

Constitution of Australian Karting Association (Qld) Inc.

1. Interpretation

1.1. In these rules—

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

Advisory Member means a Member who satisfies all of the criteria set out in clause 5.6.

Annual Fee in relation to a particular Membership Year, means the annual fee determined by the Association from time to time in an Annual General Meeting payable by a Member in order to become or remain a Member for that Membership Year.

Annual General Meeting means the Association's annual general meeting, being a general meeting nominated by the Executive to be the annual general meeting.

Associate Member means a Member who satisfies all of the criteria in clause 5.3.

Association means Australian Karting Association (Qld) Inc. Registration Number IA04065, trading as "Karting Queensland" ABN 87 900 100 965.

Blue Card means a card issued by the Queensland government pursuant to its child protection blue card system, as varied from time to time, or such alternative card or system from time to time.

Circuit Licence means a licence issued by the Association in relation to a Karting circuit for a particular period, being a licence to operate the relevant Karting facility in connection with the Association and which shall be issued, and be on terms and conditions, as determined by the Executive from time to time.

Executive means all of the Executive Members.

Executive Member means a Member appointed pursuant to clause 16.

Executive Meeting means a meeting of the Executive

General Meeting means a meeting of the SKC which is not an Annual General Meeting

Honorary Life Member means a Member who satisfies all of the criteria in clause 5.4.

Karting means the sport of racing small, open-wheeled vehicles known as karts or go-karts at kart facilities.

Karting Australia mean Australian Karting Association Ltd ACN 160 100 265.

Karting Licence means a Karting driver's licence authorising an individual to participate as a driver in Karting events in connection with the Association or Karting Australia, issued and on terms and conditions determined by Karting Australia from time to time.

KQ Permit means a permit issued by the Association authorising an Ordinary Member or an Associate Member to conduct a Karting event at a specified Karting facility and which shall be subject to terms and conditions specified by the Association.

Member means a member of the Association, being either an:-

- (a) Ordinary Member;
- (b) Associate Member;
- (c) Advisory Member; or
- (d) Honorary Life Member.

Membership Form in relation to a particular Membership Year, means the annual membership application form required by the Executive to be completed and submitted to the Executive for that Membership Year in order to become or remain a Member, in a form determined by the Executive from time to time.

Membership Year means an annual period commencing 1 January and ending 31 December.

Minimum Race Meets for a particular period means the minimum number of race meets that a Member must host in that period for which KQ Permits have been issued, as determined at an SKC Meeting from time to time.

National Competition Rules means the National Competition Rules published by Karting Australia from time to time.

Official Rule Book means the official rule book published by Karting Australia from time to time, or such other rule book adopted by the Association in an Annual General Meeting from time to time.

Ordinary Member means a Member who satisfies all of the criteria in clause 5.1.

SKC means the State Karting Council from time to time, being the Members and the Executive.

SKC Matters means each of the matters set out in clause 20.

SKC Meeting means a General Meeting, Annual General Meeting or special General Meeting at which an SKC Matters is to be or has been voted upon.

1.2. A word or expression that is not defined in this Constitution but is defined in the Act has, if the context permits, the meaning given by the Act.

2. Name

The name of the Association is "*Australian Karting Association (Qld) Inc.*".

3. Objects

The objects of the Association are—

- 3.1. to promote and protect the sport of Karting;

- 3.2. to promote excellence in Karting;
- 3.3. to promote just, honourable and safe practices in Karting;
- 3.4. to suppress and discourage malpractice in Karting;
- 3.5. to cooperate with kindred bodies in fostering and maintaining Karting as a family sport;
- 3.6. to maintain a high level of standing and prestige for the Association in the Karting industry; and
- 3.7. to administer the sport of Karting in Queensland in accordance with the National Competition Rules.

4. Powers

- 4.1. The Association has the powers of an individual.
- 4.2. In exercising its powers, the Association shall act in the furtherance of the objects of the Association.
- 4.3. The Association may, for example—
 - (a) enter into contracts;
 - (b) acquire, hold, deal with and dispose of property;
 - (c) make charges for services and facilities it supplies; and
 - (d) do other things necessary or convenient to be done in carrying out its affairs.

5. Classes of members

The membership of the Association consists of the following classes of members:-

5.1. Ordinary Members

In relation to a particular Membership Year, in order to be an Ordinary Member, a Member must at all times meet all of the following criteria:-

- a) be a not-for-profit incorporated association under the Act;
 - b) subject to clause 5.2, hold a Circuit Licence;
 - c) have a minimum of eight (8) registered members who have nominated the Member as their home facility, and who each hold a valid Karting Licence;
 - d) host the Minimum Race Meets at the facility the subject of the Circuit Licence in the relevant Membership Year;
 - e) have properly completed and submitted to the Association the Membership Form for the relevant Membership Year by the due date;
 - f) have paid the Annual Fee for the relevant Membership Year by the due date;
 - g) have been approved in writing by the Executive at a General Meeting; and
 - h) not have had their membership revoked by the Executive at a General Meeting.
- 5.2. Despite clause 5.1b), the Executive may determine at their discretion that an Ordinary Member that loses its Circuit Licence by way of resumption, or by other reasons beyond its control and through no fault of the Ordinary Member, may

remain an Ordinary Member for a period of 24 months unless extended by the Executive

5.3. Associate Members

In relation to a particular Membership Year, in order to be an Associate Member, a Member must at all times meet all of the following criteria:-

- a) be a not-for-profit incorporated association under the Act;
- b) have properly completed and submitted to the Association the Membership Form for the relevant Membership Year by the due date;
- c) have paid the Annual Fee for the relevant Membership Year by the due date;
- d) have been approved in writing by the Executive at a General Meeting; and
- e) not have had their membership revoked by the Executive at a General Meeting.

5.4. Honorary Life Members

In order to be an Honorary Life Member, a Member must at all times meet all of the following criteria:-

- a) be an individual;
- b) have provided a minimum period of ten (10) years' service to the Association;
- c) have been nominated by a Member in writing to the Executive no later than thirty (30) days prior to the Annual General Meeting at which their appointment as an honorary life member is to be voted upon;
- d) have been approved as an honorary life member at an Annual General Meeting;
- e) have not been convicted of a crime;
- f) have not engaged in conduct determined by the Executive to pose a risk of bringing the Association into disrepute;
- g) meet any other qualifications or requirements for maintaining honorary life member status as determined at an Annual General Meeting from time to time;
- h) have not had their membership as an honorary life member revoked or cancelled by the Executive at a General Meeting; and
- i) have not resigned or surrendered their membership.

5.5. Only two (2) honorary life membership may be approved by the SKC per Membership Year.

5.6. Advisory Members

In relation to a particular Membership Year, in order to be an Advisory Member, a Member must at all times meet all of the following criteria:-

- a) be an individual;
- b) be a registered member of an Ordinary Member or an Associate Member;

- c) in relation to the particular advisory role to which the advisory membership status relates, meet all of the criteria specified for such role in the Official Rule Book
- d) have been elected pursuant to clause 16;
- e) have not been convicted of a crime;
- f) have not engaged in conduct determined by the Executive to pose a risk of bringing the Association into disrepute;
- g) have not resigned or surrendered their membership.

5.7. The number of Members, and the number of Members within each class of Members, is unlimited.

6. New membership

- 6.1. An application to become a Member must be proposed by one (1) Ordinary Member (the *proposer*) and seconded by another Ordinary Member (the *seconder*).
- 6.2. An application for membership must be:-
 - a) submitted in writing in the Membership Form; and
 - b) signed by the applicant and the applicant's proposer and seconder.

7. Membership fees

- 7.1. The Annual Fee for each class of Member is the amount determined by the Ordinary Members at the Annual General Meeting from time to time.
- 7.2. Annual Fees must be paid by the last day of January in the Membership Year to which the Annual Fees relate.
- 7.3. Failure to pay Annual Fees:-
 - a) by the due date will entitle the Executive to suspend the relevant Member's membership by notice in writing until all applicable Annual Fees are paid in full; and
 - b) by the last day of February in the Membership Year to which the Annual Fees relate, will entitle the Executive to revoke the relevant Member's membership in accordance with clause 9.3.

8. Admission and rejection of new members

- 8.1. The SKC must consider an application for membership at the next General Meeting held after it receives—
 - a) the properly completed Membership Form; and
 - b) the applicable Annual Fee.
- 8.2. The Executive must ensure that, as soon as possible after the person applies to become a Member, and before the SKC considers the persons application, the person is advised—
 - a) whether or not the Association has public liability insurance; and
 - b) if the association has public liability insurance—the amount of the insurance.

- 8.3. The SKC must decide at the meeting whether to accept or reject the application having regard to the qualification criteria specified in this Constitution.
- 8.4. If more than fifty per cent (50%) of the members of the SKC present at the General Meeting and entitled to vote, vote to accept the applicant as a Member, the applicant must be accepted as a Member for the class of membership applied for.
- 8.5. The Executive must, as soon as practicable after the SKC determines to accept or reject an application for membership, give the applicant a written notice of the decision.

9. When membership ends

- 9.1. A Member may resign by giving a written notice of resignation to the secretary.
- 9.2. 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.
- 9.3. The Executive may revoke a membership if the Member:-
 - a) does not comply with any provision of this Constitution;
 - b) ceases to meet any criteria applicable to their membership;
 - c) is convicted of an offence;
 - d) has not paid Annual Fees in relation to a particular Membership Year by the last day of February in the relevant Membership Year;
 - e) engages in conduct which the Executive considers is likely to bring the reputation of the Association into disrepute or which is considered to be injurious or prejudicial to the character and interests of the Association; or
 - f) in the case of an individual, or an individual who is the nominated representative of an Associate Member or an Ordinary Member,
 - i. is convicted of a criminal offence;
 - ii. conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Association;
 - iii. is subject to a sanction or ban that would prevent the individual from participating in Association or Karting Australia events;
 - iv. does not qualify for Blue Card; or
 - v. engages in conduct which the Executive considers is likely to bring the reputation of the Association into disrepute or which is considered to be injurious or prejudicial to the character and interests of the Association.
- 9.4. Before the Executive revoke a membership, the Executive must give the relevant Member a full and fair opportunity to show why the membership should not be revoked.
- 9.5. Where a Member is liable to having their membership revoked pursuant to clause 9.3, the Executive may impose alternate sanctions as determined by the Executive.
- 9.6. Alternate sanctions may include one or more of the following:-
 - a) Verbal warning;

- b) Written warning;
 - c) Monetary fine;
 - d) Temporary suspension of membership;
 - e) Changing class of membership.
- 9.7. The Executive may, but is not required to, put motions to revoke the membership of a Member or to impose sanctions on a Member to the SKC to vote upon at a General Meeting. Where more than fifty per cent (50%) of members of the SKC present and entitled to vote at the General Meeting vote in favour of terminating the membership or imposing sanctions, the Executive must so revoke or impose such sanctions.
- 9.8. Subject to clause 9.7, if, after considering all representations made by the Member, the Executive decides to revoke the membership or impose an alternative sanction, the secretary of the Association must give the Member a written notice of the decision.
- 9.9. A decision of the executive may be appealed to the State Karting Council by giving written notice to the Secretary within 14 days of being advised of the decision.

10. Register of members

- 10.1. The Executive must keep a register of Members. This role will be the responsibility of the secretary.
- 10.2. The register must include the following particulars for each member –
- a) the full name of the Member;
 - b) the postal or residential address of the Member;
 - c) the date of admission as a Member;
 - d) in the case of an Ordinary Member or Associate Member, the management committee of the Member;
 - e) in relation to individuals, the date of death or time of resignation of the Member;
 - f) details about the termination or reinstatement of membership;
 - g) any other particulars the Executive or the Ordinary Members at a General Meeting decide.
- 10.3. The register must be open for inspection by Members of the Association at all reasonable times.
- 10.4. A Member must contact the secretary to arrange an inspection of the register.
- 10.5. However, the Executive may, on the application of a Member, withhold information about the Member (other than the Member's full name) from the register available for inspection if the Executive has reasonable grounds for believing the disclosure of the information would put the Member at risk of harm.

11. Prohibition on use of information on register of members

- 11.1. A Member must not:-

- a) use information obtained from the register of Members to contact, or send material to, another Member 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 for the purpose of advertising for political, religious, charitable or commercial purposes.
- 11.2. Clause 11.1 does not apply if the use or disclosure of the information is approved by the Executive or by the Member to whom the information relates, including approvals to obtain, disclose or otherwise share information obtained by the Association in the conduct of the business of the Association.

12. Appointment or election of secretary

- 12.1. 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 person elected by the SKC as secretary in an Annual General Meeting; or
 - b) in the event of a vacancy, any of the following persons appointed by the Executive as secretary:-
 - (i) a member of the Executive;
 - (ii) another member of the Association who is an individual;
 - (iii) another person.
- 12.2. If a vacancy happens in the office of secretary, the members of the Executive must ensure a secretary is appointed or elected for the Association within one (1) month after the vacancy happens.
- 12.3. If the Executive appoints a person mentioned in clause 12.1.b)(ii) as secretary, other than to fill a casual vacancy on the Executive, the person does not become a member of the Executive.
- 12.4. However, if the Executive appoints a person mentioned in clause 12.1.b)(ii) as secretary to fill a casual vacancy on the SKC, the person becomes a member of the Executive.
- 12.5. If the Executive appoints a person mentioned in clause 12.1.b)(iii) as secretary, the person does not become a member of the Executive.
- 12.6. In this rule, '**casual vacancy**' on the SKC means a vacancy that happens when an elected member of the Executive resigns, dies or otherwise stops holding office.

13. Removal of secretary

- 13.1. The Executive may at any time remove a person appointed by the committee as the secretary.
- 13.2. If the Executive removes a secretary who is a person mentioned in clause 12.1.b)(i), the person remains a member of the Executive.
- 13.3. If the Executive removes a secretary who is a person mentioned in clause 12.1.b)(ii) and who has been appointed to a casual vacancy on the Executive under clause 12.4, the person remains a member of the Executive.

14. Functions of secretary

- 14.1. 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;
 - b) keeping minutes of each meeting;
 - c) keeping copies of all correspondence and other documents relating to the Association;
 - d) maintaining the register of Members;
 - e) maintaining a register of Circuit Licences;
 - f) maintaining a register of Karting Licences held by Members and members of Members; and
 - g) other functions as determined by the Executive from time to time.

15. Membership of the Executive

- 15.1. The Executive members will be those individuals from time to time elected at a General Meeting to perform the following roles:-
- a) President;
 - b) Senior Vice President
 - c) Junior Vice President
 - d) Treasurer; and
 - e) If filled by election, Secretary.
 - f) A person can be elected to more than one Executive Member position provided that the positions of President and Treasurer cannot be held by the same person.
- 15.2. At each Annual General Meeting, the Executive Members must retire from office, but are eligible, on nomination, for re-election.
- 15.3. A person elected to an Executive Position cannot hold an official position in any club or karting entity whilst an elected member of the SKC and must resign from any such position within 30 days of being elected or appointed to the SKC
- 15.4. A person may be appointed to a casual vacancy on the Executive pursuant to clause 18.

16. Electing the Executive Members and Advisory Members

- 16.1. Executive Members and Advisory Members may only be elected as follows:-
- a) any two (2) Ordinary Members may nominate a person (the **candidate**) to serve as an Executive Member or an Advisory Member;
 - 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 fourteen (14) days before the Annual General Meeting at which the election is to be held;
 - c) each Ordinary Member present and eligible to vote at the Annual General Meeting may vote for one (1) candidate for each Executive Member vacant position and one (1) candidate for each Advisory Member vacant position; and
 - d) if, at the start of the relevant Annual General Meeting, there are not enough candidates nominated to fill all vacant positions, nominations may be taken from the floor of the meeting.
- 16.2. A **person** may be a candidate for an Executive Member position or an Advisory Member position only if the person—
- a) is at least 18 years of age;
 - b) is a member of an Ordinary Member or an Associate Member;
 - c) does not hold an official position in any other club or Karting entity;
 - d) is a permanent resident of Queensland or lives within 65km of the State border; and
 - e) is not ineligible to be elected as a member under section 61A of the Act.
- 16.3. A list of the candidates' names recommended to be in alphabetical order, with the names of the Ordinary Members who nominated each candidate, must be distributed to all Ordinary Members and Associate Members at least seven (7) days immediately preceding the Annual General Meeting.
- 16.4. If required by the Executive, balloting lists must be prepared containing the names of the candidates.
- 16.5. A candidate for a position must be present at the Annual General Meeting unless there are extenuating circumstance presented in advance, in writing, or the Executive agrees otherwise.
- 16.6. The Executive must ensure that, before a candidate is elected as an Executive Member, 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.

17. Resignation, removal or vacation of office of Executive Member

- 17.1. A member of the Executive may resign from the Executive by giving written notice of resignation to the secretary.
- 17.2. 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.
- 17.3. A member of the executive may be removed from office at a General Meeting if a majority of the Ordinary Members present and eligible to vote at the meeting vote in favour of removing the Executive Member.
- 17.4. Before a vote of Ordinary Members is taken about removing the Executive Member from office, the Executive Member must be given a full and fair opportunity to show cause why he or she should not be removed from office.

- 17.5. An Executive Member has no right of appeal against their removal from office under clause 17.3.
- 17.6. An Executive Member immediately vacates the office they hold in the circumstances mentioned in section 64(2) of the Act.

18. Vacancies in Executive Member and Advisory Member Positions

- 18.1. If a casual vacancy happens in relation to an Executive Member or Advisory Member position, the continuing members of the Executive may appoint another member to fill the vacancy until the next Annual General Meeting.
- 18.2. The continuing members of the Executive may act despite a casual vacancy.
- 18.3. However, if the number of Executive Members is less than the number fixed under clause 22.1 as a quorum of the Executive, the continuing Executive Members may act only to:-
 - a) increase the number of Executive members to the number required for a quorum; or
 - b) call a General Meeting.

19. Functions of Executive

- 19.1. Subject to this Constitution or a resolution of the Ordinary Members carried at a General Meeting, the Executive has the general control and management of the administration of the affairs, property and funds of the Association.
- 19.2. The Executive has authority to interpret the meaning of this Constitution and any matter relating to the Association on which this Constitution is 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.
- 19.3. Subject to clause 19.5, the Executive 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 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 lend Members money from its track development fund and any other fund the Association maintains for its Members from time to time;

- g) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association; and
 - h) to provide and pay off any securities issued; and
 - i) to invest in a way the members of the association may from time to time decide.
- 19.4. For clause 19.3.d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by:-
- a) the financial institution for the Association; or
 - b) if there is more than one financial institution for the Association, the financial institution nominated by the Executive.
- 19.5. Despite clause 19.3, the Executive must refer all SKC Matters for determination at an SKC Meeting.

20. SKC Matters

- 20.1. The following matters are SKC Matters, being matters to be considered by the SKC and voted upon by Ordinary Members at a General Meeting, Annual General Meeting or special General Meeting:-
- a) decisions concerning what the “Minimum Race Meets” quantity shall be for a particular period as a condition to a Member qualifying as an Ordinary Member, including associated terms and conditions;
 - b) decisions concerning the minimum number of registered members a party must have in order to qualify as an Associate Member, including associated terms and conditions;
 - c) decisions concerning the creation, alteration or implementation of policies and procedures;
 - d) the annual calendar of Association events, including race meets and their locations;
 - e) setting Annual Fees, Circuit Licence fees and other fees to be charged to Members and their members;
 - f) setting the Association’s annual budget;
 - g) decisions to permanently ban a Member (or one of their members) or to revoke a Member’s membership;
 - h) decisions to commence or settle disputes or litigation where the Executive propose to expend an amount equal to twenty-five per cent (25%) or more of previous years gross income;
 - i) set the number of SKC Meetings to be held per annum.

21. Meetings of Executive

- 21.1. Subject to this clause, the Executive may meet and conduct its proceedings as it considers appropriate.
- 21.2. The Executive must meet monthly (excluding December & January) to exercise its functions, or at such other intervals determined by the Executive but not less than four (4) times per Membership Year.

- 21.3. The Executive must decide how a meeting is to be called and notice of a meeting is to be given in the way decided by the Executive.
- 21.4. The Executive may hold meetings, or permit an Executive Member to take part in its meetings, by using any technology that reasonably allows the Executive Member to hear and take part in discussions as they happen.
- 21.5. An Executive Member who participates in the meeting as mentioned in clause 21.4 is taken to be present at the meeting.
- 21.6. A question arising at an Executive meeting is to be decided by a majority vote of the Executive Members present at the meeting and, if the votes are equal, the question is decided in the negative.
- 21.7. An Executive Member must not vote on a question about a contract or proposed contract with the Association if the Executive Member has an interest in the contract or proposed contract and, if the Executive Member does vote, their vote must not be counted.
- 21.8. The Executive Member holding the position of 'president' is to preside as chairperson at Executive meetings.
- 21.9. If there is no president or if the president is not present within ten (10) minutes after the time fixed for a Executive meeting, the present Executive Members may choose one (1) of their number to preside as chairperson at the meeting.
- 21.10. Executive meetings may be open to other Members and on terms at the discretion of the Executive and will be dependent on the nature of the business to be discussed.

22. Quorum for, and adjournment of, Executive meeting

- 22.1. At an Executive meeting, at least seventy-five per cent (75%) of the combined total of Executive Members as at the close of the last General Meeting form a quorum.
- 22.2. If there is no quorum within thirty (30) minutes after the time fixed for an Executive meeting called on the request of Executive Members, the meeting lapses.
- 22.3. If there is no quorum within thirty (30) minutes after the time fixed for an Executive meeting called other than on the request of the Executive Members:-
 - a) the meeting is to be adjourned for at least one (1) day; and
 - b) the members of the Executive who are present are to decide the day, time and place of the adjourned meeting.
- 22.4. If, at an adjourned meeting mentioned in clause 22.3, there is no quorum within thirty (30) minutes after the time fixed for the meeting, the meeting lapses.

23. Special meeting of Executive

- 23.1. If the secretary receives a written request agreed to by at least 33% of the Executive, the secretary must call a special meeting of the Executive by giving each member of the committee notice of the meeting within 14 days after the secretary receives the request.

- 23.2. If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.
- 23.3. 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.
- 23.4. 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.
- 23.5. A special meeting of the Executive must be held within 14 days after notice of the meeting is given to the members of the Executive.

24. Minutes of Executive meetings

- 24.1. The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Executive meeting are recorded.
- 24.2. To ensure the accuracy of the minutes, the minutes of each Executive meeting must be distributed to the Executive to be reviewed no less than seven (7) days prior to being released.

25. Appointment of subcommittees

- 25.1. The Executive may appoint a subcommittee consisting of Members considered appropriate by the Executive to help with the conduct of the Association's operations.
- 25.2. A member of the subcommittee who is not a member of the Executive is not entitled to vote at an Executive meeting.
- 25.3. A subcommittee may elect a chairperson of its meetings.
- 25.4. 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.
- 25.5. A subcommittee may meet and adjourn as it considers appropriate.
- 25.6. 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 Executive may cast a deciding vote to assist the subcommittee.

26. Acts not affected by defects or disqualifications

- 26.1. An act performed by the Executive, a subcommittee or a person acting as a member of the Executive is taken to have been validly performed.
- 26.2. Clause 26.1 applies even if the act was performed when:-
 - a) there was a defect in the appointment of a member of the Executive, subcommittee or person acting as a member of the Executive; or
 - b) a Executive member, subcommittee member or person acting as a member of the Executive was disqualified from being a member.

27. Resolutions of Executive without meeting

- 27.1. A written resolution signed by each member of the Executive is as valid and effectual as if it had been passed at a Executive meeting that was properly called and held.
- 27.2. A resolution mentioned in clause 27.1 may consist of several documents in like form, each signed by one (1) or more members of the Executive.

28. Annual general meetings

- 28.1. Annual General Meetings 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.

29. Business to be conducted at annual general meeting

- 29.1. The following business must be conducted at each Annual General Meeting:-
 - a) to the extent required by the Act:-
 - i. receiving the Association's financial statement, and audit report, for the last reportable financial year;
 - ii. presenting the financial statement and audit report to the meeting for adoption;
 - iii. appointing an auditor or an accountant for the present financial year;
 - b) electing members of the Executive;
 - c) electing an Honorary Life Member, if any; and
 - d) electing Advisory Members, if any.

30. Notice of general meeting

- 30.1. The secretary may call a General Meeting.
- 30.2. The secretary must give at least 14 days notice of the meeting to each Member.
- 30.3. If the secretary is unable or unwilling to call the meeting, the president must call the meeting.
- 30.4. The Executive may decide the way in which the notice must be given.
- 30.5. However, notice of the following meetings must be given in writing—
 - a) a meeting called to hear and decide the appeal of a person against the Executive's decision:-
 - i. to reject an application for membership of the Association; or
 - ii. to revoke a membership of the Association;
 - b) a meeting called to hear and decide a proposed special resolution of the Association.
- 30.6. A notice of a General Meeting must state the business to be conducted at the meeting.

31. Quorum for, and adjournment of, general meeting

- 31.1. The quorum for a General Meeting is at least the number of members elected or appointed to the Executive at the close of the Association's last General Meeting plus 1.
- 31.2. No business may be conducted at a General Meeting unless there is a quorum when the meeting proceeds to business.
- 31.3. If there is no quorum within 30 minutes after the time fixed for a General Meeting called on the request of members of the Executive or the Association, the meeting lapses.
- 31.4. 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 Executive or the Association:-
 - a) the meeting is to be adjourned for at least 7 days; and
 - b) the Executive is to decide the day, time and place of the adjourned meeting.
- 31.5. 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.
- 31.6. If a meeting is adjourned under clause 31.5, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- 31.7. 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.
- 31.8. 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.

32. Procedure at general meeting

- 32.1. Any Member may take part and vote in a General Meeting, subject to their voting rights under this Constitution, in person, by proxy or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 32.2. A member who participates in a meeting as mentioned in clause 32.1 is taken to be present at the meeting.
- 32.3. At each general meeting—
 - a) the president is to preside as chairperson;
 - b) if there is no president or if the president is not present within 10 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.

33. Voting at general meeting

- 33.1. At a general meeting, each question, matter, motion or resolution, other than a special resolution, must be decided by a majority of votes of the Members present and entitled to vote.

- 33.2. Members present will have the following eligibility to vote:-
- a) each Ordinary Member, through its nominated delegate or proxy, is entitled to one (1) vote only;
 - b) Associate Members are not entitled to vote;
 - c) Honorary Life Members are not entitled to vote;
 - d) Advisory Members are not entitled to vote.
- 33.3. Each Ordinary Member shall appoint a delegate or proxy to act on its behalf at meetings.
- 33.4. If the eligible votes cast are equal, the chairperson has a casting vote.
- 33.5. A Member is not entitled to vote at a general meeting if the Member has not paid any portion of Annual Fees which are due at the date of the meeting.
- 33.6. Advisory Members and a nominated representative of Associate Members:-
- a) are entitled to be present at meetings;
 - b) if permitted by the chairperson, may participate in discussions held at meetings;
 - c) shall not be entitled to vote;
 - d) do not count when determining a quorum; and.
 - e) are not permitted to attend in camera discussion unless invited by the chair person.
- 33.7. The method of voting is to be decided by the Executive.
- 33.8. However, if at least 20% of the Members present and entitled to vote demand a secret ballot, voting must be by secret ballot.
- 33.9. If a secret ballot is held, the chairperson must appoint two (2) Members to conduct the secret ballot in the way the chairperson decides.
- 33.10. 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.

34. Special General Meetings

- 34.1. The secretary must call a special General Meeting by giving each Member notice of the meeting within 14 days after—
- a) being directed to call the meeting by the Executive; or
 - b) being given a written request signed by:-
 - i. at least 33% of the number of members of the Executive when the request is signed; or
 - ii. 33% of the Ordinary Members.
- 34.2. A request mentioned in clause 34.1.b) must state—
- a) why the special general meeting is being called; and
 - b) the business to be conducted at the meeting.
- 34.3. A special general meeting must be held within one (1) month after the secretary—
- a) is directed to call the meeting by the Executive; or
 - b) is given the written request mentioned in clause 34.1.b).
- 34.4. If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

35. Proxies

- 35.1. An instrument appointing a proxy must be in writing and be in the Association's approved proxy form or in a format substantially similar to that contained in the Act.
- 35.2. The instrument appointing a proxy must be signed by the secretary of the Ordinary Member.
- 35.3. A proxy may be a Member or another person.
- 35.4. A proxy may not be a person elected as an Executive Member at the commencement of the meeting.
- 35.5. The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- 35.6. 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.
- 35.7. Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.

36. Minutes of general meetings

- 36.1. The secretary must ensure full and accurate minutes of all questions, motions, matters, resolutions and other proceedings of each general meeting are recorded.
- 36.2. 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.
- 36.3. If asked by a Member, 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.

37. By-laws

- 37.1. The Executive may make, amend or repeal by-laws, policies and procedures not inconsistent with these rules, for the internal management of the Association.
- 37.2. A by-law, policy or procedure may be set aside by a majority vote of the Members at a General Meeting.

38. Alteration of rules

- 38.1. Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a General Meeting.
- 38.2. However, an amendment, repeal or addition is valid only if it is registered by the chief executive.

39. Common seal

- 39.1. The Executive must ensure the association has a common seal.
- 39.2. The common seal must be—
 - a) kept securely by the Executive; and
 - b) used only under the authority of the Executive.
- 39.3. Each instrument to which the seal is attached must be signed by a member of the Executive and countersigned by:-
 - a) the secretary; or
 - b) another member of the Executive; or
 - c) someone authorised in writing by the Executive.

40. Funds and accounts

- 40.1. The funds of the Association must be kept in an account in the name of the association in a financial institution or institutions decided by the Executive.
- 40.2. Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.
- 40.3. All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- 40.4. A payment by the Association must be made by credit card or electronic funds transfer with the exception of meal allowances which can be made by cash.
- 40.5. Payment must be signed or approved by any two (2) of the following—
 - a) the president;
 - b) the secretary;
 - c) the treasurer;
 - d) the administration officer;
 - e) any 1 of 3 other Executive who have been authorised by the Executive in writing.
- 40.6. However, one (1) of the persons who approved the payment must be the president, the secretary or the treasurer.
- 40.7. All expenditure must be approved or ratified at an Executive meeting.

41. General financial matters

- 41.1. On behalf of the Executive, 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.
- 41.2. The income and property of the Association must be used solely in promoting the Association's objects and exercising the Association's powers.

42. Documents

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

43. Financial Year

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

44. Distribution of surplus assets to another entity

44.1. This rule applies if the Association—

- a) is wound-up under part 10 of the Act; and
- b) has surplus assets.

44.2. The surplus assets must not be distributed among Members other than Ordinary Members where such Ordinary Members remain incorporated under the Act and meet the provisions of clause 44.3.

44.3. The surplus assets must be given to Ordinary Members and/or other entities:-

- 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.

44.4. In this rule— **surplus assets** see section 92(3) of the Act.