

**Kingaroy Touch Association**  
INCORPORATED

**CONSTITUTION**

## CONTENTS

1. Name.....	3
2. Objects .....	3
3. Powers .....	3
4. Classes of Members .....	3
5. Membership .....	4
6. Membership Fees .....	4
7. Admission and Rejection of Members .....	5
8. Resignation or Termination of Membership .....	5
9. Appeal Against Rejection or Termination of Membership .....	6
10. Register of Names .....	6
11. Membership of Management Committee .....	7
12. Resignation from Management Committee .....	7
13. Vacancies on Management Committee.....	7
14. Functions of the Management Committee.....	8
15. Meetings of the Management Committee .....	8
16. Executive Committee .....	9
17. Subcommittees .....	10
18. Validity of Acts.....	10
19. Written Resolutions .....	11
20. Annual General and General Meetings .....	11
21. Annual General Meeting .....	11
22. Special General Meetings .....	11
23. General Meetings.....	12
24. Notice of Meeting .....	12
25. Conduct of Meetings .....	12
26. By-laws .....	14
27. Alteration of Rules .....	14
28. Common Seal .....	14
29. Funds and Accounts.....	14
30. Documents.....	15
31. Financial Year .....	17
32. Distribution of Surplus Assets .....	17

## 1. Name

The name of the incorporated association shall be the **Kingaroy Touch Association Inc** (in these Rules called “the Association”).

## 2. Objects

The objects for which the Association is established are:

- (1) To foster, supervise and control affiliated competitions, including Junior Touch Competition, in the Kingaroy District.
- (2) To secure the co-operation and affiliation of other Touch associations throughout the Sunshine Coast, Fraser and Burnett districts.
- (3) To associate together for the purpose of promoting good fellowship amongst, and furthering the enjoyment of members of the Association, particularly by providing facilities for Touch and associated activities, and to co-operate with any body of persons in promoting and conducting similar activities.

## 3. Powers

- (1) The association has the powers of an individual.
- (2) The association may, for example –
  - (a) enter into contracts; and
  - (b) acquire, hold, deal with and dispose of property; and
  - (c) make charges for services and facilities it supplies; and
  - (d) do other things necessary or convenient to be done in carrying out its affairs.
- (3) The association may also issue secured and unsecured notes, debentures and debenture stock for the association.

## 4. Classes of Members

- (1) The membership of the Association shall consist of Ordinary Members and Life members.
- (2) The number of ordinary members shall be unlimited and the number of life members shall be limited to two (2), elected in any one year.
- (3) A life member shall be such person who has rendered conspicuous service to the Association, and shall be admitted or rejected, as the case may be, pursuant to **Rule 7** hereof.

- (4) An ordinary member shall be considered a financial member of the Association upon payment in-full of the current registration or subscription fees of the Association, and upon acceptance by the Association of the applicant's registration details and fee payment.

## **5. Membership**

- (1) Every person who, at the date of incorporation of the Association was a member of the unincorporated association, shall be admitted by the Management Committee to the same class of membership of the Association as that member held in the unincorporated association. Every member of the Association who, previous to their agreeing to become a member of the Association, paid the registration or subscription fees due as a member of the unincorporated association shall not be liable to pay any further sum by way of subscription to the Association for the period prior to the next due date for subscriptions.
- (2) Every applicant for ordinary membership of the Association shall supply completed registration or subscription form details as prescribed by the Association and, subject to the payment in-full of the prescribed registration or subscription fees, will be accepted as an ordinary member at the Association's discretion.

## **6. Membership Fees**

- (1) The membership fees for each class of membership shall be such sum as the Management Committee shall from time to time, at any general meeting, so determine.
- (2) The membership fees for each class of membership shall be payable at such time and in such manner as the Management Committee shall from time to time determine.
- (3) Unless otherwise decided by resolution of a general meeting, membership terms shall apply only for the duration of the current competition season.

## **7. Admission and Rejection of Members**

- (1) At the next meeting of the Management Committee after the receipt of any application, and upon payment of the fee applicable for any class of membership, such application shall be considered by the Management Committee who shall thereupon determine upon the admission or rejection of the applicant.
- (2) Any applicant who receives a majority of the votes of the members of the Management Committee present at the meeting at which such application is being considered, shall be accepted as a member to the class of membership applied for.
- (3) Upon the acceptance or rejection of an application for any class of membership other than ordinary member, the Secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.

## **8. Resignation or Termination of Membership**

- (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 shall take effect on that later date. The resignation of such member from the Association, at any time, shall not entitle that member to a refund of any fee paid.
- (2) If a member:
  - a. Is convicted of an indictable offence; or
  - b. Fails to comply with any of the provisions of these rules; or
  - c. Has membership fees in arrears for a period of two months or more; or
  - d. Conducts themselves in a manner considered to be injurious or prejudicial to the character or interests of the Association;then the Management Committee shall consider whether their membership shall be terminated.
- (3) The member concerned shall be given a full and fair opportunity of presenting their case and, if the Management Committee resolves to terminate their membership, it shall instruct the Secretary to advise the member in writing accordingly.

## **9. Appeal Against Rejection or Termination of Membership**

- (1) A person whose application for membership has been rejected or whose membership has been terminated may, within one month of receiving written notification thereof, lodge with the Secretary written notice of their intention to appeal against the decision of the Management Committee.

Upon receipt of a notification of intention to appeal against rejection or termination of membership, the Secretary shall convene within one month of the date of receipt of such notice, a general meeting to determine the appeal. At any such meeting, the applicant shall be given the opportunity to fully present their case, and the Management Committee or those members thereof who rejected the application for membership or terminated the membership, subsequently shall likewise have the opportunity of presenting it or their case. The appeal shall be determined by the vote of the members present at such meeting.

- (2) Where a person whose application is rejected does not appeal against the decision of the Management Committee within the time prescribed by these Rules, or so appeals but the appeal is unsuccessful, the Secretary shall forthwith refund the amount of any fee paid.

## **10. Register of Names**

- (1) The Management Committee shall cause a Register to be kept in which shall be entered the names and residential addresses, and any other details, of all persons admitted to membership of the Association, and the dates of their admission.
- (2) Particulars shall also be entered into the Register of deaths, resignations, terminations and reinstatements of memberships, and any further particulars as the Management Committee or the membership at any general meeting may require, from time to time.
- (3) The Register shall be open for inspection at all reasonable times by any member who previously applies to the Secretary for such inspection.

## **11. Membership of Management Committee**

- (1) The Management Committee shall consist of a President, Vice-president, Secretary, Treasurer, Referees' Delegate, Junior Delegate, Coaching Co-Ordinator and Game Administrator, all of whom shall be members of the Association.
- (2) At the Annual General Meeting of the Association, all the members of the Management Committee, for the time being shall retire from office, but shall be eligible for re-appointment.
- (3) The election of officers and other members of the Management Committee shall take place in the following manner:
  - a. Any two members of the Association shall be at liberty to nominate any member of the Management Committee to serve as an officer or other member of the Executive Committee;
  - b. The nominations shall be in writing and signed by the member and their proposer and seconder, and shall be lodged with the Secretary at least fourteen (14) days before the Annual General Meeting date on which the election is to take place;
  - c. A list of the candidates' names, in alphabetical order, with the proposer's and seconder's names, shall be posted in a conspicuous place in the office or usual place of meeting of the Association for at least seven (7) days immediately preceding the Annual General Meeting;
  - d. Balloting lists shall be prepared (if necessary), containing the names of the candidates, in alphabetical order, and each member present at the Annual General Meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;
  - e. Should, at the commencement of such meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.

## **12. Resignation from Management Committee**

Any member of the Management Committee may resign from membership of such Committee, at any time, by giving notice in writing to the Secretary, and 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 shall take effect on that later date; or such member may be removed from office at a general meeting of the Association where the member shall be given the opportunity to fully present their case. The question of removal shall be determined by the vote of the members present at such general meeting.

## **13. Vacancies on Management Committee**

- (1) The Management Committee shall have the power, at any time, to appoint any member of the Association to fill any casual vacancy on the Management Committee or Executive Committee, until the next Annual General Meeting.

- (2) The continuing members of the Management Committee may act, notwithstanding any casual vacancy on the Management Committee or Executive Committee, but if and so long as their number is reduced below the number fixed by or pursuant to these Rules as the necessary quorum of the Management Committee, the continuing member or members may act for the purpose of increasing the number of members of the Management Committee to that number, or of summoning a general meeting of the Association, but for no other purpose.

#### **14. Functions of the Management Committee**

- (1) Except as otherwise provided by these Rules, and subject to resolutions of the members of the Association carried at any general meeting, the Management Committee:
  - a. Shall have the general control and management of the administration of the affairs, property and funds of the Association; and
  - b. Shall have authority to interpret the meaning of these Rules and any matter relating to the Association on which these Rules are silent.
- (2) The Management Committee may exercise all the powers of the Association:
  - a. To borrow, raise or secure the payment of money in such manner as the members of the Association may think fit, and to secure the same 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, and in particular by the issue of debentures, perpetual or otherwise charged upon all or any of the Association's property, both present and future, and to purchase, redeem or pay off any such securities;
  - b. To borrow money from members, at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Brisbane for overdrawn accounts on money lent, whether the term of the loan be short or long, and to mortgage or charge its property or any part thereof, and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association, and to provide and pay off any such securities; and
  - c. To invest in such manner as the members of the Association may from time to time determine.

#### **15. Meetings of the Management Committee**

- (1) The Management Committee shall meet at least once every calendar month to exercise its functions.
- (2) A special meeting of the Management Committee shall be convened by the Secretary on the requisition in writing, signed by not less than one-third of the

members of the Management Committee, which requisitions shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.

- (3) At every meeting of the Management Committee, a simple majority of a number equal to the number of members elected and/or appointed to the Management Committee as at the close of the last general meeting of the members, shall constitute a quorum.
- (4) Subject as previously provided in this Rule, the Management Committee may meet together and regulate its proceedings as it thinks fit: Provided that questions arising at any meeting of the Management Committee shall be decided by a majority of votes, and in the case of equality of votes, the question shall be deemed to be decided in the negative.
- (5) A member of the Management Committee shall not vote in respect of any contract or proposed contract with the Association in which they have an interest, or any matter arising therefrom, and if they do so vote, their vote shall not be counted.
- (6) Not less than fourteen (14) days' notice shall be given by the Secretary to members of the Management Committee of any special meeting of the Management Committee. Such notice shall clearly state the nature of the business to be discussed thereat.
- (7) The President shall preside as Chairperson at every meeting of the Management Committee, or if there is no President, or if at any meeting the President is not present within ten minutes after the time appointed for holding the meeting, the Vice-President shall be Chairperson, or if the Vice-President is not present at the meeting, then the members may choose one of their number to be Chairperson of the meeting.
- (8) If within half an hour from the time appointed for the commencement of a Management Committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.

## **16. Executive Committee**

- (1) The Executive Committee shall consist of the President, Vice President, Secretary and Treasurer (all of whom shall be the elected members of the Management Committee),
- (2) At the Annual General Meeting of the Association, all the members of the Executive Committee, for the time-being, shall retire from office, but shall be eligible (upon nomination), for re-election.
- (3) The election of officers and other members of the Executive Committee shall be consistent with **Rule 11(4)** of this Constitution.

- (4) Any member of the Executive Committee may resign from office consistent with **Rule 12** of this Constitution.
- (5) Vacancies on the Executive Committee shall be dealt with in a manner consistent with **Rule 13** of this Constitution.
- (6) Except as otherwise provided by these Rules, and subject to resolutions of the Management Committee or Members of the Association at any General Meeting, the Executive Committee shall:
  - a. Have the general, day-to-day control and management of the administration of the affairs, property and funds of the Association.
  - b. Have authority to interpret the meaning of these Rules and any matter relating to the Association on which these Rules are silent; and
  - c. May exercise all the powers of the Association, as provided for the Management Committee, consistent with **Rule 14(2)** of this Constitution;

**Provided that, at all times, the decisions and actions of the Executive Committee in exercising these functions and powers are subject to ratification by the Management Committee at its next meeting.**
- (7) The Executive Committee may meet and adjourn, and conduct its business, as it thinks fit, provided that its conduct is not inconsistent with **Rules 15(3, 4, 5, 7 and 8)**, and **Rule 17(1)** of this Constitution.

## **17. Subcommittees**

- (1) The Management Committee may delegate any of its powers to a subcommittee consisting of such members of the Association as the Management Committee thinks fit. Any subcommittee so formed shall, in the exercise of the powers so delegated, conform to any regulation that may be imposed on it by the Management Committee.
- (2) A subcommittee may elect a Chairperson of its meetings. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within ten minutes after the time appointed for the meeting, the members present may choose one of their number to be Chairperson of the meeting.
- (3) A subcommittee may meet and adjourn as it thinks fit. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.

## **18. Validity of Acts**

All acts done by any meeting of the Management Committee, or of a subcommittee, or by any person acting as a member of the Management Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Management Committee, or person acting as aforesaid, or that the members of the Management Committee or any of them were disqualified, be as valid as

if every such person had been duly appointed and was qualified to be a member of the Management Committee.

## **19. Written Resolutions**

A resolution in writing, signed by all the members of the Management Committee for the time being entitled to receive notice of a meeting of the Management Committee, shall be as valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Management Committee.

## **20. Annual General and General Meetings**

The first general meeting shall be held at such time, not being less than one month nor more than three months after the incorporation of the Association, and at such place as the Management Committee may determine, and monthly thereafter on the first Wednesday of each and every month at such place as the Management Committee may determine, or at such other times and places as the Management Committee in its sole discretion may determine.

## **21. Annual General Meeting**

- (1) The Annual General Meeting shall be held within six months of the close of the financial year.
- (2) The business to be transacted at every Annual General Meeting shall be:
  - a. The receiving of the Management Committee's report, and the statement of income and expenditure, assets and liabilities, and mortgages, charges and securities affecting the property of the Association for the preceding financial year;
  - b. The receiving of the Auditor's report upon the books and accounts for the preceding financial year;
  - c. The appointment of members of the Management Committee and the election of members of the Executive Committee, and the appointment of members to any subcommittee operating under the jurisdiction of the Association; and
  - d. The appointment of an Auditor.

## **22. Special General Meetings**

The Secretary shall convene a special general meeting:

- a. When directed to do so by the Management Committee;
- b. On the requisition in writing, signed by not less than one-third of the members presently on the Management Committee, or not less than the number of ordinary members of the Association which equals double the number of

members presently on the Management Committee, plus one. Such requisition shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat; and

- c. On being given notice in writing of an intention to appeal against the decision of the Management Committee to reject any application for membership or to terminate the membership of any person.

## **23. General Meetings**

- (1) At any general meeting the number of members required to constitute a quorum shall be a simple majority of a number equal to the number of members elected and appointed to the Management Committee as at the close of the last General Meeting.
- (2) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. For the purposes of this rule, "member" includes a person attending as a proxy, or as representing a corporation which is a member.
- (3) If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee or the Association, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine,
- (4) If at an adjourned meeting mentioned in subrule (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

## **24. Notice of Meeting**

- (1) The Secretary shall convene all general meetings of the Association by giving not less than fourteen (14) days' notice of any such meeting to the members of the Association.
- (2) The manner by which such notice shall be given shall be determined by the Management Committee; Provided that notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of their membership by the Management Committee, shall be given in writing. Notice of a general meeting shall clearly state the nature of the business to be discussed thereat.

## **25. Conduct of Meetings**

Unless otherwise provided by the Rules, at every general meeting:

- (1) The President shall preside as Chairperson or, if there is no President, or if the President is not present within fifteen minutes after the time appointed for the meeting, or is unwilling to act, the Vice-President shall be the Chairperson or, if the Vice-President is not present or is unwilling to act, then the members present shall elect one of their number to be Chairperson of the meeting.
- (2) The Chairperson shall maintain order and conduct the meeting in a proper and orderly manner.
- (3) Every question, matter or resolution shall be decided by a majority of votes of the members present.
- (4) Every member present shall be entitled to one vote and, in the case of an equality of votes, the Chairperson shall have a second or casting vote: Provided that no member shall be entitled to vote at any general meeting if their subscription is more than one month in arrears at the date of the meeting.
- (5) Voting shall be by show of hands or a division of members, unless not less than one-fifth of the members present demand a ballot, in which event there shall be a secret ballot. The Chairperson shall appoint two members to conduct the secret ballot in such manner as the Chairperson shall determine, and the result of the ballot as declared by the Chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded.
- (6) A member may vote in person, or by proxy or by attorney, and on a show of hands every person present who is a member or a representative of a member, shall have one vote and in a secret ballot every member present in person, or by proxy or attorney or other duly authorised representative, shall have one vote.
- (7) The instrument appointing a proxy shall be in writing, in the common or usual form, under the hand of the appointor or of their attorney, duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy may, but need not, be a member of the Association. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot.
- (8) Where it is desired to afford members an opportunity of voting for or against a resolution, the instrument appointing a proxy shall be in the following form, or a form as near thereto as circumstances permit:

**ASSOCIATION: KINGAROY TOUCH ASSOCIATION INC.**

I \_\_\_\_\_, of \_\_\_\_\_, being a member of the abovementioned Association, hereby appoint \_\_\_\_\_, of \_\_\_\_\_, or failing them, \_\_\_\_\_, of \_\_\_\_\_, as my proxy to vote for me on my behalf at the (Annual) General Meeting of the Association to be held on the \_\_\_\_\_ th day of \_\_\_\_\_, 19\_\_\_\_, and at any adjournment thereof.

Signed this \_\_\_ th day of \_\_\_\_\_, 19\_\_\_\_. Signature: \_\_\_\_\_.

This form is to be used: \* In favour of the resolution \* Against the resolution

\* Strike out whichever is not desired. (Unless otherwise instructed, the proxy may vote as they think fit).

- (9) The instrument appointing a proxy shall be deposited with the Secretary prior to the commencement of any meeting, or adjourned meeting, at which the person named in the instrument proposes to vote.
- (10) The Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee meeting and general meeting to be entered in a book to be opened for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Management Committee meeting shall be signed by the Chairperson of that meeting, or the Chairperson of the next succeeding Management Committee meeting, verifying their accuracy. Similarly, the minutes of every general meeting shall be signed by the Chairperson of that meeting, or the Chairperson of the next succeeding general meeting: Provided that the minutes of any Annual General Meeting shall be signed by the Chairperson of that meeting, or the Chairperson of the next succeeding general meeting or Annual General Meeting.

## **26. By-laws**

The Management Committee may from time to time make, amend or repeal by-laws, not inconsistent with these Rules, for the internal management of the Association, and any by-law may be set aside by a general meeting of members.

## **27. Alteration of Rules**

Subject to the provisions of the Associations Incorporation Act 1981, these Rules may be amended, rescinded or added to, from time to time, by a special resolution carried at any general meeting: Provided that no such amendment, rescission or addition shall be valid unless the same shall have been previously submitted to and approved by the relevant department responsible for the Associations Incorporations Act .

## **28. Common Seal**

The Management Committee shall provide for a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the Management Committee, and every instrument to which the seal is affixed shall be signed by a member of the Management Committee, and shall be countersigned by the Secretary or by a second member of the Management Committee, or by some other person appointed by the Management Committee for the purpose.

## **29. Funds and Accounts**

- (1) The funds of the Association shall be banked in the name of the Association in such bank as the Management Committee may from time to time direct.

- (2) Proper books and accounts shall be kept and maintained , in the English language, showing correctly the full and accurate financial affairs of the Association.
- (3) All monies shall be banked as soon as practicable after receipt thereof.
- (4) All amounts of \$100 or more shall be paid by cheque or electronic funds transfer
- (5) If a payment of \$100 or more is made by cheque it must be signed by any two of the President, Secretary, Treasurer or other member authorised from time to time by the Management Committee.
- (6) Cheques shall be crossed “not negotiable”, except those in payment of wages, allowances or petty cash recoupment’s, which may be open.
- (7) The Management Committee shall determine the amount of petty cash which shall be kept on the imprest system.
- (8) All expenditure shall be approved or ratified at a Management Committee meeting.
- (9) As soon as practicable after the end of each financial year, the Treasurer shall cause to be prepared a statement containing particulars of:
  - a. the income and expenditure for the financial year just ended; and
  - b. the assets and liabilities, and of all mortgages, charges and securities affecting the property of the Association at the close of that year.
- (10) All such statements shall be examined by the Auditor, who shall present a report upon such audit to the Secretary prior to the holding of the Annual General Meeting next following the financial year in respect of which such audit was made.
- (11) The income and property of the Association, must be used and applied solely in the promotion of its objects and in the exercise of its powers as set out herein, and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association: Provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of monies advanced by them to the Association or otherwise owing by the Association to them, or of remuneration to any officers or servants of the Association, or to any member of the Association or other person in return for any services actually rendered to the Association: Provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out-of-pocket expenses, money lent, reasonable and proper charges for goods hired by the Association, or reasonable and proper rent for premises demised or let to the Association.

### **30. Documents**

The Management Committee shall provide for the safe custody of books, documents, instruments of title, and securities of the Association.

### **31. Financial Year**

The financial year of the Association shall close on the 30<sup>th</sup> June in each year.

### **32. Distribution of Surplus Assets**

If the Association shall be wound up in accordance with the provisions of the *Associations Incorporation Act 1981*, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects 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 imposed on the Association under or by virtue of **Rule 29 (10)**, such institution or institutions to be determined by the members of the Association.