

CAIRNS NETBALL ASSOCIATION INC.
IA04806

CONSTITUTION

REGISTERED 23 JANUARY 2026

Incorporated under the
Associations Incorporation Act 1981 (Qld)



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1. Introductory provisions

1.1. Definitions

1.1.1. In this constitution:

- a. **Act** means the *Associations Incorporation Act 1981* as modified and amended from time to time and includes any regulations made under that Act and any exemption or modification to that Act applying to the association;
- b. **association** means Cairns Netball Association Inc., the incorporated association to which this constitution applies;
- c. **benefits** means all forms of compensation paid or provided by the association or on behalf of the association in exchange for services;
- d. **board** means management committee, as defined in the Act;
- e. **by lot** means making a determination or choice by lottery. For example, conducting a draw at random;
- f. **casual vacancy**, on the board, means a vacancy that occurs when a board member resigns, dies or otherwise stops holding office, or a vacancy that occurs if no candidate is elected to any vacant board position at a general meeting;
- g. **club delegate** means a member nominated by a full member club to vote at general meetings on behalf of that full member club;
- h. **constitution** means rules as defined in the Act;
- i. **day / days** means, where a period is expressed to be a specified number of days, the period is to be calculated by including the day on which the act or event provided for occurs;
- j. **ex-officio** means by virtue of their office;
- k. **general meeting** means a meeting of the association's eligible voting members and includes all general meetings (annual general meetings, general meetings and special general meetings);
- l. **imprest system** means the management of funds in an account whereby a fixed balance is maintained by regular replenishments;
- m. **majority** means more than half of all eligible voting members present, eligible to vote and voting at a board meeting or a general meeting;
- n. **member** means a person who has been duly accepted as such by the board in accordance with this constitution;
- o. **membership fee** means a fee payable to the association for the receipt of membership rights and privileges;
- p. **present** means:
 - i at a board meeting, see clause 7.1.4; or
 - ii at a general meeting, see clause 8.4.2.

- q. **quorum** means the minimum number of eligible voting members who must be present at a board meeting or general meeting in order to constitute a valid meeting;
 - r. **relative**, of a person, means a spouse, parent, sibling, child, grandparent or grandchild of the person;
 - s. **remuneration**:
 - i includes salary, allowance and other entitlements; and
 - ii does not include reimbursement of out-of-pocket expenses.
 - t. **senior employee** means a person who:
 - i makes, or participates in making, decisions that affect the whole, or a substantial part of the activities of the association; or
 - ii has the capacity to significantly affect the association's financial standing.
 - u. **signed** means agreed in writing;
 - v. **special resolution** means a resolution that is passed at a general meeting by the votes of at least 75% of the members who are present, eligible to vote and voting;
 - w. **surplus assets** means the assets after payment of the debts and liabilities remaining on a winding-up of the association and the costs, charges and expenses of the winding-up;
 - x. **team** means a netball team comprising at least seven playing members;
 - y. **written / in writing** means, unless the contrary intention appears, all forms of visible words, including printed, hard copy or electronic formats.
- 1.1.2. Words importing the singular include the plural where context requires or permits.

1.2. Name

- 1.2.1. The name of the association is Cairns Netball Association Inc.

1.3. Associations Incorporation Act 1981

- 1.3.1. In this constitution, unless the context requires otherwise, an expression has, in a provision of this constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.
- 1.3.2. The provision at section 47(1) of the *Associations Incorporation Act 1981* does not apply, meaning that the model rules created under the Act are expressly displaced by this constitution.

1.4. Interpretation

- 1.4.1. The board has authority to interpret the meaning of this constitution and any matter relating to the association on which the constitution is silent, but any interpretation must have regard to the Act.

2. Objects and powers

2.1. Objects

- 2.1.1. The objects of the association are to:
- a. foster, support, encourage, promote, control and manage the game of netball amongst clubs;
 - b. select, control, manage and develop representative netball teams;
 - c. affiliate with Netball Queensland and such other bodies as the association deems fit;
 - d. abide by the rules regulating the conduct of the game of netball as determined by Netball Australia;
 - e. to encourage and develop high standards of administration, playing, coaching, umpiring and technical bench officiating at all levels of the association;
 - f. foster a safe, fair and inclusive environment and encourage a sense of community spirit and social interaction amongst members and visitors;
 - g. establish, develop and maintain facilities and amenities for the benefit, social comfort and advancement of the association, its members and visitors;
 - h. ensure environmental considerations and the public interest are taken into account in all netball and related activities conducted by the association;
 - i. do such things as are incidental or conducive to the attainment of any or all of these objects and to do so in a way that is collaborative with, and transparent to members of the association.

2.2. Powers

- 2.2.1. The association has the powers of an individual.
- 2.2.2. 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.
- 2.2.3. The association may issue secured and unsecured notes, debentures and debenture stock for the association.

3. Membership

3.1. Classes of membership

3.1.1. The membership of the association consists of the following classes:

a. ordinary:

- i ordinary members must be at least 18 years of age, support the objects of the association and abide by the association's constitution, by laws and policies;
- ii financial members of full member clubs and associate clubs are ordinary members of the association;
- iii ordinary membership is open to players, parents and legal guardians of junior members, non-playing volunteers and officials and other people;
- iv ordinary members who are members of full member clubs are eligible for nomination by their full member club to be a club delegate to the association;
- v ordinary members are not entitled to vote at general meetings of the association unless they are a club delegate to the association and therefore entitled to vote on behalf of their full member club;
- vi ordinary members are eligible to hold board positions;
- vii sub-classes of ordinary membership, with definitions, may be outlined in the association's bylaws.

b. junior:

- i junior members must be below the age of 18 years, support the objects of the association and abide by the association's constitution, bylaws and policies;
- ii financial junior members of full member clubs and associate club are junior members of the association.
- iii other persons below the age of 18 years may be approved by the board for junior membership;
- iv junior members are not entitled to vote at general meetings of the association;
- v junior members are not eligible to hold board positions;
- vi sub-classes of junior membership, with definitions, may be outlined in the association's bylaws.

- c. full member club:
 - i any netball club which is either separately incorporated or operates under the auspice of a school approved by the association, supports the objects of the association and abides by the association's bylaws and codes of conduct, and comprises at least three netball teams, is eligible to be a full member club;
 - ii school based full member clubs are required to provide a letter from the school principal confirming their operation annually;
 - iii each full member club is entitled to nominate one club delegate to act as the representative of the full member club, who is entitled to vote at general meetings of the association;
 - iv nomination of club delegates must be in the form decided by the board;
 - v club delegates must be at least 18 years of age and members of the association;
 - vi club delegates may not simultaneously serve as a member of the board.
- d. associate clubs:
 - i any netball club that is either separately incorporated or operates under the auspice of a school approved by the association, supports the objects of the association and abides by the association's bylaws and codes of conduct, and comprises less than three netball teams, is eligible to be an associate club member;
 - ii any netball club that is unincorporated and comprises at least one netball team, is eligible to be an associate club;
 - iii associate club members are not entitled to vote at general meetings of the association.
- e. life:
 - i life members must be at least 18 years of age, support the objects of the association and abide by the association's constitution, bylaws and policies;
 - ii life membership is open to any person who has rendered extraordinary and meritorious service to the association for a period of at least 10 years;
 - iii any ordinary members, life member or full member club, may nominate an eligible member for life membership;
 - iv nominations for life membership must be in writing, signed by the members making the recommendation and received by the secretary no less than 14 days prior to the annual general meeting;

- v on the board's approval of the recommendation, the nominee will be proposed for election as a life member at the next annual general meeting;
 - vi life members must be elected by the passing of a resolution at a general meeting by the votes of at least 75% of the members who are present, eligible to vote and voting;
 - vii life members appointed before 5 September 2016 are entitled to vote as individuals at general meetings of the association;
 - viii life members who are members of full member clubs are eligible for nomination by their full member club to be a club delegate to the association;
 - ix life members appointed on or after 5 September 2016 are not entitled to vote at general meetings of the association unless they are a club delegate to the association and therefore entitled to vote on behalf of their full member club;
 - x life members are eligible to hold board positions.
- 3.1.2. The number of members in all classes of membership is unlimited.
- 3.1.3. A right, privilege or obligation which a person has by reason of being a member of the association is not capable of being transferred or transmitted from one person to another person.

3.2. Fees and levies

- 3.2.1. Life members are not required to pay membership fees to the association.
- 3.2.2. The membership fees for each class of membership, other than life membership, are:
- a. the amounts decided by the board; and
 - b. payable when, and in the way, the board decides.
- 3.2.3. The board may waive or discount the membership fees payable by any member.
- 3.2.4. The board may at any time impose a levy upon all or any members in any amount and upon such payment terms as the board may think fit, provided that any such levy must first be approved by the members at a general meeting.
- 3.2.5. A member who has any membership fee, other fee or levy in arrears for a period of two months may have their membership immediately suspended or terminated.
- 3.2.6. A member who has their membership suspended or terminated under clause 3.2.5 continues to be liable to pay any unpaid membership fee, other fee or levy.

3.3. Application for membership

- 3.3.1. An application for membership must be:
 - a. in writing; and
 - b. in the form decided by the board; and
 - c. accompanied by any other documents or evidence of qualification for membership, as determined by the board from time to time.

3.4. Admission and rejection of new members

- 3.4.1. The board must consider an application for membership at the next board meeting held after it receives:
 - a. the application for membership; and
 - b. the appropriate membership fees for the application.
- 3.4.2. The board must ensure that, as soon as practicable after the person applies to become a member of the association, and before the board considers the person's application, the person is advised:
 - a. whether or not the association has public liability insurance; and
 - b. if the association has public liability insurance, the amount of the insurance.
- 3.4.3. The board must decide at the meeting whether to accept or reject the application.
- 3.4.4. If a majority of the board members present, eligible to vote and voting at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member in the class of membership applied for.
- 3.4.5. If the board decides to reject an application, the secretary must, as soon as practicable, give the applicant notice of the decision in a manner determined by the board, provide clear reasoning for the rejection and refund any membership fees paid by the applicant.
- 3.4.6. An applicant whose application for membership has been rejected has no right of appeal against their rejection under this clause.

3.5. Membership renewal and re-joining

- 3.5.1. Existing members, other than life members, will be invited to renew their annual membership each year, in accordance with the timeframes and procedures set down by the board from time to time.
- 3.5.2. A member who has resigned from the association or otherwise forfeited their membership and later desires to re-join may be subject to the same process of admission to membership as any new member who has not previously been a member of the association.
- 3.5.3. If the board decides to reject a member's application to renew their membership, the secretary must, as soon as practicable, give the applicant notice of the decision in a manner determined by the board.

- 3.5.4. An existing member whose application for membership renewal has been rejected has the right of appeal against the rejection in accordance with clause 4.3.

3.6. Association registers

- 3.6.1. The board must keep a register of members of the association.
- 3.6.2. The register must include the following particulars for each member:
- a. the full name of the member;
 - b. the postal or residential address of the member;
 - c. contact details of the member;
 - d. the date of admission as a member;
 - e. the date of death or time of resignation of the member;
 - f. details about the termination or reinstatement of membership;
 - g. any other particulars the board or the members at a general meeting decide.
- 3.6.3. The register of members is open for inspection only by the secretary, the board and any other person approved by the board.
- 3.6.4. If the association holds a liquor licence and/or gaming licence, the secretary must ensure that suitable registers of visitors, guests and any clubs or associations with formal reciprocal rights are kept, in accordance with relevant liquor and gaming legislation.

3.7. Prohibition on use of information on register of members

- 3.7.1. A member of the association must not:
- a. use information obtained from the register of members of the association to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes; or
 - b. disclose information obtained from the register 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.

4. Resignation, discipline, appeals and grievances

4.1. Resignation of a member

- 4.1.1. A member may resign from the association by giving a written notice of resignation to the secretary.
- 4.1.2. The resignation takes effect at:
- a. the time the notice is received by the secretary; or
 - b. if a later time is stated in the notice, the later time.

4.2. Discipline

- 4.2.1. The board may take action to suspend or terminate a member's membership if it is determined that the member has:
- a. been convicted of an indictable offence; or
 - b. breached, failed, refused or neglected to comply with a provision of this constitution, the association's bylaws or any resolution or determination of the board or any duly authorised subcommittee; or
 - c. acted in a manner injurious or prejudicial to the character and interests of the association; or
 - d. brought themselves, the association, any other member or the sport into disrepute; or
 - e. has membership fees in arrears for at least two months under clause 3.2.5.
- 4.2.2. If the board proposes to suspend or terminate a member's membership, the secretary must, within seven days after the decision, give the member written notice:
- a. setting out the proposed suspension or termination of membership by the board and the grounds on which it is based;
 - b. stating that the member may address the board at a meeting to be held not earlier than seven days and not later than 28 days after the service of the notice;
 - c. stating that the member may bring a support person to that meeting;
 - d. stating the date, time and place of that meeting;
 - e. informing the member that the member may do either or both of the following:
 - i attend and speak at that meeting;
 - ii submit to the board at or before the date of that meeting written representations relating to the decision.
 - f. setting out the member's appeal rights.
- 4.2.3. Before the board terminates or suspends a member's membership, the board must:
- a. give the member a full and fair opportunity to make verbal representations at a meeting as mentioned in clause 4.2.2.b;
 - b. give due consideration to any written representations submitted to the board by the member at or before the meeting mentioned in clause 4.2.2.b.
- 4.2.4. If, after considering all representations made by the member, the board decides by resolution to suspend or terminate the membership, the secretary must, within seven days of the meeting mentioned in clause 4.2.2.b, give the member a written notice of the decision.

- 4.2.5. Nothing in this constitution shall prevent the board from immediately suspending a member's right to participate in association activities in circumstances considered by the board to warrant such immediate action, pending the process outlined in clauses 4.2.2 - 4.2.4.

4.3. Appeal against rejection, suspension or termination of membership

- 4.3.1. A member whose membership has been suspended or terminated, or whose application to renew their membership has been rejected, may give the secretary written notice of their intention to appeal against the decision.
- 4.3.2. A notice of intention to appeal must be received by the secretary within seven days after the person receives written notice of the decision.
- 4.3.3. Within seven days of the secretary receiving a notice of intention to appeal, the board shall appoint an appeals panel comprising three people, other than board members, which may include an individual who would act as chairperson of the appeals panel.

4.4. Appeals panel to decide appeal

- 4.4.1. The appeals panel must hold the appeal meeting within 28 days of the secretary receiving the notice of intention to appeal.
- 4.4.2. At the appeal meeting, the appellant must be given a full and fair opportunity to show why the membership should not be suspended or terminated, or why their application to renew their membership should not be rejected.
- 4.4.3. Also, the board must be given a full and fair opportunity to show why the membership should be suspended or terminated, or why the application to renew membership should be rejected.
- 4.4.4. An appeal must be decided by a majority vote of the appeals panel.
- 4.4.5. Where a decision of the board to suspend or terminate a member's membership is set aside by the appeals panel, the membership shall be reinstated to the member's former level of membership without payment of any additional fee.
- 4.4.6. Where a decision of the board to reject a person's application to renew their membership is set aside by the appeals panel, the membership renewal shall be granted subject to the payment of any fees due.

4.5. Grievance procedure

- 4.5.1. This grievance procedure applies to disputes between:
 - a. a member and another member;
 - b. a member and the board; or
 - c. a member and the association.

- 4.5.2. The grievance procedure cannot be used by a person whose membership has been terminated.
- 4.5.3. A member (the aggrieved party) initiates the grievance procedure in relation to the dispute by giving a notice in writing of the dispute:
 - a. to the other party; and
 - b. if the other party is not the board, to the board.
- 4.5.4. If two or more members initiate a grievance procedure in relation to the same subject matter, the board may deal with the disputes in a single process and the initiating members must choose one of their number (also the aggrieved party) to represent the members in the grievance procedure.
- 4.5.5. Subject to clause 4.6, the parties to the dispute must, in good faith, attempt to resolve the dispute.
- 4.5.6. If the parties to the dispute cannot resolve the dispute within 14 days after the aggrieved party initiates the grievance procedure, the aggrieved party may, within a further 21 days, ask the association's secretary to refer the dispute to mediation.
- 4.5.7. Subject to clause 4.6, if the aggrieved party asks the association's secretary to refer the dispute to mediation under clause 4.5.6, the board must refer the dispute within 14 days after the request.

4.6. Grievance procedure not continued in particular circumstances

- 4.6.1. This section applies if:
 - a. a member initiates a grievance procedure in relation to a dispute and the association or association's board is the other party to the dispute; or
 - b. the aggrieved party asks the association's secretary to refer the dispute to mediation under clause 4.5.6.
- 4.6.2. The board does not have to act under clause 4.5.5 or 4.5.7 if:
 - a. the aggrieved party has, within 21 days before initiating the grievance procedure, behaved in a way that would give the board grounds for taking disciplinary action under this constitution against the aggrieved party in relation to the matter that is the subject of the grievance procedure; or
 - b. before the grievance procedure was initiated, a process had started to take action under this constitution against the aggrieved party or terminate the aggrieved party's membership, as provided for under this constitution, and the dispute relates to that process or to a matter relevant to that process; or
 - c. the dispute relates to an obligation under the *Liquor Act 1992* or any other State law to prevent the entry of the aggrieved party to, or to remove the aggrieved party from, premises used by the association, or to refuse to serve liquor to the aggrieved party at the premises; or

- d. the dispute could reasonably be considered frivolous, vexatious, misconceived, or lacking in substance or the dispute relates to a matter that has already been subject of the grievance procedure.

4.7. Appointment of mediator

- 4.7.1. If a dispute under clause 4.5 is referred to mediation:
 - a. the parties to the dispute must choose a mediator to conduct the mediation; or
 - b. if the parties are unable to agree on the appointment of a mediator within 14 days after the dispute is referred to mediation, the mediator must be:
 - i. for a dispute between a member and another member, a person appointed by the board; or
 - ii. for a dispute between a member and the board or the association, a person agreed between the parties, an accredited mediator or a mediator appointed by the director of a dispute resolution centre.
- 4.7.2. An accredited mediator may refuse to be the mediator, or the director of a dispute resolution centre may refuse to appoint a mediator, to mediate the dispute.
- 4.7.3. If clause 4.7.2 applies, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

4.8. Conduct of mediation

- 4.8.1. If a mediator is appointed under clause 4.7, the mediator must start the mediation as soon as possible after the appointment and try to finish the mediation within 28 days after the appointment.
- 4.8.2. The mediator:
 - a. must give each party to the dispute an opportunity to be heard on the matter that is the subject of the dispute; and
 - b. must comply with natural justice; and
 - c. must not act as an adjudicator or arbitrator; and
 - d. during the mediation, may see the parties, with or without their representatives, together or separately.
- 4.8.3. The parties to the dispute must act reasonably and genuinely in the mediation and help the mediator to start and finish the mediation within the time required under clause 4.8.1.
- 4.8.4. The costs of the mediation, if any, are to be shared equally between the parties unless otherwise agreed.
- 4.8.5. If the mediator cannot resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

4.9. Representation for grievance procedure

- 4.9.1. A party to a dispute may appoint any person to act on behalf of the party in the grievance procedure.
- 4.9.2. For clause 4.9.1, a person is qualified to act on behalf of a party if the person:
 - a. has sufficient knowledge of the matter that is the subject of the dispute to be able to represent the party effectively; and
 - b. is authorised to negotiate an agreement for the party.
- 4.9.3. If a party appoints a person under clause 4.9.1 to act on the party's behalf, the party must give written notice of the appointment to each of the following entities:
 - a. the other party to the dispute;
 - b. the board;
 - c. if a mediator has been appointed before the party appoints the person, the mediator.

4.10. Electronic communication for grievance procedure

- 4.10.1. Any meeting or mediation session required under the grievance procedure may be conducted by electronic means if the parties to the dispute and, for a mediation, the mediator agrees.

5. The board, subcommittees and delegation

5.1. Membership of board

- 5.1.1. The board of the association must have at least five members and ideally seven members, including:
 - a. president;
 - b. treasurer;
 - c. secretary; and
 - d. up to four other members elected at a general meeting.
- 5.1.2. The board shall determine annually the number of other members to be elected at a general meeting.
- 5.1.3. A member of the board cannot be a paid member of the association.
- 5.1.4. A board member must be a member of the association.

5.2. Terms of office

- 5.2.1. Subject to clause 5.2.2, the term of office for board members is two years.

- 5.2.2. Board members shall remain in office from the conclusion of the annual general meeting at which they were elected until the second annual general meeting following their election, but are eligible, on nomination, for re-election.
- 5.2.3. The board shall have the power to determine the sequence of retirements for board members to ensure rotational terms, whereby approximately one half of the board members retire in each year.
- 5.2.4. There is no maximum number of consecutive terms for which a board member may hold office.

5.3. Functions and duties of board

- 5.3.1. The board must take all reasonable steps to ensure that the association complies with its obligations under the Act, this constitution, and the obligations of the association as a member of Netball Queensland and Netball Australia.
- 5.3.2. Subject to this constitution, the board has the general control and management of the administration of the affairs, property and funds of the association.
- 5.3.3. The board may exercise all the powers of the association except any powers that the Act or this constitution requires the association to exercise at a general meeting.
- 5.3.4. The board has the power to enforce the observance of all clauses in this constitution and any bylaws made by the board.
- 5.3.5. A board member must exercise their powers and discharge their duties in good faith, in the best interests of the association for proper purpose and with a degree of care and diligence that a reasonable person would exercise in the circumstances.
- 5.3.6. A board member must not improperly use their position, or information obtained as a board member, to:
 - a. gain a benefit or material advantage; or
 - b. cause detriment to the association.
- 5.3.7. Board members have a duty to prevent insolvent trading.

5.4. Delegation

- 5.4.1. The board may delegate any of its powers and authorities, duties and functions to any person or to any subcommittee except:
 - a. the power to delegate; or
 - b. a function that is a duty imposed on the board by the Act or by any other law.
- 5.4.2. Despite any delegation under this clause, the board may continue to exercise all its functions, including any function that has been delegated and remains accountable for the exercise of those functions at all times.

5.5. Appointment of subcommittees

- 5.5.1. The board may create and dissolve any subcommittees considered appropriate by the board to help with the conduct of the association's operations.
- 5.5.2. Subcommittees shall have such membership, powers and duties as the board shall confer on them, or which the board shall delegate to them.
- 5.5.3. A subcommittee may meet and adjourn as it considers appropriate, or as requested by the board.
- 5.5.4. A member of a subcommittee who is not a board member is not entitled to vote at a board meeting.
- 5.5.5. A subcommittee may elect a chairperson of its meetings.
- 5.5.6. If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose one of their number to be chairperson of the meeting.
- 5.5.7. A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided so as to maintain the status quo.
- 5.5.8. Subject to the board's absolute control and supervision, each subcommittee of the association may manage its own affairs but must make regular reports to the board, or otherwise as the board may require from time to time.
- 5.5.9. Each subcommittee must promptly and regularly produce its meeting minutes and records for inspection by or on behalf of the board.
- 5.5.10. A subcommittee of the association must in the exercise of those powers delegated to it, conform to any regulation or restriction that the board may impose upon it from time to time.
- 5.5.11. The president may by virtue of their office be an ex-officio member of any subcommittee.

5.6. Acts not affected by defects or disqualifications

- 5.6.1. An act or omission performed by the board, a subcommittee or a person acting under the direction of the board is taken to have been validly performed.
- 5.6.2. Clause 5.6.1 applies even if the act or omission was performed when:
 - a. there was a defect, informality or irregularity in the appointment of a board member, subcommittee member or person acting under the direction of the board; or
 - b. there was an irregularity in the convening or conduct of any board meeting, subcommittee meeting or general meeting that was not discovered until after the conclusion of that meeting; or
 - c. a board member, subcommittee member or person acting under the direction of the board was disqualified from being a member.

6. Election, appointment and vacancies on board

6.1. Electing the board

6.1.1. A board member may only be elected as follows:

- a. the secretary calls for nominations for board positions with sufficient notice before the general meeting at which the election is to be held;
- b. any ordinary member, life member, full member club or associate club may nominate another eligible member (the ***candidate***) to serve as a board member, and that nomination must be seconded by another ordinary member, life member, full member club or associate club;
- c. nominations must be:
 - i in writing; and
 - ii signed by the candidate and the members who nominated them; and
 - iii received by the secretary at least 14 days before the general meeting at which the election is to be held.
- d. the board may appoint an independent returning officer to conduct the election;
- e. a list of the candidates' names in alphabetical order, with the names of the members who nominated each candidate, must be open for inspection by members of the association for at least seven days immediately preceding the general meeting;
- f. elections are to be conducted by secret ballot and balloting lists must be prepared containing the names of the candidates in order determined by lot;
- g. each member present and entitled to vote at the general meeting may vote for one candidate for each vacant position on the board. Any equality in voting is decided as follows:
 - i if there are two candidates for a vacant board position and both candidates receive an equal number of votes, voting is determined by lot;
 - ii if there are three or more candidates for a vacant board position and two or more candidates receive an equal highest number of votes, a second vote is conducted between only those candidates who received the equal highest number of votes. In the event that following the second vote, two or more candidates receive an equal highest number of votes, voting is determined by lot.

- h. if there is only one candidate for a vacant board position, the candidate is declared elected if approved by a majority of members present, eligible to vote and voting. If the candidate is not approved, nominations for the position may be taken from the floor of the meeting and an election may be held in accordance with clause 6.1.1.g;
 - i. if, at the start of the general meeting, there are no candidates nominated for any vacant board position, nominations for that position may be taken from the floor of the meeting and an election may be held in accordance with clause 6.1.1.g;
 - j. if no candidate is elected to any vacant board position, a casual vacancy is deemed to have occurred in that position.
- 6.1.2. A person is eligible for election or appointment to the board only if the person:
- a. is at least 18 years of age; and
 - b. is eligible to be elected or appointed to the board under this constitution and the Act; and
 - c. holds a current blue card or exemption card obtained under the *Working with Children (Risk Management and Screening) Act 2000* or agrees to obtain one immediately upon being elected or appointed to the board.
- 6.1.3. The board must ensure that, before a candidate is elected or appointed to the board, the candidate is advised:
- a. whether or not the association has public liability insurance; and
 - b. if the association has public liability insurance, the amount of the insurance.

6.2. Resignation, removal or vacation of office of board member

- 6.2.1. A board member may resign from the board by giving written notice of resignation to the secretary.
- 6.2.2. The resignation takes effect at:
- a. the time the notice is received by the secretary; or
 - b. if a later time is stated in the notice, the later time.
- 6.2.3. A board member may be removed from office at a general meeting of the association if a majority of the club / delegates / members present, eligible to vote and voting at the meeting vote in favour of removing the member.
- 6.2.4. Before a vote is taken about removing the member from office, the member must be given a full and fair opportunity to show why they should not be removed from office.
- 6.2.5. Also, members present must be given a full and fair opportunity to show why the board member should be removed from office.

- 6.2.6. A board member must vacate office if that person:
- a. dies; or
 - b. becomes disqualified from being a board member under the Act; or
 - c. is determined by the Queensland Civil and Administrative Tribunal or the Supreme Court of Queensland to have impaired capacity, as defined by the *Powers of Attorney Act 1998* or the *Guardian and Administration Act 2000*; or
 - d. is convicted of an indictable offence or is made bankrupt; or
 - e. fails to disclose the nature of any material personal interest in a matter that relates to the affairs of the association; or
 - f. is absent from three consecutive board meetings without approval of the board; or
 - g. does not agree to undergo a criminal history check or is disqualified as a result of such a check, if the board requests the member to undergo a criminal history check; or
 - h. if the person is required to undergo a *Working with Children (Risk Management and Screening) Act 2000* check and:
 - i is not eligible to undergo the check; or
 - ii does not agree to undergo the check; or
 - iii is disqualified as a result of the check.
- 6.2.7. A board member has no right of appeal against their removal from office under clause 6.2.
- 6.2.8. Any board member who has their membership of the association suspended or terminated may not return to the office vacated by them for the remainder of the term for that position.
- 6.2.9. Clause 6.2.8 does not apply in the case of any decision of the board to suspend or terminate a member's membership, which is subsequently set aside by an appeals panel.

6.3. Vacancies on board

- 6.3.1. Subject to the remainder of clause 6.3, the continuing members of the board may act despite a casual vacancy on the board.
- 6.3.2. If the number of board members is four or less, the continuing members of the board may act only to call a general meeting of the association in order to fill the vacancies.
- 6.3.3. If a casual vacancy occurs in the position of president or treasurer, the continuing members of the board may act only to:
- a. appoint an existing board member to fill the casual vacancy, if the vacancy does not create a board of four or less members; or
 - b. call a general meeting of the association to fill the vacancy.

- 6.3.4. If a casual vacancy occurs in the position of secretary, the continuing members of the board must ensure a secretary is appointed or elected within one month after the vacancy happens.

7. Meetings of the board

7.1. Board meetings

- 7.1.1. Subject to this clause, the board may meet and conduct its proceedings, as it considers appropriate, provided that the board must meet at least once every four months to exercise its functions.
- 7.1.2. The board must decide how a meeting is to be called.
- 7.1.3. Notice of a meeting is to be given in the way decided by the board.
- 7.1.4. The board may hold meetings, or permit a board member to take part in its meetings, by using any technology that allows members to clearly and simultaneously communicate with each participating member.
- 7.1.5. A board member who participates in the meeting as mentioned in clause 7.1.4 is taken to be present at the meeting.
- 7.1.6. Each board member present is entitled to one vote only.
- 7.1.7. A question arising at a board meeting is to be decided by a majority vote of board members present, eligible to vote and voting at the meeting and, if the votes are equal, the question is decided so as to maintain the status quo.
- 7.1.8. The president is to preside as chairperson at a board meeting.
- 7.1.9. If there is no president or if the president is not present within 30 minutes after the time fixed for a board meeting, the board members may choose one of their number to preside as chairperson at the meeting.

7.2. Special meeting of board

- 7.2.1. If the secretary receives a written request signed by at least 33% of the members of the board, the secretary must call a special meeting of the board by giving each board member notice of the meeting within 14 days after the secretary receives the request.
- 7.2.2. If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.
- 7.2.3. A request for a special meeting must state:
 - a. why the special meeting is called; and
 - b. the business to be conducted at the meeting.
- 7.2.4. A notice of a special meeting must state:
 - a. the day, time and place of the meeting; and
 - b. the business to be conducted at the meeting.
- 7.2.5. Only the business listed on the notice of a special meeting of the board may be conducted at a special meeting of the board.

- 7.2.6. A special meeting of the board must be held within 14 days after notice of the meeting is given to the members of the board.

7.3. Minutes of board meetings

- 7.3.1. The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each board meeting are entered in a minute book, which may be in electronic format.
- 7.3.2. To ensure the accuracy of the minutes, the minutes of each board meeting must be signed by the chairperson of the meeting, or the chairperson of the next board meeting, verifying their accuracy.
- 7.3.3. Minutes of board meetings are available for inspection only by the secretary, the board and any other person approved by the board.

7.4. Quorum for, and adjournment of, board meeting

- 7.4.1. At a board meeting, the number of board members required to form a quorum is four current board members.
- 7.4.2. If there is no quorum within 30 minutes after the time fixed for a special meeting of the board called upon the request of members under clause 7.2.1, the meeting lapses.
- 7.4.3. If there is no quorum within 30 minutes after the time fixed for a board meeting called other than upon the request of members under clause 7.2.1:
- a. the meeting is to be adjourned for at least one day; and
 - b. the members of the board who are present are to decide the day, time and place of the adjourned meeting.
- 7.4.4. If, at an adjourned meeting mentioned in clause 7.4.3, there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

7.5. Resolutions of board without meeting

- 7.5.1. A written resolution agreed in writing by a majority of the board members entitled to vote on the resolution is as valid and effectual as if it had been passed at a board meeting that was properly called and held, provided that every board member has been given an opportunity to read and vote on the resolution.
- 7.5.2. Such a resolution may be validly transmitted and agreed in writing electronically.
- 7.5.3. A resolution mentioned in clause 7.5.1 may consist of several documents in like form, each agreed in writing by one or more members of the board.

7.6. Material personal interests

- 7.6.1. The secretary shall cause to be kept and updated from time to time a register of declared personal interests of board members.
- 7.6.2. A board member who has a material personal interest in a matter being considered at a board meeting must:
 - a. as soon as the member becomes aware of the interest, disclose the nature and extent of the interest to the board;
 - b. not be present while the matter is being considered at the board meeting;
 - c. not vote on the matter; and
 - d. disclose the nature and extent of the interest at the next general meeting of the association.
- 7.6.3. The interest must be recorded in the minutes of the board meeting at which the disclosure is made and also in the register of declared interests of board members.
- 7.6.4. Clause 7.6.2 does not apply to a material personal interest:
 - a. that exists only because the member belongs to a class of person for whose benefit the association is established; or
 - b. that the member has in common with all, or a substantial proportion of, the members of the association.
- 7.6.5. Clause 7.6.2 does not apply if the board, other than the members who have a material personal interest in the matter, decide the member who has a material personal interest in the matter may:
 - a. be present while the matter is being considered at the meeting; or
 - b. vote on the matter.
- 7.6.6. If the board decides under clause 7.6.5 that a board member who has a material personal interest in a matter may be present at a meeting while the matter is being considered, or may vote on the matter, the board must ensure that:
 - a. the decision is recorded in the minutes of the board meeting and disclosed at the next general meeting of the association; and
 - b. details of the decision are given to a member of the association, if requested by the member.

8. Meetings of members

8.1. Annual general meetings

- 8.1.1. The association's annual general meeting must be held within six months after the end date of the association's reportable financial year.
- 8.1.2. Subject to the Act, the following business must be conducted at each annual general meeting of the association:
 - a. presentation of a written report of the association's operations throughout the year;
 - b. receiving and adopting the association's financial statement, and audit report, for the last reportable financial year;
 - c. appointing an auditor or an accountant for the present financial year;
 - d. advising members:
 - i of the association's public liability insurance; or
 - ii if the board has decided that there is no need to have public liability insurance, the reasons for this decision and that this decision means the association's assets would be at risk if there were a successful claim against the association.
 - e. electing board members;
 - f. in accordance with clause 7.6, disclosure of the nature and extent of material personal interests of board members, if applicable;
 - g. presentation of the details of any remuneration paid or other benefits given for the financial year to board members and any of their relatives; and to senior employees of the association and any of their relatives, as prescribed by the Act.

8.2. General meetings

- 8.2.1. The secretary must call a general meeting by giving each member of the association written notice of the meeting within 14 days after:
 - a. being directed to call the meeting by the board; or
 - b. being given a written request signed by the president or secretary of at least 50% of the number of full member clubs when the request is signed.
- 8.2.2. A request mentioned in clause 8.2.1.b must state any proposed resolution to be considered at the general meeting.
- 8.2.3. A general meeting must be held within 28 days after the secretary is directed or requested to call the meeting as mentioned in clause 8.2.1.
- 8.2.4. Written notice of a general meeting must be provided to each member of the association at least 14 days before the date of the general meeting.
- 8.2.5. A notice of a general meeting must state the business to be conducted at the meeting and must specify the date, time and place for the meeting.

- 8.2.6. If the secretary is unable or unwilling to call a general meeting, the president must call the meeting.
- 8.2.7. If the secretary or president do not within 28 days from the date of receipt of the request mentioned in clause 8.2.1.b duly proceed to call the meeting, the members who made the initial request (or any of them) may themselves call and arrange to hold the meeting.
- 8.2.8. Any meeting called by the members under clause 8.2.7 must be called in the same manner as that in which meetings are called by the board, and must be held not later than three months from the date of receipt of the request mentioned in clause 8.2.1.b.
- 8.2.9. All reasonable expenses of convening and conducting such a meeting shall be borne by the association.

8.3. Quorum for, and adjournment of, general meeting

- 8.3.1. The quorum for any general meeting is delegates representing more than 50% of the number of full member clubs as at the close of the last general meeting.
- 8.3.2. No business may be conducted at a general meeting unless there is a quorum of members.
- 8.3.3. If there is no quorum within 30 minutes after the time fixed for a general meeting called upon the request of members of the association under clause 8.2.1.b, the meeting lapses.
- 8.3.4. If there is no quorum within 30 minutes after the time fixed for a general meeting called other than upon the request of members of the association under clause 8.2.1.b:
 - a. the meeting is to be adjourned for at least seven days; and
 - b. the board is to decide the day, time and place of the adjourned meeting.
- 8.3.5. If at the adjourned meeting under clause 8.3.4 a quorum is not present within 30 minutes from the appointed time for the meeting, the members who are present and entitled to vote will be deemed to be the quorum and may transact the business for which the meeting was called.
- 8.3.6. The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- 8.3.7. No business will be transacted at any adjourned general meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 8.3.8. A resolution passed at any adjourned meeting will for all purposes be treated as having been passed on the date when it was in fact passed and will not be deemed to have been passed on any earlier date.
- 8.3.9. When a meeting is adjourned, a new notice of the adjourned meeting is required only if the meeting is adjourned for 14 days or more.

8.4. Procedure at general meeting

- 8.4.1. An eligible voting member may take part and vote in a general meeting in person or by using any technology as approved by the board, that allows members to clearly and simultaneously communicate with each participating member.
- 8.4.2. A member who participates in a meeting as mentioned in clause 8.4.1 is taken to be present at the meeting.
- 8.4.3. At each general meeting:
 - a. the president is to preside as chairperson; or
 - b. the eligible voting members present may choose another person to preside as chairperson; and
 - c. the chairperson must conduct the meeting in a proper and orderly way.
- 8.4.4. The eligible voting members present at a general meeting may appoint, by a majority vote, an individual who is not a member of the association to chair the general meeting.

8.5. Voting at general meeting

- 8.5.1. At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority vote of the eligible voting members who participate in the vote for that question, matter or resolution.
- 8.5.2. At a general meeting, a special resolution must be decided by at least 75% of the eligible voting members present and voting.
- 8.5.3. Each member present and entitled to vote is entitled to one vote only and, if the votes are equal, the chairperson has a casting vote, but no primary vote.
- 8.5.4. A member is not entitled to vote at a general meeting if the member or the club they are representing has any membership fee, other fee or levy in arrears at the date of the meeting.
- 8.5.5. A challenge to a member's right to vote at a general meeting:
 - a. may only be made at the meeting; and
 - b. must be determined by the chairperson, whose decision is final.
- 8.5.6. The method of voting at a general meeting is to be decided by the board. However, if at least 20% of the members present demand a secret ballot, voting in person at the general meeting must be by secret ballot.
- 8.5.7. If a secret ballot is held, the chairperson must appoint two members to conduct the secret ballot in the way the chairperson decides.
- 8.5.8. The result of a vote as declared by the chairperson is taken to be a resolution of the meeting at which the vote was held. Neither the chairperson nor the minutes need to state the number or proportion of the votes recorded in favour or against.

8.6. Proxies

- 8.6.1. The association does not allow proxy voting.

8.7. Minutes of general meetings

- 8.7.1. The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book, which may be in electronic format.
- 8.7.2. To ensure the accuracy of the minutes:
- a. 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; and
 - b. 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.
- 8.7.3. If asked by a member of the association, the secretary must, within 28 days after the request is made:
- a. make the minutes for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
 - b. give the member a copy of the minutes of the meeting.
- 8.7.4. The association may require the member to pay the reasonable costs of providing copies of the minutes.

9. Secretary

9.1. Appointment or election of secretary

- 9.1.1. The secretary must be an adult residing in Queensland, or in another state but not more than 65km from the Queensland border, who is:
- a. an eligible member of the association elected as secretary by the members at a general meeting; or
 - b. any of the following people appointed by the board as secretary:
 - i a member of the association's board;
 - ii another member of the association;
 - iii another person.
- 9.1.2. If a vacancy occurs in the office of secretary, the members of the board must ensure a secretary is appointed or elected within one month after the vacancy occurs.
- 9.1.3. If the board appoints a person mentioned in clause 9.1.1.b.ii as secretary, other than to fill a casual vacancy on the board, the person does not become a board member and is ineligible to vote at board meetings.

- 9.1.4. However, if the board appoints a person mentioned in clause 9.1.1.b.ii as secretary to fill a casual vacancy on the board, the person becomes a board member and is eligible to vote at board meetings.
- 9.1.5. If the board appoints a person mentioned in clause 9.1.1.b.iii as secretary, the person does not become a board member and is ineligible to vote at board meetings.

9.2. Removal of secretary

- 9.2.1. A secretary who has been appointed by the board may at any time be removed by the board.
- 9.2.2. If the board removes a secretary who is a person mentioned in clause 9.1.1.b.i, the person remains a board member.
- 9.2.3. If the board removes a secretary who is a person mentioned in clause 9.1.1.b.ii and who has been appointed to a casual vacancy on the board under clause 9.1.4, the person does not remain a board member.

9.3. Functions of secretary

- 9.3.1. The secretary's functions include, without limitation:
 - a. calling meetings of the association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the association; and
 - b. keeping minutes of each meeting; and
 - c. keeping copies of all correspondence and other documents relating to the association; and
 - d. maintaining the register of members of the association.

10. Finance

10.1. Funds and accounts

- 10.1.1. The funds of the association must be kept in one or more accounts in the name of the association and in a financial institution decided by the board.
- 10.1.2. Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
- 10.1.3. All amounts must be deposited in a financial institution account as soon as practicable after receipt.
- 10.1.4. A payment by the association of \$100 or more must be made by electronic funds transfer, which may include a credit or debit card payment.
- 10.1.5. For the purpose of clause 10.1.4, a gaming machine cash payout is not considered a payment by the association.

- 10.1.6. Subject to clause 10.1.7, any electronic funds transfer must be signed or approved by any two of the following:
- a. the president;
 - b. the secretary;
 - c. the treasurer;
 - d. any other person who has been authorised by the board to sign cheques issued or approve electronic funds transfers by the association.
- 10.1.7. At least one of the individuals who signs a cheque or approves the electronic funds transfer must be the president, the secretary or the treasurer.
- 10.1.8. Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed "not negotiable".
- 10.1.9. A petty cash account and credit or debit card accounts may be kept on the imprest system, and the board must decide the amount of funds to be kept in any such accounts.
- 10.1.10. Any credit or debit card mentioned in clause 10.1.9 may be used only for purchases and may not be used for cash withdrawals.
- 10.1.11. All expenditure must be approved or ratified at a board meeting.

10.2. Annual financial statement

- 10.2.1. On behalf of the board, the treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.

10.3. General financial matters

- 10.3.1. The income and property of the association must be applied solely towards the promotion of the objects of the association as set out in this constitution and no portion thereof is to be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or among the members of the association, provided that nothing herein prevents the payment in good faith of:
- a. remuneration of any person in return for services actually rendered to the association; or
 - b. repayment for out-of-pocket expenses incurred on behalf of the association; or
 - c. payment for sale or hire of goods or payment of rent for premises let to the association; or

- d. interest to any member in respect of money advanced by that member to the association or otherwise owing by the association to the member, provided that the rate of interest is not more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by:
 - i the financial institution of the association; or
 - ii if there is more than one financial institution of the association, the financial institution nominated by the board.
- 10.3.2. The association precludes the payment to an officer or employee of the association of an amount by way of commission or allowance calculated by reference to the quantity of liquor sold or supplied by the association or the receipts of the association for such liquor.

10.4. Financial year

- 10.4.1. The association's financial year will end on 31 December each year.

11. Documents and legal

11.1. Documents

- 11.1.1. The board must ensure the safe custody of books, documents, instruments of title and securities of the association.

11.2. Notices

- 11.2.1. A written notice may be given by the association to any member either personally, electronically or by sending it by post to the member's last address notified in writing to the association.
- 11.2.2. Any notice period referred to in this constitution shall include the day on which a notice is given.
- 11.2.3. Where a notice is sent by post:
- a. service of the notice is effected by properly addressing, pre-paying and posting a letter or packet containing the notice; and
 - b. unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

11.3. Common seal and execution of documents

- 11.3.1. Subject to the Act, the association may have a common seal.
- 11.3.2. If the association has a common seal, the seal must be:
- a. kept securely by the board; and
 - b. used only under the authority of the board.

- 11.3.3. Each instrument to which the seal is attached must be signed by a board member and countersigned by:
- a. the secretary;
 - b. another board member; or
 - c. someone authorised by the board.
- 11.3.4. If the association executes a document without using a common seal, the document must be signed by a board member and countersigned by:
- a. the secretary;
 - b. another board member; or
 - c. someone authorised by the board.

11.4. Alteration of constitution

- 11.4.1. Subject to the Act, this constitution may be amended, repealed or added to by a special resolution carried at a general meeting.
- 11.4.2. However, an amendment, repeal or addition is valid only if it is registered by the chief executive of the relevant government department from time to time having responsibility for supervision of the provisions of the Act.

11.5. Bylaws

- 11.5.1. The board may make, amend or repeal bylaws, consistent with this constitution, for the internal management of the association.
- 11.5.2. A bylaw may be set aside by a majority vote of members at a general meeting of the association.

11.6. Indemnity

- 11.6.1. The association shall indemnify its secretary, board members, employees and members against all damages and losses (including legal costs) for which any such person may become liable to any third party in consequence of any act or omission done in good faith for the purpose of exercising the association's functions under the Act.
- 11.6.2. Indemnity under clause 11.6.1 shall not apply to any loss or damage resulting from the wilful misconduct of the person.

11.7. Insurance

- 11.7.1. The association may pay, whether directly or through an interposed entity, a premium for a contract insuring a secretary, board member or employee against liability that the person incurs as an officer of the association including a liability for legal costs.

12. Winding up

12.1. Distribution of surplus assets

12.1.1. This clause applies if the association:

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

12.1.2. The surplus assets must not be distributed among the members of the association.

12.1.3. The surplus assets must be given to one or more other entities:

- a. having objects similar to the association's objects; and
- b. the rules of which prohibit the distribution of the entity's income and assets to its members.

12.2. Liability

12.2.1. A secretary, board member, employee or member of the association is not personally liable to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association, beyond:

- a. the property of the association in the person's possession; and
- b. the amount, if any, unpaid by the person in respect of membership of the association.