

**CONSTITUTION**

**OF THE**

**QUEENSLAND AUSTRALIAN**  
**FOOTBALL UMPIRE'S ASSOCIATION**  
**INCORPORATED**

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## **1. NAME**

The name of the incorporated Association shall be "Queensland Australian Football Umpires' Association Incorporated", (called "the Association").

## **2. TRANSITION**

- 2.1 This Constitution replaces the Rules of the Association dated 30 June 2005 and any other previous Rules or Constitutions of the Association.
- 2.2 This Constitution was adopted at the AGM held on 8 December 2012 to take effect from 7 January 2013, being 30 days from its acceptance at the AGM.
- 2.3 All acts done under the previous Rules or Constitution remain valid and enforceable under this Constitution.

## **3. OBJECTS**

The objects of the Association shall be:

- 3.1 To foster and promote the good fellowship and further the interests of all members of the Association.
- 3.2 To promote the ideals of true sportsmanship.
- 3.3 To ensure, where possible through negotiation, that the AFL, AFL Queensland, their affiliated clubs, Associations and other controlling bodies make adequate provision in respect to the welfare, remuneration, protection and facilities for all members of the Association.
- 3.4 To co-operate with the AFL, AFL Queensland, their affiliated clubs, Associations and other controlling bodies wherever and whenever possible towards the promotion and advancement of Australian football.

## **4. POWERS**

The Powers of the Association are: -

- 4.1 To take over the funds and other assets and the liabilities of the present unincorporated association known as the "Queensland Australian Football Umpires' Association".
- 4.2 To subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the Association shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and

property among its members to an extent at least as great as that imposed on the Association under or by virtue of clause 32.15;

- 4.3 In furtherance of the Objects of the Association to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid for the members of the Association or persons frequenting the Association's premises;
- 4.4 To purchase, take lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real or personal, and any rights or privileges which may be requisite for the purpose of, or capable of being conveniently used in connection with, any of the Objects of the Association: Provided that in case the Association shall take on or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as it is allowed by law having regard to such trusts;
- 4.5 To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association; to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- 4.6 To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association;
- 4.7 To remunerate any persons or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the incorporated association, or in or about the incorporated association or promotion of the incorporated association or in the furtherance of its objects;
- 4.8 To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute to, subsidise or otherwise assist and take part in construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
- 4.9 To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit;
- 4.10 To take, otherwise acquire and hold shares, debentures or other securities of any company or body corporate;
- 4.11 In furtherance of objects of the Association, to lend and advance money or give credit to any person or body corporate, to guarantee and give guarantees or indemnities for the payment of money or the performance or contracts or

obligations by any person or body corporate, and otherwise to assist any person or body corporate;

- 4.12 To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise represent or secure any money's and further advance borrowed or to be borrowed alone or with others as foresaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated association's property or assets present or future and to purchase, redeem or pay-off any such securities;
- 4.13 To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- 4.14 In furtherance of the objects of the Association to sell, improve, manage, develop, exchange, lease, dispose of turn to account or otherwise deal with all or any part of the property and rights of the Association;
- 4.15 To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association or any money due to the Association from purchasers and others;
- 4.16 To take any gift or property whether subject to any special trust or not, for any one or more of the objects of the Association but subject always to the provision in clause 4.4;
- 4.17 To take such steps by personal or written appeals, public meetings 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;
- 4.18 To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects;
- 4.19 In furtherance of the Objects of Association to amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Association under or by virtue of clause 32.15;
- 4.20 In furtherance of the Objects of the Association to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorised to amalgamate;

- 4.21 In furtherance of the Objects of the Association to transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated associations with which the Association is authorised to amalgamate;
- 4.22 To make donations for patriotic, charitable or community purposes;
- 4.23 To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged;
- 4.24 To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

## 5. LIABILITY OF MEMBERS

The liability of the Members, Delegates and Officers of the Association is limited.

## 6. MEMBERS CONTRIBUTIONS

Every Member of the Association undertakes to contribute to the assets of the Association, in the event of it being wound up while a Member or within one (1) year after ceasing to be a Member, for payment of the debts and liabilities of the Association contracted before the time at which they cease to be a Member, and the costs, charges and expenses of winding up and for an adjustment of the rights of contributors among themselves, such amount as may be required not exceeding \$1.00.

## 7. CLASSES OF MEMBERS

The membership of the Association shall consist of the following classes of members:-

- 7.1 **Active Members** shall be persons who have been appointed to act as Umpires to control games of Australian football controlled by the Controlling Body.
- 7.2 **Regional Members** shall be persons who have been appointed to act as Umpires to control games of Australian football controlled by the Controlling Body whom ordinarily reside outside of South East Queensland, or whom are members of a similar association, which has a reciprocal agreement with the Association. Regional Members will not have voting rights.
- 7.3 **Junior Members** shall be persons appointed to act as Umpires by the Controlling Body whom are seventeen (17) years of age or under as at the beginning of the calendar year.
- 7.4 **Associate Members** shall be any person who has an interest in the Umpiring of Australian Football and the Association generally.
- 7.5 **Life Members** shall be appointed under the following conditions:
- (a) shall be a member of the Association and/or shall have been a member of the Association for not less than five (5) years;

- (b) shall be elected by a two thirds majority of the members of the Association present at the AGM;
- (c) Life Membership shall be bestowed upon a member for a special service to the Association;
- (d) nomination for Life Membership of a member shall be in writing detailing the service record of the nominee, to be signed by a proposer and seconder both of whom shall be voting members;
- (e) any nomination for Life Membership shall be lodged with the Secretary of the Association at least fourteen (14) days prior to the date of the AGM;
- (f) Life Members are exempt from paying membership fees and have full voting rights.

7.6 **Honorary Membership** may be granted to persons involved with the Association or the umpiring of Australian Football upon the discretion of the Committee. Honorary Members will not have voting rights. Honorary membership shall terminate immediately after each AGM but may be re-granted at any time thereafter.

7.7 The Committee may, from time to time approve (or revoke) by way of by-laws, further classes of membership on the terms that it deems fit.

7.8 Number of members:

- (a) The number of Active, Regional, Associate, Junior or Honorary Members shall be unlimited.
- (b) The number of Life Members shall only be limited in terms of clause 7.5 above.

## 8. MEMBERSHIP

8.1 An application for Membership of the Association must be:

- (a) in writing; and
- (b) signed by the applicant;
- (c) in the form prescribed by the Committee from time to time; and
- (d) accompanied by the appropriate membership fee.

8.2 All members must have their membership ratified by the Registrar or the Committee.

8.3 Membership will be granted in accordance with the classes contained in clause 7.



8.4 Umpire members under 18 years of age will be registered as Members but will have a restricted membership as per the provisions of the Liquor Act.

8.5 Membership shall be for one financial year only and the member's financial membership expires three (3) months after the end of the financial year.

## **9. MEMBERSHIP FEES**

9.1 The annual membership fees for each of class of membership shall be such sum as determined by the Committee.

9.2 The membership fees for each class of membership shall be payable at such time and in such manner as the Committee shall from time to time determine.

9.3 The Committee may grant, exemption to paying membership fees or a reduction in membership fees, to any member for any reason the Committee deems fit.

## **10. DUES RECOVERABLE AT LAW**

Notwithstanding anything herein contained all subscriptions owing by any member under these rules and all monies (other than membership fees) owing and payable by any member of the Association or any other account whatsoever shall be recoverable by the Association by action in court of law against such member whether such member shall at the time of commencement of the action have ceased to be a member or not.

## **11. ADMISSION AND REJECTION OF MEMBERS**

11.1 The Committee must consider an application for membership at the next Committee meeting held after it receives the application for membership and the appropriate membership fee for the application.

11.2 The Registrar shall vet all new applications for membership and refer any applications that may be questionable to the Committee for ratification and the Committee must decide at the meeting whether to accept or reject the application.

11.3 If a majority of the members of the Committee, present at the meeting, vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.

11.4 The Committee must ensure that, as soon as possible after the person applies to become a member of the Association, and before the 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, the amount of the insurance.

- 11.5 The Secretary of the Association must, as soon as practicable after the Committee decide to accept or reject an application, give the applicant a written notice of the decision.

## **12. REGISTER OF MEMBERS**

- 12.1 The Committee must keep a register of members. The Registrar for this recording shall be any Association member appointed to the position by the Association's Committee. The register of members 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) telephone contact of the member, and if appropriate email address;
  - (d) the date of admission as a member;
  - (e) the date of death or time of resignation of the member;
  - (f) class of membership;
  - (g) details about the termination or reinstatement of membership;
  - (h) any other particulars the Committee or the members at a General Meeting decide.
- 12.2 The register must be open for inspection at all reasonable times.
- (a) A member must contact the Secretary to arrange an inspection of the register.
  - (b) However, the Committee may, on the application of a member of the Association, withhold information about the member (other than the member's full name) from the register available for inspection if the Committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.
  - (c) The Registrar shall cause the name of a person who dies or who ceases to be a member pursuant to clause 14 to be deleted from the register of members referred to in this clause.

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

A member of the Association, or any other person, must not:

- 13.1 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;

- 13.2 disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes.
- 13.3 The clause 13.1 does not apply if the use or disclosure of the information is approved by the Association.

#### **14. TERMINATION OF MEMBERSHIP**

- 14.1 A member may resign from the Association at any time by giving notice in writing to the Secretary. Such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it takes effect on that later date.
- 14.2 If a member -
- (a) is convicted of an indictable offence; or
  - (b) fails to comply with any of the provisions of the Constitution; or
  - (c) has membership fees in arrears for a period of two months or more; or
  - (d) conducts himself in a manner considered to be injurious or prejudicial to the character or interests of the Association;
- the Committee shall consider whether his membership should be terminated.
- 14.3 The member concerned shall be given a full and fair opportunity of presenting his case and if the Committee resolves to terminate his membership it shall instruct the Secretary to advise the member in writing accordingly.
- 14.4 Termination of membership also ceases upon the Association becoming aware of a member's death.

#### **15. DISCIPLINARY PROCEEDINGS**

- 15.1 Before any member is disciplined their conduct shall be investigated by the Committee, or an independent person appointed by the Committee, and the member shall be given the opportunity to defend themselves or to justify and explain their actions and to show why the member should not be disciplined.
- 15.2 When notice is given by the Committee, to a member, of the Association's intentions to hold an inquiry referred to in this clause, full detail of the alleged misconduct must be specified in the Notice.
- 15.3 Written notice of the Committee's action shall be given to the member at least three (3) days prior to the inquiry, to provide the opportunity to prepare a defence.

- 15.4 At the enquiry, witnesses to the alleged misconduct shall be called to give evidence and the member charged shall be given the opportunity to cross-examine or question any witness on their evidence.
- 15.5 The member charged is entitled to call witnesses on their behalf.
- 15.6 Should any member fail to appear at an enquiry conducted in accordance with clause 15, the Committee, or independent person, may proceed in that member's absence to conduct the said inquiry and to make its findings as empowered.
- 15.7 If, after considering all representations made by the member, the Committee, or the independent person, decides to discipline the member, including terminating their membership, the Secretary of the Committee must give the member a written notice of the decision.

## **16. GRIEVANCE AND COMPLAINTS PROCEDURE**

- 16.1 A person whose application for membership has been rejected, or whose membership has been terminated, must give the Secretary written notice of the person's intention to appeal the decision.
- 16.2 A notice of intention to appeal must be given to the secretary within one (1) month after the person receives written notice of the decision.
- 16.3 If the secretary receives a notice of intention to appeal, the secretary must, within three (3) months after the day of receipt, call a Special General Meeting to decide the appeal.

## **17. APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP**

- 17.1 At the Special Appeal Meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
- 17.2 The Committee and the members of the Committee who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.
- 17.3 An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.
- 17.4 If a person whose application for membership has been rejected does not appeal against the decision within one (1) month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the Secretary must, as soon as practicable, refund the membership paid by the person.

## **18. COMPLAINTS**

Any complaints by members shall be in writing, signed by the member(s) complaining, and submitted to the Committee for consideration. The result of the Committee's decision shall be communicated to the member(s) making the complaint

## **Management Structure of the Association**

### **19. MANAGEMENT COMMITTEE STRUCTURE AND OPERATION**

- 19.1 The management structure of the Association shall be as follows:
- (a) Management Committee (the Committee) elected at the AGM;
  - (b) Sub Committees as the Committee or Members shall from time to time appoint.
- 19.2 The business affairs, property and funds of the Association shall be controlled and administered by the Committee, without prejudice to or limiting the powers of the Association.
- 19.3 The Committee has authority to interpret the meaning of the Constitution and any matter relating to the Association on which the Constitution is silent, but any interpretation must have regard to the Act, including any regulation made under the Act. The Act prevails if the Association's rules are inconsistent with the Act.
- 19.4 Without limiting the generality of the powers conferred elsewhere in this Constitution, the Committee may:
- (a) acquire, hold or dispose of by way of purchase, sale, gift, lease, hire, letting, subletting or renting any property, real or personal, upon such terms as it may think fit;
  - (b) enter into contracts for the improvement or maintenance of the Association's assets;
  - (c) appropriate such funds as it shall think fit for the provision of prizes, incentives or social events;
  - (d) fix such honorariums as deemed fit;
  - (e) employ staff when and as deemed appropriate and pay wages/salaries as approved by the Committee.
- 19.5 The Committee shall consist of a minimum of four (4) members.

- 19.6 The Committee shall include the following Officer Bearers (Officers) of the Association:
- (a) President (Chairman)
  - (b) Vice President/s
  - (c) Secretary
  - (d) Treasurer
  - (e) Between 0 (zero) and 7 (seven) Officers as required to manage the operational requirements of the Association.
- 19.7 So long as not inconsistent with clause 19.6, the By-laws may contain further details as to the composition of the Committee.
- 19.8 Committee members shall be financial Active Members or Life Members of the Association at the time of their nomination and have been a member for a minimum of 12 months.
- 19.9 The President must have been an Active and/or Life Member for three (3) years.
- 19.10 All Officers shall serve for a period of one (1) year and may renominate for election each year in accordance with clause 27.1(d), AGMs.
- 19.11 All Officers shall act in an honorary capacity.
- 19.12 Should any vacancy occur in the Committee of the Association, between AGMs, the Committee shall fill such vacancy from the Active or Life Members of the Association and such member duly appointed shall hold office for the remaining portion of his predecessor's term.
- 19.13 An Officer may be required by the Committee to explain their unsatisfactory performance or attendance, which may be determined after being absent for three (3) consecutive meetings. The Officer shall be required to provide written or verbal explanation of their continued absence and or performance issues. Neglect or failure to do so may result in the Committee having the authority to determine whether or not the member's position shall be declared vacant.
- 19.14 The Committee may, from time to time, appoint or co-opt any member to join the Committee. This co-opting will be for specific purposes or skills held.
- 19.15 The Committee shall be responsible for all policy and financial matters of the Association. The Committee shall accept an annual budget as presented by the Treasurer and for that purpose shall do all acts or things as may seem to it to be necessary or expedient for the good and effective conduct of the Association's affairs.

## **20. SUB COMMITTEES**

- 20.1 The Committee may appoint a sub-committee consisting of members of the Association considered appropriate by the Committee to help with the conduct of the Association's operations, including opening and operating accounts at any Bank, Building Society or Financial Institution.
- 20.2 A member of the sub-committee who is not a member of the Committee is not entitled to vote at a Committee meeting unless the Committee agrees to allow such action.
- 20.3 A sub-committee may elect a Chairperson of its meetings.
- 20.4 If a Chairperson is not elected, or if the Chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose one (1) of their number to be Chairperson of the meeting.
- 20.5 A sub-committee may meet and adjourn as it considers appropriate.
- 20.6 A question arising at a sub-committee 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.
- 20.7 Resolutions of a sub-committee shall be ratified by the Committee prior to them having effect.

## **21. OFFICERS' RESPONSIBILITIES**

- 21.1 President shall preside over all meetings of the Association as Chairperson, put to the vote all motions duly proposed and seconded in accordance with the rules, and declare the result.
- 21.2 In the case of a tied vote the Chair shall have a casting vote in addition to a deliberative vote.
- 21.3 Vice-Presidents shall act in accordance with the President at all times and with like power during the President's absence from any meeting.
- 21.4 Roles of specific Officers:

### **(a) Secretary**

The functions and powers of the Secretary include, but are not limited to:

- (i) calling all meetings of the Association and prepare all notices of a meeting;
- (ii) in conjunction with the President, arranging the business to be conducted at the meeting;

- (iii) taking all minutes at the Committee, Executive; General, Special and AGMs;
- (iv) reading all minutes of previous meetings;
- (v) preparing annual reports and read same at the AGM;
- (vi) being responsible for the safe custody of the Association's books and records in their possession;
- (vii) keeping attendance records of all meetings;
- (viii) receiving and dispatching all correspondence as directed and keeping copies of all correspondence;
- (ix) keeping all Association documents in order;
- (x) carrying out the duties of Association Registrar (only if no Registrar is appointed) and maintaining the register of members of the Association if so required; and
- (xi) doing other duties as instructed by the specific Committees.

**(b) Treasurer**

The powers and duties of the Treasurer are to:

- (i) produce an Annual budget for the Committee by 31 December for the following year;
- (ii) produce a financial report for all Committee meetings;
- (iii) produce a bank statement at Committee meetings as required;
- (iv) keep detailed accounts of all monies received and paid;
- (v) prepare detailed financial statements for presentation to the Auditor prior to presentation to the AGM;
- (vi) receive all monies and issue receipts on the Association's official receipt forms;
- (vii) pay, or arrange payment of, all accounts as directed by the Committee; and
- (viii) bank all monies at the nominated Bank, Building Society or Financial institution as soon as reasonable possible.



(c) **Registrar**

The powers and duties of the Registrar are to:

- (i) keep a detailed record of all Association members with all personal and communication details available on request;
- (ii) prepare annual Association publication detailing membership, sponsorship, and social calendar details;
- (iii) keep a current record of the Association's history details for publication when and as required by the Committee;
- (iv) ensure that all umpires are registered with the League and must be officially recorded as an umpire for the Association; and
- (v) ensure all umpires meet the umpiring criteria as determined by the League.

(d) **Multitasking**

When and as required the duties of the following Officers may be combined - Secretary, Treasurer, Registrar and any of the other nominated portfolios as per clause 21.

## **Financial Requirements**

### **22. FINANCE AND INSURANCE**

- 22.1 The financial year shall commence on 1 November and end on 31 October of the following calendar year.
- 22.2 The Committee shall accept an annual budget as presented by the Treasurer at the first meeting following the AGM.
- 22.3 All financial members as per clauses 7 & 8 hereof shall be deemed to be financial for the purposes of the AGM or any Special General Meetings that may be called in the period 31 October to 1 February the following year, or such longer period contemplated by the by-laws.
- 22.4 The Committee may, within the sanction of a resolution passed by members at the AGM or in any Special Meeting called for the purpose, raise monies by bank overdraft or by the issue of debentures or such means as may be approved of at such meeting and if necessary, may secure the payment thereof by any mortgage upon the property of the Association or by such means as the member's resolution shall decide.
- 22.5 The Annual Financial Reports prepared by the Treasurer shall be passed for audit in sufficient time for presentation at the AGM.

22.6 The Committee may request an Audit Report at any time during the Financial Year prior to the Annual Audit Report.

22.7 The Committee shall ensure all statutory and desirable insurance policies and provisions are in place on a continuing basis. Such insurances may be implemented by the League, AFL Queensland or the AFL.

### **23. MANAGEMENT OF ASSOCIATION FUNDS**

23.1 The funds of the Association shall be placed in such financial institutions as the Committee may from time to time determine to the credit of the Association.

23.2 All accounts shall be operated by the Treasurer and the Authorised Persons.

23.3 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.

23.4 No monies shall be withdrawn from the Association's accounts save by:

- (a) a cheque signed by any two Authorised Persons; or
- (b) an electronic transfer authorised by any two Authorised Persons.

23.5 All amounts must be deposited in the financial institution account as soon as practicable after receipt.

23.6 Cheques, other than for wages, allowances or petty cash recoupment, must be crossed not negotiable.

23.7 Subject to 23.8 and 23.9, the Association's Committee must:

- (a) approve or ratify all expenditure of the Association; and
- (b) ensure that the approval or ratification is recorded in the Committee's minute book.

23.8 The Committee may make by-laws in relation to the setting of an expenditure policy that sets pre-approval for certain expenditure by specified Authorised Persons.

23.9 A petty cash account must be kept on the imprest system, and the Committee must decide the amount of petty cash to be kept in the account.

23.10 Full and accurate records and accounts must be kept of the financial affairs of the Association.

23.11 The Committee may determine honorariums or other forms of good faith payments to any member of the Association.

23.12 The income and property of the Association shall be applied solely for the promotion of its objects and no part thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of pecuniary profit to the members.

## **24. ADDITIONAL ACCOUNTING REQUIREMENTS**

24.1 The Association's Treasurer, or other Authorised Person, must;

- (a) receive all amounts paid to the Association and, if asked, immediately give a receipt for the amounts.
- (b) issue a receipt for all cash payments made to the Association.
- (c) as soon as practicable deposit each amount received into the associations account with a financial institution and enter the particulars of each amount received, and payments made by the Association, into the Association's accounts.

24.2 Payments of less than \$50 may be made from a petty cash account kept on the imprest system.

24.3 Particulars of all payments from, and reimbursements to, the petty cash account must be recorded in the petty cash book.

24.4 The Association's expenditure must be supported by adequate documentation filed in chronological order and kept at a place decided by the Committee.

24.5 The Association's Treasurer or other Authorised Person must regularly;

- (a) balance the cash book; and
- (b) make a reconciliation between the cash book and the balance of the Associations account with a financial institution.

24.6 The Association must keep its financial records;

- (a) in Queensland; and
- (b) for at least 7 (seven) years.

## **25. APPOINTMENT OF AUDITORS**

25.1 Members at the AGM shall appoint a suitably qualified independent person to act as Association Auditor for the ensuing year. An internal auditor may also be appointed for one (1) year. The Treasurer shall give to the Auditor(s), at all times, full access to the Association's books of accounts and vouchers and afford them every facility for the purposes of making a true Audit of the Association's financial affairs.

- 25.2 The Auditor shall examine the books, accounts, receipts and other financial records of the Association for the year in which he is appointed.
- 25.3 The Auditor, finding any deficiency in money or goods, shall report the same to the Committee. Nothing will prevent the Auditor from reporting the same to the Association, or any other authorities that the Auditor considers necessary.
- 25.4 The Audit shall be performed in sufficient time for the report to be presented at the AGM for that year.

**26. AUDIT REQUIREMENTS UNDER THE ACT**

- 26.1 The Committee will ensure that the Association's accounts are audited in accordance with the requirements of the Act.
- 26.2 At the date of this document, the Act requires:
  - (a) A **level 1** incorporated Association has a Gross income & Assets total in excess of \$100,000. Level 1 Associations must have a full audit report, for the last reportable financial year.
  - (b) A **level 2** incorporated Association has a Gross income & Assets total in excess of \$20,000 & under \$100,000. Level 2 Associations must have an auditor verification statement of the financial reports for adoption at the meeting.
  - (c) A **level 3** incorporated Association has a Gross income & Assets total of under \$20,000. Level 3 Associations may have the financial statement signed off by the Treasurer or President of the Association.

**MEETINGS OF THE ASSOCIATION**

**27. ANNUAL GENERAL MEETING**

- 27.1 Meeting Provisions
  - (a) The Annual General Meeting (AGM) of the Association shall be held no later than 1 February each year at a place and time determined by the Committee.
  - (b) The Secretary shall advise members of the proposed date for the AGM.
  - (c) Advice of the AGM is to be provided to members at least one (1) calendar month prior to the AGM. This advice shall include:
    - (i) the date and location of the AGM,
    - (ii) the date by which:

- (A) nomination for Officers;
- (B) notices of Motion;
- (C) nominations for Life Membership; and
- (D) other business;

shall be received by the Secretary.

- (d) A member may be nominated for any number of Officer's positions. Candidates must be nominated by two (2) members in writing and signed by all three (3) members.
- (e) Written nominations for all Officers' positions shall be forwarded to reach the Secretary not later than fourteen (14) days prior to the AGM nominated date.
- (f) Should there be no written nominations received, nominations may be taken from the floor at the AGM. Any positions not filled at the AGM shall be filled by the incoming Committee by co-opting an appropriate member at a later date.
- (g) The Secretary shall check the names of the nominees for each office and ensure that they are qualified as a financial member to nominate.
- (h) Notices of Motion shall be forwarded to reach the Secretary not later than fourteen (14) days prior to AGM.
- (i) The Secretary shall advise all members no later than seven (7) days prior to the date of the meeting of the following:
  - (i) Nominees for positions on the Committee;
  - (ii) Motions received;
  - (iii) Nominations for Life Membership;
  - (iv) Other business to be transacted at the AGM; and
  - (v) Any other relevant information.

#### 27.2 Nominations for positions on the Committee:

- (a) Should there be only the number of nominees required for any office, the Secretary shall report accordingly in writing to the Chairperson at the AGM. The Chairperson shall forthwith declare that person or those persons elected unopposed to that office.

- (b) Should there be more nominees for any office than required for that office the Secretary or a Nominated Returning Officer shall conduct an open ballot for that office at the AGM.

### 27.3 Order of Business at the AGM:

- (a) Apologies;
- (b) Minutes of previous AGM and any business arising;
- (c) President's Report;
- (d) Treasurer's Report and Auditor's Report;
- (e) Ratification of honorariums or part thereof paid to Officers who held office during the financial year;
- (f) Secretary/ Officers' Reports as required;
- (g) Election of Officers;
- (h) Election of Auditor
- (i) Election of Patron (if applicable)
- (j) Notices of Motion
- (k) Closure of Meeting

### 27.4 Voting at an AGM is as per clause 29.5 in General Meetings

### 27.5 General Meeting to follow AGM

At the conclusion of the AGM business the Chairman shall declare a General Meeting open to enable members to ask questions and ascertain information relevant to the operations of the Association. This meeting shall be limited to 30 minutes and may only be extended at the discretion of the Chairman.

### 27.6 Quorum

At the AGM and all Special Meetings, fifteen (15) full and financial members including Life Members or 30% of the eligible voting membership, whichever is the lesser, shall form a quorum. If a quorum is not present, the Meeting shall be adjourned for one (1) week and if at such adjourned meeting there is no quorum, those present shall be competent to conduct the business and shall ensure, prior to conducting any business, that all members had been properly informed as per the Constitution.

## **28. COMMITTEE MEETINGS**

### **28.1 Meeting Provisions**

- (a) Subject to this clause, the Committee may meet and conduct its proceedings as it considers appropriate.
- (b) The President is to preside as Chairperson at a Committee meeting.
- (c) If the President is not present within ten (10) minutes after the time fixed for a Committee meeting, the Vice President shall take the Chair, or when this is not possible the members may choose one (1) of their number to preside as Chairperson at the meeting.

### **28.2 Meetings Calendar**

The Committee shall meet as often as may be required, but not less than a minimum of six (6) times per year to conduct the business of the Association.

- (a) The Secretary shall call meetings of the Association when instructed to do so by the President or any three (3) Committee Members.
- (b) Meetings shall be structured as follows:
  - (i) The first meeting for the year shall be within 28 days from the AGM;
  - (ii) The second meeting shall be no later than the week prior to the season commencing;
  - (iii) The final meeting shall be held within 28 days of the completion of the season and prior to the following AGM.
- (c) The Committee must decide how a meeting is to be called, and such Notice of Meetings is to be given in this manner by the Secretary.
- (d) Where the date and place of a Committee meeting set at the previous meeting is changed, the Secretary shall inform each Committee Member accordingly.
- (e) The accidental omission to give any member or the non-receipt by any member, of any notice required by this Constitution shall not invalidate or affect any proceedings at a Committee meeting.
- (f) The Committee may hold meetings, or permit a Committee Member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (g) A Committee member who participates in the meeting as mentioned in clause 28.2(f) is taken to be present at the meeting.

- (h) A question arising at a Committee meeting is to be decided by a simple majority vote of members of the Committee present at the meeting. In the case of a tied vote the Chairman shall have a casting vote in addition to a deliberative vote.
- (i) A member of the 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.
- (j) All acts or decisions done or made by any meeting of the Committee or any member there of shall, notwithstanding that it be afterwards discovered there was some defect in the appointment of such member or all or any members of the Committee, be as valid and effective as if they had been properly appointed, unless it is proved the appointment was made in fraud or bad faith.
- (k) The Committee shall have the power to delegate all, or any, of its powers, except the power of delegation, to a Sub-Committee to deal with any particular matter or matters and upon such terms as the Committee may think fit. The President or Secretary shall be ex-officio members of all Sub-Committees.
- (l) At evening meetings no new business shall be commenced after 10.30pm except on the express approval of the meeting.

### 28.3 Special Meetings of Committee

- (a) If the Secretary receives a written request signed by at least 33% of the members of the Committee, the secretary must call a Special Meeting of the committee, within one month, by giving each member of the Committee seven (7) days notice of the meeting within fourteen (14) days after the secretary receives the request.
- (b) Such notice must state: why the special meeting is called; the business to be conducted at the meeting; and the day, time and place of the meeting.
- (c) If the Secretary is unable or unwilling to call the Special Meeting, the President must call the meeting.

### 28.4 Quorum Committee Meetings

- (a) Meeting Provisions
  - (i) More than 50% of the members elected to the Committee, as at the close of the last General Meeting of the members, form a quorum.
  - (ii) If there is no quorum within thirty (30) minutes after the time fixed for a Committee meeting:



- (A) the meeting is to be adjourned for at least one (1) day; and
  - (B) the members of the Committee who are present are to decide the day, time and place of the adjourned meeting.
- (iii) If, at an adjourned meeting mentioned in clause 28.4(a)(ii), there is no quorum within thirty (30) minutes after the time fixed for the meeting, the meeting lapses.
  - (iv) If there is no quorum within thirty (30) minutes after the time fixed for a Committee meeting called on the request of members of the Committee, the meeting lapses.

#### 28.5 Acts not affected by defects or disqualifications

An act performed by an appropriately appointed Committee, Sub-Committee or person acting as a member of the Committee is taken to have been validly performed, notwithstanding that it be afterwards discovered there was some defect in the act, or in the appointment of such Committee, Sub-Committee or person, unless it is proved the act was done, or appointment was made, in fraud or bad faith.

#### 28.6 Resolutions of Committee without Meeting

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

### 29. GENERAL MEETINGS

#### 29.1 Meeting Provisions

- (a) General Meetings of the Membership may be called at any time by the Committee to discuss issues of interest to the Association's members.
- (b) A minimum of three (3) meetings will be held each year - one as a general forum following the closure of the AGM, one in the two weeks prior to commencement of the season and one midyear in the month of June.

#### 29.2 Notice of General Meeting

- (a) The Secretary shall call a General Meeting of the Association.
- (b) The Secretary must give at least fourteen (14) days notice of the meeting to each member of the Association.
- (c) If the Secretary is unable/unwilling to call the meeting, the President must call the meeting.
- (d) The Committee may decide the way in which the notice must be given.

- (e) A notice of a General Meeting must state the business to be conducted at the meeting.

### 29.3 Procedure at General Meeting

- (a) A member may take part in a General Meeting in person,
- (b) The Committee may make by-laws to allow members to take part in a General Meeting by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (c) A member who participates in a meeting as mentioned in clause 29.3(a) or (b) is taken to be present at the meeting.
- (d) At each General Meeting:
  - (i) the President shall preside as Chairperson;
  - (ii) 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
  - (iii) the Chairperson must conduct the meeting in a proper and orderly way.

### 29.4 Quorum For and Adjournment of General Meeting

- (a) No business may be conducted at a General Meeting unless there is a quorum of members when the meeting proceeds to business.
- (b) The quorum for a General Meeting is at least the number of members elected or appointed to the Committee at the close of the Association's last General Meeting plus one (1).
- (c) 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 Committee or the Association, the meeting lapses.
- (d) If there is no quorum within 30 minutes after the time fixed for a General Meeting called other than on the request of members of the Committee or the Association:
  - (i) the meeting is to be adjourned for at least seven (7) days; and
  - (ii) the Committee is to decide the day, time and place of the adjourned meeting.

- (e) 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.
- (f) If a meeting is adjourned under clause 29.4(e), only the business left unfinished at the meeting, from the time at which the adjournment took place, may be conducted at the adjourned meeting.
- (g) The Secretary is not required to give the members notice of an adjourned meeting or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least thirty (30) days and if the 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 a General Meeting.

#### 29.5 Voting at General Meetings

- (a) At a General Meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present.
- (b) Members entitled to vote are defined in clause 7, 'Classes of Members' of this Constitution as Full members and Life members only.
- (c) Each 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.
- (d) Subject to by-law 3 (Appendix A), a member may use a proxy vote if incapacitated or otherwise unable to attend, as per provisions of the by-laws.
- (e) Unless otherwise provided for in the by-laws, a member is not entitled to vote at a General Meeting if the member's annual fee is in arrears at the date of the meeting.
- (f) The method of voting is to be decided by the Committee.
- (g) However, if the Chairperson or at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- (h) If a secret ballot is held, the Chairperson must appoint two (2) scrutineers to oversee the ballot.
- (i) The result of such ballot as declared is taken to be a resolution of the meeting at which the ballot was held.

## **30. SPECIAL GENERAL MEETING**

### **30.1 Meeting Provisions**

- (a) A Special General Meeting of the Association may be convened by request in writing by at least thirty (30) financial members , or 33% of the membership entitled to vote, whichever is less, as defined in clause 7, 'Classes of Membership', stating the purpose for which the meeting is desired and presented to the Secretary.
- (b) A Special General Meeting will be convened to:
  - (i) ratify a formal Notice of Motion amendment to the Constitution; or,
  - (ii) hear an appeal by a member following an appeal from a person who has had a membership application refused; or
  - (iii) hear an appeal from a member in relation to a disciplinary decision or the termination of their membership by the Committee under clause 15.
- (c) Special General Meetings may also be convened at the discretion of the Committee.
- (d) A Special General Meeting must be held within two (2) months after the Secretary:
  - (i) is directed to call the meeting by the Committee; or
  - (ii) is given the written request mentioned in clause 30.1(a); or
  - (iii) is given the written notice of an intention to appeal mentioned in clause 30.1(b).
- (e) If the Secretary is unable or unwilling to call the Special General Meeting, the President must call the meeting.
- (f) A period of fourteen (14) days notice shall be given to all members in writing advising the purpose for the Special General Meeting.
- (g) This notice must state;
  - (i) why the special general meeting is being called,
  - (ii) the business to be conducted at the meeting,
  - (iii) any special resolutions to be debated, and
  - (iv) provisions of any appeal against a Managements Committee's decision.

- (h) At a Special General Meeting only the business as specified in the Notice of Meeting shall be conducted.
- (i) If there is no quorum within thirty (30) minutes after the time fixed for the Special Meeting called by the members the meeting shall lapse.
- (j) If the meeting is called under the provisions of the 'grievance process' and the member concerned is not present within 10 minutes of the scheduled time the meeting shall be cancelled.
- (k) If the meeting has been called on the request of the Committee the meeting shall be rescheduled for another appropriate time.
- (l) Voting at a Special General Meeting is as per clause 29.5 in General Meetings.

### 31. Minutes of Meetings

- 31.1 The Secretary shall ensure full and accurate minutes of all questions, matters, resolutions and proceedings of all meetings are kept in books provided for that purpose, together with a record of the names of persons present at all meetings.
- 31.2 Should the Committee so decide the minute book may be kept in electronic format as well as hard copy.
- 31.3 The minutes of each meeting must be signed by, the Chairperson of the meeting verifying their accuracy or the Chairperson of the next meeting.
- 31.4 Upon request of a member to view a specific minute the Secretary shall make available within 28 days such record at a mutually agreed time and place and give the member copy of such minute.
- 31.5 The Association may require the member to pay the reasonable costs of providing copies of the minutes.

## **32. MISCELLANEOUS PROVISIONS**

### 32.1 Association Employees

The Association may employ staff as it sees fit.

### 32.2 Appointment of Employees

- (a) The Committee shall have the power to appoint and/or remove any employee as may, in the opinion of the Committee, be necessary and to pay such a salary or wages as determined as fair, equitable and legal.
- (b) The conduct of any employee of the Association shall in no case be made a matter of reprimand by any member. The Committee however shall

keep the conduct and performance of any or all employees under regular review.

### 32.3 Appointment or Election of Paid Secretary

- (a) The Committee may create a position for a Paid Secretary to assist the Committee in conducting the business of the Association.

### 32.4 Rules and Policies for Association Operation

- (a) The Committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Association.
- (b) Such by-laws shall be binding on all members until repealed or amended by the Committee.
- (c) Every member of the Association shall be presumed to have agreed to be bound by the Association's rules and by-laws on receipt of their membership.
- (d) Notice of such by-laws shall be communicated to all members after the rules have been made, varied or rescinded and shall be displayed prominently.
- (e) A by-law may be set aside by a vote of members at a General Meeting of the Association.
- (f) This Constitution is to be read in conjunction with any of the Association's Rules, by-laws and Policies and on matters where the Association's Rules, by-laws and policies are silent, the Constitution prevails and vice versa.
- (g) Where the Constitution is inconsistent with the Association's Rules, by-laws and policies the Constitution shall prevail.
- (h) Where the Association's by-laws are inconsistent with other Association Rules and Policies, the by-laws shall prevail.
- (i) By-laws become operative one month after the notice has been given pursuant to clause 32.4.

### 32.5 Interpretation of Constitution

The Committee shall decide all questions as to the interpretation of this Constitution and associated by-laws and such decisions shall be binding unless at an AGM, General Meeting or Special General Meeting such decisions are over-ruled by a two thirds majority of the members present.

### 32.6 Amendment to the Constitution

- (a) Subject to the Act, this Constitution may be amended, repealed or added to by a special resolution carried at an AGM or Special General Meeting.
- (b) Notice of any proposed amendment, repeal or addition must be given at least fourteen (14) days prior to such AGM, Special or General Meeting to the Secretary and must be communicated to all members not less than seven (7) days prior to such meeting.
- (c) No clause shall be amended or repealed nor shall any new clause be made except on the consent of 75% of the members voting at the AGM or a Special General Meeting called for such purpose.
- (d) Any amendment, repeal or addition is valid only if it is registered in accordance with the provisions of the Act, and where required the amendment, repeal or addition complies with the Liquor Act. .

### 32.7 Restriction on Using Association Name

No member shall arrange, on his or her own responsibility, to use the Association name in any way without the concurrence of the Committee.

### 32.8 Documents

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

### 32.9 Common Seal of the Association

- (a) The Association shall have a common seal on which its corporate name shall appear in legible characters.
- (b) The common seal must be kept securely by the Committee, delegated to the Secretary.
- (c) The common seal of the Association shall not be used without the express authority of the Committee and every use of that common seal shall be recorded in the minute book referred to in clause 31.
- (d) The affixing of the common seal of the Association shall be witnessed by any two following Officers:
  - (i) President/ Chairman;
  - (ii) Vice President/s;
  - (iii) Secretary;
  - (iv) Treasurer and/or
  - (v) Another Officer; or

- (vi) Someone authorised by the Committee.

### 32.10 Inspection of Association Records

A member may at any reasonable time inspect, without charge, the books, documents, records and securities of the Association.

### 32.11 Indemnity of Association Officers

The members of the Association for the time being acting in relation to any affairs of the Association shall be indemnified and saved harmless out of the funds of the Association from and against all actions, costs, charges, losses, damages and expenses which they or any of them may occur or sustain by or by reason of any act done, concerned in or omitted in or about the execution of their duty or supposed duty, in their respective offices or trusts except such (if any) as they shall have incurred or sustained from their own wrongful and wilful neglect or default respectively and none of them shall be answerable for the cause, neglect or default of them or others or any bankers or other persons with whom any monies or effects belonging to the Association shall or may be lodged or deposited or for the insufficiency or deficiency of any security upon which the monies of or belonging to the Association shall be placed, put on, invested or any other loss, misfortune or damage which may happen in the execution of their respective offices or trusts in relation thereto if the same shall happen by through their wrongful neglect or default respectively.

### 32.12 Notice Board

- (a) The Association notice board shall be affixed to a conspicuous part of Association premises, or place where the Association habitually conducts its business. Website may be used in addition to this requirement but not in place of a notice board.
- (b) In the event that there is no suitable physical place for an Association notice board, a website and other forms of electronic communication determined by the Committee will suffice for this requirement until such time as a suitable physical place for an Association notice board is found.

### 32.13 Legal Action

The Committee shall have the power to take and defend all legal proceedings by or on behalf of the Association and to appoint all necessary attorneys for any such purpose.

### 32.14 Dissolution of the Association

The Association may be dissolved by the consent of 75% of members voting at a Special General Meeting called for such a purpose and thereupon the assets of the Association shall be realised.

### 32.15 Distribution of Surplus Assets to Another Entity

- (a) This rule applies if the Association:



- (i) is wound-up under part 10 of the Act; and
  - (ii) has surplus assets.
- (b) The surplus assets (see section 92 (3) of the Act) must not be distributed among the members of the Association.
  - (c) The surplus assets must be given to another entity having objects similar to the Association's objects, the rules of which, prohibit the distribution of the entity's income and assets to its members.
  - (d) Which incorporated association or purposes, as the case requires, shall be determined by resolution of the members when authorising and directing the Committee under section 33 (3) of the Act to prepare a distribution plan for the distribution of the surplus property of the Association.

### **33. Liquor Licensing Act Influence on Constitution/Rules for Associations with Licensed Premises**

This Constitution is to be read in conjunction with the provisions of the Liquor Act.

### **34. Definitions and Interpretation**

**The Act** means the Associations Incorporation Act 1987 (Qld), as amended or any replacement.

**AGM** means the Annual General Meeting described in clause 27.

**Audit** means audit, independent review or similar as required.

**Auditor** means an auditor, or any independent accountant authorised to undertake the required level of audit required by the Association.

**Authorised Person** means a person who for the purposes of clause 22.7 and 24 is permitted to authorise payments on behalf of the Association, and shall include, the President, Vice President(s), Secretary, other Officers, or any other member authorised from time to time by the Committee, excluding the Treasurer.

**Committee** means the Management Committee as defined in clause 19.1.

**Controlling Body** means AFL Queensland and all other Leagues and Associations under its jurisdiction or control.

**Liquor Act** means the Liquor Act 1992 (Qld), as amended or any replacement.

**Officers** means the Office Bearers listed in clause 19.6.

34.1 In this document, unless the context otherwise requires:

- (a) a reference to any legislation or legislative provision includes any statutory modification or re-enactment of, or legislative provision substituted for, and any subordinate legislation issued under, that legislation or legislative provision;
- (b) the singular includes the plural and vice versa;
- (c) words or phrases that have a defined meaning are identified by the use of a capital letter;
- (d) the word “includes” in any form is not a word of limitation;
- (e) a reference to an individual or person includes a corporation, partnership, joint venture, association, authority, trust, state or government and vice versa;
- (f) a reference to any gender includes all genders;
- (g) a reference to a recital, clause, schedule, annexure or exhibit is to a recital, clause, schedule, annexure or exhibit of or to this Constitution;
- (h) a recital, schedule, annexure or description of the parties forms part of this Constitution; and
- (i) where an expression is defined, another part of speech or grammatical form of that expression has a corresponding meaning.

\* \* \* \* \*

Date: 8 December 2012

### By-laws

#### 1. Trading name

The trading names of the Association shall be:

- 1.1 AFL Queensland Umpires' Association; and
- 1.2 AFLQUA.

#### 2. Communication

Unless expressly stated otherwise, or required by law, all written Association communication may be undertaken on an electronic basis (such as email) as approved by the Committee.

#### 3. Proxy Voting

- 3.1 Pursuant to clause 29.5(d) of the Constitution and subject to the provisions of this by-law, a member may appoint a proxy to vote on their behalf in an AGM, General Meeting or Special General Meeting, if they are indisposed or otherwise unable to attend the meeting in question,
- 3.2 A proxy vote may not be cast for the following items:
  - (a) a vote for Life Membership;
  - (b) a vote on an appeal by a Member pursuant to clause 17.3;
  - (c) items of business or motions where specifically listed in the notice of meeting issued under clause 27.1(i), 29.2(e), or 30.1(g); or
  - (d) motions or issues arising in general business where no written notice of the motion or issue was provided prior to the meeting.
- 3.3 A proxy must be a member of the Association.
  - (a) The member representing the Proxy voter shall be entitled to their own vote plus the proxy vote only.
  - (b) Unless otherwise instructed by the appointer, the proxy may vote as the proxy considers appropriate

- 3.4 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.
- 3.5 An instrument appointing a proxy must contain the information listed in **Appendix B**.

#### **4. Committee**

- 4.1 The Committee shall consist of the following:
  - (a) President;
  - (b) Vice President – NEAFL (must be a current NEAFL listed umpire);
  - (c) Vice President – Community (must be a current Community listed umpire);
  - (d) Treasurer;
  - (e) Secretary; and
  - (f) Registrar / Property Officer.
- 4.2 The Members may vote in, or the Committee may appoint, between one and four additional 'Officers' whose responsibility shall be defined by the President, as required.
- 4.3 The Committee listed in By-law 4.1 shall apply for years commencing on or after 1 November 2012.

## Appendix B

### Proxy

This Appendix shall be read as being part of by-law 3, Proxy Voting.

#### 1. Appointment of a Proxy

1.1 An instrument appointing a proxy must contain the following information:

- (a) Name of the Member appointing the proxy (the Appointer);
- (b) Name of the Member being appointed (the Appointee) to vote on behalf of the Appointer;
- (c) Date of the Meeting for which the proxy applies;
- (d) Voting instructions;
- (e) If the Appointer wants to vote for or against a resolution, motion, or issue:
  - (i) the resolution, motion, or issue, having reference to Secretary's notification of the same;
  - (ii) the Appointer's voting instructions (i.e. for or against);
- (f) If the Appointer wants to appoint the Appointee to vote as they see fit, a declaration to that effect;
- (g) A declaration by the Appointer to appoint the Appointee;
- (h) Appointer's signature; and
- (i) Any other information required by the Committee.

1.2 A proxy must be a member of the Association.

- (a) The member representing the Proxy voter shall be entitled to their own vote plus the proxy vote only.
- (b) Unless otherwise instructed by the appointer, the proxy may vote as the proxy considers appropriate

1.3 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.

- 1.4 If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the form approved by the Committee, similar to the following form:

I, [*Member's name*], being a member of the AFL Queensland Umpires' Association (the Association) appoint [*Proxy's name*] as my proxy to vote for me on my behalf at the [*annual/special*] general meeting of the Association to be held on [*date*] and at any adjournment of the meeting, to resolve the [*following issues/all issues*] *\*in favour of/\*against/\*as the proxy sees fit [strike out whichever is not wanted]* advised by the Secretary on [*date*]:

- [*insert*]
- [*insert*]
- [*insert*]
- [*insert*]

Signed:

\_\_\_\_\_

Date:

- 1.5 Electronic advice, containing the information contained in clause 1.1, may be taken as a signed Proxy advice if the Committee so accepts, notwithstanding that it may not have been signed by the Appointer.

### Paid Secretary

For the purpose of clause 32.3, the following provisions shall apply.

#### 1.1 Appointment or Election of Paid Secretary

- (a) The Paid Secretary must be an individual, residing in Queensland or if in another State reside not more than 65km from the Queensland border, who is:
  - (i) a member of the Association elected by the Association as Paid Secretary; or
  - (ii) any of the following persons appointed by the Committee as Paid Secretary:
    - (A) a member of the Association's Committee;
    - (B) another member of the Association;
- (b) If a vacancy happens in the office of Paid Secretary, the members of the Committee must ensure a Paid Secretary is appointed or elected for the Association within one (1) month after the vacancy happens.
- (c) However, if the Committee appoints a person mentioned in clause 1.1(a)(ii)(A) of this Appendix or 1.1(a)(ii)(B) of this Appendix as Paid Secretary to fill a casual vacancy on the Committee, the person is deemed to be a member of the Committee.
- (d) If the Committee appoints a person mentioned in clause (a)(ii) of this Appendix as Paid Secretary, the person does not become a member of the Committee unless the Committee so determines.
- (e) In this rule, casual vacancy, on a Committee, means a vacancy that happens when an elected member of the Committee resigns, dies or otherwise stops holding office.

#### 1.2 Removal of Paid Secretary

- (a) The Committee of the Association may at any time remove a person appointed by the Committee as the Paid Secretary.
- (b) If the Committee removes a Paid Secretary who is a person mentioned in clause 1.1(a)(ii)(A) of this Appendix, the person remains a member of the Committee.

- (c) If the Committee removes a Paid Secretary who is a person mentioned in clause 1.1(a)(ii)(B) of this Appendix and who has been appointed to a casual vacancy on the Committee under clause 19.11, the person does not remain a member of the Committee.