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# CRICKET FAR NORTH INC. CONSTITUTION

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JUNE 22, 2025  
CRICKET FAR NORTH INC.  
PO Box 645 Bungalow 4870

CRICKET FAR NORTH INC.

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1. NAME

1.1 The name of the incorporated Association shall be Cricket Far North Inc.

2. INTERPRETATION

2.1 In these rules unless the contrary intention appears:

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

**Affiliated Club** means a club referred to in **clause 6.1**.

**Association** means the association known as Cricket Far North Inc. or such other name as determined by the Board.

**Board** means the board of the Association (if any) for the time being elected under **clause 16**.

**By-laws** means any by-laws or regulations made by the Board pursuant to **clause 43**.

**Chief Executive Officer** means the chief executive officer of the Association (if any) for the time being appointed under **clause 36**.

**Club Delegate** means a natural person who is over 18 years of age and is the club delegate registered with the Association as set out in **clause 6.2**.

**Constitution** means this constitution of the Association.

**Financial Year** means the year ending 30 June in each year.

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

**Life Member** means an individual appointed as a Life Member of the Association under **clause 7**.

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

**Objects** means the objects referred to in **clause 3**.

**Register** means the register of Members which shall be kept by the Association in accordance with the Act.

**Season** means the duration of a competition run by the Association between teams of Participants.

**Secretary** means the person that has been appointed to perform the duties of the secretary of the Association.

**Special Event** means any event that the Association declares is a special event under this Constitution which may include, but not be limited to, events or tournaments that occur over a small number of days.

**Special Resolution** means a resolution made which is passed by at least three quarters (75%) of the votes of those Members who, being entitled to, vote at the meeting.

Associations Incorporation Act 1981  
Registered on  
*JE* 26 FEB 2026  
Delegate of the Chief Executive

**Cricket** means the sport or game of cricket played under the rules determined or adopted from time to time by Queensland Cricket Association Ltd ACN 010 289 327 or any other suitable body.

- 2.2 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.
- 2.3 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) a word importing the singular includes the plural and vice versa;
  - (d) a word importing any gender includes all other genders;
  - (e) a reference to persons includes corporations and bodies politic;
  - (f) a reference to a person includes the legal personal representatives, successors and permitted assigns of that person;
  - (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).
- 2.4 If any provision of this Constitution or any phrase contained in it is invalid or unenforceable in any jurisdiction, that 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, the phrase or provision 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.
- 2.5 Except where the contrary intention appears in this Constitution, an expression in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Act has the same meaning as that provision of the Act.
- 2.6 The model rules referred to in the Act are displaced by this Constitution.
- 2.7 The Association is established solely for the Objects.

### **3. OBJECTS**

- 3.1 The Objects for which the Association is established are to promote, develop and co-ordinate cricket and cricket facilities at all levels of competition throughout Far North Queensland.

### **4. POWERS**

- 4.1 Solely for furthering the Objects, the Association has all the rights, powers and privileges of an individual.

**5. MEMBERSHIP CLASSES**

5.1 Membership of the Association shall be divided into the following classes:

- (a) Affiliated Clubs; and
- (b) Life Members.

5.2 The Board has power from time to time to create new categories of membership so long as the effect of this is not to alter the rights, privileges or obligations of an existing category of Members.

5.3 Membership of a class is unlimited.

**6. AFFILIATED CLUBS**

6.1 An Affiliated Club is a club or association which:

- (a) plays in, participates in or supports a cricket competition organised, controlled or sanctioned by the Association (excluding Special Events) for senior or junior participants during a Financial Year of the Association.

6.2 Each Affiliated Club shall appoint one Club Delegate/s.

6.3 Each Affiliated Club is entitled to vote as follows:

- (a) for an Affiliated Club with at least one senior team that competed in at least one Season of a senior competition run by the Association in the previous Financial Year – one vote; and
- (b) for all other Affiliated Clubs – no vote.

These votes will relate to the Affiliated Club and shall be cast by the Club Delegate.

6.4 Each Club Delegate will provide an email address for notices to be provided to their Affiliated Club.

6.5 No Club Delegate shall be entitled to vote unless the Affiliated Club that appointed them has:

- (a) registered them with the Association; and
- (b) paid in full all fees and other monies owing to the Association.

6.6 A Club Delegate must be a minimum of eighteen (18) years of age.

6.7 A Club Delegate may be a member of the Board.

6.8 The voting rights exercisable at the annual general meeting shall be those voting rights applicable to the Affiliated Club for the previous Financial Year.

**7. LIFE MEMBERS**

7.1 The Board may recommend to the annual general meeting that any person who has rendered distinguished or special service to the Association, may be granted Life Membership.

7.2 A resolution of the annual general meeting to confer Life Membership on the recommendation of the Board must be passed by a Special Resolution. The vote on such resolution will be taken by a show of hands, or if requested by secret ballot.

- 7.3 Conditions, obligations and privileges of Life Membership shall be as prescribed in the By-laws.
- 7.4 All persons appointed as Life Members prior to the adoption of this Constitution shall continue as Life Members following its adoption.
- 7.5 A Life Member shall be:
- (a) entitled to vote for the election of members of the Board;
  - (b) entitled to be elected to the Board;
  - (c) not entitled to vote at general meetings
- 7.6 A Life Member shall be exempt from payments and fees.

**8. MEMBERSHIP**

- 8.1 In accordance with and subject to the provisions of this Constitution the number of Members of the Association shall be unlimited.
- 8.2 A person who becomes a Member of the Association agrees to comply with provisions of this Constitution and any rules which are made thereunder.

**9. MEMBERSHIP FEES**

- 9.1 Affiliated Clubs shall pay an annual fee to the Association of such sum as the Members shall from time to time at any General Meeting determine.
- 9.2 The membership fees for each class of membership shall be payable at such time and in such manner as the Board shall from time to time determine.

**10. ADMISSION AND REJECTION OF MEMBERS**

- 10.1 At the next meeting of the Board after the receipt of any application and the fee applicable for any class of membership, such application shall be considered by the Board, who shall thereupon determine upon the admission or rejection of the applicant.
- 10.2 Any applicant who receives a majority of the votes of the members of the Board present at the meeting at which such application is being considered shall be accepted as a Member to the class of membership applied for.
- 10.3 The Board may accept or reject an application whether the applicant has complied with the requirements in clause 6.1 or not. Where the Board accepts an application, the applicant will become a Member. Membership of the Association will commence upon acceptance of the application by the Board. If the Board rejects an application, any fees forwarded with the application will be refunded, and the application will be deemed rejected. Reasons for any membership decision are not required to be given and there is no appeal.
- 10.4 Upon the acceptance or rejection of an application for any class of membership the Secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.

**11. TERMINATION OF MEMBERSHIP**

- 11.1 A Member may resign from the Association at any time by giving notice in writing to the Secretary.

11.2 Such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.

11.3 If a Member-

- (a) is convicted of an indictable offence; or
- (b) fails to comply with any of the provisions of these rules; or
- (c) has membership fees in arrears for a period of 2 months or more; or
- (d) conducts himself or herself in a manner considered to be injurious or prejudicial to the character or interests of the Association, the Board shall consider whether the Member's membership shall be terminated.

11.4 Before the Board terminates a Member's membership under clause 11.3, the Board must give the Member a full and fair opportunity to show why the membership should not be terminated.

11.5 If, after considering all representations made by the Member, the Board decides to terminate the membership, the Secretary must give the Member a written notice of the decision.

## **12. APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP**

12.1 There is no appeal against rejection or termination of a Member's membership.

## **13. REGISTER OF MEMBERS**

13.1 The Board must cause a Register to be kept in which it shall enter the name and address of all Members admitted to membership of the Association.

13.2 Subject to the provisions of the *Privacy Act 1988* (Cth), the Register must be open for inspection at all reasonable times by any Member who previously applies to the Board for such inspection.

13.3 The Register may be kept and maintained in a written form or by/on a suitable computer system that is adequately maintained at all times.

## **14. EXISTING MEMBERS OF THE BOARD**

14.1 The Members of the Board in place immediately prior to approval of this Constitution shall continue in those positions until the next annual general meeting following such approval, and thereafter the positions of the members of the Board shall be filled, vacated and otherwise dealt with in accordance with this Constitution.

## **15. COMPOSITION OF THE BOARD**

15.1 The Board shall be made up of:

- (a) Chairperson;
- (b) Treasurer Board Member;
- (c) Secretary Board Member; and
- (d) up to three other members (the number to be determined by the Board and notified to the Members at least 28 days prior to the Annual General Meeting);

elected under **clause 16**.

- 15.2 The Chairperson shall be the chairperson of the Board.
- 15.3 The composition of the Board shall be such that the Board has all the necessary skills and attributes to govern the Association and achieve the Objects and strategic purposes of the Association (as these may vary from time to time), including in respect of diversity.

**16. ELECTION OF MEMBERS OF THE BOARD**

- 16.1 Elected members of the Board must be elected in accordance with this Constitution for a term, which shall commence in accordance with **clause 17.1**.
- 16.2 Nominees for each of the various positions of the Board must meet the qualifications as prescribed from time to time by the Board and set out in this Constitution or in any By-laws.
- 16.3 Nominations for the various positions must be:
- (a) in writing;
  - (b) on the prescribed form (if any) provided for that purpose; and
  - (c) signed by the nominee expressing his or her willingness to accept the position for which he or she is nominating.
- 16.4 Nominations must be received by the Association at least 14 days prior to the annual general meeting. Where no or an insufficient number of nominations are received prior to the annual general meeting, the chairperson may, subject to the consent of the meeting, call for nominations from the floor at the annual general meeting.
- 16.5 The elections shall be decided on a show of hands unless a secret ballot is requested by any Member. This shall be by secret ballot on papers prepared by the Board.
- 16.6 Where the number of candidates for election to a position is equal to the number of available positions an election is not required and those persons shall be deemed to be elected.

**17. TERM OF MEMBERS OF THE BOARD**

- 17.1 The term of members of the Board shall be one year from the annual general meeting at which they are elected until the annual general meeting which occurs one year later.
- 17.2 There is no limit on the number of consecutive terms for which a Board member may hold office.

**18. VACATION OF OFFICE OF MEMBER OF THE BOARD**

- 18.1 In addition to the circumstances in which the office of a member of the Board becomes vacant by virtue of the Act, the office of a member of the Board shall be automatically vacated if the member:
- (a) dies;
  - (b) becomes bankrupt or makes any arrangement or composition with his or her 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 or her office in writing to the Association;

- (e) where a member of the Board, is absent without the consent of the Board from three consecutive meetings of the Board;
- (f) holds any office of employment with the Association without the approval of the Association in General Meeting;
- (g) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of his or her interest;
- (h) is removed by Special Resolution; or
- (i) would otherwise be prohibited from being a director of a corporation under the *Corporations Act (2001) Cth*.

18.2 A Member of the Board has no right of appeal against their removal from office under this **clause 18**.

## **19. CASUAL VACANCIES**

19.1 Any casual vacancy occurring in the position of a member of the Board may be filled by the remaining members of the Board from among appropriately qualified persons. Any casual vacancy may only be filled for the remainder of the member's term under this Constitution.

## **20. MANAGEMENT OF THE ASSOCIATION**

20.1 Subject to this Constitution the business of the Association is to be managed by or under direction of the Board.

## **21. GENERAL POWERS OF THE BOARD**

21.1 The Board may exercise all of the powers of the Association except any powers that the Act or this Constitution requires the Association to exercise in a General Meeting.

## **22. HOLDING OF BOARD MEETINGS**

22.1 The Board must meet at least every two months and otherwise as often as is deemed necessary and may adjourn and, subject to this Constitution, regulate its meetings as it thinks fit. The chairperson, or a majority of Members of the Board may at any time call a meeting of the Board by reasonable notice individually to each member of the Board.

## **23. HOLDING OF OTHER OFFICES**

23.1 A Member of the Board must not hold any place of profit or position of employment in the Association in conjunction with the office of a member of the Board without the consent of the Association in General Meeting.

## **24. DISCLOSURE OF INTERESTS AND HONORARIUMS**

24.1 The nature of any conflict of interest must be declared by the member of the Board at the meeting of the Board at which the conflicting contract or arrangement is first taken into consideration if the interest then exists or in any other case at the first meeting of the Board after the acquisition of the interest. If a member of the Board becomes interested in a contract or arrangement after it is made or entered into the declaration of the interest must be made at the first meeting of the Board held after the member of the Board becomes so interested.

24.2 A member of the Board must not hold any position of employment in any entity involved with the management or operation of cricket in conjunction with the office of a member of the Board without the consent of the Association in General Meeting.

24.3 The Association may in General Meeting by ordinary resolution determine to pay a member of the Board an ex-gratia payment.

**25. GENERAL DISCLOSURE**

25.1 A general notice that a member of the Board is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under **clause 24** as regards such member of the Board and the said transactions. After such general notice it is not necessary for such member of the Board to give a special notice relating to any particular transaction with that firm or company.

**26. RECORDING DISCLOSURES**

26.1 The minutes must record any declaration made or any general notice given by a member of the Board under **clauses 24** and **25**.

**27. INTERESTED MEMBER OF THE BOARD CANNOT VOTE**

27.1 A member of the Board, notwithstanding the interest, may be counted in the quorum present at any meeting but cannot vote in respect of any contract or arrangement in which the member of the Board is interested. If they do vote their vote must not be counted.

**28. QUORUM**

28.1 The quorum for a Board meeting is a three members of the Board, or such other number as may be fixed by the Board from time to time. The quorum must be present at all times during the meeting.

28.2 In the event of a vacancy or vacancies in the office of a member or members of the Board, the remaining members of the Board may act but, if the number of remaining members of the Board is not sufficient to constitute a quorum at a Board meeting, they can act only for the purpose of ensuring the number of members of the Board is a number sufficient to constitute a quorum. Vacancies must be filled in accordance with this Constitution.

**29. CHAIRPERSON OF BOARD MEETINGS**

29.1 The Chairperson shall act as chairperson at all Board meetings. If the Chairperson is not available within fifteen minutes after the time appointed for holding the meeting or declines to act for the meeting or part of the meeting, the remaining members of the Board shall appoint another member of the Board to chair the meeting or part of it.

**30. DELEGATIONS**

30.1 Other than its power of delegation under this clause and powers under **clause 43 (By-laws)** the Board may delegate any of its powers to individuals or groups consisting of such persons as the Board thinks fit. Any such individual or group must conform to this Constitution where applicable and or any by-laws or regulations that may be imposed on it by the Board in the exercise of the powers so delegated. Any such individual or group must exercise the powers delegated to it in accordance with any directions of the Board. The effect of the committee exercising a delegated power in this way is the same as if the Board exercised the power.

**31. CONDUCT OF COMMITTEE MEETINGS**

31.1 If at any meeting the chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the members present may elect one of their number to be chair of the meeting. A committee may meet and adjourn, as it thinks proper.

- 31.2 For the purposes of ensuring the accuracy of the recording of minutes of Board meetings, the minutes of every such meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding Board meeting verifying their accuracy.

**32. VOTES AT BOARD MEETINGS**

- 32.1 Each member of the Board shall be entitled to one vote on each resolution at Board meetings. A resolution of the Board must be supported by a majority of votes cast by those present and entitled to vote on the resolution. In the case of an equality of votes there will be no casting vote and the resolution will be lost for want of a majority.

**33. VALIDITY OF ACTS OF MEMBERS OF THE BOARD**

- 33.1 All acts done by any meeting of the Board or of any committee or by any person acting as a member of the Board shall be considered valid even if it is afterwards discovered that:
- (a) there was some defect in the appointment of any such member of the Board or commission or committee or person; or
  - (b) they or any of them were disqualified.

**34. WRITTEN RESOLUTION**

- 34.1 The Board may pass a resolution without a Board meeting being held if the majority of all the members of the Board entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. All members of the Board must be served with any document to be considered under this clause.
- 34.2 Separate documents may be used for signing by members of the Boards if the wording of the resolution and statement is identical in each copy. The resolution is passed when the last member of the Board signs.

**35. MANNER OF HOLDING MEETINGS**

- 35.1 A Board meeting may be called or held using any technology consented to by all the members of the Board. The consent may be a standing one. A member of the Board shall only withdraw the member's consent within a reasonable period before the meeting.

**36. CHIEF EXECUTIVE OFFICER**

- 36.1 A Chief Executive Officer may be appointed by the Board for such term, and upon such conditions as the Board thinks fit.
- 36.2 If appointed, the Association shall be managed by the Chief Executive Officer who may exercise such powers of the Association as are delegated to him or her from time to time by the Board in its absolute discretion and which is not retained to the Board by the Act or by this Constitution.
- 36.3 If appointed the Chief Executive Officer must administer the Association in accordance with this Constitution, any By-laws and all policy directions of the Board.
- 36.4 If appointed the Chief Executive Officer must attend Board meetings and General Meetings at the invitation of the Board.
- 36.5 The Chief Executive Officer shall have no voting rights at Board meetings.

**37. ANNUAL GENERAL MEETINGS**

- 37.1 An annual general meeting must be held –

- (a) at least once each year, and
- (b) within 6 months after the end of the Association's previous Financial Year.

**38. BUSINESS TO BE TRANSACTED AT ANNUAL GENERAL MEETING**

- 38.1 The following business must be transacted at every annual general meeting –
- (a) confirmation of minutes of previous meeting(s);
  - (b) the consideration of the annual financial report, Chairperson's report and auditor's report;
  - (c) the election of members of the Board; and
  - (d) the appointment of an auditor.

**39. GENERAL MEETINGS**

- 39.1 A General Meeting shall follow each annual General Meeting and an agenda for such will be included with notice of the annual general meeting.
- 39.2 At this meeting, the following business will be transacted:
- (a) the appointment of such positions as roles as set out in the By-Laws from time to time; and
  - (b) the determination of membership fees to the Association for the following Season.
- 39.3 The Secretary shall convene a special general meeting by sending out notice of the meeting within 14 days of:-
- (a) being directed to do so by the Board; or
  - (b) being given a requisition in writing signed by not less than one-third of the members presently on the Board or not less than the number of Members of the Association which equals double the number of members presently on the Board plus one.

A requisition mentioned in subclause 39.3(b) shall clearly state the reasons why such special General Meeting is being convened and the nature of the business to be transacted thereat.

**40. QUORUM AT GENERAL MEETING**

- 40.1 At any General Meeting the number of Members required to constitute a quorum shall be (9) nine.
- 40.2 No business shall be transacted at any General Meeting unless a quorum of Members is present at the time when the meeting proceeds to business.
- 40.3 If within half an hour from the time appointed for the commencement of a General Meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Board or the Association, shall lapse.
- 40.4 In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present shall be a quorum.

- 40.5 The chairperson may, with the consent of any meeting at which a quorum is present (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.
- 40.6 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- 40.7 Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

#### **41. NOTICE OF GENERAL MEETING**

- 41.1 The secretary shall convene all General Meetings of the Association by giving not less than 14 days' notice of any such meeting to the Members of the Association.
- 41.2 The manner by which such notice shall be given shall be determined by the Board.
- 41.3 Notice of a General Meeting shall clearly state the nature of the business to be discussed thereat.

#### **42. PROCEDURE AT GENERAL MEETING**

- 42.1 Unless otherwise provided by these rules, at every General Meeting –
- (a) the Chairperson shall preside as chairperson of the General Meeting, or if there is no Chairperson, or if the Chairperson is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, then the Members present shall elect one of their number to be chairperson of the meeting;
  - (b) the chairperson shall maintain order and conduct the meeting in a proper and orderly manner;
  - (c) every question, matter or resolution shall be decided by a majority of votes of the Members present;
  - (d) every Member present shall be entitled to the number of votes it is permitted pursuant to clauses 6.3 and 7.5 and in the case of an equality of votes the matter shall be decided in the negative;
  - (e) however, no Member shall be entitled to vote at any General Meeting if the Member's annual membership fee is more than 1 month in arrears at the date of the meeting;
  - (f) voting shall be by show of hands, unless not less than one-fifth of the Members present demand a ballot, in which event there shall be a secret ballot;
  - (g) the chairperson shall appoint 2 Members to conduct the secret ballot in such manner as the chairperson shall determine;
  - (h) the result of the ballot as declared by the chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded;
  - (i) a Member may vote in person or by proxy or by attorney and on a show of hands every person present who is a Member or a representative of a Member shall have 1 vote and in a secret ballot every Member present in person or by proxy and or by attorney or other duly authorised representative shall have 1 vote;
  - (j) the instrument appointing a proxy shall be in writing, in the common or usual form under the hand of the appointor or of the appointor's attorney duly authorised in

writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised;

- (k) a proxy may but need not be a Member of the Association;
- (l) the instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot;
- (m) where it is desired to afford Members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit-

ASSOCIATION:

I, \_\_\_\_\_ of \_\_\_\_\_, being a Member of the abovementioned Association, hereby appoint \_\_\_\_\_, or failing the Member, of \_\_\_\_\_ as my proxy to vote for me on my behalf at the (annual) General Meeting of the Association, to be held on the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, and at any adjournment thereof.

Signed this day of \_\_\_\_\_, 20\_\_\_\_.

Signature.

This form is to be used

\*in favour of the resolution.

\*against

[\*Strike out whichever is not desired.]

(Unless otherwise instructed, the proxy may vote as the proxy thinks fit);

- (n) the instrument appointing a proxy shall be deposited with the Secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote; and
- (o) the Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Board meeting and General Meeting to be entered in a book to be open for inspection at all reasonable times by any financial Member who previously applies to the Secretary for that inspection.

42.2 Similarly, the minutes of every General Meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding General Meeting.

42.3 However, the minutes of any annual general meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding General Meeting or annual general meeting.

**43. BY-LAWS**

43.1 The Board may from time to time make, amend or repeal By-laws, not inconsistent with these rules, for the internal management of the Association subject to approval by ordinary resolution of Members and any By-law may be set aside by a general resolution of Members.

**44. ALTERATION OF RULES**

44.1 Subject to the provisions of the Act, these rules may be amended, rescinded, or added to from time to time by a Special Resolution carried at any General Meeting.

44.2 However, an amendment, rescission or addition is valid only if it is registered by the chief executive pursuant to the Act.

**45. COMMON SEAL**

- 45.1 The Board may provide for a common seal and for its safe custody.
- 45.2 A common seal shall only be used by the authority of the Board and every instrument to which the seal is affixed shall be signed by a member of the Board and shall be countersigned by the Secretary or by a second member of the Board or by some other person appointed by the Board for the purpose.

**46. FUNDS AND ACCOUNTS**

- 46.1 The funds of the Association must be kept in the name of the Association in a financial institution decided by the Board.
- 46.2 The Board shall ensure that proper records and minutes concerning all transactions, business, meetings and dealings of the Association and the Board are established and maintained and shall produce these as appropriate at each Board meeting and General Meeting.
- 46.3 The Register, 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 Board.
- 46.4 As soon as practicable after the end of each Financial Year the Treasurer shall cause to be prepared a statement containing the 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.
- 46.5 The auditor must examine the statement prepared under **clause 46.4** and present a report on it to the Secretary before the next annual general meeting following the Financial Year for which the audit was made.
- 46.6 The income and property of the Association must be used solely in promoting the Association's Objects and exercising the Association's powers.

**47. DOCUMENTS**

- 47.1 The Board shall provide for the safe custody of books, documents, instruments of title and securities of the Association.

**48. DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY**

- 48.1 This section applies if the Association is wound-up under part 10 of the Act and there are surplus assets.
- 48.2 The surplus assets must not be distributed among the Members but must be given to another entity –
- (a) that has 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.
- 48.3 In this section, "**surplus assets**" has the meaning given by section 92(3) of the Act.

**49. GRIEVANCE PROCEDURE**

- 49.1 The Association may create By-laws setting out a grievance procedure for dealing with any dispute under the rules between:
- (a) a Member and another Member; or
  - (b) a Member and the Association.
- 49.2 The grievance procedure must include mediation and may provide for a person to decide the outcome of the dispute.
- 49.3 A Member may appoint any person to act on behalf of the Member in the grievance procedure.
- 49.4 In applying the grievance procedure, the Association must ensure that:
- (a) each party to the dispute has been given an opportunity to be heard on the matter the subject of the dispute; and
  - (b) the mediator, and any person engaged under the rules to decide the outcome of the dispute, is unbiased.