

GPS Rugby Club Inc Rules



Version: 1
Adopted on Amalgamation.

Table of contents

1	Interpretation -----	3
2	Name -----	3
3	Objects -----	3
4	Powers -----	4
5	Classes of members -----	5
6	New membership -----	7
7	Fees -----	7
8	Admission and rejection of new members -----	8
9	When membership ends -----	8
10	Appeal against rejection or termination of membership -----	9
11	Special general meeting to decide appeal -----	9
12	Register of members -----	9
13	Membership of management committee -----	10
14	Electing the management committee -----	10
15	Resignation, removal or vacation of office of management committee member -----	11
16	Vacancies on management committee -----	12
17	Functions of management committee -----	12
18	Meetings of management committee -----	13
19	Quorum and adjournment of management committee meeting -----	13
20	Special meeting of management committee -----	14
21	Minutes of management committee meetings -----	14
22	Appointment or election of secretary -----	14
23	Removal of secretary -----	15
24	Functions of secretary -----	15
25	Appointment of subcommittees -----	15
26	Acts not affected by defects or disqualifications -----	16



27	Resolutions of management committee without meeting -----	16
28	First annual general meeting -----	16
29	Subsequent annual general meetings -----	16
30	Business to be conducted at annual general meeting -----	16
31	Notice of general meeting -----	17
32	Quorum and adjournment of general meeting -----	18
33	Procedure at general meeting -----	18
34	Voting at general meeting -----	18
35	Special general meeting -----	19
36	Minutes of general meetings -----	20
37	By-laws -----	20
38	Alteration of rules -----	20
39	Common seal -----	20
40	Funds and accounts -----	21
41	General financial matters -----	21
42	Documents -----	22
43	Notices -----	22
44	Financial year -----	22
45	Indemnity for management committee -----	23
46	Distribution of surplus assets to another entity -----	23
47	Dispute resolution -----	23
48	Amalgamation -----	24
49	Major Asset -----	25
50	Club Colours -----	25

GPS Rugby Club Inc Rules

1 Interpretation

1.1 In these rules:

Term	Definition
Act	means the <i>Associations Incorporation Act 1981</i> .
Amalgamation	means the amalgamation of the G.P.S Old Boys' Rugby Union Club Incorporated and Ashgrove-G.P.S Junior Rugby Club Inc into the association.
association	has the meaning set out in rule 2.
candidate	has the meaning set out in rule 14.1.
casual vacancy	means a vacancy that happens when a member of the management committee resigns, dies or otherwise stops holding office.
Chief Executive	means the chief executive of the relevant government body which administers the <i>Associations Incorporation Act 1981</i> (Qld), from time to time.
Minor	means a natural person under eighteen years of age.
Playing Fees	has the meaning set out in rule 7.1.
Previous GPS Associations	means G.P.S Old Boys' Rugby Union Club Incorporated and Ashgrove-G.P.S Junior Rugby Club Inc.
present	has the meaning set out in rule 18.5 for management committee meetings and the meaning set out in rule 33.2 for general meetings.
rehabilitation period	has the meaning given in the <i>Criminal Law (Rehabilitation of Offenders) Act 1986</i> (Qld).
Supporter Fees	has the meaning set out in rule 7.2.
surplus assets	has the meaning set out in section 92(3) of the Act.

1.2 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.

2 Name

The name of the incorporated association is GPS Rugby Club Inc (**association**).

3 Objects

The objects of the association are:

- (a) to foster, promote and encourage the game of rugby union football;

- (b) to foster, promote and encourage the development of rugby union football;
- (c) to conduct and promote inter-club, interstate and overseas rugby union football matches and tours;
- (d) to cooperate as a free and independent entity with:
 - (i) Queensland Rugby Union Limited;
 - (ii) Queensland Junior Rugby Union Inc;
 - (iii) Brisbane Junior Rugby Union Inc; and
 - (iv) Qld Suburban Rugby Union Inc,in advancing rugby union football in Brisbane, and to that end, affiliate itself to those entities and or other entities with similar objects to the association.
- (e) to promote the qualities of sportsmanship, leadership, consideration of others, responsibility, cooperation, self discipline, self confidence, initiative, courage, loyalty, self expression, positive attitudes, emotional control, social adjustment and development of character in association members.
- (f) to seek or receive donations, gifts and legacies (whether subject to any special trusts or not) to apply to these objects; and
- (g) to promote the objects of the association in any manner the management committee considers appropriate, and to do things incidental or conducive to the attainment of these objects.

4 Powers

4.1 The association has the powers of an individual.

4.2 The association may, for example:

- (a) enter into contracts;
- (b) borrow money, with or without security;
- (c) sell, mortgage, improve, let, manage or turn to account all or any of the property of the association;
- (d) invest the association's funds:
 - (i) in any way authorised by laws, in the State of Queensland, regulating the investment of trust funds; or
 - (ii) in any way expressly authorised by the management committee from time to time;
- (e) acquire, hold, deal with and dispose of property;

- (f) to enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the association;
 - (g) employ persons as may be deemed necessary for or in connection with any constitutional purpose or object of the association;
 - (h) make charges for services and facilities it supplies; and
 - (i) do other things necessary or convenient to be done in carrying out its affairs.
- 4.3 The association may also issue secured and unsecured notes, debentures and debenture stock for the association.

5 Classes of members

5.1 There shall be five classes of membership, each of which shall be unlimited in numbers.

5.2 Playing member

- (a) Any person who registers as a player with the association in any one year and pays the Playing Fees shall hold a playing membership.
- (b) playing members may:
 - (i) attend general meetings of the association;
 - (ii) with leave of the Chairman of the general meeting, speak at any general meetings of the association;
- (c) playing members older than eighteen years of age may vote on any matter at any general meetings of the association;
- (d) where a playing member is a Minor, then that member's vote on any matter at any general meeting of the association may, subject to clause (e) below, be exercised by the member's parent or guardian; and
- (e) in the event two or more Minor playing members are siblings, only one vote is exercisable on their joint behalf, and must be exercised by a person who is a parent or guardian to each of them.

[Interpretative Note: This clause 5.2(e) operates to provide one joint vote for multiple playing members under the age of 18 from the same family. The clause is not designed to affect any rights otherwise attaching to their parents or guardians, for example through the adult's own membership of another class of membership.]

5.3 Supporter member

- (a) any person who registers as a supporter with the association in any one year and pays the Supporter Fees shall hold a supporter membership.
- (b) supporter members may:
 - (i) attend general meetings of the association; and

- (ii) with leave of the Chairman of the general meeting, speak at any general meetings of the association.
- (c) supporter members may, provided they are older than eighteen years of age, vote on any matter at any general meetings of the association.

5.4 **Honorary member**

- (a) the management committee of the Club may confer honorary membership of the association on such person or persons as may be determined by the management committee on such terms for such period as it shall specify.
- (b) honorary members may:
 - (i) attend general meetings of the association; and
 - (ii) with leave of the Chairman of the general meeting, speak at any general meetings of the association.
- (c) honorary members may not vote on any matter at any general meetings of the association.
- (d) honorary members are not required to pay an annual fee to be an honorary member of the association.

5.5 **Life member**

- (a) submissions for nomination for life membership may be made by a member of the association, in writing, to the management committee.
- (b) a nominee for life membership must, in the management committee's opinion, have given at least five years distinguished active service to the association and the advancement of rugby union football.
- (c) any such nominations will be considered by the management committee at a management committee meeting held prior to the annual general meeting.
- (d) If considered appropriate by the management committee, the nomination will be put before the membership at the annual general meeting to be voted upon and will be passed by a simple majority vote. life members are not required to pay an annual fee to be a life member of the association.
- (e) life members may, provided they are older than eighteen years of age, vote on any matter at any general meetings of the association.

5.6 **Associate member**

- (a) a spouse of a playing member, supporter member, honorary member or life member is conferred associate membership of the association upon the playing member, supporter member, honorary member or life member attaining membership.
- (b) a spouse's associate membership is only valid for the period in which his or her spouse is a playing member, supporter member, honorary member or life member.
- (c) associate members may:

- (i) attend general meetings of the association; and
 - (ii) with leave of the Chairman of the general meeting, speak at any general meetings of the association.
- (d) associate members may not vote on any matter at any general meetings of the association.
- (e) associate members are not required to pay an annual fee to be an associate member of the association.

6 New membership

6.1 An application for membership must be:

- (a) in writing; and
- (b) in the form decided by the management committee.

7 Fees

7.1 The Playing Fees for each playing membership:

- (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.

7.2 The Supporter Fees for each supporter membership:

- (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.

7.3 If, by 30 April each calendar year any playing member has not:

- (i) paid their Playing Fees; or
- (ii) entered into an arrangement to pay their Playing Fees,

subject to the decision of the management committee in their sole discretion, the playing member may not participate in any rugby union football game for the association until such time as the playing member has paid their Playing Fees or has entered into an arrangement to pay their Playing Fees.

7.4 Any playing member or supporter member who has not paid their Playing Fees or Supporter Fees (as appropriate) is deemed to be an unfinancial member and is not entitled to vote at any meeting of the association, until that member has paid their Playing Fees or Supporter Fees (as appropriate).

8 Admission and rejection of new members

- 8.1 The management committee must consider an application for membership at the next committee meeting held after it receives:
- (a) the application for membership; and
 - (b) the appropriate fee for the application, as described in clause 7.
- 8.2 The management committee must decide at the meeting whether to accept or reject the application.
- 8.3 If a majority of the members of the management committee present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.
- 8.4 The secretary 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.

9 When membership ends

- 9.1 Any member may resign from the association by giving a written notice of resignation to the secretary.
- 9.2 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.
- 9.3 The management committee may terminate a 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 six months; or
 - (d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the association; or
 - (e) conducts himself or herself so as to seriously contravene the written, and published to the world at large, competition rules (as amended from time to time) of the entities listed in paragraph 3(d); or
 - (f) conducts himself or herself so as to seriously contravene the association's code of conduct (as amended from time to time).
- 9.4 Before the management committee terminates a membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.
- 9.5 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.

10 Appeal against rejection or termination of membership

- 10.1 A person whose application for membership has been rejected, or whose membership has been terminated, may give the secretary written notice of the person's intention to appeal against the decision.
- 10.2 A notice of intention to appeal must be given to the secretary within ten business days after the person receives written notice of the decision.
- 10.3 If the secretary receives a notice of intention to appeal, the secretary must, within one month after receiving the notice, call a special general meeting to decide the appeal.

11 Special general meeting to decide appeal

- 11.1 The special general meeting to decide an appeal must be held within one month after the secretary receives the notice of intention to appeal.
- 11.2 At the special general 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.
- 11.3 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.
- 11.4 An appeal must be decided by a majority vote of the members present and eligible to vote at the special general meeting.
- 11.5 If a person whose application for membership has been rejected does not appeal against the decision within one 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.

12 Register of members

- 12.1 The management committee must keep a register of members of the association.
- 12.2 The register must include the following particulars for each member:
 - (a) the full name of the member;
 - (b) the class of the member;
 - (c) the postal or residential address of the member;
 - (d) the email address of the member;
 - (e) the date of admission as a member;
 - (f) the date of death or time of resignation of the member;
 - (g) details about the termination or reinstatement of membership;

- (h) any other particulars the management committee or the members at a general meeting decide.
- 12.3 The register must be open for inspection by members of the association at all reasonable times.
- 12.4 A member must contact the secretary to arrange an inspection of the register.
- 12.5 However, the management committee may, on the application of a member of the association, withhold information about the member (other than the members 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

13 Membership of management committee

- 13.1 The management committee of the association consists of a:
- (a) president;
 - (b) secretary;
 - (c) treasurer; and
 - (d) four members of the association.
- 13.2 A member of the management committee must be a playing member or supporter member or life member of the association.
- 13.3 At each annual general meeting of the association, the members of the management committee must retire from office, but are eligible, on nomination, for re-election.
- 13.4 A member of the association may be appointed to a casual vacancy on the management committee under rule 16.

14 Electing the management committee

- 14.1 A member of the management committee may only be elected as follows:
- (a) any two members eligible to vote, may nominate another playing member or supporter member or life member (**candidate**) to serve as a member of the management committee;
 - (b) the nomination must be:
 - (i) in writing; and
 - (ii) signed by the candidate and the members who nominated the candidate; and
 - (iii) given to the secretary at least 14 days before the annual general meeting at which the election is to be held;
 - (c) each member of the association present and eligible to vote at the annual general meeting may vote for one candidate for each vacant position on the management committee;

- (d) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- 14.2 A person may be a candidate only if the person:
- (a) is an adult;
 - (b) is a player member or supporter member or life member;
 - (c) is not ineligible to be elected as a member under section 61A of the Act.
- 14.3 A list of the candidates names in alphabetical order, with the names of the members who nominated each candidate, must be posted in a conspicuous place in the office or usual place of meeting of the association for at least seven days immediately preceding the annual general meeting.

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

Resignation

- 15.1 A member of the management committee may resign from the committee by giving written notice of resignation to the secretary.
- 15.2 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.

Removal

- 15.3 A member may be removed from the management committee 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.
- 15.4 Before a vote of members is taken about removing the member from the management committee, the member must be given a full and fair opportunity to show cause why he or she should not be removed from the management committee.
- 15.5 A member has no right of appeal against the members removal from the management committee under this rule.

Vacation

- 15.6 The office of a member of the management committee shall be vacated if the person holding that office:
- (a) dies; or
 - (b) becomes bankrupt or compounds with creditors or otherwise takes advantage of the laws in force for the time being relating to bankruptcy; or
 - (c) is:

- (i) convicted of an offence under the *Associations Incorporation Act 1981* (Qld); or
- (ii) convicted of an indictable offence or an offence punishable on summary conviction for which the person is sentenced to imprisonment, other than in default of payment of a fine; or
- (d) has been convicted on indictment or summarily and sentenced to imprisonment, other than in default of payment of a fine, and the rehabilitation period in relation to the conviction has not expired; or
- (e) without leave, fails to attend four consecutive management committee meetings.

16 Vacancies on management committee

- 16.1 If a casual vacancy happens on the management committee, the continuing members of the committee may appoint another playing member, support member or life member of the association to fill the vacancy until the next annual general meeting.
- 16.2 The continuing members of the management committee may act despite a casual vacancy on the management committee.
- 16.3 However, if the number of committee members is less than the number fixed under rule 19.1 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.

17 Functions of management committee

- 17.1 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.
- 17.2 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 any Interpretative Note in these rules, the Act and any regulation made under the Act..
- 17.3 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 17.3(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.
- 17.4 The management committee must ensure that the association has appropriate public liability insurance.

18 Meetings of management committee

- 18.1 Subject to this rule, the management committee may meet and conduct its proceedings as it considers appropriate.
- 18.2 The management committee must meet at least once every four months.
- 18.3 The management committee must decide how a meeting is to be called.
- 18.4 Notice of a meeting is to be given in the way decided by the management committee. To avoid any doubt, a notice of meeting of the management committee may be given electronically.
- 18.5 A committee member who hears and takes part in discussions is taken to be present at the committee meeting.
- 18.6 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 question is decided in the negative.
- 18.7 The management committee will elect a chairperson (who is a member of the management committee) at each management committee meeting.
- 18.8 If there is no president or if the president is not present within ten minutes after the time fixed for a management committee meeting, the members may choose one of their number to preside as chairperson at the meeting.

19 Quorum and adjournment of management committee meeting

- 19.1 At a management committee meeting, a quorum is formed by more than 50% of the members elected to the committee as at the close of the last general meeting of the members of the association.
- 19.2 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.
- 19.3 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 one day; and
 - (b) the members of the management committee who are present are to decide the day, time and place of the adjourned meeting.

- 19.4 If, at an adjourned meeting mentioned in subrule 19.3, there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

20 Special meeting of management committee

- 20.1 If the secretary receives a written request signed by at least 50% 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.
- 20.2 If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.
- 20.3 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.
- 20.4 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.
- 20.5 To avoid any doubt, a notice of special meeting may be given electronically.
- 20.6 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.

21 Minutes of management committee meetings

- 21.1 The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each management committee meeting are entered in a minute book.
- 21.2 To ensure the accuracy of the minutes, the minutes of each management committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next management committee meeting, verifying their accuracy.

22 Appointment or election of secretary

- 22.1 The secretary must be an individual residing in Queensland who is:
- (a) a playing member, supporter member or life member of the association elected by the association as secretary; or
 - (b) a playing member, supporter member or life member of the of the association, appointed by the management committee as secretary.
- 22.2 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 one month after the vacancy happens.

- 22.3 If the management committee appoints a playing member, supporter member or life member as secretary to fill a casual vacancy on the management committee, the person becomes a member of the management committee.

23 Removal of secretary

- 23.1 The management committee of the association may at any time remove a person appointed by the committee as the secretary.

24 Functions of secretary

- 24.1 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.

25 Appointment of subcommittees

- 25.1 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 associations operations.
- 25.2 A member of the subcommittee who is not a member of the management committee is not entitled to vote at a management committee meeting.
- 25.3 A subcommittee may elect a chairperson of its meetings.
- 25.4 If a chairperson is not elected, or if the chairperson is not present within ten minutes after the time fixed for a meeting, the members present may choose one of their number to be chairperson of the meeting.
- 25.5 A subcommittee may meet and adjourn as it considers appropriate.
- 25.6 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.
- 25.7 The management committee has the power to terminate a subcommittee as and when it, in its sole discretion, considers appropriate.
- 25.8 The management committee has the power to terminate a member's appointment to a subcommittee as and when it, in its sole discretion, considers appropriate.

26 Acts not affected by defects or disqualifications

- 26.1 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.
- 26.2 Subrule 26.1 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.

27 Resolutions of management committee without meeting

- 27.1 A written resolution signed by each member of the management committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.
- 27.2 A resolution mentioned in subrule 27.1 may consist of several emails in like form, each sent by one or more members of the committee.

28 First annual general meeting

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

29 Subsequent annual general meetings

Each subsequent annual general meeting must be held:

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

30 Business to be conducted at annual general meeting

- 30.1 The business to be transacted at every annual general meeting shall be:
- (a) to conduct the voting for the election of management committee members. If, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
 - (b) the receiving of the management committee's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the association for the preceding financial year;
 - (c) the receiving of either:
 - (i) an auditor's report upon the books and accounts for the preceding financial year; or

- (ii) a signed statement of the accountant, authorised person or President regarding the bookkeeping processes of the association and financial statement for the preceding financial year,

whichever is required for the association in accordance with *Associations Incorporation Act 1981 (Qld)*;

- (d) the declaration of the results of the election of members of the management committee; and
- (e) the appointment of either:
 - (i) an auditor; or
 - (ii) an accountant; or
 - (iii) an Australian legal practitioner; or
 - (iv) an approved person,

whichever is required for the association to operate in accordance with the *Associations Incorporation Act 1981 (Qld)*.

30.2 In this rule 30:

- (a) audit report, auditor, accountant and approved person have the meaning given to those terms in Part 6 Division 2 of the *Associations Incorporation Act 1981 (Qld)*; and
- (b) Australian legal practitioner has the meaning given to that term in Part 1.2 Division 2 of the *Legal Profession Act 2007 (Qld)*.

31 Notice of general meeting

31.1 The secretary may call a general meeting of the association.

31.2 The secretary must give not less than 21 days written notice of the meeting to each member of the association.

31.3 If the secretary is unable or unwilling to call the meeting, the president must call the meeting.

31.4 Notice of the following meetings must be given in writing:

- (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.

31.5 A notice of a general meeting must state the business to be conducted at the meeting.

32 Quorum and adjournment of general meeting

- 32.1 The quorum for a general meeting is double the number of members elected or appointed to the management committee at the close of the association's last general meeting plus one.
- 32.2 No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- 32.3 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.
- 32.4 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 seven days; and
 - (b) the management committee is to decide the day, time and place of the adjourned meeting.
- 32.5 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.
- 32.6 If a meeting is adjourned under subrule 32.5, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- 32.7 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.
- 32.8 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.

33 Procedure at general meeting

- 33.1 A member may take part and vote in a general meeting in person.
- 33.2 A member who hears and takes part in discussions in a general meeting is taken to be present at the general meeting.
- 33.3 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 one of their number to be chairperson of the meeting; and
 - (c) the chairperson must conduct the meeting in a proper and orderly way.

34 Voting at general meeting

- 34.1 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 and eligible to vote.

- 34.2 Each member present and eligible to vote is entitled to one vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
- 34.3 The method of voting is to be decided by the management committee.
- 34.4 However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- 34.5 If a secret ballot is held, the chairperson must appoint two members to conduct the secret ballot in the way the chairperson decides.
- 34.6 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.

35 Special general meeting

- 35.1 The secretary must call a special general meeting by giving each member of the association notice of the meeting not less than 21 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 50% of the number of members of the management committee when the request is signed; or
 - (ii) fifteen members of the association who are eligible to vote.
 - (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.
- 35.2 A request mentioned in subrule 35.1(b) must state:
- (a) why the special general meeting is being called; and
 - (b) the business to be conducted at the meeting.
- 35.3 A special general meeting must be held within one month after the secretary:
- (a) is directed to call the meeting by the management committee; or
 - (b) is given the written request mentioned in subrule 35.1(b); or
 - (c) is given the written notice of an intention to appeal mentioned in subrule 35.1(c).
- 35.4 If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

36 Minutes of general meetings

- 36.1 The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book.
- 36.2 To ensure the accuracy of the minutes:
- (a) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
 - (b) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the association that is a general meeting or annual general meeting, verifying their accuracy.
- 36.3 If asked by a member of the association, the secretary must, within 28 days after the request is made:
- (a) make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
 - (b) give the member copies of the minutes of the meeting.
- 36.4 The association may require the member to pay the reasonable costs of providing copies of the minutes.

37 By-laws

- 37.1 The management committee may, in writing, make, amend or repeal by-laws, including a code of conduct not inconsistent with these rules, for the internal management of the association.
- 37.2 To be effective and valid, the making, amendment or repeal of any by-law, including a code of conduct, must be notified to members of the association.
- 37.3 A by-law may be set aside by a vote of members at a general meeting of the association.

38 Alteration of rules

- 38.1 Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.
- 38.2 However an amendment, repeal or addition is valid only if it is registered by the Chief Executive.

39 Common seal

- 39.1 The management committee must ensure the association has a common seal.
- 39.2 The common seal must be:
- (a) kept securely by the management committee; and
 - (b) used only under the authority of the management committee.

- 39.3 Each instrument to which the seal is attached must be signed by a member of the management committee and countersigned by:
- (a) the secretary; or
 - (b) another member of the management committee; or
 - (c) someone authorised by the management committee.

40 Funds and accounts

- 40.1 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.
- 40.2 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
- 40.3 All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- 40.4 A payment by the association must be made by cheque or electronic funds transfer in accordance with the delegation schedule determined by the management committee.
- 40.5 If a payment is made by cheque or electronic transfer, the cheque or electronic transfer must be signed or electronically released by any two of the following:
- (a) the president;
 - (b) the secretary;
 - (c) the treasurer;
 - (d) any one of four other members of the association who have been authorised by the management committee to sign cheques issued by the association.
- 40.6 However, one of the persons who signs the cheque must be the president, the secretary or the treasurer.
- 40.7 All expenditure must be approved or ratified by the management committee.

41 General financial matters

- 41.1 As soon as practicable after the end of each financial year the treasurer shall cause to be prepared a financial statement containing particulars of:
- (a) the income and expenditure for the financial year just ended; and
 - (b) the assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.
- 41.2 All such financial statements shall be examined in accordance with the provisions of the *Associations Incorporation Act 1981 (Qld)* and be presented to the secretary prior to the holding of the annual general meeting next following the financial year in respect of which such examination was made.

- 41.3 In accordance with the provisions of the *Associations Incorporation Act 1981* (Qld) the party examining the financial statements under sub rule (10) must prepare a signed audit report or statement, whichever is applicable.
- 41.4 If required by the *Associations Incorporation Act 1981* (Qld), within one month after the financial statement and signed statement or audit report are received by a general meeting in accordance with rule 30, the following must be lodged with the Chief Executive:
- (a) a copy of the financial statement for the reportable financial year:
 - (i) as adopted at the annual general meeting of the association, signed and dated by the President or treasurer; or
 - (ii) as presented to the annual general meeting of the association, if it is not adopted at the meeting, signed and dated by the President or treasurer; and
 - (b) a copy of the signed audit report or statement, whichever is required in accordance with the *Associations Incorporation Act 1981* (Qld); and
 - (c) a return in the approved form; and
 - (d) any fees prescribed under a regulation.
- 41.5 The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.

42 Documents

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

43 Notices

- 43.1 Any notice required to be given under these rules may be given by any one of the following means:
- (a) by posting the written notice concerned on the association's notice board, located at the associations premises;
 - (b) by sending the written notice to the email address of the member as indicated on the register of members; or
 - (c) by sending the written notice to the postal address of the member as indicated on the register of members.

44 Financial year

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

45 Indemnity for management committee

- 45.1 Every member of the management committee, office bearer, auditor or other officer or servant of the association shall be indemnified out of the funds of the association. It is the duty of the association to pay all costs, losses and expenses which any such person shall incur or become liable to by reason of any contract entered into or act or thing done by him or her as a member of the management committee, an office bearer, an auditor, an officer or servant or in any way in the discharge of his or her duties as such.
- 45.2 Every member of the management committee, officer bearer, auditor or other officer or servant of the association shall be indemnified out of the funds of the association against all liability incurred by him or her as such in defending any proceedings in which judgment is given in his or her favour or in which he or she is acquitted or in connection with any application in relation to any such proceedings in which relief is under the relevant law granted to him or her by the Court.

46 Distribution of surplus assets to another entity

- 46.1 This rule applies if the association:
- (a) is wound-up under part 10 of the Act; and
 - (b) has surplus assets.
- 46.2 The surplus assets must not be distributed among the members of the association.
- 46.3 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.
- 46.4 In this rule surplus assets has the meaning in section 92(3) of the Act.

47 Dispute resolution

- 47.1 All members and the management committee must in good faith try to resolve between themselves any dispute arising out of or in relation to these rules or any by-laws, policy or procedure for the association.
- 47.2 If, after attempting to resolve a dispute between themselves, the parties cannot agree on a solution to the dispute, a party may make a formal complaint (**Dispute Notice**) to the management committee which must:
- (a) be in writing;
 - (b) identify the complaint and the issue to be resolved; and
 - (c) advise whether a resolution to the issue has been sought as between the parties themselves.

- 47.3 Upon receipt of a Dispute Notice the secretary must advise the complainant that the Dispute Notice has been received and forward a copy of the Dispute Notice to the party against who the complaint is made, within 14 days of receipt of the Dispute Notice:
- (a) seeking a response from the party against who the complaint is made; and
 - (b) seeking 'without prejudice' an early resolution to the complaint.
- 47.4 In the event that an early resolution of the complaint is not possible, the secretary must refer the complaint to an independent mediator.
- 47.5 The mediator will assess the merit of the complaint and contact both parties to the dispute to determine if the complaint can be resolved through a mediation process.
- 47.6 In the event that the mediation is successful, the parties to the dispute will sign a statement to that effect which will be held at the office of the association for a period of seven years.
- 47.7 In the event that the mediation under Rule 47.6 is unsuccessful, the secretary will appoint an Arbitrator.
- 47.8 The Arbitrator will be an independent person with expertise in dispute resolution. Their role is to provide the means for the determining of the dispute between the parties and refer their findings to the management committee.
- 47.9 The management committee will consider the Arbitrator's findings and will determine the necessary action required to address the complaint.
- 47.10 Each party to the dispute will bear its own costs in relation to resolution of the dispute.
- 47.11 The cost of mediation will be borne by the association.
- 47.12 The cost of arbitration will be borne by the association, except where the Arbitrator considers the complaint to be frivolous or vicious, in which case the costs of arbitration will be borne by the complainant.
- 47.13 Unless a party has first complied with this clause, either party to a dispute must not commence court proceedings in relation to a dispute arising out of or in relation to these rules or any policy, procedure or code of practice of the Association.

48 Amalgamation

- 48.1 To avoid any doubt:
- (a) A person who, on the day the association is incorporated, was a member of a Previous GPS Association, upon Amalgamation automatically becomes a member of the association to the equivalent class of membership that the person held in the Previous GPS Association;
 - (b) A trophy or award which, on the day the association is incorporated, was a trophy or award of a Previous GPS Association, upon Amalgamation, the trophy or award automatically becomes a trophy or award in the association;
 - (c) A person who, on the day the association is incorporated, was a recipient of a trophy or award of a Previous GPS Association, upon Amalgamation, automatically becomes a



recipient of a trophy or award in the association to the equivalent class of the trophy or award that the person held in the Previous GPS Association.

49 Major Asset

- 49.1 The association will not sell, assign, transfer or otherwise dispose of a major asset without the consent of a majority of members present and eligible to vote at a special general meeting. For the purposes of this subrule, major asset means any lease, sub lease, licence, sub licence or fixtures running with the land in which the club has a legal or equitable interest.

50 Club Colours

- 50.1 Subject to subrule 50.2, the colours of the association shall be emerald and royal blue (**Standard Colours**).
- 50.2 From time to time, the management committee may decide (in their sole discretion) that playing jerseys and shorts shall be, for a temporary period, an alternate colour to the Standard Colours in order to fulfil a charitable or commercial purpose of the association.