

# Queensland Yard & Utility Trial Association Inc.

(Incorporated in the State of Queensland under the Associations  
Incorporation Act 1981)

# Constitution (Rules)

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# Queensland Yard & Utility Trial Association Inc

## Constitution (Rules)

### Preliminary

#### 1. Definitions

In these Rules:

**"Act"** means the *Associations Incorporation Act 1981*.

**"adult"** means an adult who has attained a age of majority as defined under section 17 of the *Law Reform Act 1995*.

**"Association"** means the Queensland Yard & Utility Trial Association Inc.

**"Auditor"** means the auditor or auditors for the time being of the Association appointed under the Act.

**"financial institution"** means a financial institution eligible to hold funds under the Trustee Companies Act 1968 (Qld).

**"financial year"** means the financial year of the Association specified in Rule 52.

**"Incorporated Association"** means an association incorporated under the Act.

**"Management Committee"** means the Association's Management Committee formed under the Act, and with the exception of the Secretary, for whom the provisions of Rule 26(a) will apply, all Management Committee members must reside in the state of Queensland.

**"member"** means a member of the Association however described.

**"Office Bearer"** means:

- (a) the President and who must reside in the state of Queensland;
- (b) the Vice-President and who must reside in the state of Queensland;
- (c) the Secretary for whom the provisions of Rule 26(a) will apply
- (d) the Treasurer and who must reside in the state of Queensland;

**"Rules"** means this Constitution and Rules and any regulations or by-laws of the Association as amended from time to time.

**"Secretary"** means the person appointed by the Management Committee as the Association's Secretary under the Act.

**"special resolution"** means a resolution passed at a general meeting of the Association by the votes of  $\frac{3}{4}$  of the members who are present in person or by proxy and entitled to vote on the resolution.

**"surplus assets"** has the meaning given in the Act.

**"trial"** means working dog trials conducted in Queensland

**"Treasurer"** means the member of the Association's Management Committee responsible for the finances of the Association, whatever the person's position is called.

## 2. Interpretation

Headings are for convenience only and do not affect interpretation. Unless the context indicates a contrary intention, in these Rules:

- (a) a word importing the singular includes the plural (and vice versa);
- (b) a word indicating a gender includes every other gender;
- (c) if a word or phrase is given a defined meaning, any other part of speech or grammatical form of that word or phrase has a corresponding meaning;
- (d) the word **"includes"** in any form is not a word of limitation;
- (e) a reference to something being **"written"** or **"in writing"** includes that thing being represented or reproduced in any mode in a visible form;
- (f) a notice or document required by these Rules to be signed may be authenticated by any other manner permitted by the Act or any other law;
- (g) a reference to a statute includes its delegated legislation and a reference to a statute or delegated legislation or a provision of either includes consolidations, amendments, re-enactments and replacements; and
- (h) a word or expression that is not defined in these Rules, but is defined in the Act has, if the context permits, the meaning given by the Act.
- (i) Present means:
  - (i) at a Management Committee Meeting, see Rules 38(e) and 38(d);  
or
  - (ii) at a General Meeting, see Rule 47(a)(v).

### **3. Enforcement**

- (a) Each member submits to the non-exclusive jurisdiction of the courts of Queensland and the courts competent to determine appeals from those courts with respect to any proceedings that may be brought at any time relating to these Rules.
- (b) If at any time any provision of these Rules is or becomes illegal, invalid or unenforceable in any respect under the law of any jurisdiction, then that does not affect or impair:
  - (i) the legality, validity or enforceability in that jurisdiction of any other provision of these Rules; or
  - (ii) the legality, validity or enforceability under the law of any other jurisdiction of that or any other provision of these Rules.

### **Objects, powers and organisation**

#### **4. Name and Short Title**

The name of the Association is "Queensland Yard & Utility Trial Association Inc.". The short title, except where it conflicts with any Commonwealth or State Laws and unless it is incapable of application, shall be "QYUTA".

#### **5. Application**

These Rules bind the Association and each member.

#### **6. Objects**

The objects of the Association are for the purpose of promoting, supporting and encouraging the training of working dogs generally and shall include:

- (a) to promote public interest and understanding in livestock working dogs and livestock handling;
- (b) to promote modern industry welfare stock/dog handling standards;
- (c) to promote the running of affiliated dog trials, demonstrations and training days;
- (d) to make competition rules and regulations for the conduct of dog trials, demonstrations and training days;
- (e) to promote good sporting behavior amongst members;
- (f) to implement a Code of Conduct for members' behavior;
- (g) to recruit and train judges, members and stock handlers;
- (h) to adopt a constitution and amend it as necessary;

- (i) to raise funds for purposes of the Association in such a manner as the Management Committee may from time to time determine;
- (j) to establish relations and encourage exchange with other associations throughout the world having similar objects to the Association;
- (k) to promote in all possible ways, the interest of breeders and owners of working yard/utility dogs.

## **7. Powers**

- (a) The Association has the powers of an individual.
- (b) The Association may, for example-
  - (i) enter into contracts; and
  - (ii) acquire, hold, deal with and dispose of property; and
  - (iii) make charges for services and facilities it supplies; and
  - (iv) apply for grants to encourage and promote working dogs and trialing;and
  - (v) do all such other things necessary, incidental, conducive or convenient to be done in carrying out its affairs and to the attainment of the objects and the exercise of the powers of the Association.
- (c) The Association may take over the funds and other assets and liabilities of the present unincorporated association.
- (d) The Association may also issue secured and unsecured notes, debentures and debenture stock for the Association.

## **8. Organisation of the Association**

- (a) The organisation of the Association shall, for the purposes of furthering the objects of the Association, consist of a Management Committee to control, subject to these Rules, those matters that concern the Association as a whole.
- (b) The procedure for election of the Management Committee is described in Rule 30.



## Membership Classes and Membership Fees

### 9. Membership Classes

(a) Membership of the Association is open to all natural persons who participate or have an interest in working dogs and who support the objects of the Association.

(b) The membership of the Association shall consist of the following categories of membership:-

(i) Ordinary membership:-

Ordinary members shall be any person over the age of 16. Ordinary membership shall only entitle a member to vote at general meetings of the Association. Only adult ordinary members can be a member of the Management Committee.

All adults in a family membership are Ordinary members.

(ii) Junior membership:-

A person under the age of seventeen (17) may apply for Junior membership

A Junior member is not eligible to be elected as a member of the Management Committee nor to vote at any general meeting of the Association.

The Chairperson of the General Meeting or Annual General Meeting may allow Junior members to speak at general meetings.

(iii) Family Membership:-

A family membership will consist of two (2) adult persons and all juniors residing at the same address.

Junior family members will be non-voting.

(iv) Day membership (Adult and Junior):-

A person upon payment of a fee pre-determined by the Association may apply for day membership. Such application will be subject to the Association's Competition Rules.

This membership will last for the duration of the single event and or trial for which they apply and or enter.

Day membership will be non-voting.

(v) Interstate membership:

Any person residing outside Queensland who wishes to participate in an affiliated trial or event must be an interstate member unless they have ordinary membership of the Association.

Interstate members may attend General Meetings but not vote and are not eligible for any annual awards.

(vi) Life membership:

From time to time the Association accepts that life membership may be bestowed upon an individual who has made an outstanding contribution to the Association.

Nominations for life membership are to be put forward by any member on a notice of motion basis to a Management Committee meeting. Life membership will be granted on a minimum of 75% vote of the Association's Management Committee present in person by secret ballot, with the exclusion of the nominee, if a Management Committee person at the time of the meeting.

(c) The number of members shall be unlimited in all classes.

## **10. Automatic Membership**

Every person who at the date of incorporation, was a member of the Unincorporated Association and who on or before the date of incorporation agrees in writing to become a member of the Incorporated Association shall be admitted by the Management Committee

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

## **11. Application for Membership**

- (a) To apply to become a member of the Association, a person must complete a written application form in a format as decided by the Management Committee and submit to the Secretary.
- (b) The application must be signed by the applicant and a nominating member and be accompanied by the joining fee, if applicable and/or the membership fee.

## **12. Consideration of Application for Membership**

- (a) As soon as practicable after an application for membership is received, the Management Committee must consider the application at the next Management Committee meeting and decide whether to accept or reject the application.
- (b) If a majority of the Management Committee vote to accept the applicant as a member, the applicant must be accepted for the category of membership applied for.
- (c) The Secretary must notify the applicant of the decision by as soon as practicable after the decision is made.
- (d) If the Management Committee rejects the application, it must return any money accompanying the application to the applicant.
- (e) No reason need be given for the rejection of an application.
- (f) There is no appeal against rejection of membership.

## **13. Disciplining of Members**

- (a) A written complaint may be made to the Management Committee by any person that a member of the Association:-
  - (i) has failed to comply with these Rules, or
  - (ii) refuses to support the objects of the Association; or
  - (iii) has engaged in conduct prejudicial to the Association.
- (b) The Management Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (c) If the Management Committee decides to deal with the complaint, the Management Committee:-
  - (i) must cause a notice of the complaint to be served on the member concerned, and
  - (ii) must give the member at least twenty one (21) days from the time the notice is served within which to make written submissions to the Management Committee in connection with the complaint, and
  - (iii) must take into consideration any written submissions received from the member in connection with the complaint.

- (d) The Management Committee may, by resolution, terminate the member from the Association, reprimand or suspend the member from membership of the Association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the reprimand, expulsion or suspension is warranted in the circumstances.

#### **14. Cessation of Membership**

- (a) A person ceases to be a member of the Association if the person:
  - (i) dies;
  - (ii) resigns from membership of the Association;
  - (iii) has had their membership terminated by the Association; or
  - (iv) being an ordinary member, family member, junior member or interstate member fails to renew membership of the Association within three (3) months of the due date
- (b) Where a person ceases to be a member, the Secretary shall ensure that an appropriate entry is made in the Register of Members recording the date on which the person ceases to be a member.

#### **15. Resignation or Termination of Membership**

- (a) A member may resign from the Association at any time by giving a written notice to the Secretary.
- (b) The resignation takes effect on:
  - (i) the day and at the time the notice is received by the Secretary; or
  - (ii) if a later day is stated in the notice - the later day.
- (c) The Management Committee may terminate, reprimand or suspend a member's membership if the member:
  - (i) is convicted of an indictable offence; or
  - (ii) does not comply with any of the provisions of these Rules, Competition Rules or other By-laws or regulations of the Association; or
  - (iii) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Association.
  - (iv) conducts himself in a manner considered to constitute unbecoming behavior.

- (d) Before the Management Committee terminates a member's membership, the Management Committee must give the member a full and fair opportunity to show why the membership should not be terminated.
- (e) If, after considering all representations made by the member, the Management Committee decides to terminate the membership, the Secretary must within fourteen (14) days give the member a written notice of the decision.
- (f) Before the Management Committee suspends a member's membership or reprimands a member, the Management Committee must give the member a full and fair opportunity to show why the member should not be reprimanded and/or their membership should not be suspended.
- (g) If, after considering all representations made by the member, the Management Committee decides to reprimand the member and or suspend their membership, the Secretary must within fourteen (14) days give the member a written notice of the decision.
- (h) Only the Management Committee has the authority to terminate or suspend membership and reprimand a member.
- (i) There is no appeal against the decision to reprimand and or suspension of a member.

## **16. Appeal against Termination of Membership**

- (a) A person whose membership has been terminated, may give the Secretary written notice of the person's intention to appeal against the decision.
- (b) A notice of intention to appeal must be given to the Secretary within one (1) month after the person receives written notice of the decision.
- (c) If the Secretary receives notice of intention to appeal referred to in subrule (b), the Secretary must, within three (3) months after the date of receipt, call a General Meeting to decide the appeal.
- (d) At the General Meeting, the appellant must be given a full and fair opportunity to show why the membership should not be terminated.
- (e) Also, the Management Committee and the Committee Members who terminated the membership must be given an opportunity to show why the membership should be terminated.
- (f) An appeal must be decided by a majority vote of the members present in person or by proxy and eligible to vote at the General Meeting.

## **17. Member's Liabilities**

The liability of a member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount, if any, unpaid by the member in respect of membership of the Association as required by Rule 19

## **18. Register of Members**

- (a) The Management Committee must keep a register of members of the Association.
- (b) The register of members may include the following details for each member:
  - (i) the full name of the member;
  - (ii) the postal or residential address for notice last provided by the member;
  - (iii) the email/electronic address of the member;
  - (iv) the membership number;
  - (v) the date of becoming a member;
  - (vi) the class of membership;
  - (vii) date of death or details about the termination, suspension or reinstatement of membership or reprimand of the member;
  - (viii) any other details as the Management Committee or the members at a General Meeting decide.
- (c) The register must be open for inspection by financial members of the Association at all reasonable times.
- (d) A financial member must contact the Secretary to arrange an inspection of the register.
- (e) However, the Management Committee may, on the application of a financial member of the Association, withhold information about a member (other than the member's full name and financial status) 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.

- (f) A member must not disclose information from the register to another person or use information about a person obtained from the register to contact or send material to the person other than for:-
  - (i) the purposes of sending the person a newsletter, a notice in respect of a meeting, trial or event relating to the Association or other material relating to the Association, or
  - (ii) any other purpose necessary to comply with a requirement of the Act;
- (g) Subrule (f) does not apply if the use or disclosure of the information is approved by the Association.
- (h) Each member shall, on payment of their annual membership fee, be issued with a membership number and the membership period for which the payment is made.
- (i) The Association may post on it's website the name and membership number of all current financial members. It may also post a list of accredited judges including their preferred method of contact details.

## **19. Membership Fees**

- (a) At the inaugural General Meeting of the Association referred to in Rule 41 the annual membership fee, pro-rata annual membership fee, day membership fee, joining fee (if any) and twelve (12) month membership period must be determined.
- (b) Subsequently at each Annual General Meeting, the Association must determine the amount of the annual membership fee, pro-rata annual membership fee, day membership fee and joining fee (if any) for the twelve (12) month membership period for the various categories of membership referred to in Rule 9(b).
- (c) The Association may determine that any new member, excluding day memberships, who joins after the start of the twelve (12) month membership period must, for that period, pay a fee equal to :-
  - (i) the full annual membership fee; or
  - (ii) a pro rata annual membership fee based on the remaining part of the membership period; or
  - (iii) a fixed amount determined from time to time by the Association.
- (d) Subject to Rule 14(a)(iv), the rights of a member (including the right to vote) who has not paid their annual membership fee within two (2) months of the due date are suspended until the membership fee is paid.
- (e) A member whose membership has ceased in accordance with Rule 14(a)(iv) must reapply as a new member.

- (f) A member of the unincorporated association who, before becoming a member, has paid the member's annual membership fee of the unincorporated association on or before a day fixed by the Management Committee, is not liable to pay a further amount of annual membership fees for the period before the day fixed by the Management Committee as the day on which the next annual membership fee is payable.

## **20. Membership Entitlements Not Transferable**

A right, privilege or obligation which a person has by reason of being a member of the Association:-.

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

## **Grievance Procedure**

### **21. Application**

- (a) The grievance procedure set out in this Rule applies to disputes under these Rules between:
  - (i) a member and another member;
  - (ii) a member and the Management Committee;
  - (iii) a member and the Association
- (b) A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

### **22. Parties must attempt to resolve the Dispute**

The parties to a dispute must attempt to resolve the dispute between themselves within fourteen (14) days of the dispute coming to the attention of each party.

### **23. Appointment of Mediator**

- (a) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Rule 22, the parties must within ten (10) days:
  - (i) notify the Management Committee of the dispute; and
  - (ii) agree to or request the appointment of a mediator; and
  - (iii) attempt in good faith to settle the dispute by mediation.



- (b) The mediator must be:
  - (i) a person chosen by agreement between the parties; or
  - (ii) in the absence of agreement if the dispute is between a member and another member then a person appointed by the Management Committee. If the dispute is between a member and the Management Committee or the Association then a person appointed or employed by the Queensland Government Resolution Centre.
- (c) Mediation must occur within thirty (30) business days of the appointment of the mediator. However if the mediator is appointed by the Queensland Government Resolution Centre, mediation must occur on the date set by the Dispute Resolution Centre.
- (d) A mediator appointed by the Management Committee may be a member or former member of the Association but in any case must not be a person who:
  - (i) has a personal interest in the dispute; or
  - (ii) is biased in favour of or against any party.

## **24. Mediation Process**

- (a) The mediator to the dispute, in conducting the mediation, must:
  - (i) give each party every opportunity to be heard; and
  - (ii) all due consideration by all parties of any written statement submitted by any party; and
  - (iii) ensure that natural justice is accorded to the parties throughout the mediation process.
- (b) A party to a dispute may choose another person (with their consent) to represent them at any time during the grievance process. The nomination and consent must be provided in writing to the other party, the Management Committee and, if relevant at the time the person consents to be the representative, the mediator.
- (c) The mediator must not determine how the dispute is to be resolved.
- (d) Any meeting or mediation session required by these Rules may be conducted remotely by electronic means if agreed to by the parties.

## **25. Failure to Resolve Dispute by Mediation**

If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## **Secretary**

### **26. Appointment or election of Secretary**

- (a) The Secretary must be an adult residing in Queensland, or in another state but not more than 65km from the Queensland border who is a member of the Management Committee and appointed by the Management Committee as Secretary;
- (b) If the Association has not elected an interim officer as Secretary for the Association before its incorporation, the members of the Management Committee must ensure a Secretary is appointed for the Association within one (1) month after incorporation;
- (c) If a vacancy happens in the office of Secretary, the members of the Management Committee must ensure a Secretary is appointed for the Association within one (1) month after the vacancy happens and in accordance with subrule (a).

### **27. Removal of Secretary**

- (a) The Management Committee of the Association may at any time remove a person appointed by the Management Committee as the Secretary
- (b) Subject to Rule 31, if the Management Committee removes a Secretary, the person may remain a member of the Management Committee.

### **28. Functions of Secretary**

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.

## **Committees**

### **29. Management Committee Membership**

- (a) The Management Committee shall consist of no less than four (4) and no greater than seven (7) Committee Members including the office bearers.

- (b) Each of the Committee Members shall be elected or re-elected pursuant to Rule 30 or appointed in accordance with Rule 36.
- (c) All members of the Management Committee including office bearers shall be adult members of the Association and not ineligible to be elected as a member under section 61A of the Act. With the exception of the Secretary for whom the provisions of Rule 26(a) apply, all other members of the Management Committee must reside in the state of Queensland.
- (d) Each Committee Member shall, subject to this Constitution, hold office until the conclusion of the next Annual General Meeting following the date of the Committee Member's election, but is re-eligible for re-election in accordance with Rule 30.
- (e) In the event of a casual vacancy on the Management Committee, the Management Committee may appoint a member of the Association to fill the vacancy and the Committee Member so appointed shall hold office, subject to these Rules, until the conclusion of the Annual General Meeting next following the date of appointment.
- (f) A person may hold simultaneously more than one (1) position on the Management Committee but no more than two (2) positions.
- (g) Committee Members shall not receive any remuneration.
- (h) The Management Committee at the time of adoption of this constitution will be constituted by the persons set out in the attached Schedule 1.
- (i) At each Annual General Meeting of the Association, all Committee Members must retire from office, but are eligible, on nomination, for re-election.

### **30. Electing the Management Committee**

At the Annual General Meeting of the Association:

- (a) The election of Committee Members shall take place as follows:-
  - (i) President: The President shall be elected at the Annual General Meeting;
  - (ii) Treasurer: The Treasurer shall be elected at the Annual General Meeting;
  - (iii) Management Committee Members: All Management Committee members shall be elected at the Annual General Meeting;
  - (iv) Office Bearers: With the exception of President and Treasurer, all other Office Bearer positions shall be elected by and from within the Management Committee and in accordance with Rule 38(f);

- (b) The election of members of the Management Committee including the President and Treasurer shall take place in the following manner:
  - (i) nominations shall be in writing in the prescribed form set out in Schedule 2 and shall be signed by the proposer, seconder and the nominee, all of who must be financial voting members of the Association.
  - (ii) all nominations shall be received by the Secretary fourteen (14) days prior to the Annual General Meeting of the Association.
  - (iii) after closure of the nominations, if the nominations do not exceed the vacancies then the Secretary shall notify those financial voting members by email within 7 days of the Annual General Meeting that the nominees have been duly elected.
  - (iv) If the nominations exceed the vacancies then the Secretary shall notify the members that the nominees shall be voted upon at the forthcoming Annual General Meeting by posting the list of nominations to the Association's website and sending an email to financial voting members within 7 days of the Annual General Meeting.
  
- (c) Where voting is by Ballot, Balloting lists shall be prepared by the Secretary listing the candidates alphabetically. Each financial voting member present in person or by proxy (as per Rule 49) shall be entitled to complete one ballot sheet, voting for any number of nominees not exceeding the number of vacancies; any ballot paper including votes exceeding the number of vacancies shall be invalid PROVIDED HOWEVER that the withdrawal of any nominee shall not affect the validity of any ballot paper.
  
- (d) The issue and or distribution of any propaganda, ticket or any printed matter in support or otherwise of any nominee or group of nominees for an election is not permitted and any person breaching or assisting another in breach of this subrule shall be guilty of a grave breach of the Association's Rules which shall be dealt with pursuant to the Rule 15.

### **31. Resignation or Removal from Office of Management Committee**

- (a) The office of a Management Committee Member will become vacant if the Committee Member:
  - (i) dies;
  - (ii) resigns his office by notice in writing to the President;
  - (iii) becomes a disqualified person;

- (iv) is absent without prior leave granted by the Management Committee for three (3) consecutive meetings of the Management Committee of which due notice was given; or
  - (v) fails to renew membership of the Association within two (2) months of the due date.
- (b) If a Management Committee Member resigns his office under subrule (a)(ii), the resignation takes effect on:
- (i) the day and at the time the notice is received by the President; or
  - (ii) if a later date is stated in the notice – the later day.
- (c) If a position on the Management Committee becomes vacant, the Management Committee may fill the position until such time as a replacement is appointed by the members.
- (d) A Committee Member may be removed from office at a General Meeting of the Association if a majority of the members present at the meeting vote in favour of removing the Committee Member.
- (e) Before a vote of Members is taken about removing the Committee Member from office, the Committee Member must be given a full and fair opportunity at the General Meeting to show cause why he should not be removed from office.
- (f) A Committee Member has no right of appeal against the member's removal from office.

## **32. Functions of the Management Committee**

Subject to these Rules or a resolution of members carried at a General Meeting, the Management Committee has:

- (a) the general control and management of the administration of the affairs, property and funds of the Association; and
- (b) authority to interpret the meaning of these Rules and any matter relating to the Association on which these Rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

## **33. Powers and Duties of the Management Committee**

- (a) The Management Committee is charged with the control, management and strategic direction of the Association and the maintenance and protection of its resources.

- (b) Without in any way limiting subrule (a) the specific powers and duties of the Management Committee will be to:
  - (i) generally do all things, subject to this Constitution, as are necessary for the proper and efficient administration of the Association and for the advancement of its objects;
  - (ii) develop and approve guiding principles of the operation and necessary for the operation and control of the Association not inconsistent with this Constitution;
  - (iii) develop and approve guiding principles for the members of the Association not inconsistent with this Constitution
  - (iv) adopt such means for promoting and making known the objects the Association as may seem expedient and appropriate to the Management Committee;
  - (v) do all such other things as may be deemed incidental or conducive to the attainment of the objects of the Association; and
  - (vi) exercise all powers usually incidental to the operation of an organisation of a like nature.

#### **34. Committees in General**

- (a) Matters concerning the Association as a whole are the responsibility of the Management Committee.
- (b) The Management Committee shall have the right of veto of any subcommittees' decisions if it believes, acting reasonably, that such decisions are contrary to Association's objects, policy or likely to bring the Association into disrepute.
- (c) The Rules applying to Management Committee apply to subcommittees with all necessary amendments.

#### **35. Minutes**

- (a) Full, accurate and complete minutes of all Management Committee meetings must be kept by the Association.
- (b) Minutes, together with any associated documents or reports, shall be circulated by email within twenty one (21) days of the meeting (or the adjourned date in the case of an adjourned meeting) to all financial members of the Association.
- (c) In the case of subcommittee meetings, a copy of all these documents shall be sent to the Association's secretary within fourteen (14) days of the meeting date.

### **36. Vacancies on Management Committee**

- (a) If a casual vacancy occurs on the Management Committee, the continuing Committee Members may appoint another member of the Association to fill the vacancy until the next Annual General Meeting.
- (b) Any Committee member so appointed must retire at the next Annual General Meeting, but may be eligible for election as a Committee Member at such a meeting in accordance with Rule 30.
- (c) The continuing Committee Members may act despite a casual vacancy on the Management Committee.
- (d) However if the number of Committee Members is less than the minimum number fixed under Rule 29(a), the continuing Committee Members may act only to:
  - (i) increase the number of Committee Members to the minimum number required; or
  - (ii) call a General Meeting of the Association.

### **37. Acts not affected by Defects or Disqualifications**

- (a) All acts done by the Management Committee, a subcommittee, or by any person acting as a member of the Management Committee is taken to have been validly performed.
- (b) Subrule (a) applies even if the act was performed when:
  - (i) 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
  - (ii) a member of the Management Committee, subcommittee or person acting as a member of the Management Committee was disqualified from being a member.

### **38. Meetings of the Management Committee**

- (a) Subject to this Rule, the Management Committee may meet and conduct its proceedings as it considers appropriate.
- (b) The Management Committee must meet at least once in every 4 months to exercise its functions and may meet more frequently at the discretion of the President.
- (c) Notice of a Management Committee meeting is to be given in a way decided by the Management Committee.

- (d) The Management Committee may hold meetings, or permit a committee member to take part in its meetings, by using technology that reasonably allows the member to hear and take part in discussions as they happen.
- (e) A Committee Member who participates in the meeting as mentioned in subrule (d) is taken to be present at the meeting.
- (f) At the first meeting of the Management Committee, held subsequent to the Annual General Meeting, the following officers shall be elected by and from within the Management Committee:
  - (i) Vice-President;
  - (ii) Secretary;

In the event of a contest in the election of such Office Bearers, voting shall be by ballot in accordance with subrule (j) hereof.

- (g) A special meeting of the Management Committee shall be convened by the Secretary on the requisition in writing signed by not less than 33% of the members of the Management Committee, which requisition shall clearly state the reasons why such Special Meeting is being convened and the nature of the business to be transacted at the meeting.
- (h) A quorum of Management Committee shall be more than 50% of the members elected to the Management Committee.
- (i) A member of the Management Committee must not vote in respect of any contract or proposed contract in which the member is interested or on any matter arising from that contract, and if the member does so the member's vote shall not be counted.
- (j) Subject as previously provided in this Rule, the Management Committee may meet together and regulate its proceedings as it thinks fit: PROVIDED that questions arising at any meeting of the Management Committee shall be decided by a majority of votes and, in the case of equality of votes, the Chairperson shall have the casting vote.
- (k) The Secretary must give not less than fourteen (14) days notice to the members of the Management Committee of any special meeting of the Management Committee. The notice shall clearly state the nature of the business of the meeting.



- (l) The President shall preside as Chairperson at every meeting of the Management Committee, or if the President is not present within ten (10) minutes after the time appointed for holding the meeting, a Vice-President shall act as Chairperson. If a Vice-President is not present at the meeting then the members may choose one (1) of their number to be Chairperson of the meeting.
- (m) If within thirty (30) minutes from the time appointed for the commencement of a Management Committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of that committee, shall lapse. 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 Management Committee may determine, and if at the adjourned meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the meeting shall lapse.
- (n) Voting on Management committees shall be by a show of hands. All members of a Management Committee shall have the right to vote, except that:
  - (i) a committee member who is more than thirty (30) days in arrears with his membership fee shall not vote.
  - (ii) a committee member shall not vote in the case of any motion in which they have a pecuniary or other conflict of interest.
- (o) In the case of equal votes for and against a resolution at a Management Committee meeting, the Chairperson shall have a casting vote.

### **39. Resolutions of Management Committee without meeting**

- (a) A written resolution signed or authorised by email by each member of the Management Committee for the time being entitled to receive notice of a committee meeting is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.
- (b) A resolution mentioned in subrule (a) may consist of several documents in like form, each signed by one (1) or more members of the Management Committee.

### **40. Subcommittees**

- (a) The Management Committee may appoint a subcommittee consisting of members of the Association considered appropriate by the Management Committee to help with the conduct of the Association's operations.

- (b) A member of the subcommittee who is not a member of the Management Committee is not entitled to vote at a Management Committee meeting.
- (c) A subcommittee may elect a Chairperson of its meetings.
- (d) If a Chairman is not elected, or if the Chairperson is not present within 10 (ten) minutes after the time fixed for a meeting, the members present may choose one (1) of their number to be the Chairperson of the meeting.
- (e) A subcommittee may meet and adjourn as it considers appropriate.
- (f) 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 Chairperson has the casting vote.
- (g) Unless required by the Management Committee, a subcommittee is not required to keep minutes of its proceedings except to the extent that its reports and recommendations are not a sufficient record of the subcommittee's proceedings.

## **General Meetings**

### **41. Inaugural General Meeting**

- (a) The first general meeting of the Association shall be held at such time, not being less than one (1) month nor more than three (3) months after the incorporation of the Association and at such place as the Management Committee referred to in Schedule 1 may determine.
- (b) The business to be conducted at the meeting referred to subrule (a) shall be:
  - (i) to ratify the position of President, Treasurer and the members of the Management Committee listed in Schedule 1 until the Association holds its first Annual General Meeting.
  - (ii) to determine memberships fees and membership period for the classes as described in Rule 9.
  - (iii) to ratify the Competition Rules of the Association.
  - (iv) any other business of which notice shall have been given in the notice convening the meeting.

### **42. Annual General Meetings**

- (a) The first Annual General Meeting must be held within six (6) months after the end date of the Association's first reportable financial year.

- (b) Each subsequent Annual General Meeting of its members must be held:
  - (i) at least once each year ; and
  - (ii) within six (6) months after the end of the Association's previous financial year.
- (c) At least thirty (30) days written notice of the Annual General Meeting must be displayed on the Association's website.
- (d) The Management Committee must decide the way in which the notice must be given.
- (e) Any member may, not less than twenty one (21) days prior to the holding of the Annual General Meeting, give notice to the Secretary requesting that a special matter be placed on the agenda. If the Management Committee so decides, such matter will be included in the business of the meeting.

#### **43. Business to be conducted at Annual General Meetings**

- (a) The business to be conducted at every Annual General Meeting shall be:
  - (i) the receiving of the Management Committee's report on the Association for the year;
  - (ii) the receiving of the financial statements of the Association for the year;
  - (iii) the receiving of the Auditor's report, if required, upon the books and accounts for the Association for the year;
  - (iv) the appointment of an Auditor, if required under the Act;
  - (v) the election of a President;
  - (vi) the election of a Treasurer;
  - (vii) the election of a Management Committee;
  - (viii) prescribing the membership fees and joining fee (if any) for the next membership period; and
  - (ix) any other business of which notice shall have been given in the notice convening the meeting.
- (b) References in this Rule to year are to the relevant immediately preceding Financial Year.

#### **44. Special General Meetings**

- (a) A Special General Meeting is a meeting open to all financial voting members convened to consider a matter or matters not within the Management Committee's power or in the event that the Management Committee is no longer able to carry on the Association's business.
- (b) The Secretary only shall convene a Special General Meeting of the Association:-
  - (i) when directed to do so by the Management Committee; or
  - (ii) being given a written request signed by not less than 33% of the members presently on the Management Committee or not less than 5% of the Association's financial voting members.
- (c) A request mentioned in subrule (b)(ii) must state:
  - (i) the reason why the Special General Meeting is being called; and
  - (ii) the business to be conducted at the meeting.
- (d) Votes at the meeting may be by proxy in the form prescribed by Rule 49.
- (e) Notice of the Special General Meeting must be given in accordance with Rule 46.
- (f) 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 conducted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (g) When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting PROVIDED HOWEVER that it shall not be otherwise necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- (h) Any meeting of members must be held for a proper purpose.

#### **45. General Meetings**

- (a) A General Meeting is a meeting which is held from time to time and is open to all financial voting members.

- (b) No business shall be conducted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. For the purposes of this Rule, "member" includes a person attending as a proxy.
- (c) If within thirty (30) minutes from the time appointed for the commencement of a general meeting a quorum is not present, the meeting shall lapse.

#### **46. Notice of General Meeting**

- (a) The Secretary must give at least twenty one (21) days notice of the meeting to each member together with a form enabling a proxy to be appointed by the member for the purpose of voting at the meeting in accordance with Rule 49.
- (b) The Management Committee may decide the way in which the notice must be given.
- (c) However, notice of a meeting must be displayed on the Association's website where the meeting is called to hear and decide a proposed special resolution of the Association.
- (d) A notice of General Meeting must state the business to be conducted at the meeting.
- (e) Notwithstanding subrule (c) notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the termination of his membership by the Management Committee shall be given in writing.

#### **47. General Meeting Procedure**

- (a) Unless otherwise provided by these Rules, at every General Meeting of the Association:
  - (i) the President shall preside as the Chairperson, or if there is no President, or if he is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall be the Chairperson or if the Vice-President is not present or is unwilling to act then the members present shall elect one (1) of their number to be Chairperson of the meeting;
  - (ii) the Chairperson shall maintain order and conduct the meeting in a proper and orderly manner;
  - (iii) each question, matter or resolution shall be decided by a majority of votes of the members present in person or by valid proxies;

- (iv) every financial voting member present in person, by proxy or by using any technology that reasonably allows that member to hear and take part in the discussion as they happen.
  - (v) a member who participates in a meeting as mention in subrule (iv) is taken to be present at the meeting.
  - (vi) every financial member is entitled to one vote and in the case of an equality of votes the Chairperson has a casting vote. No member is entitled to vote at any General Meeting if his annual membership fee is more than two (2) months in arrears at the date of the meeting;
  - (vii) voting shall be by show of hands, unless not less than 20% of the members present demand a ballot, in which event there shall be a secret ballot. The Chairperson shall appoint two members to conduct the secret ballot in such a manner as he shall determine and 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;
  - (viii) a member may vote in person or by proxy and on a show of hands every person present who is a financial voting member or a representative of a financial voting member shall have one (1) vote and in a secret ballot every financial voting member present in person or by proxy shall have one (1) vote;
  - (ix) the Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Management Committee Meeting and General Meeting and they can be recorded electronically; and
  - (x) the Secretary must ensure that electronic copies of minutes together with associated documents or reports for each Management Committee Meeting, General Meeting, Special General Meeting and Annual General Meeting are open for inspection at all reasonable times by any financial member who applies to the Secretary for the inspection.
- (b) To ensure the accuracy of the minutes recorded under subrule (a)(ix):
- (i) the minutes of each Management Committee Meeting must be signed by the Chairperson of the meeting, or the Chairperson of the next Committee Meeting, verifying their accuracy;
  - (ii) 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;

- (iii) the minutes of each Special General Meeting must be signed by the Chairperson of the meeting, verifying their accuracy or the Chairperson of the next General Meeting, verifying their accuracy; and
- (iv) the minutes of each Annual General Meeting must be signed by the Chairperson of the meeting, or the Chairperson of the next Annual General Meeting, verifying their accuracy.

#### **48. Quorum for, and Adjournment of General Meeting**

- (a) Subject to subrule (e), the quorum at a General Meeting of the Association shall be double the number of members presently on the Management Committee plus one (1) to form a quorum.
- (b) No business may be conducted at a General Meeting unless a quorum of members is present when the meeting proceeds to business.
- (c) If a quorum is not present within thirty (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.
- (d) If a quorum is not present within thirty (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, the meeting is to be adjourned to:
  - (i) the same day, time and place in the next week; or
  - (ii) a day, time and place decided by the Management Committee.
- (e) If, at an adjourned meeting, a quorum under subrule (a) is not present within the thirty (30) minutes after the time fixed for the meeting, the meeting lapses.
- (f) The Chairperson may, with the consent of any meeting at which a quorum is present, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- (g) If a meeting is adjourned under subrule (f), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (h) The Secretary is not required to give the members notice of an adjournment or for the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least thirty (30) days.
- (i) If a meeting is adjourned for at least thirty (30) days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

## **49. Proxies**

- (a) An instrument appointing a proxy must be in writing and be in the similar form as Schedule 3.
- (b) The instrument appointing proxy must be signed by the appointor properly authorised in writing.
- (c) The appointing member and the proxy holder must both be financial voting members of the Association.
- (d) The member giving the proxy may instruct the proxy holder how he wants his vote cast or the view he wishes expressed when the proxy holder addresses the meeting. Such instruction shall be strictly followed, otherwise the proxy holder may exercise their judgement.
- (e) Each instrument of proxy must be delivered to the Secretary at least one (1) hour before the time and date of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- (f) If a member who has previously given a proxy to another member subsequently attends the meeting, then the proxy shall be null and void.
- (g) If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in a similar form as Schedule 4.

## **50. Members' meetings**

- (a) The Management Committee may authorise from time to time the holding of "Members Meetings" at Association level for the purpose of conducting training and seminars and/or activities of a general nature.
- (b) Such meetings are not General Meetings, and no quorum is required.
- (c) When such Members' Meetings are held a record shall be kept recording the numbers attending and details of the business conducted.

## **Financial Management**

### **51. Funds and Accounts of the Association**

- (a) The funds of the Association shall be deposited in the name of the Association in an account with a Financial Institution decided by the Management Committee.
- (b) Records and accounts shall be kept and maintained either in written, printed or electronic form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature.



- (c) Any money surplus to the day to day running of Association shall be invested prudently at the direction of the Management Committee. Any significant changes in the disposition of such investments shall be notified to the members by general email notice or in the next issue of the members' newsletter.
- (d) All moneys shall be deposited as soon as practicable after they are received by the Association.
- (e) Any banking account in the name of the Association must bear two signatures on any cheque, transfer of funds or other dealing with funds in the account. The signatories may be any two of the following:
- the President;
  - the Secretary;
  - the Treasurer;
  - one (1) other Committee Member who has been authorised by the Management Committee to sign cheques issued by the Association.
- (f) All payments of amounts of \$100.00 or over made by or on behalf of the Association must be by cheque, prepaid debit card or direct bank transfer.
- (g) If a payment of \$100 or more is made by cheque, the cheque must be signed by any 2 of the following:-
- (i) the President;
  - (ii) the Secretary;
  - (iii) the Treasurer;
  - (iv) one (1) other Committee Member who has been authorised by the Management Committee to sign cheques issued by the Association.
  - (v) However, one of the persons who signs the cheque must be the President, the Secretary or the Treasurer.
- (h) Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty cash recoupment's which may be open.
- (i) A petty cash account must be kept on the imprest system and the Management Committee must decide the amount of petty cash to be kept in the account.

- (j) All expenditure must be approved or ratified at a Management Committee meeting.
- (k) As soon as practicable after the end of each Financial Year the Treasurer must ensure a financial statement for the Association's last reportable financial year is prepared.
- (l) All such statements may be examined by the Auditor, if such audit is required under the Act. The Auditor shall present their report upon such audit to the Treasurer prior to the holding of the Annual General Meeting following the Financial Year in respect of which such audit was made.
- (m) The income and property of the Association, whenever derived, shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out in these Rules. No portion of that income or property shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association. Nothing in these Rules prevents the payment in good faith of interest to any such member in respect of moneys advanced by him to the Association or otherwise owing by the Association to him or of remuneration to any Officers or servants of the Association or to any member of the Association or other person in return for any services actually rendered to the Association. Nothing in these Rules shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises leased by the Association.

## **52. Financial Year**

The Financial Year of the Association shall close on June 30th in each year.

## **Miscellaneous**

### **53. By-laws**

The Management Committee may from time to time make, amend or repeal by-laws not inconsistent with these Rules, for the internal management of the Association. A by-law may only be set aside by a vote of members at a General Meeting of members. By-laws bind all members.

### **54. Common Seal**

The Association will not use a common seal.

### **55. Insurance**

The Association may effect and maintain insurance.

## **56. Funds - source**

The funds of the Association are to be derived from entry fees and annual membership fees of members, donations, grants, sale of merchandise and, subject to any resolution passed by the Association in general meetings, such other sources as the Management Committee determines.

## **57. Registered Address**

The registered address of the Association:

- (a) The address determined from time to time by resolution of the Management Committee; or
- (b) If the Management Committee has not determined an address to be the registered address –

the postal address of the Secretary.

## **58. Documents**

The Management Committee must ensure the safe custody of all books, documents, instruments of title and securities of the Association.

## **59. Service of Notices**

- (a) For the purpose of this constitution, a notice may be served on or given to a person:
  - (i) by delivering it to the person personally, or
  - (ii) by sending it by pre-paid post to the postal address of the person, or
  - (iii) by sending it by email or some other form of electronic transmission to an address specified by the person for giving or serving the notice.
- (b) For the purpose of this Constitution, a notice is taken, unless the contrary is proved, to have been given or served:
  - (i) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
  - (ii) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
  - (iii) in the case of a notice sent by email or some other form of electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

## **60. Amendment to Constitution**

- (a) Subject to the Act, these Rules may be amended, repealed or added to from time to time by a Special Resolution carried at a General Meeting of the Association.
- (b) Any such amendment, repeal or addition is valid only if it is registered by the Chief Executive.

## **61. Distribution of Surplus Assets**

- (a) This section applies if the Association is wound up in accordance with the Act and there remains, after satisfaction of all its debts and liabilities, any surplus assets.
- (b) The surplus assets:
  - (i) must not be paid to or distributed among the members; and
  - (ii) must be given or transferred to some other entity or entities having objects similar to the objects of the Association, and the Rules of which prohibit the distribution of its or their income and assets among its or their members to an extent at least as great as is imposed on the Association under or by virtue of these Rules,

such institution or institutions to be determined by the members.

## **Schedule 1**

### **List of Inaugural Management Committee Members**

#### **Queensland Yard & Utility Trial Association Inc.**

President: Callum Storey

Vice-President: Derek Binstead

Secretary: Shelley Burns

Treasurer: Chloe Owen

Committee Member: Wally Bell

Committee Member: Errol Gill

Committee Member: Taryn Binstead

**Schedule 2**

**FORM OF NOMINATION**

**FOR PRESIDENT, TREASURER OR MANAGEMENT COMMITTEE**

**QUEENSLAND YARD & UTILITY TRIAL ASSOCIATION INC.**

We, as financial members of the Queensland Yard & Utility Trial Association Inc., hereby nominate

.....

For the position of

President      or

Treasurer

Management Committee member

(tick only **ONE** box)

Proposed by ..... Member No .....

Seconded by ..... Member No .....

I hereby signify willingness to act in the capacity as per the above nomination.

Signed by ..... Member No .....

**Schedule 3**

**Queensland Yard & Utility Trial Association Inc.**

**Proxy Vote Form – (Annual) General Meeting**

I, .....

of .....

being a financial member of the Queensland Yard & Utility Trial Association Inc, appoint

.....

of .....

as my proxy to vote for me on my behalf at the (Annual) General Meeting of the Association, to be held on

the .....and at any adjournment of the meeting.

Signed this ..... day of ..... 20.....

Signature .....

**Schedule 4**

**Queensland Yard & Utility Trial Association Inc.**

**Proxy Vote Form – (Annual) General Meeting**

I, .....

of .....

being a financial member of the Queensland Yard & Utility Trial Association Inc, appoint

.....

of .....

as my proxy to vote for me on my behalf at the (Annual) General Meeting of the Association, to be held on

the .....and at any adjournment of the meeting.

On the following motions / resolutions/ nominations:

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Signed this ..... day of ..... 20.....

Signature .....