

Constitution Queensland Greyhound Racing Club

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1. Nature of the Association

1.1 Name

The name of the incorporated Association is "Queensland Greyhound Racing Club".

The Association has been formed through the amalgamation of the Brisbane Greyhound Racing Club and the Ipswich Greyhound Racing Club.

1.2 Powers

- (a) The Association has the powers of an individual.
- (b) The Association may, for example:
 - (i) enter into contracts;
 - (ii) acquire, hold, deal with and dispose of property;
 - (iii) make charges for services and facilities it supplies; and
 - (iv) do other things necessary or convenient to be done in carrying out its affairs; and
 - (v) exercise the powers set out in rule 3.1.
- (c) The Association may also issue secured and unsecured notes, debentures and debenture stock for the Association.

1.3 Objects and purposes

The objects and purposes of the Association are set out in rule 3.1.

1.4 Financial year

The financial year of the Association is each period of 12 months ending 30 June.

2. Definitions and interpretation

2.1 Definitions

In this Constitution, unless the context requires otherwise:

absolute majority, of the Committee, means a majority of the Committee Members currently holding office and entitled to vote at the time (as distinct from a majority of Committee Members present at a committee meeting);

Act means the *Association Incorporation Act 1981 (Qld)*;

Association means the Queensland Greyhound Racing Club Inc;

Brisbane Greyhound Racing Club or BGRC means the Brisbane Greyhound Racing Club Inc. (IA04136) situated in the Albion Park Raceway Complex, Amy Street, Breakfast Creek;

Business Day means a day that is not a Saturday, Sunday, public holiday or bank holiday in Brisbane, Queensland;

Code of Conduct means any code that governs the conduct and behavioural standards of all Members, as implemented or amended by the Committee from time to time;

Committee means the committee of management of the Association;

committee meeting means a meeting of the Committee held in accordance with this Constitution;

Committee Member means a member of the Committee;

disciplinary appeal meeting means a meeting of the members of the Association convened under rule 6.5(c);

Disciplinary Meeting means a meeting of the disciplinary subcommittee convened for the purposes of rule 6.3;

disciplinary subcommittee means the subcommittee appointed under rule 6.2;

Financial Year means the 12 month period specified in rule 1.4;

general meeting means a general meeting of the Members convened in accordance with rule 9 and includes an annual general meeting, a special general meeting and a disciplinary appeal meeting;

Honorary Member means a member in accordance with rule 5.10;

Ipswich Greyhound Racing Club or IGRC means the Ipswich Greyhound Racing Club (IA10806) situated at the Ipswich Show Grounds, Warwick Road, Ipswich;

Life Member means a Member in accordance with rule 5.9;

Member means a member (of any class or category) of the Association;

member entitled to vote means a member who under rule 5.11(b) is entitled to vote at a general meeting;

Ordinary Member means a member in accordance with rule 5.8;

Policies means the following policies and procedures adopted by the Committee (and made available to the Members) from time to time:

- (a) Code of Conduct; and
- (b) By-laws.

Registrar means the Registrar of Incorporated Associations under the Act;

Secretary means:

- (a) if a person holds office under this Constitution as Secretary of the Association, that person; and
- (b) in any other case, the public officer of the Association,

special resolution means a resolution that requires not less than three-quarters of the Members present and voting at a general meeting to vote in favour of the resolution; and

Treasurer means the treasurer of the Association.

2.2 Interpretation

In this Constitution, unless the context requires otherwise:

- (a) the singular includes the plural and vice versa;
- (b) a gender includes the other genders;
- (c) the headings are used for convenience only and do not affect the interpretation of this Constitution;
- (d) other grammatical forms of defined words or expressions have corresponding meanings;
- (e) a reference to a document includes the document as modified from time to time and any document replacing it;
- (f) if something is to be or may be done on a day that is not a Business Day then it must be done on the next Business Day;
- (g) the word "person" includes a natural person, partnership, body corporate, Association, governmental or local authority, agency and any other body or entity whether incorporated or not;
- (h) the word "month" means calendar month and the word "year" means 12 months;
- (i) the words "in writing" include any communication sent by letter, facsimile transmission or email or any other form of communication capable of being read by the recipient;
- (j) a reference to a thing includes a part of that thing;
- (k) a reference to all or any part of a statute, rule, regulation or ordinance (**statute**) includes that statute as amended, consolidated, re-enacted or replaced from time to time;
- (l) wherever "include", "for example" or any form of those words or similar expressions is used, it must be construed as if it were followed by "(without being limited to)";
- (m) a reference to time is to Queensland, Australia time; and
- (n) a reference to any agency or body, if that agency or body ceases to exist or is reconstituted, renamed or replaced or has its powers or functions removed (**defunct body**), means the agency or body that performs most closely the functions of the defunct body.

3. Objects and Powers of Association

3.1 Objects of the Association

The objects for which the Association is established are to:

- (a) govern, promote and develop the interests of greyhound racing and greyhound racing related activities in South East Queensland;
- (b) organise, conduct and promote greyhound racing in and around South East Queensland for the recreation and enjoyment of members and people interested in or connected with greyhound racing;

- (c) to hold events for greyhound racing participants;
- (d) to engage with all levels of government, statutory bodies and other government entities in furtherance of these objects;
- (e) to engage with racing industry participants including greyhound owners and trainers in the furtherance of these objects;
- (f) to acquire and take over the assets and liabilities of the BGRC and IGRC, and the benefits, obligations and rights which the BGRC and IGRC may have under all agreements and contracts with third parties, and to be vested with all land and other assets held for the time being of the BGRC and IGRC and to carry out and maintain the undertaking and activities carried on by the BGRC and IGRC;
- (g) promote community involvement in the activities and facilities of the Association; and
- (h) do all things incidental to assisting in achieving the objects of the Association on behalf of the members.

3.2 Further powers of the Association

- (a) Subject to the Act, the Association has the power to do all things incidental or conducive to achieve its objects and purposes as set out in rule 3.1.
- (b) Without limiting rules 1.2 and 3.2(a), the Association may:
 - (i) acquire, hold and dispose of real or personal property;
 - (ii) open and operate accounts with financial institutions;
 - (iii) invest its money in any security in which trust monies may lawfully be invested;
 - (iv) raise and borrow money on any terms and in any manner as it thinks fit;
 - (v) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
 - (vi) appoint agents to transact business on its behalf;
 - (vii) apply and hold a liquor licence;
 - (viii) apply and hold a gaming licence; and
 - (ix) enter into any other contract it considers necessary or desirable.
- (c) The Association may only exercise its powers and use its income and assets (including any surplus) for its objects and purposes.

4. Not for profit organisation

- (a) The Association must not distribute any surplus, income or assets directly or indirectly to its Members.
- (b) Rule 4(a) does not prevent the Association from paying a Member:
 - (i) reimbursement for expenses properly incurred by the Member; or
 - (ii) for goods or services provided by the Member,

if this is done in good faith on terms no more favourable than if the Member was not a member.

5. Membership

5.1 Minimum number of Members

The Association must have at least 7 Members.

5.2 Transition of Membership

A person who, on the day the Association is incorporated, was a member of the BGRC and/or the IGRC and who, on or before a day fixed by the Committee, agrees in writing to become a Member, must be admitted by the Committee:

- (a) to the equivalent class of membership as the member held in the BGRC and/or the IGRC; or
- (b) if there is no equivalent class of membership, as an Ordinary Member.

5.3 Who is eligible to be a Member

The Association may admit the following as Members:

- (a) Ordinary Members;
- (b) Life Members;
- (c) Honorary Members; and
- (d) any other person or group of persons (whether incorporated or otherwise) which the Committee believes warrant membership from time to time.

5.4 Application for membership

- (a) An application for membership must be;
 - (i) Completed on the website or in writing; and
 - (ii) proposed by an existing Member;
 - (iii) signed by the applicant; and
 - (iv) in the form decided by the Committee.
- (b) Every applicant for membership must confirm in their application that they:
 - (i) wish to become a member of the Association;
 - (ii) support the objects and purposes of the Association; and
 - (iii) agree to comply with this Constitution and the Policies in place from time to time.

5.5 Consideration of application

- (a) The Committee will consider any application for membership and will in its absolute discretion:

- (i) determine the admission or rejection of the applicant (and need not provide any reason for such decision); or
 - (ii) decide to call on the applicant to supply any evidence of eligibility that they consider reasonably necessary.
- (b) Once the Committee Members have either:
- (i) accepted an application for membership; or
 - (ii) rejected an application for membership,
- the Secretary must notify the applicant in writing as to whether the application has been accepted or rejected.
- (c) The Committee may delegate its functions under this rule 5.5 in accordance with rule 10.2.

5.6 New membership

- (a) If an application for membership is approved the Secretary must, as soon as practicable, enter the name and address of the new Member, and the date of becoming a Member, in the register of Members.
- (b) A person becomes a Member and, subject to rule 5.11(a), is entitled to exercise their rights of membership from the date, whichever is the later, on which:
 - (i) the Committee approves the membership; or
 - (ii) they pay the joining fee.
- (c) If an amount due under rule 5.6 is not paid within 30 days after the date the applicant is notified of acceptance, the Committee Members may cancel the acceptance of the applicant for membership.

5.7 Joining fees and annual subscriptions

- (a) The joining fee (if any) payable by Members on application for membership will be determined by the Committee from time to time.
- (b) From time to time, the Committee may determine:
 - (i) the amount of the annual subscription (if any) for the following Financial Year for each Member; and
 - (ii) the date for payment of the annual subscription.
- (c) The Committee may determine that any new Member who joins after the start of a Financial Year must, for that Financial Year, pay a fee equal to:
 - (i) the full annual subscription;
 - (ii) a pro rata annual subscription based on the remaining part of the Financial Year; or
 - (iii) a fixed amount determined from time to time by the Committee.

- (d) If a Member's subscription remains unpaid for a period of 30 days after it falls due then the Member will be sent a notice from the Secretary (**Notice**) requiring payment of the outstanding subscription within a period of 30 days after the Notice. If the subscription remains unpaid at the expiry of that 30 day period then the Member will at that time automatically and without further notice cease to be a Member.
- (e) For the avoidance of doubt, during any period in which a Member's annual subscription remains due but unpaid, that Member is not entitled to vote at any meeting of the Association.
- (f) If a person whose application for membership has been rejected does not appeal against the decision within 1 month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the Secretary must, as soon as practicable, refund the annual subscription (if any) paid by the person.

5.8 Ordinary Member

- (a) The number of Ordinary Members is unlimited.
- (b) An Ordinary Member:
 - (i) must be at least 18 years of age;
 - (ii) has a right to:
 - (A) receive notices from the Association; and
 - (B) attend and vote at general meetings of the Association.

5.9 Life Member

- (a) A Member who is considered to have rendered valuable service to the Association may be admitted by the Members to be a Life Member of the Association.
- (b) Any nomination for admission as a Life Member shall be from a meeting of the Committee for presentation at an annual general meeting and included in the notice of meeting for the annual general meeting.
- (c) The privileges, duties and obligations of a Life Member are the same as those of an Ordinary Member save that no annual subscription shall be payable by a Life Member.

5.10 Honorary Members

- (a) The Committee may admit as Honorary Members any such persons as it decides.
- (b) An Honorary Member:
 - (i) is exempt from paying any annual subscription;
 - (ii) is entitled to receive notices from the Association; and
 - (iii) is not entitled to vote at any meeting of the Association or be a member of the Committee.

5.11 General rights of members

- (a) A Member who is entitled to vote has the right:

- (i) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by this Constitution;
 - (ii) to submit items of business for consideration at a general meeting;
 - (iii) to attend and be heard at general meetings;
 - (iv) to vote at a general meeting;
 - (v) to have access to the minutes of general meetings and other documents of the Association as provided under rule 10.7(d)(iii).
- (b) A Member is entitled to vote if:
- (i) the class of membership to which they belong has voting rights;
 - (ii) more than 10 Business Days have passed since it became a Member of the Association; and
 - (iii) the Member's membership rights are not suspended for any reason.

5.12 Rights not transferable

A right, privilege or obligation of a person by reason of membership of the Association:

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates upon the cessation of membership of the Association.

5.13 Ceasing membership

A Member will cease to be a Member:

- (a) if the Member resigns from the Association in accordance with rule 5.14;
- (b) if rule 5.7(d) applies;
- (c) if the Member ceases to satisfy all requirements for their respective category of membership;
- (d) if that Member's status or conduct in the Committee's opinion renders it undesirable that that Member continue to be a Member and the Member has been expelled under rule 7;
- (e) if the Member:
 - (i) dies;
 - (ii) becomes mentally incapacitated or whose person or estate is liable to be dealt with in any way under the laws relating to mental health; or
 - (iii) is convicted of an indictable offence

5.14 Resigning as a Member

A Member is taken to have resigned if:

- (a) they have ceased to be a Member under rule 5.7(d);

- (b) the Member provides the Secretary with no less than 30 days' notice in writing of their resignation from the Association; or
- (c) where no annual subscription is payable:
 - (i) the Secretary has made a written request to the Member to confirm that it wishes to remain a Member; and
 - (ii) the Member has not, within 3 months after receiving that request, confirmed in writing that it wishes to remain a Member.

5.15 No claims against Association

- (a) A Member whose membership ceases does not have any claim against the Association or the Committee for damages or otherwise.
- (b) Any Member ceasing to be a Member:
 - (i) will not be entitled to any refund (or part refund) of their annual subscription (or any joining fee); and
 - (ii) will remain liable for and will pay to the Association all subscriptions and moneys which were due at the date of ceasing to be a Member.

5.16 Register of Members

- (a) The Secretary must keep and maintain a register of Members that includes:
 - (i) for each current Member:
 - (A) the Member's full name;
 - (B) the postal or residential address for notice last given by the Member;
 - (C) the Member's email address;
 - (D) the date of becoming a Member; and
 - (E) any other information determined by the Committee;
 - (ii) for each former Member, the date they ceased to be a Member (including details of any termination or reinstatement of their membership); and
 - (iii) any other particulars the Committee or the members at a general meeting decide.
- (b) Any Member may, at a reasonable time and free of charge, inspect the register of Members.
- (c) A Member must contact the Secretary to arrange an inspection of the register.
- (d) The Committee may, on the application of a Member, withhold information about the Member (other than the Member's full name) from the register available for inspection if the Committee has reasonable grounds for believing the disclosure of the information would put the Member at risk of harm.
- (e) A Member must not:

- (i) use information obtained from the register of Members to contact, or send material to, another Member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes; or
 - (ii) 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.
- (f) Rule 5.16(e) does not apply if the use or disclosure of the information is approved by the Association.

6. Disciplinary Action

6.1 Grounds for taking disciplinary action

The Association may take disciplinary action against a Member in accordance with this Constitution if it is determined in the Committee's opinion that the Member:

- (a) has failed to comply with this Constitution;
- (b) has failed to comply with the Policies;
- (c) fails to support the purposes of the Association; or
- (d) has engaged in conduct injurious or prejudicial to the Association (or which, in the Committee's reasonable opinion, has the potential to be injurious or prejudicial to the Association).

6.2 Disciplinary subcommittee

- (a) If the Committee is satisfied that there are sufficient grounds for taking disciplinary action against a Member, the Committee must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take against the Member.
- (b) The members of the disciplinary subcommittee:
 - (i) may be Committee Members, Members or anyone else; but
 - (ii) must not be biased against, or in favour of, the Member concerned.

6.3 Notice to Member

- (a) Before disciplinary action is taken against a Member, the Secretary must give written notice (**Disciplinary Notice**) to the Member:
 - (i) stating that the Association proposes to take disciplinary action against the Member;
 - (ii) stating the grounds for the proposed disciplinary action;
 - (iii) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action (the **Disciplinary Meeting**); and
 - (iv) setting out the Member's appeal rights under rule 6.5.
- (b) No legal representatives are permitted to attend a Disciplinary Meeting.

- (c) A Disciplinary Notice must be given no earlier than 28 days, and no later than 14 days, before the Disciplinary Meeting is held.

6.4 Decision of subcommittee

- (a) At the Disciplinary Meeting, the disciplinary subcommittee must:
 - (i) give the Member an opportunity to be heard; and
 - (ii) consider any written statement submitted by the Member.
- (b) After complying with rule 6.4(a), the disciplinary subcommittee may:
 - (i) take no further action against the Member; or
 - (ii) subject to rule 6.4(c):
 - (A) reprimand the Member;
 - (B) suspend the membership rights of the Member for a specified period; or
 - (C) expel the Member from the Association,with immediate effect (on such reasonable terms as the Committee thinks fit).
- (c) The disciplinary subcommittee may not fine the Member but may order the Member to pay the costs incurred by the Association to repair any damage to property caused by the Member.
- (d) The suspension of membership rights or the expulsion of a Member by the disciplinary subcommittee under this rule takes effect immediately after the vote is passed.

6.5 Appeal rights

- (a) A person whose membership rights have been suspended or who has been expelled from the Association under rule 6.4 may give notice to the effect that it wishes to appeal against the suspension or expulsion (**Appeal Notice**).
- (b) The Appeal Notice must be in writing and given to the Secretary within 1 month after the vote to suspend or expel the Member at the Disciplinary Meeting has taken place, together with the sum of \$250.
- (c) If a person has given an Appeal Notice, the Committee must:
 - (i) call a general meeting to decide the appeal within 1 month after the notice is received; and
 - (ii) hold that general meeting within 3 months after the date on which the Appeal Notice was received by the Secretary.
- (d) Notice of a disciplinary appeal meeting must be given to each Member entitled to vote and must:
 - (i) specify the date, time and place of the meeting; and
 - (ii) state:

- (A) the name of the person against whom the disciplinary action has been taken;
- (B) the grounds for taking that action; and
- (C) that at the disciplinary appeal meeting the Members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

6.6 Conduct of disciplinary appeal meeting

- (a) At a disciplinary appeal meeting:
 - (i) no business other than the question of the appeal may be conducted;
 - (ii) the Committee must state the grounds for suspending or expelling the Member and the reasons for taking that action; and
 - (iii) the person whose membership has been suspended or who has been expelled must be given a full and fair opportunity to be heard and show why the application to suspend or expel their membership should be terminated.
- (b) After complying with rule 6.6(a), the Members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.
- (c) The decision to suspend or expel a Member will be upheld a majority of the Members voting at the meeting vote in favour of the decision.

7. Grievance Procedure

7.1 Application

- (a) The grievance procedure set out in this Division applies to disputes under this Constitution between:
 - (i) a Member and another Member;
 - (ii) a Member and the Committee; and
 - (iii) a Member and the Association.
- (b) A Member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

7.2 Parties must attempt to resolve the dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

7.3 Appointment of mediator

- (a) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 7.2, the parties must within 10 days:
 - (i) notify the Committee of the dispute;

- (ii) agree to or request the appointment of a mediator; and
 - (iii) attempt in good faith to settle the dispute by mediation.
- (b) The mediator must be:
 - (i) a person chosen by agreement between the parties; or
 - (ii) in the absence of agreement:
 - (A) if the dispute is between a Member and another Member, a person appointed by the Committee; or
 - (B) if the dispute is between a Member and the Committee or the Association, a person appointed or employed by the Queensland Law Society.
- (c) A mediator appointed by the Committee must not be a person who:
 - (i) has a personal interest in the dispute; or
 - (ii) is biased in favour of or against any party.
- (d) The cost of the mediator is to be borne equally by the parties to the dispute.

7.4 Mediation process

- (a) The mediator to the dispute, in conducting the mediation, must:
 - (i) give each party every opportunity to be heard;
 - (ii) allow due consideration by all parties of any written statement submitted by any party; and
 - (iii) ensure that natural justice is accorded to the parties throughout the mediation process.
- (b) The mediator must not determine the dispute.

7.5 Failure to resolve dispute by mediation

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

8. Code of Conduct

Each Member must ensure that:

- (a) they comply with and adopt any Code of Conduct established by the Committee;
- (b) they conduct themselves in a manner that promotes the objects and purpose of the Association.

9. General meetings

9.1 Annual general meetings

- (a) The Committee must convene an annual general meeting of the Association each year, and within 5 months after the end of each Financial Year.
- (b) Despite rule 9.1(a), the Association may hold its first annual general meeting within 5 months after the end date of the Association's first Financial Year.
- (c) The Committee may determine the date, time and place of the annual general meeting.
- (d) The ordinary business of the annual general meeting is as follows:
 - (i) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;
 - (ii) to:
 - (A) receive and consider the Association's financial statement and audit report for the last reportable Financial Year;
 - (B) present the financial statement and audit report for the last reportable Financial Year for adoption;
 - (C) appoint an auditor or an accountant for the present Financial Year; and
 - (D) elect any Committee Members to be elected by the Members from time to time pursuant to rule 10.
- (e) The annual general meeting may also conduct any other business of which notice has been given in accordance with this Constitution.
- (f) Any Member with the right to vote a general meeting of the Association who wishes to bring forward any specific proposal or motion at any annual general meeting must give notice to the Committee by 15 August of each year and such business will be included in the notice given to members under rule 9.4.

9.2 Special general meetings

- (a) Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.
- (b) The Committee may convene a special general meeting whenever it thinks fit.
- (c) No business other than that set out in the notice under rule 9.3 may be conducted at the meeting.

9.3 Special general meeting held at request of Members

- (a) The Committee must convene a special general meeting if a request to do so is made in accordance with rule 9.3(b) by at least:
 - (i) 33% of the total number of the Committee Members at the time the request was signed; or
 - (ii) at least the number of Ordinary Members of the Association equal to double the number of Committee Members at the time the request was signed plus 1.

- (b) A request for a special general meeting must:
 - (i) be in writing;
 - (ii) state the business to be considered at the meeting and any resolutions to be proposed;
 - (iii) include the names and signatures of the Members requesting the meeting; and
 - (iv) be given to the Secretary.
- (c) If the Secretary does not convene a special general meeting within three months after the date on which the request is made, the Chairperson must call the meeting.
- (d) A special general meeting convened by Members under rule 9.3(c) may only consider the business stated in that request.
- (e) The Association must reimburse all reasonable expenses incurred by the Members convening a special general meeting under rule 9.3(c).

9.4 Notice of general meetings

- (a) The Secretary (or, in the case of a special general meeting convened under rule 9.3(c), the Members convening the meeting) must give to each Member of the Association at least 28 days' notice of a general meeting in any other case.
- (b) The notice must:
 - (i) specify the date, time and place of the meeting;
 - (ii) indicate the general nature of each item of business to be considered at the meeting; and
 - (iii) if a special resolution is to be proposed:
 - (A) state in full the proposed resolution; and
 - (B) state the intention to propose the resolution as a special resolution.
- (c) This rule does not apply to a disciplinary appeal meeting.

9.5 Use of technology

- (a) A Member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that Member and the Members present at the meeting to clearly and simultaneously communicate with each other.
- (b) For the purposes of this Constitution, a Member participating in a general meeting as permitted under rule 9.5(a) is taken to be present at the meeting and, if the Member votes at the meeting, is taken to have voted in person.

9.6 Quorum at general meetings

- (a) No business may be conducted at a general meeting unless a quorum of Members is present at the start of the meeting.
- (b) The quorum for a general meeting is the presence of at least the same number of Committee Members at the close of the Association's last general meeting, plus 1

except and for the first general meeting of the Association where the quorum will be 10.

- (c) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:
 - (i) in the case of a meeting convened by, or at the request of, members under rule 9.3 the meeting must be dissolved;
 - (ii) in any other case:
 - (A) the meeting must be adjourned to a date not more than 21 days after the adjournment; and
 - (B) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all Members as soon as practicable after the meeting.
- (d) If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under rule 9.6(c), the Members present at the meeting may proceed with the business of the meeting as if a quorum were present.

9.7 Adjournment of general meeting

- (a) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of Members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (b) Without limiting rule 9.7(a), a meeting may be adjourned:
 - (i) if there is insufficient time to deal with the business at hand; or
 - (ii) to give the Members more time to consider an item of business.
- (c) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (d) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 30 days or more, in which case notice of the meeting must be given in accordance with rule 9.4.

9.8 General voting at general meeting

- (a) On any question arising at a general meeting:
 - (i) subject to rule 9.8(d), each Member who is entitled to vote has one vote;
 - (ii) Members may vote personally; and
 - (iii) except in the case of a special resolution, the question must be decided on a majority of votes.
- (b) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (c) Notwithstanding rule 9.8(a), at least 20% of the Members present and entitled to vote at a meeting may demand a secret ballot is conducted to vote on a particular matter, in which case the Chairperson must:

- (i) appoint 2 Members to conduct the secret ballot; and
 - (ii) conduct the relevant vote by secret ballot.
- (d) If the question is whether or not to confirm the minutes of a previous meeting, only Members who were present at that meeting may vote.
- (e) This rule does not apply to a vote at a disciplinary appeal meeting conducted under rule 6.6.

9.9 Vote on a poll

- (a) A poll may be demanded by:
- (i) the Chairperson;
 - (ii) at least 3 Ordinary Members entitled to vote on the resolution; or
 - (iii) Ordinary Members representing at least 5% of the total votes that may be cast on the resolution on a poll.
- (b) A poll may be demanded:
- (i) before a vote is taken; or
 - (ii) before or immediately after the voting results on a show of hands are declared.
- (c) The demand for a poll may be withdrawn.
- (d) Subject to rule 9.9(e), if a poll is demanded, it is to be taken in the manner and at the time the Chairperson directs.
- (e) A poll demanded on the election of a Chairperson or on a question of adjournment must be taken immediately.
- (f) The result of the poll will be the resolution of the meeting at which the poll was demanded.
- (g) The demand for a poll does not prevent a general meeting from proceeding with any other business.

9.10 Special resolutions

A special resolution is passed if not less than three quarters of the Members present and voting at a general meeting vote in favour of the resolution.

9.11 Members of unsound mind and minors

- (a) If a Member is:
- (i) of unsound mind; or
 - (ii) a person whose person or estate is liable to be dealt with in any way under the law relating to mental health,

the Member's committee or trustee or any other person who has proper management or guardianship of the Member's estate or affairs may, subject to rule 9.11(b), exercise

any rights of the Member in relation to a general meeting as if the committee, trustee or other person were the Member.

- (b) Any person with powers of management or guardianship cannot exercise any rights under rule 9.11(a) unless the person has provided the Committee with satisfactory evidence of their appointment and status.

9.12 Objection to qualification to vote

- (a) An objection to a person's right to vote at a general meeting:
 - (i) may only be raised at the general meeting or adjourned meeting at which the vote objected to is tendered; and
 - (ii) must be determined by the Chairperson of the meeting, whose decision is final.
- (b) A vote allowed after an objection is valid for all purposes.

9.13 Votes counted in error

If any vote is counted which ought not to have been counted or might have been rejected, the error will not invalidate the resolution unless the error is:

- (a) detected at the same general meeting; and
- (b) of sufficient magnitude, in the opinion of the Chairperson, as to invalidate the resolution.

9.14 Determining whether resolution carried

The Chairperson of a general meeting may, on the basis of a show of hands (or secret ballot, as applicable) declare that a resolution has been:

- (a) carried;
- (b) carried unanimously;
- (c) carried by a particular majority; or
- (d) lost,

and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

9.15 Minutes of general meeting

- (a) The Committee must ensure that minutes are taken and kept of each general meeting.
- (b) The minutes must record the names of the Members attending the meeting, the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (c) To ensure the accuracy of the minutes
 - (i) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and

- (ii) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the association that is a general meeting or annual general meeting, verifying their accuracy.

10. Committee

10.1 Role and powers

- (a) The business of the Association must be managed by or under the direction of a Committee.
- (b) The Committee may exercise all the powers of the Association except those powers that this Constitution or the Act require to be exercised by general meetings of the members of the Association.
- (c) The Committee may:
 - (i) appoint and remove the CEO; and
 - (ii) establish subcommittees of the Committee with membership and terms of reference it considers appropriate.

10.2 Delegation

- (a) The Committee may delegate to a Committee Member, a subcommittee or staff, any of its powers and functions other than:
 - (i) this power of delegation; or
 - (ii) a duty imposed on the Committee by the Act or any other law.
- (b) The delegation must be in writing and may be subject to the conditions and limitations the Committee considers appropriate.
- (c) The Committee may, in writing, revoke a delegation wholly or in part.

10.3 Composition of Committee

- (a) The Committee consists of up to a maximum of six (6) members with the officers being:
 - (i) Chairperson;
 - (ii) Deputy Chairperson; and
 - (iii) Treasurer.

10.4 Interim Committee

- (a) The Interim Committee will comprise three members elected by the members of the BGRC and three members elected by the members of the IGRC.
- (b) Each of BGRC and IGRC will elect the three members from their Club to form the Interim Committee at a general meeting held in accordance with the rules in place at each of BGRC and IGRC, to be conducted no later than one month prior to the date the amalgamation is to take effect.

- (c) The Interim Committee will, subject to this Constitution, remain in office until the 2024 annual general meeting. The entire Committee will resign effective from the 2024 annual general meeting but are eligible to be re-elected at that meeting.

10.5 Management of the Committee

- (a) The Committee as its first item of business at its first meeting after each annual general meeting, shall elect one of its members to be Chairperson, one to be Deputy Chairperson and one to be Treasurer.
- (b) In the event of the Chairperson, Deputy Chairperson or Treasurer ceasing to hold office the Committee shall elect one of its members to be Chairperson, Deputy Chairperson, or Treasurer, as the case may be, at the next Committee meeting.
- (c) For the purpose of electing the Chairperson pursuant to rule 10.5(a), the following shall apply:
 - (i) the meeting shall be chaired by the Chief Executive Officer until the election of the Chairperson who shall then chair the remainder of the meeting.
 - (ii) in the event of an equality of votes cast for the candidates for the office of Chairperson, and if by the conclusion of the meeting the Committee Members cannot by a majority elect one of the candidates as Chairperson, the Chief Executive Officer will submit the names of the candidates for the position of Chairperson to each member entitled to vote for an election for Chairperson by ballot. Such election must be concluded within thirty (30) days of the date of the meeting at which the Committee Members failed to elect a Chairperson. The person securing the greatest number of votes at the ballot will assume the office of Chairperson.
- (d) Upon the election of the Chairperson, that person shall assume the chair and the Committee shall proceed to elect the Deputy Chairperson and the Treasurer.
- (e) In the event of an equality of votes cast for any two (2) or more candidates for either or both offices of Deputy Chairperson or Treasurer, the Chairperson shall have a casting vote in addition to a deliberative vote.
- (f) Unless otherwise expressly provided by this Constitution, the Chairperson will preside at all meetings of the Committee. If the Chairperson is unavailable, the Deputy Chairperson will preside and in the event of his or her unavailability then such other member of the Committee elected by the meeting shall preside. If the meeting is unable to elect a person by majority to preside from among those present the meeting will be closed and the business on the agenda for the meeting shall be dealt with at the next meeting of the Committee at which the Chairperson, or in his or her absence, the Deputy Chairperson, is present.
- (g) All acts done and matters transacted by any meeting of the Committee, even if it is afterwards discovered that there was some defect in the appointment of the Committee or some member of it, shall be as valid as if no such defect existed.

10.6 General Duties

- (a) Each Committee Member must at all times comply with this Constitution and the Act.
- (b) The Committee is collectively responsible for ensuring that the Association complies with the Act and that individual Committee Members and Members comply with this Constitution (together with each of the Policies).

- (c) Committee Members must exercise their powers and discharge their duties:
 - (i) with reasonable care and diligence;
 - (ii) in good faith in the best interests of the Association; and
 - (iii) for a proper purpose.
- (d) Committee Members and former Committee Members must not make improper use of:
 - (i) their position; or
 - (ii) information acquired by virtue of holding their position,
so as to gain an advantage for themselves, any Member to which they belong, or any other person or to cause detriment to the Association.
- (e) In addition to any duties imposed by this Constitution, a Committee Member must perform any other duties imposed from time to time by resolution at a general meeting.

10.7 Secretary

- (a) The Secretary must:
 - (i) ordinarily reside in Queensland; or
 - (ii) if they reside in another State, reside within 65km from the Queensland border;
- (b) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.
- (c) The Committee has the power to appoint or remove a person as the Secretary from time to time in accordance with section 67 of the Act.
- (d) The Secretary must:
 - (i) maintain the register of Members in accordance with rule 5.16;
 - (ii) keep custody of the common seal (if any) of the Association and, except for the financial records referred to in rule 13.4(c), all books, documents and securities of the Association;
 - (iii) subject to the Act and this Constitution, provide Members with access to the register of Members and the minutes of general meetings; and
 - (iv) perform any other duty or function imposed on the Secretary by this Constitution or under section 69A of the Act.
- (e) The Secretary must give to the Registrar notice of his or her appointment within 14 days after the appointment.

10.8 Treasurer

- (a) The Treasurer must:
 - (i) receive all moneys paid to or received by the Association and issue receipts for those moneys in the name of the Association;

- (ii) ensure that all moneys received are paid into the account of the Association as soon as reasonably practicable after receipt;
 - (iii) make any payments authorised by the Committee or by a general meeting of the Association from the Association's funds; and
 - (iv) ensure cheques are signed by at least 2 Committee Members.
- (b) The Treasurer must:
- (i) ensure that the financial records of the Association are kept in accordance with the Act; and
 - (ii) coordinate the preparation of the financial statements of the Association and their certification by the Committee prior to their submission to the annual general meeting of the Association.
- (c) The Treasurer must ensure that at least one other Committee Member has access to the accounts and financial records of the Association.
- (d) Unless expressly otherwise directed or resolved by the Committee, the Treasurer may delegate any of his or her duties to employees of the Association qualified to perform those duties or to the Association's accountants.

11. Election and retirement of Committee Members

11.1 Elected Committee Members

- (a) Each Committee Member will be elected by secret ballot at the relevant annual general meeting at which their position becomes vacant on a "first past the post" basis.
- (b) At an annual general meeting at which a Committee Member retires or at the commencement of which there is a vacancy in the office of an Elected Committee Member, there will be a vote of the Members conducted in accordance with rule 11.1(h).
- (c) No Elected Committee Member may hold office for a period in excess of three (3) years, or beyond the third annual general meeting following the Committee Member's election, whichever is the longer, without submitting himself or herself for re-election.
- (d) Nominations of candidates for election as a Committee Member must be:
 - (i) made in writing, signed by two Members and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination);
 - (ii) delivered to the Secretary not less than 7 days before the date fixed for the holding of the annual general meeting; and
 - (iii) otherwise comply with any by-laws established by the Committee from time to time in respect of the nominations process.
- (e) A person must have been a Member of the Association for at least twelve (12) months before they are eligible to be nominated as a candidate for election as a Committee Member.
- (f) If the number of nominations received is equal to or less than the number of vacancies to be filled, the persons nominated shall be deemed to be elected.

- (g) If the number of nominations exceeds the number of vacancies to be filled, a ballot must be held.
- (h) The ballot for the election of Committee Members must be conducted at the annual general meeting in such manner as the committee may direct.

11.2 General

Notwithstanding any other provision in this rule 11, a retiring Elected Committee Member is eligible for re-election without needing to give any prior notice of an intention to submit for re-election and holds office as a Committee Member until the end of the meeting at which that person retires.

11.3 Vacation of office

- (a) A Committee Member may resign from the Committee by written notice addressed to the Committee.
- (b) A person ceases to be a Committee Member if they:
 - (i) fail to attend 3 consecutive committee meetings (other than special or urgent committee meetings) without leave of absence under rule 12.10;
 - (ii) cease to be a Member; or
 - (iii) cease to be eligible to be a Committee Member under section 61A of the Act; or
 - (iv) cease to be a Committee Member by operation of section 64 or section 67 of the Act.
- (c) A Committee Member has no right of appeal against removal from office under rule 11.3(b).

11.4 Filling casual vacancies

- (a) The Committee may appoint an eligible individual to fill a position on the Committee that:
 - (i) has become vacant under rule 11.3; or
 - (ii) was not filled by election at the last annual general meeting.
- (b) Prior to appointing an eligible individual to fill a position on the Committee under rule 11.4(a), the Committee will notify the Members that a casual vacancy exists and invite expressions of interest from Members.
- (c) If the position of Secretary becomes vacant, the Committee must appoint an individual to the position within 1 month after the vacancy arises.
- (d) A person appointed to fill a casual vacancy will hold office until the end of the then current term of the relevant Committee Member that vacated office.
- (e) Rule 10.6 applies to any Committee Member appointed by the Committee under rules 11.4(a) and 11.4(c).
- (f) The Committee may continue to act despite any vacancy in its membership.

12. Committee meetings

12.1 Meetings of Committee

- (a) The Committee must meet as often as necessary to properly conduct the business and operations of the Association, and in any event at least once in every 3 calendar months at the dates, times and places determined by the Committee.
- (b) The date, time and place of the first committee meeting must be determined by the Committee Members as soon as practicable after the annual general meeting of the Association at which the Committee Members were elected.
- (c) Committee meetings may be convened by the Chairperson or by any 3 Committee Members.

12.2 Notice of meetings

- (a) Notice of each committee meeting must be given to each Committee Member no later than three (3) Business Days before the date of the meeting.
- (b) Notice may be given of more than one committee meeting at the same time.
- (c) The notice must state the date, time and place of the meeting.
- (d) If a special committee meeting is convened, the notice must include the general nature of the business to be conducted.

12.3 Urgent meetings

- (a) In cases of urgency, a meeting can be held without notice being given in accordance with rule 12.2 provided that as much notice as practicable is given to each Committee Member by the quickest means practicable.
- (b) Any resolution made at a meeting held under this rule 12.3 must be passed by an absolute majority of the Committee.
- (c) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

12.4 Procedure and order of business

- (a) The procedure to be followed at a meeting of a Committee must be determined from time to time by the Committee.
- (b) The order of business may be determined by the Chairperson.

12.5 Use of technology

- (a) A Committee Member who is not physically present at a committee meeting may participate in the meeting by the use of technology that allows that Committee Member and the Committee Members present at the meeting to clearly and simultaneously communicate with each other.
- (b) For the purposes of this Constitution, a Committee Member participating in a Committee Meeting as permitted under rule 12.5(a) is taken to be present at the meeting and, if the Committee Member votes at the meeting, is taken to have voted in person.

12.6 Quorum

- (a) No business may be conducted at a committee meeting unless a quorum is present at the start of the meeting.
- (b) The quorum for a committee meeting is the presence (in person or as allowed under rule 12.5) of the number of Committee Members that is half of the Committee plus one (rounded to the nearest whole number).
- (c) If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting:
 - (i) in the case of a special meeting, the meeting lapses; and
 - (ii) in any other case, the meeting must be adjourned to a date no later than 14 days after the adjournment and notice of the time, date and place to which the meeting is adjourned must be given in accordance with rule 12.2.

12.7 Voting

- (a) On any question arising at a committee meeting, each Committee Member present at the meeting has one vote.
- (b) A motion is carried if a majority of Committee Members present at the meeting vote in favour of the motion.
- (c) Rule 12.7(b) does not apply to any motion or question which is required by this Constitution to be passed by an absolute majority of the Committee.
- (d) If votes are divided equally on a question, the Chairperson of the meeting has a second or casting vote.
- (e) Voting by proxy is not permitted.

12.8 Conflict of interest

- (a) A Committee Member who has a material personal interest in a matter being considered at a committee meeting must disclose the nature and extent of that interest to the Committee.
- (b) The Committee Member:
 - (i) must not be present while the matter is being considered at the meeting; and
 - (ii) must not vote on the matter.
- (c) This rule does not apply to a material personal interest:
 - (i) that exists only because the Committee Member belongs to a class of persons for whose benefit the Association is established; or
 - (ii) that the Committee Member has in common with all, or a substantial proportion of, the Members of the Association.

12.9 Minutes of meeting

- (a) The Committee must ensure that minutes are taken and kept of each committee meeting.

- (b) The minutes must record the following:
 - (i) the names of the Committee Members in attendance at the meeting;
 - (ii) the business considered at the meeting;
 - (iii) any resolution on which a vote is taken and the result of the vote; and
 - (iv) any material personal interest disclosed under rule 12.8.
- (c) To ensure the accuracy of the minutes, the minutes of each committee meeting must be signed by the Chairperson of the meeting, or the Chairperson of the next committee meeting, verifying their accuracy.

12.10 Written Resolutions of the Committee

- (a) The Committee may pass a resolution without a committee meeting being held if all Committee Members who are entitled to vote on the resolution (not being less than the number required for a quorum at a meeting of the Committee) assent to a document containing a statement that they are in favour of the resolution set out in the document.
- (b) A Committee Member may signify assent to a document under this rule 12.10 by signing the document or by notifying the Secretary in writing of the assent of the Committee Member by any technology including email. The resolution is passed when the last Committee Member has assented to the document.
- (c) Separate copies of a document may be used for signing by the Committee Members if the wording of the resolution and statement is identical in each copy.

12.11 Leave of absence

- (a) The Committee may grant a Committee Member leave of absence from committee meetings for a period not exceeding 3 months.
- (b) The Committee must not grant leave of absence retrospectively unless it is satisfied that it was not feasible for the Committee Member to seek the leave in advance.

13. Financial Matters

13.1 Source of funds

The funds of the Association may be derived from joining fees, annual subscriptions, donations, sponsorships, fund-raising activities, grants, interest, Member's subscriptions and any other sources approved by the Committee.

13.2 Management of funds

- (a) The Association must open an account with a financial institution from which all expenditure of the Association is made and into which all of the Association's revenue is deposited.
- (b) Subject to any restrictions imposed by a general meeting of the Association, the Committee may approve expenditure on behalf of the Association.

- (c) The Committee may authorise the Treasurer to expend funds on behalf of the Association (including by electronic funds transfer) up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- (d) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 Committee Members.
- (e) With the approval of the Committee, the Treasurer may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

13.3 General requirements

- (a) Records and accounts of the Association must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
- (b) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (c) A payment by the association of \$1000 or more must be made by electronic funds transfer.
- (d) A petty cash account may be kept and the Committee will decide the amount of petty cash to be kept in the account.

13.4 Financial records

- (a) The Association must keep financial records that:
 - (i) correctly record and explain its transactions, financial position and performance; and
 - (ii) enable financial statements to be prepared as required by the Act.
- (b) The Association must retain the financial records for 7 years after the transactions covered by the records are completed.
- (c) The Treasurer must keep in his or her custody, or under his or her control:
 - (i) the financial records for the current financial year; and
 - (ii) any other financial records as authorised by the Committee.

13.5 Financial statements

- (a) For each financial year, the Committee must ensure that the requirements under the Act relating to the financial statements of the Association are met.
- (b) Without limiting rule 13.5(a), those requirements include:
 - (i) the preparation of the financial statements;
 - (ii) if required, the review or auditing of the financial statements;
 - (iii) the certification of the financial statements by the Committee;
 - (iv) the submission of the financial statements to the annual general meeting of the Association; and

- (v) the lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

13.6 Distribution of surplus assets

- (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 must not be distributed among the Members.
- (c) The surplus assets must be given to another entity:
 - (i) having objects similar to the Association's objects; and
 - (ii) the rules of which prohibit the distribution of the entity's income and assets to its Members.
- (d) In this rule, surplus assets has the meaning given in section 92(3) of the Act.

14. General matters

14.1 Common seal

- (a) The Association may have a common seal.
- (b) If the Association has a common seal:
 - (i) the name of the Association must appear in legible characters on the common seal;
 - (ii) a document may only be sealed with the common seal by the authority of the Committee and the sealing must be witnessed by the signatures of two Committee Members; and
 - (iii) the common seal must be kept in the custody of the Secretary.

14.2 Registered address

The registered address of the Association is:

- (a) the address determined from time to time by resolution of the Committee; or
- (b) if the Committee has not determined an address to be the registered address, the postal address of the Secretary.

14.3 Notice requirements

- (a) Any notice required to be given to a Member or a Committee Member under this Constitution may be given:
 - (i) by handing the notice to the Member or Committee Member personally; or
 - (ii) by sending it by post to the Member or the Committee Member at the address recorded for the member on the register of Members; or

- (iii) by email at the email address recorded for the member on the register of Members.
- (b) Any notice required to be given to the Association or the Committee may be given:
 - (i) by handing the notice to a Committee Member; or
 - (ii) by sending the notice by post to the registered address; or
 - (iii) by leaving the notice at the registered address; or
 - (iv) if the Committee determines that it is appropriate in the circumstances, by email to the email address of the Association or the Secretary.

14.4 By-laws

- (a) The Committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Association.
- (b) A by-law may be set aside by a special resolution of members at a general meeting of the Association.

14.5 Model Rules

- (a) The provision at section 47(1) of the *Associations Incorporation Act 1981* (Qld) does not apply

14.6 Alteration of Constitution

- (a) This Constitution may only be altered by special resolution at a general meeting of the Association. However an amendment, repeal or addition to the Constitution is valid only if it is registered by the chief executive.