

Constitution Queensland Sports Aviators Inc IA32394

1 Interpretation

(1) In these rules—

Act means the *Associations Incorporation Act 1981*.

The Association. Refers to *Queensland Sports Aviators Inc IA32394*

State means the geographic area of operation of the Association as defined by postcodes negotiated and/or agreed from time to time between the Association and the Sports Aviation Federation of Australia Inc (SAFA).

SAFA Sports includes any/all aviation disciplines (whether operated in a sporting or recreational capacity) administered and/or regulated by the SAFA; including specifically hang gliding (non-powered & powered), paragliding (non-powered & powered), weight shift ultralighting and microlighting as examples.

(2) A word or expression that is not defined in these model rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

This constitution supersedes the QSA constitution dated 2nd of December 2021

2 Name

The name of the incorporated association is **Queensland Sports Aviators Inc, IA number 32394**.

3 Objects

The objects of the association are—

- (1) To represent the views and interests of SAFA members within the geographical area of operation (as defined by SAFA),
- (2) To coordinate and promote the development, progress and advancement of SAFA Sports within the relevant geographical area in conjunction with SAFA programs;
- (3) To acquire and disseminate information on/about SAFA Sports in coordination with SAFA to SAFA members in the geographical area of operation;
- (4) To promote competitions, events and records for SAFA Sports throughout the relevant geographical area;
- (5) To consider, originate, promote and procure reforms and improvements in State & Regional laws affecting SAFA Sports;
- (6) To facilitate training, coaching and instructional programs in SAFA Sports in accord with SAFA programs and standards; and
- (7) To direct, promote, coordinate and assist with the implementation and administration of SAFA standards and procedures relating to all flying operations, safety, airworthiness, flying proficiency and all other matters relating to safety and protection of SAFA Sports participants and the public throughout the geographical area of operation (as defined by SAFA).
- (8) To do all such things and acts conducive to the furtherance of the objects and interests of the Association.

4 Powers

- (1) The association has the powers of an individual.
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) The association may also issue secured and unsecured notes, debentures and debenture stock for the association.
- (3) The Association may also;
 - (a) liaise with the State Government and State Government Departments, Local Governments, community organisations & landowners or any other organisation, group or individual on matters affecting SAFA Sports, while respecting existing relationships between clubs and these parties, particularly where clubs act as site managers, and seek to involve local clubs in planned activities concerning a site; and
 - (b) represent and process information to and from affiliated organizations and other stakeholder organisations including, but not limited to, the SAFA, State Departments of Sport and Recreation, State Sport Federations, State Institutes of Sport, Local Authorities and member Clubs; and
 - (c) seek sponsorship and provide public relations for State projects in support of the association's objects; and
 - (d) investigate and act upon any other matter that may be of benefit to SAFA members , including but not limited to insurance, travel, and accommodation; and
 - (e) initiate and coordinate submissions, applications and representations, on behalf of SAFA members and affiliated clubs and associations, to State government agencies and other organisations with the aim of obtaining maximum benefit for SAFA members; and
 - (f) apply for commonwealth, State, local government and private sector funding for sporting, recreation and aviation purposes; and
 - (g) appoint, employ, remove or suspend such managers, secretaries or administrators necessary to carry out activities of the association; and
 - (h) invest and deal with the association's monies as necessary,
 - (i) print and publish any newsletters, leaflets, brochures, etc and any electronic publication advantageous to the sport at State, or regional level; and
 - (j) conduct any campaign and utilise/maintain any media to pursue the objects of the Association; and
 - (k) initiate, promote & conduct any public events involving SAFA Sports
 - (l) produce an annual report, including financial Statements, for the association's annual general meeting and for the SAFA annual report.

5 Classes of members

The membership of the association consists of;

- (1) Ordinary Members – A current financial SAFA member who resides within the region boundaries who has been admitted as a member of the association.
- (2) Associate Members – An individual who has been admitted as a member of the Association because they are willing to assist the association in pursuing a legitimate goal of the association (regardless of whether they are a current SAFA member and their place of residence).
- (3) The number of ordinary members is unlimited.
- (4) The number of associate members should not exceed 30% the number of ordinary members.

6 Automatic membership

A person who, on the day the association is incorporated, was a member of the unincorporated association and who, on or before a day fixed by the management committee, agrees in writing to become a member of the incorporated association, must be admitted by the management committee—

- (a) to the equivalent class of membership of the association as the member held in the unincorporated association; or
- (b) if there is no equivalent class of membership—as an ordinary member.

7 New membership

- (1) Applicants for membership of the association can email the Secretary or President or send a signed letter to the Secretary or President of the Association.
- (2) All applications for membership must be—
 - (a) verified to be the applicant's own application; and
 - (b) comply with any reasonable administrative requirements determined by the management committee.
- (3) The management committee must consider each application for membership promptly, either at the next committee meeting or by circular resolution.
- (4) The management committee may admit the applicant as either—
 - (a) an ordinary member, if the applicant meets the requirements set out in Rule 5(1); or
 - (b) an associate member, if the applicant does not meet the requirements for ordinary membership but the committee considers that the applicant can contribute to the objects of the association.
- (5) Associate members may attend general meetings of the association but do not have voting rights.
- (6) Applications for membership will usually be approved, unless acceptance is deemed to be damaging to the aims and objectives of the association.
- (7) The committee must notify the applicant of the committee's decision as soon as practicable, and the applicant is then a member of the association from the date of the notification.

8 Membership fees

- (1) The membership fee for each ordinary membership and for each other class of membership (if any)—
 - (a) is the amount decided by the management committee from time to time at a management committee meeting; and
 - (b) is payable when, and in the way, the management committee decides.
- (2) A member of the incorporated association who, before becoming a member, has paid the member's annual subscription for membership of the unincorporated association on or before a day fixed by the management committee, is not liable to pay a further amount of annual subscription for the period before the day fixed by the management committee as the day on which the next annual subscription is payable.

9 Admission and rejection of new associate members

- (1) The management committee must consider an application for associate memberships at the next committee meeting held after it receives—
 - (a) the application for membership; and
 - (b) the appropriate membership fee for the application (if applicable).
- (2) The management committee must ensure that, as soon as possible after the person applies to become an associate member of the association, and before the management committee considers the person's application, the person is advised—
 - (a) whether or not the association has public liability insurance; and
 - (b) if the association has public liability insurance—the amount of the insurance.
- (3) The management committee must decide at the meeting whether to accept or reject the application.
- (4) If a majority of the members of the management committee present at the meeting vote to accept the applicant as an associate member, the applicant must be accepted as a member for the class of membership applied for.
- (5) The secretary or president of the association must, as soon as practicable after the management committee decides to accept or reject an application, give the applicant a written notice of the decision (which may be provided in electronic form; e.g., via email).

10 When membership ends

- (1) The term of memberships is the period decided from time to time by the members at a management committee meeting.
- (2) A member may resign from the association by giving a written notice of resignation to the secretary or president (including by electronic means such as email).
- (3) The resignation takes effect at—
 - (a) the time the notice is received by the secretary or president, or
 - (b) if a later time is stated in the notice—the later time.
- (4) A member is taken to have resigned from the association if the member—
 - (a) gives written notice of resignation to the secretary or president; or
 - (b) ceases to be eligible for the class of membership held; or
 - (c) fails to pay membership fees within the period specified in these rules; or
 - (d) is absent without apology from three consecutive general meetings of the association and the management committee resolves that the member's membership should be regarded as resigned.
- (5) The management committee may terminate a member's membership if the member—
 - (a) is convicted of an indictable offence; or
 - (b) does not comply with any of the provisions of these rules; or
 - (c) has membership fees in arrears for at least 2 months; or
 - (d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the association.
- (6) Before the management committee terminates a member's membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.
- (7) If, after considering all representations made by the member, the management committee decides to terminate the membership, the secretary of the committee must give the member a written notice of the decision.

11 Appeal against rejection or termination of membership

- (1) A person whose application for membership has been rejected, or whose membership has been terminated, may give the secretary written notice of the persons intention to appeal against the decision.
- (2) A notice of intention to appeal must be given to the secretary within 1 month after the person receives written notice of the decision.
- (3) If the secretary receives a notice of intention to appeal, the secretary must call a general meeting to decide the appeal.

12 General meeting to decide appeal

- (1) The general meeting to decide an appeal must be held within 3 months after the secretary receives the notice of intention to appeal.
- (2) At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
- (3) Also, the management committee and the members of the committee who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.
- (4) An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.
- (5) 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 membership fee paid by the person.

12A Grievance procedure

- (1) This rule sets out a grievance procedure for dealing with a dispute under the rules between parties as mentioned in section 47A(1) of the Act.
- (2) To remove any doubt, it is declared that the grievance procedure can not be used by a person whose membership has been terminated if the rules provide for an appeal process against the termination.
- (3) A member (the aggrieved party) initiates the grievance procedure in relation to the dispute by giving a notice in writing of the dispute to—
 - (a) the other party; and
 - (b) if the other party is not the management committee—the management committee.
- (4) If two or more members initiate a grievance procedure in relation to the same subject matter, the management committee may deal with the disputes in a single process and the members must choose one of the members (also the aggrieved party) to represent the members in the grievance procedure.
- (5) Subject to rule 12B, the parties to the dispute must, in good faith, attempt to resolve the dispute.
- (6) If the parties to the dispute can not 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.
- (7) Subject to rule 12B, if the aggrieved party asks the association's secretary to refer the dispute to mediation under subrule (6), the management committee must refer the dispute within 14 days after the request.
- (8) If the aggrieved party does not ask the association's secretary to refer the dispute to mediation under subrule (6), the grievance procedure in relation to the dispute ends.

12B Grievance procedure not continued in particular circumstances

- (1) This rule applies if—
 - (a) a member initiates a grievance procedure in relation to a dispute and the association or association's management committee is the other party to the dispute; or
 - (b) the aggrieved party asks the association's secretary to refer the dispute to mediation under rule 12A(6).
- (2) The management committee does not have to act under rule 12A(5) or (7) if—
 - (a) the aggrieved party has, within 21 days before initiating the grievance procedure, behaved in a way that would give the management committee grounds for taking disciplinary action under the rules against the aggrieved party in relation to the matter the subject of the grievance procedure; or
 - (b) before the grievance procedure was initiated, a process had started to take action under the rules against the aggrieved party or terminate the aggrieved party's membership, as provided for under the rules, 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 relates to a matter that has already been the subject of the grievance procedure.

12C Appointment of mediator

- (1) If a dispute under rule 12A 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 management committee; or
 - (ii) for a dispute between a member and the management committee or the association—an accredited mediator or a mediator appointed by the director of a dispute resolution centre.
- (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.
- (3) If subrule (2) applies, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

12D Conduct of mediation

- (1) If a mediator is appointed under rule 12C, 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.
- (2) Subrule (1) does not apply if the mediator is a mediator appointed by the director of a dispute resolution centre.
- (3) The mediator—
 - (a) must give each party to the dispute an opportunity to be heard on the matter 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.

12E Representation for grievance procedure

- (1) A party to a dispute may appoint any qualified person to act on behalf of the party in the grievance procedure.
- (2) For subrule (1), a person is qualified to act on behalf of a party if the person—
 - (a) has sufficient knowledge of the matter the subject of the dispute to be able to represent the party effectively; and
 - (b) is authorised to negotiate an agreement for the party.
- (3) If a party appoints a person under subrule (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 management committee;
 - (c) if a mediator has been appointed before the party appoints the person—the mediator.

12F Electronic communication for grievance procedure

Any meeting or mediation session required under the grievance procedure may be conducted by electronic means.

13 Register of members

- (1) The management committee must keep a register of all members.
- (2) The register of members includes the following particulars for each member—
 - (a) the full name of the member and role in the association;
 - (b) the SAFA number (if applicable);
 - (c) the postal or residential address of the member;
 - (d) an email address of the member;
 - (e) any other particulars the management committee or the members at a general meeting decide.
- (3) The names of the management committee members should be published on the association's website.
- (4) The register of members must be accessible to all members of the association at all reasonable times.
- (5) A member must contact the secretary or president of the association to inspect the register.
- (6) However, the management committee may, on the application of a member of the association, withhold information about the member (other than the member's full name) from the register available for inspection if the management committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

14 Prohibition on use of information on register of members

- (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, commercial purposes or any other purposes unrelated to SAFA sports; 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 or other purposes unrelated to SAFA sports.
 - (c) use information obtained from the register of members of the association in any way or for any purpose that, in the opinion of the management committee, could be regarded as injurious to the association or its management committee or any of its

- members, or discredits or seeks to discredit the association or any of its members, or brings the association into disrepute in any way.
- (2) Sub-rule (1) does not apply if the use or disclosure of the information is approved by the management committee via majority vote, provided that the intended use or disclosure of the information is consistent with the objectives of the association and complies with applicable privacy and data protection laws.

15 Appointment or election of secretary

- (1) The secretary must be an adult, who is—
- (a) a member of the association elected by the association as secretary; or
 - (b) any of the following persons appointed by the management committee as secretary—
 - (i) a member of the associations management committee;
 - (ii) another member of the association;
 - (iii) another person.
- (2) If the association has not elected an interim officer as secretary for the association before its incorporation, the members of the management committee must ensure a secretary is appointed or elected for the association within 1 month after incorporation.
- (3) If a vacancy happens in the office of secretary, the members of the management committee must ensure a secretary is appointed or elected for the association within 1 month after the vacancy happens.
- (4) If the management committee appoints a person mentioned in sub-rule (1)(b)(ii) as secretary, the person does not become a member of the management committee unless the appointment is made to fill a casual vacancy on the management committee.
- (5) However, if the appointment is made to fill a casual vacancy on the management committee, the person becomes a member of the management committee.
- (6) If the management committee appoints a person mentioned in sub-rule (1)(b)(iii) as secretary, the person does not become a member of the management committee.
- (7) In this rule— ***casual vacancy***, on a management committee, means a vacancy that happens when an elected member of the management committee resigns, dies or otherwise stops holding office.

16 Removal of secretary

- (1) The management committee of the association may at any time remove a person appointed by the committee as the secretary.
- (2) If the management committee removes a secretary who is a person mentioned in rule 15(1)(b)(i), the person remains a member of the management committee.
- (3) If the management committee removes a secretary who is a person mentioned in rule 15(1)(b)(ii) and who has been appointed to a casual vacancy on the management committee under rule 15(5), the person remains a member of the management committee.

17 Functions of secretary

- (1) The secretary's functions include, but are not limited to—
- (a) calling meetings of the association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the association; 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.

18 Membership of management committee

- (1) The management committee of the association consists of a president, treasurer, and any other members the ordinary members elect at the annual general meeting (called elected committee members).
- (2) The management committee should be composed in a manner that it is able to represent the diverse disciplines of SAFA sports (e.g., hang gliding, powered hang gliding, paragliding, paramotoring, weight-shift microlight), as well as the different flying clubs within the region. Specifically:
 - (a) More than 50% of the management committee members should be active members of a club within the region and have a primary club affiliation; but
 - (b) The number of committee members whose primary club affiliation is the same club must not exceed 40%.
 - (c) A committee member is considered to be a member of a club if they are a current member or if they have been a full member of this club within the last two years.
 - (d) A committee member will be considered to have their primary affiliation with a club if they are a member of the club's committee or regularly participate in the club's activities, including attending meetings, attending club events, or contributing to the club's operations or management.
 - (e) Prior to election to the management committee, all new candidates must complete an application form declaring their SAFA Sports disciplines, the clubs of which they are currently a member, any clubs of which they have been a member within the previous two years, and any committee positions held or contributions made to those clubs.
 - (f) Existing members of the management committee must complete a new application form whenever there is a change in their declared SAFA Sports discipline(s), their primary club affiliation, or any committee positions they hold within a club.
- (3) The management committee shall manage and control the process for nominations and appointments to the SAFA Affiliate Director position representing SAFA members within the Region.
- (4) The management committee will nominate or appoint, as appropriate, a member to be an Affiliate Director on the SAFA Board, and will invite the SAFA Affiliate Director to the management committee of the organisation.
- (5) The number of management committee members should not exceed 9 members.
- (6) A member of the management committee, other than a secretary appointed by the management committee under rule 15(1)(b)(iii), must be a member of the association. The secretary can be a paid employee of the association.
- (7) At every second annual general meeting of the association, the members of the management committee must retire from office, but are eligible, on nomination, for re-election, subject to the end of their membership terms, see rule 10(1).
- (8) A member of the association may be appointed to a casual vacancy on the management committee under rule 21.

19 Electing the management committee

- (1) For the nomination of elected committee members --
 - (a) any ordinary member of the association may nominate themselves (the candidate) to serve as a member of the management committee. Applicants for a management committee position should state their reasons and outline how their skills and experience can benefit the association in the application form.
 - (b) All new nominations must contain the full name of the candidate, their SAFA number (if applicable), email address and phone number, and be sent to the secretary and president of the association at least 14 days before the annual general meeting at which the election is to be held, either electronically or in writing.

- (2) A member of the management committee may only be elected as follows—
- (a) All ordinary members of the association present at the annual general meeting are eligible to vote. Votes will be collected using a preferential voting system, where all candidates are ranked (1-9). To ensure appropriate representation of the diverse clubs and disciplines, priority will be given to the highest-ranked candidates who (i) are active members of a club, and/or (ii) represent a discipline that would otherwise be under-represented in the management committee. Once these representation requirements have been satisfied, the remaining positions will be filled by the next highest-ranked candidates, provided that their election does not breach rule (18)(2). Where the election of a candidate would result in the management committee violating the representation limits outlined in rule (18)(2), that candidate will be skipped and the next eligible candidate will be elected.
 - (b) Where the election process does not produce a management committee that satisfies the representation requirements in Rule 18(2) or results in a management committee consisting of fewer than 5 members, the new management committee may co-opt additional members.
 - (c) If, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- (3) Once a valid management committee is established, the newly elected management committee members of the association elect the President, Treasurer, Secretary of the organisation.
- (4) A person may be nominated for a management committee position only if the person—
- (a) is an adult; and
 - (b) is not ineligible to be elected as a member under section 61A of the Act.
- (5) A list of nominated persons must be circulated to all members of the association at least 7 days prior to the annual general meeting by the secretary.
- (6) If required by the management committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- (7) The management committee must ensure that, before a candidate is elected as a member of the management committee, 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.

20 Resignation, removal or vacation of office of management committee member

- (1) A member of the management committee may resign from the committee by giving written notice of resignation to the secretary.
- (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.
- (3) A member may be removed from office at a general meeting of the association if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.
- (4) Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- (5) A member has no right of appeal against the members removal from office under this rule.
- (6) A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.
- (7) A member of the management committee is taken to have resigned from office if the member is absent from 3 consecutive management committee meetings without apology

and the management committee decides that the committee membership should be regarded as resigned. The management committee must record the resignation and the resulting casual vacancy in the minutes.

21 Vacancies on management committee

- (1) If a casual vacancy happens on the management committee, the continuing members of the committee may appoint another member of the association to fill the vacancy until the next annual general meeting.
- (2) The continuing members of the management committee may act despite a casual vacancy on the management committee.
- (3) However, if the number of committee members is less than the number fixed under rule 24(1) as a quorum of the management committee, the continuing members may act only to—
 - (a) increase the number of management committee members to the number required for a quorum; or
 - (b) call a general meeting of the association.

22 Functions of management committee

- (1) Subject to these rules or a resolution of the members of the association carried at a general meeting, the management committee has the general control and management of the administration of the affairs, property and funds of the association.
- (2) The management committee has authority to interpret the meaning of these rules and any matter relating to the association on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

Note—

The Act prevails if the associations rules are inconsistent with the Act—see section 1B of the Act.

- (3) The management committee may exercise the powers of the association—
 - (a) to borrow, raise or secure the payment of amounts in a way the members of the association decide; and
 - (b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the associations property, both present and future; and
 - (c) to purchase, redeem or pay off any securities issued; and
 - (d) to borrow amounts from members and pay interest on the amounts borrowed; and
 - (e) to mortgage or charge the whole or part of its property; and
 - (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association; and
 - (g) to provide and pay off any securities issued; and
 - (h) to invest in a way the members of the association may from time to time decide.
- (4) For sub-rule (3)(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by—
 - (a) the financial institution for the association; or
 - (b) if there is more than 1 financial institution for the association—the financial institution nominated by the management committee.

23 Meetings of management committee

- (1) Subject to this rule, the management committee may meet and conduct its proceedings as it considers appropriate.

- (2) The management committee must meet at least once every 4 months to exercise its functions.
- (3) The management committee must decide how a meeting is to be called.
- (4) Notice of a meeting is to be given in the way decided by the management committee.
- (5) A management committee member may take part and vote in a management committee meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (6) A committee member who participates in the meeting as mentioned in sub-rule (5) is taken to be present at the meeting.
- (7) A question arising at a committee meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the motion is decided in the negative.
- (8) A member of the management committee who has a direct or indirect interest in a matter being considered by the committee must disclose the nature of the interest as soon as practicable after the relevant facts come to the member's knowledge. Unless the management committee determines otherwise, the member must not be present while the matter is being considered and must not vote on the matter. The disclosure of interest must be recorded in the minutes of the meeting.
- (9) The president is to preside as chairperson at a management committee meeting.
- (10) If there is no president or if the president is not present within 10 minutes after the time fixed for a management committee meeting, the members may choose 1 of their number to preside as chairperson at the meeting.

24 Quorum for, and adjournment of, management committee meeting

- (1) At a management committee meeting, more than 50% of the members elected to the committee as at the close of the last general meeting of the members form a quorum.
- (2) If there is no quorum within 30 minutes after the time fixed for a management committee meeting called on the request of members of the committee, the meeting lapses.
- (3) If there is no quorum within 30 minutes after the time fixed for a management committee meeting called other than on the request of the members of the committee—
 - (a) the meeting is to be adjourned for at least 1 day; and
 - (b) the members of the management committee who are present are to decide the day, time and place of the adjourned meeting.
- (4) If, at an adjourned meeting mentioned in sub-rule (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

25 Special meeting of management committee

- (1) If the secretary receives a written request signed by at least 33% of the members of the management committee, the secretary must call a special meeting of the committee by giving each member of the committee notice of the meeting within 14 days after the secretary receives the request.
- (2) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.
- (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.
- (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.
- (5) A special meeting of the management committee must be held within 14 days after notice of the meeting is given to the members of the management committee.

26 Minutes of management committee meetings

- (1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each management committee meeting are entered in the meeting minutes.
- (2) The meeting minutes of the previous management committee meeting must be circulated prior to each management committee meeting.
- (3) To ensure the accuracy of the minutes, the minutes of each management committee meeting must be ratified as a true and accurate record of the meeting at the next management committee meeting by the management committee members and recorded in the meeting minutes.

27 Appointment of subcommittees

- (1) The management committee may appoint a subcommittee consisting of members of the association considered appropriate by the committee to help with the conduct of the association's operations.
- (2) A member of the subcommittee who is not a member of the management committee is not entitled to vote at a management committee meeting.
- (3) A subcommittee may elect a chairperson of its meetings.
- (4) If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be chairperson of the meeting.
- (5) A subcommittee may meet and adjourn as it considers appropriate.
- (6) A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

28 Acts not affected by defects or disqualifications

- (1) An act performed by the management committee, a subcommittee or a person acting as a member of the management committee is taken to have been validly performed.
- (2) Sub-rule (1) applies even if the act was performed when—
 - (a) there was a defect in the appointment of a member of the management committee, subcommittee or person acting as a member of the management committee; or
 - (b) a management committee member, subcommittee member or person acting as a member of the management committee was disqualified from being a member.

29 Resolutions of management committee without meeting

- (1) Management committee members can circulate written motions to other members via email or other electronic or non-electronic means of communication. If the motion was addressed to all members of the management committee and is supported by the majority of members and these form a quorum, the motion is as valid and effectual as if it had been passed at a management committee meeting that was officially called and held.
- (2) A written motion mentioned in sub-rule (1) may consist of several documents in like form.
- (3) Written resolutions must be recorded in the minutes of the next management committee meeting.

30 First annual general meeting

The first annual general meeting must be held within 6 months after the end date of the association's first reportable financial year.

31 Subsequent annual general meetings

Each subsequent annual general meeting must be held—

- (a) at least once each year; and
- (b) within 6 months after the end date of the association's reportable financial year.

31A Management committee members to be elected at annual general meeting

The association must elect the members of the management committee at every second annual general meeting of the association, with the first election to occur at the annual general meeting held in 2026.

32 Other business for annual general meeting of large incorporated associations and particular medium and small incorporated associations

- (1) This rule applies if the association is—
 - (a) a large incorporated association to which sections 59A and 59AA of the Act apply; or
 - (b) a medium incorporated association to which sections 59A and 59AA of the Act apply;or
- (c) a small incorporated association to which sections 59A and 59AA of the Act apply.
- (2) The following business must be conducted at each annual general meeting of the association—
 - (a) receiving the association's financial statement, and audit report, for the last reportable financial year;
 - (b) presenting the financial statement and audit report to the meeting for adoption;
 - (c) for a large incorporated association—appointing an auditor or an accountant for the present financial year;
 - (d) for a medium or small incorporated association—appointing an auditor, an accountant or an approved person for the present financial year.

33 Other business for annual general meeting of other medium incorporated associations

- (1) This rule applies if the association is a medium incorporated association to which sections 59A and 59AB of the Act apply.
- (2) The following business must be conducted at each annual general meeting of the association—
 - (a) receiving the association's financial statement, and verification statement, for the last reportable financial year;
 - (b) presenting the financial statement and verification statement to the meeting for adoption;
 - (c) appointing an auditor, an accountant or an approved person for the present financial year.

34 Other business for annual general meeting of other small incorporated associations

- (1) This rule applies if the association is a small incorporated association to which sections 59A and 59AB of the Act apply.
- (2) The following business must be conducted at each annual general meeting of the association—
 - (a) receiving the association's financial statement, and verification statement, for the last reportable financial year;

- (b) presenting the financial statement and verification statement to the meeting for adoption.
- (c) presenting the minutes of the previous annual general meeting for adoption.
- (d) appointing one or more office bearers to complete the association's required filings and reporting obligations.

35 Notice of general meeting

- (1) The secretary or president may call a general meeting of the association.
- (2) The secretary or president must give at least 14 days notice of the meeting to each member of the association.
- (3) If the secretary is unable or unwilling to call the meeting, the president must call the meeting.
- (4) The management committee may decide the way in which the notice must be given.
- (5) However, notice of the following meetings must be given in writing (including by electronic means)—
 - (a) a meeting called to hear and decide the appeal of a person against the management committee's decision—
 - (i) to reject the person's application for membership of the association; or
 - (ii) to terminate the person's membership of the association;
 - (b) a meeting called to hear and decide a proposed special resolution of the association.
- (6) A notice of a general meeting must state the business to be conducted at the meeting.

36 Quorum for, and adjournment of, general meeting

- (1) The quorum for a general meeting is at least the number of members elected or appointed to the management committee at the close of the association's last (annual) general meeting plus 1.
- (2) However, if all members of the association are members of the management committee, the quorum is the total number of members less 1.
- (3) No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- (4) If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the management committee or the association, the meeting lapses.
- (5) If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the management committee or the association—
 - (a) the meeting is to be adjourned for at least 7 days; and
 - (b) the management committee is to decide the day, time and place of the adjourned meeting.
- (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.
- (7) If a meeting is adjourned under sub-rule (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (8) The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- (9) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

37 Procedure at general meeting

- (1) A member may take part and vote in a general meeting in person, which includes being present in an online meeting, or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (2) A member who participates in a meeting as mentioned in sub-rule (1) is taken to be present at the meeting.
- (3) At each general meeting—
 - (a) the president is to preside as chairperson; and
 - (b) if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect 1 of their number to be chairperson of the meeting; and
 - (c) the chairperson must conduct the meeting in a proper and orderly way.

38 Voting at general meeting

- (1) At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present.
- (2) Each member present and eligible to vote is entitled to 1 vote only. If the votes are equal, the motion shall be decided in the negative.
- (3) A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.
- (4) The method of voting is to be decided by the management committee.
- (5) However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- (6) If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.
- (7) The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

39 Special general meeting

- (1) The secretary must call a special general meeting by giving each member of the association notice of the meeting within 14 days after—
 - (a) being directed to call the meeting by the management committee; or
 - (b) being given a written request signed by—
 - (i) at least 33% of the number of members of the management committee when the request is signed; or
 - (ii) at least the number of ordinary members of the association equal to double the number of members of the association on the management committee when the request is signed plus 1; or
 - (c) being given a written notice of an intention to appeal against the decision of the management committee—
 - (i) to reject an application for membership; or
 - (ii) to terminate a person's membership.
- (7) A request mentioned in sub-rule (1)(b) must state—
 - (a) why the special general meeting is being called; and
 - (b) the business to be conducted at the meeting.
- (8) A special general meeting must be held within 3 months after the secretary—
 - (a) is directed to call the meeting by the management committee; or
 - (b) is given the written request mentioned in sub-rule (1)(b); or
 - (c) is given the written notice of an intention to appeal mentioned in sub-rule (1)(c).
- (9) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

40 Proxies

- (1) Proxies are only allowed in management committee meetings, and must be in the following form—
 - (a) An instrument appointing a proxy must be in writing. The management committee member appointing the proxy must notify all members of the management committee of the proxy appointment, clearly identifying both the appointing member and the proxy.
 - (b) Notification of a proxy appointment may be given by electronic communication, including email or messaging services (e.g., WhatsApp), provided that the communication is sent from an identified address or account known to belong to the management committee member.
 - (c) The appointing member may specify in the notification how the proxy is to vote on one or more items of the meeting agenda. Where such instructions are given, the proxy must vote in accordance with those instructions. In the absence of any instructions, the proxy may exercise the vote at their discretion.
- (2) The proxy must be a member of the management committee.
- (3) The proxy may exercise the voting rights of the appointing member only for the meeting or meetings specified in the notification.
- (4) A management committee member must not hold more than one proxy at any meeting of the management committee.
- (5) A proxy appointment is personal to the nominated proxy and must not be transferred, reassigned, or otherwise conferred on another person.

41 Minutes of general meetings

- (1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in the minutes.
- (2) To ensure the accuracy of the minutes, the minutes of the previous general meeting or previous annual general meeting must be circulated prior to the meeting, and endorsed for their accuracy by the majority of members present at this meeting and the previous meeting, verifying their accuracy.
- (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; or
 - (b) give the member copies of the minutes of the meeting.
- (4) The association may require the member to pay the reasonable costs of providing copies of the minutes.

42 By-laws

- (1) The management committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the association.
- (2) A by-law may be set aside by a vote of members at a general meeting of the association.

43 Alteration of rules

- (1) Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.
- (2) However an amendment, repeal or addition is valid only if it is registered by the chief executive.

45 Funds and accounts

- (1) The funds of the association must be kept in an account in the name of the association in a financial institution decided by the management committee.
- (2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
- (3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (4) A payment by the association of \$100 or more must be made by cheque or electronic funds transfer.
- (5) Payments of \$100 or more must be authorised by any 2 of the following—
 - (a) the president;
 - (b) the secretary;
 - (c) the treasurer;
 - (d) any 1 of 3 other members of the association who have been authorised by the management committee to authorise payments issued by the association.
- (6) However, 1 of the persons who authorises the payment must be the president, the secretary or the treasurer.
- (7) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- (8) The management committee may establish and maintain a petty cash account. The amount of petty cash to be held must be determined by the management committee. All payments made from petty cash must be supported by appropriate documentation or receipts, and the petty cash account must be reconciled regularly by the treasurer or another authorised officer of the association.
- (9) All expenditure must be approved or ratified at a management committee meeting. No member of the association may commit the association to financial expenditure or contractual obligations unless authorised by the management committee or in accordance with an approved budget or delegation established by the committee.
- (10) To the extent permitted by law, the association indemnifies members of the management committee against any liability incurred in good faith while performing their duties on behalf of the association.

46 General financial matters

- (1) On behalf of the management committee, 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.
- (2) The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.
- (3) No part of the association's income or property is to be distributed, paid or transferred by way of a bonus, dividend or other similar payment to the association's members, except that,
 - (a) reasonable remuneration paid to a member of the association for work done by the member for or on behalf of the association; or
 - (b) any payments or dispositions of property that are incidental to activities of the association in accordance or consistent with the association's objectives.

47 Documents

The management committee must ensure the safe custody of books, documents, instruments of title and securities of the association.

48 Financial year

The end date of the association's financial year is 30th June in each year.

49 Distribution of surplus assets to another entity

- (1) This rule applies if the association—
 - (a) is wound-up under part 10 of the Act; and
 - (b) has surplus assets.
- (2) The surplus assets must not be distributed among the members of the association.
- (3) The surplus assets must be given to another entity—
 - (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.
- (4) In this rule— *surplus assets* see section 92(3) of the Act.