
 - (d) to mortgage or charge the whole or part of its property; and
 - (e) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association; and
 - (f) to provide and pay off any securities issued;
 - (g) to invest in a way the members of the Association may from time to time decide;
 - (h) to establish or disestablish any position, as needed from time to time, and:
 - (i) determine the duties, responsibilities, and functions of the position in consultation with the incumbent Head Coach;
 - (ii) appoint any member to such position in consultation with the Head Coach; and
 - (iii) remove any member from such position for any reason.
 - (i) to determine the requirements for a member to participate in:
 - (i) UWR training;
 - (ii) UWR Competition; and
 - (iii) any other Association activity.
- (4) The Management Committee must exercise the function referred to in paragraph (3)(i) having regard to, among other things:
- (i) safety;
 - (ii) insurance;
 - (iii) government requirements;
 - (iv) facility or event requirements; and
 - (v) directives or guidelines of a Named Organisation.

23 Meetings of Management Committee

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

24 Quorum for, and Adjournment of, Management Committee meeting

- (1) At a Management Committee meeting, more than fifty per cent (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 thirty (30) minutes after the time fixed for a Management Committee meeting called on the request of members of the committee, the meeting lapses.
- (3) If there is no quorum within thirty (30) minutes after the time fixed for a Management Committee meeting called other than on the request of the members of the committee:
 - (a) the meeting is to be adjourned for at least one (1) day; and
 - (b) the members of the Management Committee who are present are to decide the day, time and place of the adjourned meeting.

- (4) If, at an adjourned meeting mentioned in subrule (3), there is no quorum within thirty (30) minutes after the time fixed for the meeting, the meeting lapses.

25 Special Meeting of Management Committee

- (1) If the Secretary receives a written request signed by at least thirty-three per cent (33%) of the members of the Management Committee, the Secretary must call a special meeting of the committee by giving each member of the committee notice of the meeting within fourteen (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 purpose for which the Special Meeting is called; and
 - (b) the business to be conducted at the meeting.
- (4) A notice of a special meeting must state:
 - (a) the day, time and place of the meeting; and
 - (b) the business to be conducted at the meeting.
- (5) A special meeting of the Management Committee must be held within fourteen (14) days after notice of the meeting is given to the members of the Management Committee.
- (6) If the purpose for the Special Meeting is able to be satisfactorily addressed by way of a resolution or resolutions made under rule 29, the Special Meeting may be cancelled by the Secretary. Such resolution must state that the Special Meeting is cancelled.

26 Minutes of Management Committee Meetings

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

27 Appointment of Subcommittees

- (1) The Management Committee may appoint a subcommittee or subcommittees consisting of members of the Association considered appropriate by the Management Committee to help with the conduct of the Association's operations.
- (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) A subcommittee may meet and adjourn as it considers appropriate.
- (5) 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.
- (6) A resolution or motion of a subcommittee is advisory only and not binding on the Management Committee.
- (7) A subcommittee must not contract with or incur any liabilities or debts in the name of the Association unless expressly authorised by the Management Committee.

28 Acts not Affected by Defects or Disqualifications

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

29 Resolutions of Management Committee without Meeting

- (1) A written resolution accepted by at least seventy per cent (70%) of the members of the Management Committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.
- (2) A resolution mentioned in subrule (1) may consist of several documents in like form, each signed by one (1) or more members of the committee. For this purpose of this subrule, a signature includes an electronic signature.
- (3) Notwithstanding subrule (2), a resolution mentioned in subrule (1) may take any form prescribed by the Management Committee from time to time, for example:
 - (a) e-mail;
 - (b) SMS message;
 - (c) electronic forum or poll;
 - (c) other electronic communication; and/or
 - (d) a mixture of those means.

30 First AGM

The first AGM must be held within six (6) months after the end date of the Association's first reportable financial year.

31 Subsequent AGMs

Each subsequent AGM must be held:

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

32 Business to be Conducted at AGM 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 AGM of the Association:

- (a) receiving the Association's financial statement, and audit report, for the last reportable financial year;
- (b) presenting the financial statement and audit report to the meeting for adoption;
- (c) electing members of the Management Committee;
- (d) for a level 1 incorporated association—appointing an auditor or an accountant for the present financial year;
- (e) for a level 2 incorporated association, or a level 3 incorporated association, to which section 59 of the Act applies—appointing an auditor, an accountant or an approved person for the present financial year.

33 Business to be Conducted at AGM 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 AGM of the Association:

- (a) receiving the Association's financial statement, and signed statement, for the last reportable financial year;
- (b) presenting the financial statement and signed statement to the meeting for adoption;
- (c) electing members of the Management Committee;
- (d) appointing an auditor, an accountant or an approved person for the present financial year.

34 Business to be Conducted at AGM 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 AGM of the Association:
 - (a) receiving the Association's financial statement, and signed statement, for the last reportable financial year;
 - (b) presenting the financial statement and signed statement to the meeting for adoption;
 - (c) electing members of the Management Committee.

35 Notice of General Meeting

- (1) The Secretary may call a general meeting of the Association.
- (2) The Secretary must give at least fourteen (14) days' notice of the meeting to each member of the Association.
- (3) If the Secretary is unable or unwilling to call the meeting, the President must call the meeting.
- (4) The Management Committee may decide the way in which the notice must be given.
- (5) However, notice of a meeting must be given in writing:
 - (a) a meeting called to hear and decide the appeal of a person against the Management Committee's decision to terminate the person's membership of the Association; or
 - (b) a meeting called to hear and decide a proposed special resolution of the Association.
- (6) A notice of a general meeting must state the business to be conducted at the meeting.

36 Quorum for, and Adjournment of, General Meeting

- (1) The quorum for a general meeting is at least the number of members elected or appointed to the Management Committee at the close of the Association's last general meeting plus one (1).
- (2) However, if all members of the Association are members of the Management Committee, the quorum is the total number of members less 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 thirty (30) minutes after the time fixed for a general meeting called on the request of members of the Management Committee or the Association, the meeting lapses.

- (5) If there is no quorum within thirty (30) minutes after the time fixed for a general meeting called other than on the request of members of the Management Committee or the Association:
 - (a) the meeting is to be adjourned for at least seven (7) days; and
 - (b) the Management Committee is to decide the day, time and place of the adjourned meeting.
- (6) The Chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- (7) If a meeting is adjourned under subrule (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (8) The Secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least thirty (30) days.
- (9) If a meeting is adjourned for at least thirty (30) days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

37 Procedure at General Meeting

- (1) A member may take part and vote in a general meeting in person, 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 fifteen (15) minutes after the time fixed for the meeting or is unwilling to act, the members present must elect one (1) of their number to be chairperson of the meeting; and
 - (c) the Chairperson must conduct the meeting in a proper and orderly way.

38 Voting at General Meeting

- (1) At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the Ordinary Members present.
- (2) Each Ordinary Member present and eligible to vote is entitled to one (1) vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
- (3) An Ordinary Member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.

- (4) The method of voting is to be decided by the Management Committee.
- (5) However, if at least twenty per cent (20%) of the Ordinary Members present demand a secret ballot, voting must be by secret ballot.
- (6) If a secret ballot is held, the Chairperson must appoint two (2) members to conduct the secret ballot in the way the Chairperson decides.
- (7) The result of a secret ballot as declared by the Chairperson is taken to be a resolution of the meeting at which the ballot was held.

39 Special General Meeting

- (1) The Secretary must call a special general meeting by giving each member of the Association notice of the meeting within fourteen (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 thirty-three per cent (33%) of the number of members of the Management Committee when the request is signed; or
 - (ii) at least the number of ordinary Members of the Association equal to double the number of members of the Association on the Management Committee when the request is signed plus one (1); or
 - (c) being given a written notice of an intention to appeal against the decision of the Management Committee to terminate a person's membership.
- (2) A request mentioned in subrule (1)(b) must state:
 - (a) why the special general meeting is being called; and
 - (b) the business to be conducted at the meeting.
- (3) A special general meeting must be held within three (3) months after the Secretary:
 - (a) is directed to call the meeting by the Management Committee; or
 - (b) is given the written request mentioned in subrule (1)(b); or
 - (c) is given the written notice of an intention to appeal mentioned in subrule (1)(c).
- (4) If the Secretary is unable or unwilling to call the special meeting, the President must call the meeting.

40 Proxies

- (1) An instrument appointing a proxy must be in writing and be in the form determined by the Management Committee.
- (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 must be an Ordinary Member of the Association.
- (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 form determined by the Management Committee.

41 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 AGM 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 AGM, verifying their accuracy.
- (3) If asked by a member of the Association, the Secretary must, within twenty-eight (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.

42 By-laws, Policies, and Procedures

- (1) The Management Committee may make, amend or repeal by-laws, policies, and procedures not inconsistent with these rules, for the internal management of the Association.

- (2) Any person who is a member of the Association shall be bound by the by-laws, policies and procedures of the Association.
- (3) A by-law, policy or procedure may be set aside by a vote of members at a general meeting of the Association.

42A Discipline

- (1) Without limiting the Management Committee's power under rule 42, the Management Committee has the power to make, amend or repeal by-laws, policies and procedures relating to the discipline of members of the Association.
- (2) The Management Committee must establish a code of conduct binding upon all members of the Association within three (3) months of incorporation.
- (3) Disciplinary action may be taken by a majority vote of the Management Committee against a member of the Association for:
 - (a) failing to comply with these rules; or
 - (b) failing to comply with a by-law, policy or procedure of the Association; or
 - (b) contravening the Code of Conduct; or
 - (c) refusing to support the objects of the Association; or
 - (d) engaging in conduct prejudicial to the Association.
- (4) Without limiting the power of the Management Committee to terminate a member's membership pursuant to subrule 10(3), the forms of disciplinary action that may be imposed against a member pursuant to subrule (3) are any combination of:
 - (a) no further action;
 - (b) reprimand;
 - (c) suspension of membership rights, excluding voting rights, for a maximum period of three (3) months; or
 - (d) a ban from attending one (1) specified Competition that is scheduled to take place within twelve (12) months of the disciplinary action being taken.
- (5) Prior to the Management Committee taking disciplinary action pursuant to subrule (4), the Management Committee must provide procedural fairness to the member, including by:
 - (a) providing particularised allegations to the member in writing; and
 - (b) providing the member with at least seven (7) days to show cause, in writing or otherwise, as to why disciplinary action should not be taken.
- (6) A member has no right of appeal against any decision of the Management Committee made pursuant to subrule (4).
- (7) The Management Committee is at liberty to reconsider or overturn a disciplinary decision.

43 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) An amendment, repeal or addition is valid only if it is registered by the chief executive.

44 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) another member of the Management Committee; or
 - (b) someone authorised by the Management Committee.

45 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 \$100.00 or more must be made by cheque or electronic funds transfer.
- (5) If a payment of \$100.00 or more is made by cheque, the cheque must be signed by any two (2) of the following:
 - (a) the President;
 - (b) the Secretary;
 - (c) the Treasurer;
 - (d) any one (1) of three (3) other members of the Association who have been authorised by the Management Committee to sign cheques issued by the Association.
- (6) However, one (1) of the persons who signs the cheque must be the President, the Secretary or the Treasurer.

- (7) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- (8) A petty cash account must be kept on the 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 by the Management Committee.
- (10) Notwithstanding subrule (9), a member may make a request to the Treasurer for the Association to reimburse the member for any costs incurred in the pursuit of the objects of the Association. The Management Committee has absolute discretion to approve or approve or deny such a request.

46 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.

47 Documents

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

48 Financial Year

The end date of the Association's financial year is 30 June in each year.

49 Distribution of Surplus Assets to another Entity

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

50 No Employees

Notwithstanding any of the powers of the Association enumerated in rule 4, the Association does not have the power to, and shall not, employ any employees.

51 Honoraria

- (1) The Management Committee may recommend, for the consideration of Ordinary Members at the AGM, that an honorarium be granted to any Ordinary Member of the Association.
- (2) A separate recommendation resolution must be made with respect to each Ordinary Member that is recommended.
- (3) A member of the Management Committee must recuse themselves from voting on a recommendation resolution under subrule (1) if they stand to receive a financial benefit or otherwise have a conflict of interest in relation to the proposed honoraria.
- (4) On the consideration by the AGM of a recommendation, the Ordinary Member the subject of consideration shall withdraw whilst the consideration occurs.
- (5) A minimum of seventy-five per cent (75%) of Ordinary Members present at the AGM must be in favour of the granting of an honorarium in order for it to be granted.
- (6) The honorium payable to any particular individual must not be greater than \$1,000.00.
- (7) The total of the honoraria payable in a financial year must not be greater than ten per cent (10%) of the Association's assets at the time of the AGM.
- (8) An honorarium is not to be paid in lieu of any salary or wages, or costs incurred in the pursuit of the objectives of the Association.

52 Discounts

- (1) The Head Coach is exempt from paying training fees for the duration of his or her tenure.
- (2) The Management Committee may pass a resolution to discount the training fees payable by any member of the Association.
- (3) In passing a resolution under subrule (1), the Management Committee must have regard to:
 - (a) the voluntary labour performed by the member in pursuit of the objects of the Association; and/or
 - (b) the financial capacity of the member.
- (4) The Secretary must keep a register of the members currently in receipt of discounted training fees. The register must contain a table setting out:
 - (a) the name of the member;
 - (b) the amount of the discount; and
 - (c) a summary of the reasons for the granting of the discount.

- (5) The Secretary must, upon receiving a written request from an Ordinary Member to inspect a copy of a register kept under subrule (4), facilitate inspection of the register within a reasonable period of time.

53 Extraordinary Expenditure

In circumstances where the Management Committee is unable to authorise expenditure, whether as a result of a conflict of interest or otherwise, such expenditure may only be authorised by a general meeting or special general meeting of the Association.

54 Transitional Rule

Notwithstanding any other rule, until the election of the Management Committee at the first AGM and subsequent collegiate election for the offices of President, Secretary and Treasurer have been held, the Office holders of the Association shall be:

- (a) Mr Jens Kunze (Management Committee Member and President);
- (b) Mr Alexander Williams (Management Committee Member and Secretary);
- (c) Ms Julie Vercelloni (Management Committee Member and Treasurer).
- (d) Mr Lobezno Meneses (Management Committee Member);
- (e) Ms Diana Marcela Mesa (Management Committee Member);
- (f) Mr Robert Paterson (Management Committee Member); and
- (g) Ms Meghan Barnard (Management Committee Member).