

CONSTITUTION

- of -

QUEENSLAND SWIMMING ASSOCIATION INC

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ASSOCIATIONS INCORPORATION ACT 1981 (QLD)**CONSTITUTION**

of

QUEENSLAND SWIMMING ASSOCIATION INC**1. NAME**

The name of the association is Queensland Swimming Association Inc (“**the Association**”).

2. OBJECTS OF THE ASSOCIATION

- (1) The Association is established for the Objects.
- (2) The Association is the peak body for the administration of swimming activities in Queensland and is established to:
 - (a) affiliate and otherwise liaise with ASI or its successor or assign and such other bodies as may be desirable to achieve these Objects;
 - (b) conduct, encourage, promote, advance, control and administer swimming activities in and throughout Queensland;
 - (c) provide for the conduct, encouragement, promotion and administration of swimming activities through and by various Affiliated Regions and Affiliated Clubs for the mutual and collective benefit of the Members;
 - (d) act in good faith and loyalty to ensure the maintenance and enhancement of the Association and swimming, its standards, quality and reputation for the collective and mutual benefit of the Members and swimming;
 - (e) at all times operate with and promote mutual trust and confidence between the Association and the Members in pursuit of these Objects;
 - (f) at all times to act on behalf of, in the interests of, and in conjunction, with the Members;
 - (g) promote the economic and sporting success, strength and stability of the Association, the Affiliated Regions and the Affiliated Clubs and to act interdependently with each Affiliated Region and Affiliated Club in pursuit of these Objects;
 - (h) ensure compliance with the rules and by-laws as amended from time to time of ASI and FINA;
 - (i) make Queensland the leader in national swimming;
 - (j) apply the property and capacity of the Association towards the fulfilment and achievement of these Objects;
 - (k) use and protect the Intellectual Property;
 - (l) collect, distribute and publish information in connection with swimming;

- (m) promote and to the extent relevant control state, national and international meetings, competitions and championships;
- (n) strive for governmental, commercial and public recognition of the Association, the Affiliated Regions, the Affiliated Clubs and swimming;
- (o) promulgate and secure uniformity in such rules as may be necessary or appropriate for the management and control of swimming and related activities in Queensland;
- (p) promote swimming as a spectator sport;
- (q) through or in association with the Affiliated Regions and Affiliated Clubs or other entities or of itself, promote the health and safety of all Individual Members;
- (r) pursue through itself or others such commercial arrangements, including sponsorship and marketing opportunities as are appropriate, to further these Objects;
- (s) formulate or adopt and implement appropriate policies, including in relation to member protection, equal opportunity, equity, drugs in sport, health, safety, junior and senior programs and such other matters as arise from time to time as issues to be addressed in swimming;
- (t) represent the interests of its Members and of swimming generally in any appropriate forum;
- (u) have regard to the public interest in its operation;
- (v) do all that is reasonably necessary to enable these Objects to be achieved and to enable the Members to receive the benefits which these Objects are intended to achieve; and
- (w) undertake and or do all things or activities which are necessary, incidental or conducive to advance these Objects.

3. **POWERS OF THE ASSOCIATION**

Solely for furthering the Objects, the Association, in addition to any powers it has under the Act, has the legal capacity and powers of a company as set out under section 124 of the *Corporations Act 2001 (Cth)*.

4. **APPLICATION OF INCOME**

- (a) The income and property of the Association shall be applied solely towards the promotion of the Objects.
- (b) No portion of the income or property of the Association shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any Member.
- (c) No remuneration or other benefit in money or money's worth shall be paid or given by the Association to any Member who holds any office of the Association.

- (d) Nothing contained in **Rules 4(b) or (c)** shall prevent payment in good faith to any Member:
- (i) for any services actually rendered to the Association whether as an employee or otherwise;
 - (ii) for goods supplied to the Association in the ordinary and usual course of business;
 - (iii) of interest on money borrowed from any Member;
 - (iv) of rent for premises demised or let by any Member to the Association;
 - (v) for any out-of-pocket expenses incurred by the Member on behalf of the Association;

provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arms length in a similar transaction.

5. **ADDITION ALTERATION OR AMENDMENT**

No addition, alteration or amendment shall be made to this Constitution unless it has been approved by Special Resolution.

6. **LIABILITY OF MEMBERS**

The liability of the Members of the Association is limited.

7. **MEMBER CONTRIBUTIONS**

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

8. **DISTRIBUTION OF PROPERTY ON WINDING UP**

If upon winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any assets or property, the same shall not be paid to or distributed amongst the Members but shall be paid to or distributed to an organisation or organisations having objects similar to the Objects and which prohibits the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association by **Rule 4**. Such organisation to be determined by the Members at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of Queensland as may have or acquire jurisdiction in the matter.

9. **INTERPRETATION**

- (1) In this Constitution unless the contrary intention appears:

Act means the *Associations Incorporation Act 1981 (Qld)*.

Affiliated Club means and includes those organisations admitted to this category of membership in accordance with **Rule 10**.

Affiliated Region means and includes those organisations admitted to this category of membership in accordance with **Rule 10**.

ASI means Australian Swimming Inc or its successor or assign.

Board means the board of the Association constituted under this Constitution.

By-Laws means any by-laws made by the Board under **Rule 37**.

Chief Executive Officer means the chief executive officer of the Association for the time being appointed under this Constitution.

Constitution means this Constitution of the Association.

Delegate means the persons elected or appointed from time to time by an Affiliated Region or Affiliated Club to act for and on behalf of that Affiliated Region or Affiliated Club and represent the Affiliated Region or Affiliated Club at General Meetings.

Director means a member of the Board and includes any person acting in that capacity from time to time.

FINA means the Federation Internationale de Natation or its successor or assign.

Financial year means the year ending 30 April each year.

General Meeting means the annual or any special general meeting of the Association.

Individual Member means a registered financial member of an Affiliated Club.

Intellectual Property means all rights or goodwill subsisting in copyright, business names, names, trade marks (or signs), logos, designs, patents or service marks (whether registered or registrable) relating to the Association or any event, competition, championship, meeting or swimming activity of or conducted, promoted or administered by the Association.

Life Member means an individual upon whom life membership of the Association has been conferred under **Rule 12(3)**.

Member means a member for the time being of the Association under **Rule 12**.

Objects means the objects of the Association in **Rule 2**.

Present

- (a) at a **Board meeting**, see clause **33(1A)** and **(1B)** or
- (b) at a **General Meeting**, see clause **24(8)**

President means the president for the time being of the Association.

Special Resolution means a resolution passed:

- (a) at a General Meeting of the Association of which 30 days notice, accompanied by notice of intention to propose a resolution as a special resolution, has been given to the Members in accordance with this

Constitution; and

- (b) by at least three quarters of those Members who, being entitled to vote, vote in person at the meeting or by another form of visible or electronic communication approved by the Board from time to time.
- (2) Expressions referring to “writing” shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.
- (3) In this Constitution
- (a) a reference to a function includes a reference to a power, authority and duty;
 - (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;
 - (c) words importing the singular include the plural and vice versa;
 - (d) words importing any gender include the other gender;
 - (e) references to persons include corporations and bodies politic;
 - (f) references to a person include the legal personal representatives, successors and permitted assigns of that person; and
 - (g) a reference to a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction).
- (4) If any provision of this Constitution or any phrase contained in it is invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction, if possible, so as to be valid and enforceable. If it cannot be read down it shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of the Constitution or affecting the validity or enforceability of that provision in any other jurisdiction.
- (5) The model rules referred to in the Act are displaced by this Constitution.
- (6) The Association is a Level 1 Association for the purposes of the *Associations Incorporation Act 1981*.**

10. **AFFILIATED REGIONS AND AFFILIATED CLUBS**

(1) **Affiliated Regions**

- (a) The Association shall consist of such Affiliated Regions as are recognised by the Board from time to time in accordance with this Rule. Where an area is part of an Affiliated Region and wishes to become a separate Affiliated Region it shall make application to the Association in accordance with this Constitution.
- (b) The boundaries of each Affiliated Region shall be as decided by the

Board from time to time.

- (c) Subject to this Constitution, each Affiliated Region shall administer the sport of swimming in its particular geographical area. Each Affiliated Region shall be named according to the geographic area of Queensland in which it is located.

(2) **Affiliated Clubs**

- (a) The Association shall consist of such Affiliated Clubs as are recognised by the Board from time to time in accordance with this Rule.
- (b) In order to be granted membership, the club must have a minimum number of registered members as set down by the Board in By-Laws from time to time.
- (c) An Affiliated Club must also be a member of an Affiliated Region.

(3) **Application for Membership of Affiliated Regions and Affiliated Clubs**

An application for membership as an Affiliated Region or Affiliated Club must be:

- (a) in writing on the form prescribed from time to time by the Board, from an nominated representative of the applicant and lodged with the Association;
- (b) accompanied by a copy of the applicant's constitution (which must be acceptable to the Association and be in conformity in all material respects with this Constitution) and register of members; and
- (c) accompanied by the appropriate fee, if any.

(4) **Discretion to Accept or Reject Application for Membership**

- (a) The Board may accept or reject an application and shall not be required or compelled to provide any reason for such acceptance or rejection.
- (b) Where the Board accepts an application, the applicant shall become a Member. Membership of the Association shall be deemed to commence upon acceptance of the application by the Board. The Chief Executive Officer shall amend the register accordingly as soon as practicable.
- (c) Where the Board rejects an application, the Association shall refund any fees forwarded with the application and the application shall be deemed rejected by the Association.

(5) **Membership Renewal**

- (a) Affiliated Regions and Affiliated Clubs must reapply for membership with the Association in accordance with the procedures set down by the Board in By-Laws from time to time.
- (b) Upon reapplying an Affiliated Region or Affiliated Club must lodge with the Association an updated copy of its constitution (including all amendments) and provide details of any change in its Delegate, and any other information reasonably required by the Board. Each Affiliated Region and Affiliated Club is to ensure that its constitution is amended in conformity with amendments made to this Constitution.

(6) **Deeming Provisions**

- (a) All organisations who were regional associations and affiliated clubs of the Association prior to the time of approval of this Constitution under the Act, shall be deemed Affiliated Regions and Affiliated Clubs respectively from the time of approval of this Constitution under the Act, and will be entitled to such benefits as are conferred on them by the Association, whether directly or indirectly.
- (b) The Affiliated Clubs shall, whenever requested by the Board, provide to the Association, such details of the Individual Members as are required by the Association under this Constitution within one month of the approval of this Constitution under the Act.

(7) **Compliance of Affiliated Regions and Affiliated Clubs**

Each Affiliated Region and Affiliated Club shall:

- (a) be incorporated, unless it is a committee of a Parents and Citizens Association established under the *Education (General Provisions) Act 1989 [Qld]* or an equivalent body in a non-state school accredited under the *Education (Accreditation of Non-State Schools) Act 2001 [Qld]* or *Grammar Schools Act 1975 [Qld]*;
- (b) provide the Association, when requested, with copies of its audited accounts, annual report and other associated documents;
- (c) adopt the Objects and adopt rules which reflect and which are in conformity in all material respects with this Constitution;
- (d) apply its property and capacity solely in pursuit of the Objects and swimming;
- (e) at all times act for the joint advantage of the Association, the Members and swimming;
- (f) do all that is reasonably necessary to enable the Objects to be achieved;
- (g) act in good faith and loyalty to maintain and enhance the Association and swimming, its standards, quality and reputation for the collective and mutual benefit of the Members and swimming;
- (h) at all times operate with and promote mutual trust and confidence between the Association and the Members in pursuit of the Objects; and
- (i) at all times act on behalf of and in the interests of the Members and swimming.

(8) **Operation of Constitution**

The Association and the Affiliated Regions and Affiliated Clubs agree:

- (a) that they are bound by this Constitution and that this Constitution operates to create uniformity in the way in which the Objects and the sport of swimming are to be conducted, encouraged, promoted and administered in Queensland;

- (b) to act in good faith and loyalty to each other to ensure the maintenance and enhancement of swimming, its standards, quality and reputation for the collective and mutual benefit of the Members;
- (c) not to do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of swimming and its maintenance and enhancement;
- (d) to make full and proper disclosure to each other of all matters of importance to the Association and swimming;
- (e) to ensure that no Member acquires a material or financial advantage at the expense of the Association or swimming;
- (f) to operate with mutual trust and confidence in pursuit of the Objects;
- (g) to promote the economic and sporting success, strength and stability of each other and to act interdependently with each other in pursuit of the Objects;
- (h) to act for and on behalf of the interests of swimming, the Association and the Members; and
- (i) that should an Affiliated Region or Affiliated Club have administrative, operational or financial difficulties, the Board may, in its absolute discretion, act to assist that Affiliated Region or Affiliated Club in whatever manner and on such conditions as it considers appropriate.

(9) **Resignation**

An Affiliated Region or Affiliated Club may resign from the Association upon giving written notice to the Association. The resignation shall come into effect upon receipt of the notice by the Association.

(10) **Obligations after resignation**

In the event that an Affiliated Region or Affiliated Club resigns from the Association, the Affiliated Region or Affiliated Club must fulfil all its obligations to the Association up to and including the date of resignation.

11. **AFFILIATED REGION AND AFFILIATED CLUB CONSTITUTIONS**

(1) **Constitution**

The constituent documents of each Affiliated Region and Affiliated Club shall clearly reflect the Objects with such incidental variations as are necessary or appropriate, having regard to the Act.

(2) **Amendments to Affiliated Region and Affiliated Club Constitutions**

Each Affiliated Region and Affiliated Club shall take all steps necessary to ensure its constituent documents are in a form acceptable to the Association and shall ensure its documents are amended in conformity with future amendments to this Constitution, subject to the Act.

12. MEMBERS

(1) Members

The Members of the Association shall consist of:

- (a) the Affiliated Regions, which subject to this Constitution, shall be represented by their Delegate who has the right to attend, debate and vote at General Meetings for and on behalf of the Affiliated Region;
- (b) the Affiliated Clubs, which subject to this Constitution, shall be represented by their Delegate who has the right to attend, debate and vote at General Meetings for and on behalf of the Affiliated Club;
- (c) **Individual Members who join on an annual basis who may attend General Meetings but otherwise have no right to debate or vote at General Meetings (unless also a Delegate);**
- (d) Individual Members who may attend General Meetings but otherwise have no right to debate or vote at General Meetings (unless also a Delegate);
- (e) Life Members, who may attend and debate at General Meetings, but otherwise have no right to vote at General Meetings (unless they attend also as a Delegate); and
- (f) such new categories of Members, as may be created in accordance with **Rule 12(2)** of this Constitution.

(2) Creation of New Categories of Membership

The Board has the right and power from time to time to create new categories of membership with such rights (other than voting rights), privileges and obligations as are determined applicable, even if the effect of creating a new category is to alter rights, privileges or obligations of an existing category of Members. No new category of membership may be granted voting rights.

(3) Life Members

- (a) The Association may, from among persons who have provided long and meritorious service with the Association, appoint Life Members in recognition of their efforts in furthering the interests of the Association.
- (b) A Life Member may only be elected by Special Resolution at an Annual General Meeting.
- (c) Nominations for life membership must be submitted through Affiliated Regions and Affiliated Clubs to the Association and must be received by the Chief Executive Officer 60 days prior to the relevant Annual General Meeting.
- (d) Nominations for life membership shall be examined by the Board. After reviewing the nomination and completing any relevant enquiries, the Board shall make a recommendation to the Annual General Meeting in relation to the nomination.
- (e) Upon life membership being conferred, the person's details shall be entered upon the register. A person shall become a Life Member from

the time their life membership is formally announced.

(4) **Register of Members**

Each Affiliated Region and Affiliated Club shall maintain, in a form and with such details as are acceptable to the Association, a register of all their members. Each Affiliated Region and Affiliated Club shall provide a copy of the register at a time and in a form acceptable to the Association and shall provide prompt and regular updates of that register to the Association when requested by the Board.

(5) **Association Members Deemed to be Members of ASI**

All members of the Association are deemed to be members of ASI and will be required to comply with any by-laws and policies of ASI.

(6) **Public Liability Insurance**

The Board must ensure that, as soon as possible 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.**

13. **SUBSCRIPTIONS AND FEES**

- (1) Fees including annual membership fees, capitation fees and levies payable by Members (or any category of Member) to the Association, the basis of, the time for and the manner of payment, shall be determined by the Board.
- (2) Monies payable to the Association by the Members under **Rule 13(1)** shall be forwarded to the Association for the Association's use by such dates as are prescribed by the Board.
- (3) Any Member which has not paid all monies due and payable by that Member to the Association shall (subject to the Board's discretion) have all rights under this Constitution immediately suspended from the expiry of the time prescribed for payment of those monies. Such rights will be suspended until the monies are fully paid or otherwise in the Board's discretion. The Member shall be dealt with in the Board's discretion, which includes the right to suspend, disqualify, discipline or retain (but not impose a financial penalty) that Member as a Member, or impose such other conditions or requirements as the Board considers appropriate.
- (4) Where the Board exercises its discretion under **Rule 13(3)** and imposes a penalty on a Member which or who has not paid all monies due and payable by that Member to the Association, the rules of natural justice are hereby expressly excluded and do not apply to the imposition of that penalty.

14. ASSOCIATION REGISTER OF MEMBERS

(1) Chief Executive Officer to Keep Register

The Chief Executive Officer shall keep and maintain a register of Members in which shall be entered such information as is required under the Act from time to time.

(2) Inspection of Register

(a) Having regard to privacy and confidentiality considerations and subject to **Rule 14(2)(b)**, an extract of the register, excluding the address of any Life Member, Director or Delegate, shall be available for inspection (but not copying), upon reasonable request.

(b) The extract of the register can only be inspected by Affiliated Regions and Affiliated Clubs. Affiliated Clubs may only inspect the register in relation to the members of their Affiliated Club and Affiliated Regions may only inspect the register in relation to Members in their region.

(3) Withholding Of Information

However, the Board 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 Board has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

14A. 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 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.

(2) **Sub Clause (1) does not apply if the use or disclosure of the information is approved by the Board**

15. EFFECT OF MEMBERSHIP

Members acknowledge and agree that:

(a) this Constitution constitutes a contract between each of them and the Association and that they are bound by this Constitution and the By-Laws;

(b) they shall comply with and observe this Constitution and the By-Laws and any

determination, resolution or policy which may be made or passed by the Board or any duly authorised committee;

- (c) by submitting to this Constitution and the By-Laws they are subject to the jurisdiction of the Association;
- (d) this Constitution is made in pursuit of a common object, namely the mutual and collective benefit of the Association, the Members and swimming;
- (e) this Constitution and the By-Laws are necessary and reasonable for promoting the Objects and particularly the advancement and protection of swimming; and
- (f) they are entitled to all benefits, advantages, privileges and services of the Association membership.

16. **DISCONTINUATION OF MEMBERSHIP**

(1) **Member's Failure to Comply**

Notwithstanding **Rule 17**, where an Affiliated Region or Affiliated Club fails to comply with its financial and reporting obligations under this Constitution, the Board may determine that Affiliated Region or Affiliated Club to be not of good standing. On determination that an Affiliated Region or Affiliated Club is not of good standing, the Board may give notice to the Affiliated Region or Affiliated Club of:

- (a) the Board's determination; and
- (b) the grounds for the Board's determination;

and request that the Affiliated Region or Affiliated Club show cause within 21 days from the date of that notice as to why some action should not be taken against the Affiliated Region or Affiliated Club. The Affiliated Region's or Affiliated Club's failure to respond or act to the Board's satisfaction (including assurances or compliance with its obligations) may result in the Board suspending or terminating the Affiliated Region's or Affiliated Club's membership of the Association, or otherwise imposing such conditions on its membership, as the Board sees fit. Such penalty (other than termination) will take effect upon notification by the Board. Nothing in this Constitution affects the operation of **Rules 13(3) and (4)**.

(2) **Forfeiture of Property Rights**

A Member (including an Affiliated Region or Affiliated Club) who or which ceases to be a Member, for whatever reason, shall forfeit all right in and claim upon the Association and its property including Intellectual Property. Any of the Association documents, records or other property in the possession, custody or control of that Member shall be returned to the Association immediately.

(3) **Forfeiture of Representation Rights**

Where an Affiliated Region or Affiliated Club ceases to be a Member it shall also forfeit all representation rights at General Meetings. An Affiliated Region or Affiliated Club shall return any the Association documents, records or other property in its possession, custody or control to the Association immediately upon cessation of membership.

(4) Membership May be Reinstated

Membership which has lapsed, been withdrawn or terminated under this Constitution may be reinstated at the discretion of the Association, on application in accordance with this Constitution and otherwise on such conditions as the Board sees fit.

(5) Individual Members

Where an Affiliated Club ceases to be a Member in accordance with this Constitution or the Act, the Individual Members of that Affiliated Club may continue to be recognised by the Association to the extent (if any) and for such time (if any) as is determined in the sole discretion of the Board.

17. DISCIPLINE OF MEMBERS

The Board may refer the following matters for investigation or determination in its sole discretion:

- (a) breach of Constitution: an allegation or grievance (not being vexatious, trifling or frivolous) by a complainant (who may be, but need not be, a Member) that a Member has:
 - (i) breached, failed, refused or neglected to comply with a provision of this Constitution, the By-Laws or any other resolution or determination of the Board or duly authorised committee; or
 - (ii) acted in a manner unbecoming of a Member or prejudicial to the Objects and interests of the Association and/or swimming; or
 - (iii) brought the Association or swimming into disrepute; or
- (b) disciplinary matter: where the Board (in its sole discretion) considers a matter is of a serious enough nature, an appeal from an Individual Member who has received a penalty or an adverse finding in disciplinary proceedings conducted by an Affiliated Region or an Affiliated Club, provided that the Individual Member has first exhausted all avenues of appeal available under the constitutions of the Affiliated Region and Affiliated Club;

and any such Member will be subject to, and submits unreservedly to the jurisdiction, procedures, penalties and appeal mechanisms of the Association set out in the By-Laws.

18. DELEGATES**(1) Appointment of Delegates**

Each Affiliated Region and Affiliated Club shall be entitled to appoint 1 Delegate. Affiliated Regions and Affiliated Clubs shall appoint their Delegates for such term as is deemed appropriate by the Affiliated Region and Affiliated Club. A Delegate must:

- (a) not also be a Director;
- (b) be a Member; and
- (c) be appropriately empowered by his Affiliated Region or Affiliated Club to make decisions at General Meetings.

No more than 2 members from any Affiliated Club may be Delegates.

(2) **Delegates as Representative**

Delegates shall represent their Affiliated Region or Affiliated Club at General Meetings and shall have full power to consider and vote on resolutions at General Meetings.

(3) **Affiliated Region and Affiliated Club to Advise**

Each Affiliated Region and Affiliated Club shall advise the Chief Executive Officer of its appointed Delegate prior to any General Meeting. The Affiliated Region and Affiliated Club must advise the Chief Executive Office of its appointed Delegate by a specified time determined by the Board and in writing signed on behalf of the governing body of the Affiliated Region or Affiliated Club.

19. **GENERAL MEETINGS**

(1) **Powers of the General Meeting**

The Association in General Meeting shall act in accordance with the Objects and for the mutual and collective benefit of the Members, swimming and the general community throughout Queensland. The Association in General Meetings will act in the best interests of the Association and will in addition to its other powers and functions under the Act:

- (a) requisition a General Meeting;
- (b) convene a General Meeting;
- (c) elect / dismiss Directors;
- (d) determine Directors fees (as applicable);
- (e) alter the Constitution;
- (f) consider Special Resolutions; and
- (g) be the final arbiter on matters referred to it by the Board.

(2) **Annual General Meeting to be held**

- (a) An Annual General Meeting of the Association shall be held in accordance with the Act and this Constitution on a date and at a venue to be determined by the Board.
- (b) All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with this Constitution.

20. **NOTICE OF GENERAL MEETINGS**

(1) **Notice of General Meetings**

- (a) Notice of every General Meeting shall be given to every Affiliated Region, Affiliated Club, Life Member and Director at the address appearing in the register kept by the Association. No other person shall

be entitled as of right to receive notices of General Meetings, except the Association's auditor(s).

- (b) At least 60 days notice of the place, day and hour of the General Meeting shall be given.
- (c) At least 30 days notice of the business to be transacted at a General Meeting shall be given, together with:
 - (i) any notice of motion received from any Affiliated Region, Affiliated Club, Director or the Board in accordance with this Constitution;
 - (ii) relevant accounts and reports in accordance with this Constitution and the Act;
 - (iii) a list of all nominations received for positions to be elected at the relevant General Meeting; and
 - (iv) the agenda for the meeting.

(2) **Entitlement to Attend General Meeting**

Notwithstanding any other Rule in this Constitution, no Member shall be represented at, or take part in a General Meeting, unless all monies then due and payable by that Member to the Association are paid.

21. **BUSINESS OF GENERAL MEETINGS**

(1) **Business to be transacted**

(a) The business to be transacted by the Annual General Meeting includes:

- i) receiving the Association's financial statement and audit report, for the last reportable financial year;**
 - ii) presenting the financial statement and audit report to the meeting for adoption;**
 - iii) electing members of the Board;**
 - iv) appointing an auditor for the present financial year;**
 - v) appointment of a patron or patrons, if agreed to by the meeting**
 - vi) such other business, including approval of Life Members as may be listed on the Agenda**
- (b) All business that is transacted at a General Meeting, with the exception of those matters set out in **Rule 21(1)(a)** shall be Special Business. "Special Business" is business of which a notice of motion has been submitted in accordance with **Rule 22** and includes amendments to the Constitution.

(2) **No Other Business**

No business other than that stated on the notice for a meeting shall be transacted

at the General Meeting.

22. **NOTICES OF MOTION**

(1) **Notices of Motion from Affiliated Regions and Affiliated Clubs to be submitted**

All notices of motion from Affiliated Regions and Affiliated Clubs for inclusion as Special Business at a General Meeting must be submitted in writing (in the required form) to the Chief Executive Officer not less than 40 days (excluding receiving date and meeting date) prior to the General Meeting.

(2) **Notices of Motion from the Board to be submitted**

All notices of motion from the Board for inclusion as Special Business at a General Meeting must be submitted in writing (in the required form) to the Chief Executive Officer not less than 35 days (excluding receiving date and meeting date) prior to the General Meeting.

23. **SPECIAL GENERAL MEETINGS**

(1) **Special General Meetings may be held**

The Board may, whenever it thinks fit, convene a Special General Meeting of the Association and, where but for this Rule more than 15 months would elapse between Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.

(2) **Requisition of Special General Meetings**

(a) The Board shall on the requisition in writing of ten percent (10%) of Affiliated Regions and Affiliated Clubs convene a Special General Meeting.

(b) The requisition for a Special General Meeting shall state the object(s) of the meeting, shall be signed by the Delegates of the Affiliated Regions and Affiliated Clubs making the requisition and be sent to the Association. The requisition may consist of several documents in a like form, each signed by 1 or more of the Affiliated Regions and Affiliated Clubs making the requisition.

(c) If the Board does not cause a Special General Meeting to be held within 3 months after the date on which the requisition is sent to the Association, the Affiliated Regions and Affiliated Clubs making the requisition, or any of them, may convene a Special General Meeting to be held not later than 3 months after that date.

(d) A Special General Meeting convened by Affiliated Regions and Affiliated Clubs under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Board.

24. **PROCEEDINGS AT GENERAL MEETINGS**

(1) **Quorum**

The quorum for a General Meeting is at least the number of members elected or appointed to the Board at the close of the Association's last General Meeting plus 1.

(2) **President to preside**

The President shall, subject to this Constitution, preside at every General Meeting of the Association. If the President is not present, or is unwilling or unable to preside, the Members shall elect one of the remaining Directors who shall, subject to this Constitution, preside as chair for that meeting only.

(3) **Adjournment of Meeting**

- (a) If within half an hour from the time appointed for the General Meeting a quorum is not present the meeting shall be adjourned to such other day and at such other time and place as the chair may determine. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting will lapse.
- (b) The chair may, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a General Meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (d) Except as provided in **Rule 24(3)(c)** it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

(4) **Poll**

At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands):

- (a) directed by the chair; or
- (b) demanded by over half the Delegates present.

(5) Recording of Determinations

Except when a poll is conducted in terms of **Rule 25(4)**, a declaration by the chair that a resolution has on a show of hands been carried, or carried unanimously, or by a particular majority or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

(6) Where Poll demanded

If a poll is conducted under **Rule 24(4)** it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the chair directs, and the result of the poll shall be the resolution of the motion in respect of which the poll was conducted.

(7) Resolutions not in Meeting

(a) Except:

(i) in the case of an Annual General Meeting; or

(ii) where a Special Resolution is required under this Constitution or under the Act;

a resolution in writing signed or assented to by facsimile or other form of visible or other electronic communication by all the Members entitled to vote shall be as valid and effectual as if it had been passed at a meeting of Members entitled to vote duly convened and held. Any such resolution may consist of several documents in like form each signed by 1 or more of the Members entitled to vote.

(b) Without limiting the power to hold Special General Meetings in accordance with this Constitution, a Special General Meeting may be held where 1 or more of the Members entitled to vote is not physically present at the meeting, provided that:

(i) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication;

(ii) notice of the meeting is given to all persons entitled to notice in accordance with this Constitution;

(iii) in the event that a failure in communications prevents **Rule 24(7)(b)(i)** from being satisfied by a quorum then the meeting shall be suspended until **Rule 24(7)(b)(i)** is satisfied again. If such is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have terminated; and

(v) no meeting shall be invalidated merely because no Member entitled to vote is physically present at the place for the meeting specified in the notice of meeting.

(8) Presence at Meeting

Each question, matter or resolution must be decided by a majority of votes of the members present or who use any technology that reasonably allows the member to hear and take part in discussions as they happen, such persons who use such technology being deemed to be present at the meeting.

25. **ENTITLEMENTS AT GENERAL MEETINGS**

- (1) Each Affiliated Region and Affiliated Club shall have voting rights. Delegates shall represent their respective Affiliated Regions and Affiliated Clubs. Each Delegate shall have one vote. The chair shall not have a casting vote. Where voting is equal the vote shall be lost. No other person shall be entitled to vote but shall, subject to this Constitution, have and be entitled to exercise those rights set out in **Rule 12(1)**.
- (2) Each Director is entitled to notice of, and to attend and debate at all General Meetings.

26. **PROXY VOTING NOT PERMITTED**

Proxy voting shall not be permitted. However, the Board may permit postal voting in such manner and at such times as it considers necessary.

27. **POWERS OF THE BOARD**

Subject to the Act and this Constitution, the business of the Association shall be governed, and the powers of the Association shall be exercised, by the Board. The Board shall act in accordance with the Objects and shall operate for the collective and mutual benefit of the Association, the Members and swimming.

28. **COMPOSITION OF THE BOARD**

(1) **Composition**

The Board will, subject to this Constitution and in particular **Rule 45**, comprise 7 Directors, with no more than two members from any one Affiliated Club, including the President elected under **Rule 29**.

(2) **Qualifications of Directors**

Subject always to the law, the Board will determine necessary requirements and qualifications for eligibility as Directors from time to time. An officer of an Affiliated Region or Affiliated Club cannot retain that position if elected to the Board. Further, an employee of the Association cannot retain that position if elected to the Board. The Board shall advise the Affiliated Regions and Affiliated Clubs of any requirements, qualifications and modifications when determined.

(3) Portfolios

The Board may determine the interests of the Association are best served by the allocation of portfolios to Directors. The Board shall be entitled to vary the titles and portfolios of each of the Directors in accordance with the needs of the Association from time to time.

(4) Treasurer

The Board shall appoint a Director responsible for the finances of the Association. For the purposes of the Act, the Director responsible for the finances of the Association shall be deemed to hold the office of treasurer.

29. ELECTION OF DIRECTORS**(1) Election of Directors**

Subject to **Rule 45**, the President and 6 Directors will be elected at an Annual General Meeting in accordance with this Constitution. Nominations must be received by the Association from persons to be considered for election as Directors 40 days prior to the relevant Annual General Meeting. When calling for nominations details of the necessary requirements and qualifications (if any) applicable to the position shall also be provided.

1(A) A person may be a candidate 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.

(2) Form of Nomination

Nominations must be:

(a) in writing;

(b) on the prescribed form (if any) provided for that purpose;

(c) signed by a nominator and a seconder, who shall be Members; and

(d) certified by the nominee (who must be an Individual Member) expressing his willingness to accept the position for which he is nominated.

(3) Elections

(a) If the number of nominations received for the Board is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all vacancies on the Board, then those nominated shall be deemed elected and further nominations shall be called for at the Annual General Meeting from the floor.

(b) If the number of nominations exceeds the number of vacancies to be filled, an exhaustive ballot shall be conducted at the relevant General Meeting on papers prepared by the Chief Executive Officer.

- (4) **The Board must ensure that, before a candidate is elected as a member of 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.**

30. **TERM OF DIRECTORS**

(1) **Term**

- (a) Subject to **Rule 45** and provisions in this Constitution relating to the earlier retirement or removal of Directors, each Director shall hold office for 2 years but is eligible for re-election subject to having the required qualifications and complying with the job description.
- (b) The terms of office of Directors shall rotate in accordance with the initial terms determined under **Rule 30(2)**.
- (c) Subject to **Rule 30(1)(d)**, a Director cannot hold the position of Director for more than 3 consecutive terms of 2 years each. A Director who has held a position for 3 consecutive terms is not eligible to re-nominate for a Director position for a period of 2 years.
- (d) The President may serve a maximum of 3 consecutive terms of 2 years each irrespective of time previously served as a Director. A President who has held such position for 3 consecutive terms is not eligible to re-nominate for either the President's or another Director position for a period of 2 years.

(2) **Rotational Terms**

Subject to **Rule 45**, to ensure rotational terms 3 Directors shall retire each even year and 3 Directors and the President shall retire each odd year. Any adjustment to the term of Director(s) to ensure rotational terms in accordance with this Constitution, shall be determined by the Board and in the event of the Board failing to agree, by lot. Elections to, and vacancies on, subsequent Boards shall then proceed in accordance with the procedures in this Constitution.

31. **CHAIR**

The President shall chair any Board meeting at which he is present. If the President is not present, or is unwilling or unable to preside the remaining Directors shall appoint one of their number to preside as chair for that meeting only.

32. **VACANCIES OF DIRECTORS**

(1) **Grounds for Termination of Director**

In addition to the circumstances (if any) in which the office of a Director becomes vacant by virtue of the *Corporations Act*, the office of a Director becomes vacant if the Director:

- (a) dies;

- (b) becomes bankrupt or makes any arrangement or composition with his creditors generally;
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health;
- (d) resigns his office by providing notice in writing to the Association;
- (e) is absent without the consent of the Board from three consecutive Board meetings held during a period of 6 months;
- (f) without the prior consent or later ratification of the Members in General Meeting, holds any office of profit under the Association;
- (g) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of his interest;
- (h) is removed from office by Special Resolution; or
- (i) would otherwise be prohibited from being a director of a corporation under the *Corporations Act*.

(1A) A member immediately vacates the office of member of the Board in the circumstances mentioned in section 64(2) of the Act.

(2) Casual Vacancies

Any casual vacancy occurring in the office of Director will be filled by the Board from appropriately qualified persons within 3 months of the vacancy arising. Any such vacancy shall only be filled for the remainder of the Director's term under this Constitution.

(3) Remaining Directors May Act

In the event of a casual vacancy or vacancies in the office of a Director, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a Board meeting, they may act only for the purpose of increasing the number of Directors to a number sufficient to constitute such a quorum.

33. MEETINGS OF THE BOARD

(1) Board to Meet

The Board shall meet as often as is deemed necessary for the dispatch of business and may adjourn and, subject to this Constitution, otherwise regulate, its meetings as it thinks fit. Any Director may at any time convene a meeting of the Board within a reasonable time.

(1A) Present at Meeting

The Board may hold meetings, or permit a member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.

(1B) A Board member who participates in the meeting as mentioned in subclause 1A is taken to be present at the meeting.

(2) **Decisions of Board**

Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes and a determination of a majority of Directors present and entitled to vote shall for all purposes be deemed a determination of the Board. All Directors shall have 1 vote on any question. The chair shall also have a casting vote where voting is equal.

(3) **Resolutions not in meeting**

- (a) A resolution in writing, signed or assented to by facsimile or other form of visible or other electronic communication by all the Directors shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held. Any such resolution may consist of several documents in like form each signed by 1 or more of the Directors.
- (b) Without limiting the power of the Board to regulate their meetings as they think fit, a meeting of the Board may be held where 1 or more of the Directors is not physically present at the meeting, provided that:
- (i) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication;
 - (ii) notice of the meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board;
 - (iii) in the event of a failure in communications prevents **Rule 33(3)(b)(i)** from being satisfied by a quorum of Directors then the meeting shall be suspended until **Rule 33(3)(b)(i)** is satisfied again. If such is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have terminated; and
 - (iv) no meeting shall be invalidated merely because no Director is physically present at the place for the meeting specified in the notice of meeting.

(4) **Quorum**

At meetings of the Board the number of Directors whose presence (or participation under **Rule 33(3)**) is required to constitute a quorum is 4 Directors.

(5) **Notice of Board meetings**

Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence), not less than 14 days' written notice of the meeting of the Board shall be given to each Director. The agenda shall be forwarded to each Director not less than 7 days prior to such meeting.

(6) **Validity of Board decisions**

A procedural defect in decisions taken by the Board shall not result in such decision being invalidated.

34. CONFLICTS

A Director shall declare to the Board his interest in any:

- (a) contractual matter;
- (b) selection matter;
- (c) disciplinary matter; or
- (d) other financial matter;

in which a conflict of interest arises or may arise and shall, unless otherwise determined by the Board, absent himself from discussion of such matter and shall not be entitled to vote in respect of such matter. In the event of any uncertainty as to whether it is necessary for a Director to absent himself from discussions and refrain from voting, the issue should be immediately determined by vote of the Board, or if this is not possible, the matter shall be adjourned or deferred. The Chief Executive Officer shall maintain a register of declared interests.

35. CHIEF EXECUTIVE OFFICER

(1) **Appointment of Chief Executive Officer**

The Chief Executive Officer shall be appointed by the Board for such term and on such conditions as it thinks fit.

(2) **Specific Duties**

The Chief Executive Officer shall:

- (a) as far as practicable attend all Board meetings and General Meetings;
- (b) prepare the notice of and agenda for all Board meetings and all General Meetings;
- (c) **ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Board and General Meeting are entered in a minute book and are signed by the chairperson of the meeting, or the chairperson of the next Board meeting, verifying their accuracy;**
- (d) regularly report to the Board on the activities of, and issues relating to, the Association.

(3) **Broad Power to Manage**

Subject to the Act, this Constitution, the By-Laws and any directive of the Board, the Chief Executive Officer has power to perform all such things as appear necessary or desirable for the proper management and administration of the Association. No resolution passed by the General Meeting shall invalidate any prior act of the Chief Executive Officer or the Board which would have been valid if that resolution had not been passed.

(4) **Chief Executive Officer may employ**

The Chief Executive Officer, in consultation with the Board, may employ such

office personnel as are deemed necessary from time to time. Such appointments shall be for such period and on such conditions as the Chief Executive Officer and the Board determine.

36. DELEGATIONS

(1) **Board may Delegate Functions**

The Board may by instrument in writing create or establish or appoint from among the Directors or otherwise, committees, individual officers or consultants to carry out such duties and functions and with such powers, as the Board determines.

(2) **Delegation by Instrument**

The Board may in the establishing instrument delegate such functions as are specified in the instrument, other than:

- (a) this power of delegation; and
- (b) a function imposed on the Board or the Chief Executive Officer by the Act or any other law or this Constitution.

(3) **Delegated function exercised in accordance with terms**

A function, the exercise of which has been delegated under this Rule, may whilst the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

(4) **Procedure of delegated entity**

The procedures for any delegated entity shall, with any necessary or incidental amendment, be the same as that applicable to meetings of the Board under **Rule 33**. The quorum shall be determined by the committee, but shall be no less than one half of the total number of committee members.

(5) **Delegation may be conditional**

A delegation under this Rule may be made subject to such conditions or limitations as to the exercise of any function or at the time or circumstances as may be specified in the delegation.

(6) **Revocation of delegation**

The Board may by instrument in writing, revoke wholly or in part any delegation made under this Rule, and may amend, repeal or veto any decision made by such body or person under this Rule.

37. BY-LAWS

(1) **Board to formulate By-Laws**

The Board may (by itself or by delegation to a committee) formulate, approve, issue, adopt, interpret and amend such By-Laws for the proper advancement, management and administration of the Association, the advancement of the Objects as it thinks necessary or desirable. Such By-Laws must be consistent with this Constitution.

(2) By-Laws binding

All By-Laws made under this Rule shall be binding on the Association and Members.

(3) By-Laws deemed applicable

All rules, regulations and by-laws of the Association in force at the date of the approval of this Constitution under the Act insofar as such rules, regulations or by-laws are not inconsistent with, or have been replaced by this Constitution, shall be deemed to be By-Laws under this Rule.

(4) Notices binding on members

Amendments, alterations, interpretations or other changes to By-Laws shall be advised to Affiliated Regions and Affiliated Clubs by means of notices approved by the Board and prepared and issued by the Chief Executive Officer. Affiliated Regions and Affiliated Clubs shall be obliged to draw such notices to the attention of their respective members. Notices are binding upon all Members.

38. RECORDS AND ACCOUNTS**(1) Chief Executive Officer to Keep Records**

The Chief Executive Officer shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of the Association and the Board and shall produce these as appropriate at each Board meeting or General Meeting.

(2) Records Kept in Accordance with the Act

Proper accounting and other records shall be kept in accordance with the Act, generally accepted accounting principles and/or any applicable code of conduct. The books of account shall be kept in the care and control of the Chief Executive Officer.

(3) The Association to retain records

The Association shall retain such records for not less than 7 years after the completion of the transactions or operations to which they relate.

(4) Board to submit accounts

The Board shall submit to the Annual General Meeting the accounts of the Association in accordance with this Constitution and the Act.

(5) Accounts Conclusive

The accounts when approved or adopted by an Annual General Meeting shall be conclusive except as regards any error discovered in them within 3 months after such approval or adoption.

(6) Accounts to be provided to Members

The Chief Executive Officer shall cause to be provided to all persons entitled to receive notice of Annual General Meetings of the Association in accordance with this Constitution, a copy of the accounts, the Board's report, the auditor's report

and every other document required under the Act.

(7) **Inspection of accounts**

Subject to any reasonable restrictions as to time and manner of inspecting the same that may be imposed in accordance with this Constitution, the accounts shall be open to inspection (but not copying) by the Delegates.

(8) **Negotiable Instruments**

All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments and all receipts for money paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any 2 authorised Directors or by 1 authorised Director and the Chief Executive Officer or in such other manner and by such persons the Directors determine.

39. **AUDITOR**

- (1) A properly qualified auditor or auditors shall be appointed and the remuneration of such auditor or auditors fixed by the Board. The auditor's duties shall be regulated in accordance with generally accepted principles, or any applicable code of conduct.
- (2) The accounts of the Association including the profit and loss accounts and balance sheet shall be examined by the auditor or auditors at least once in every year.

40. **NOTICES**

(1) **Manner of Notice**

- (a) Notices may be given to any Member by sending the notice by pre-paid post or facsimile transmission or where available, by electronic mail, to the Member's registered address or facsimile number or electronic mail address.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected 2 days after posting.
- (c) Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.
- (d) Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.

(2) **Notice of General Meeting**

Notice of every General Meeting shall be given in the manner authorised and to the persons entitled to receive notice under this Constitution.

41. SEAL**(1) Safe Custody of Seal**

The Chief Executive Officer shall provide for safe custody of the Seal.

(2) Affixing Seal

The Seal shall only be used by authority of the Board and every document to which the seal is affixed shall be signed by 2 Directors.

42. INDEMNITY**(1) Directors to be Indemnified**

Every Director, auditor, manager, employee or agent of the Association shall be indemnified out of the property or assets of the Association against any liability incurred by him in his capacity as Director, auditor, manager, employee or agent in defending any proceedings, whether civil or criminal, in which judgement is given in his favour or in which he is acquitted or in connection with any application in relation to any such proceedings in which relief is, under the *Corporations Act*, granted to him by the Court.

(2) The Association to Indemnify Directors

The Association shall indemnify its Directors and employees against all damages and costs (including legal costs) for which any such Director or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:

- (a) in the case of a Director, performed or made whilst acting on behalf of and with the authority, express or implied of the Association; and
- (b) in the case of an employee, performed or made in the course of, and within the scope of his employment by the Association.

43. DISSOLUTION

- (1) Subject to **Rule 43(2)**, the Association may be wound up in accordance with the provisions of the Act.
- (2) The provisions of **Rules 7 and 8** of this Constitution relating to the winding up and dissolution of the Association shall take effect and be observed.

44. AUTHORITY TO TRADE

The Association is authorised to trade in accordance with the Act.

45. TRANSITIONAL BOARD**(1) Nature of Rule**

This Rule is a transitional rule. As of the completion of the 2005 Annual General Meeting this Rule will be of no further force or effect.

(2) **Composition of Transitional Board**

The Board will for the period from the approval of this Constitution under the Act to the conclusion of the 2005 Annual General Meeting, subject to this Constitution, comprise no more than 7 Directors including the President appointed or elected under **Rule 45(3)**. From the conclusion of the 2005 Annual General Meeting the Board will be constituted in accordance with **Rules 28 and 29**.

(3) **Election of Directors**

- (a) Upon approval of this Constitution under the Act, the board members of the Association shall determine which 7 board members will hold the Director positions on the Board as set out in **Rule 28(1)** until the next Annual General Meeting following the approval of this Constitution. If the board members are unable to determine by majority resolution who will hold the Director positions on the Board in accordance with the Rule, it shall be determined by lot.
- (b) The President and 6 other Directors will be elected at the 2003 Annual General Meeting in accordance with **Rules 29(2)** and **29(3)** of this Constitution. Nominations must be submitted to an Affiliated Region or Affiliated Club and must be received by the Association from persons to be considered for election as Directors 40 days prior to the relevant Annual General Meeting. When calling for nominations details of the necessary qualifications and job description (if any) applicable to the position shall also be provided.

(4) **Terms of Transitional Board Directors**

- (a) Three Directors (but not the President) shall retire at the 2004 Annual General Meeting. Three Directors shall be elected at the 2004 Annual General Meeting.
- (b) The remaining four Directors (including the President) shall retire at the 2005 Annual General Meeting.
- Three Directors and the President shall be elected at the 2005 Annual General Meeting.
- (c) Terms of Directors will then proceed in accordance with **Rule 30(2)**.
- (d) Which Directors will retire in 2004 and which in 2005 shall be determined by those Directors amongst themselves. If this cannot be determined by agreement it will be determined by lot.