



**SPORTS FEDERATION
of QUEENSLAND Inc
(trading as QSport)**

CONSTITUTION

*Registered
10 February 2011*



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SECTION 1. NAME

1(1) **The name of the Federation shall be the Sports Federation of Queensland Incorporated.**

SECTION 2. DEFINITIONS

2(1) **In this Constitution and any amendment hereto and in any By-Laws made in accordance with the provisions hereof unless the content is inconsistent with such interpretation:**

BOARD / BOARD OF DIRECTORS

Means the Management Committee of the Federation constituted in accordance with Section 8.

DELEGATE

Means a person nominated by an Ordinary Member as their representative.

DIRECTOR

Means a member of the Management Committee in accordance with Section 7(1).

CHIEF EXECUTIVE OFFICER

Means the person employed by the Federation to conduct the affairs of the Federation and implement its policy.

FEDERATION

Means the Sports Federation of Queensland Incorporated.

ORDINARY MEMBER

Means the classes of members set out in clause 5(1).

ORDINARY RESOLUTION

Means a Resolution passed at a Board or General Meeting by a simple majority.

SECRETARY

Means the Chief Executive Officer, in accordance with Section 9(4)(e).

SPECIAL RESOLUTION

Means a Resolution passed by a three-quarters majority of those Ordinary Members present and entitled to vote.

SPORTING ACTIVITY

Means a human activity capable of achieving a result requiring physical exertion and/or physical skill which, by its nature and organisation, is competitive and is generally accepted as being a sport.

SPORT GROUP

Means the 4 separate sport groups comprising the Federation; namely:

- i. Aquatic;
- ii. Field Team;
- iii. Indoor; and
- iv. Outdoor.

STATE

Means the State of Queensland.

YEAR

Means the Federation's financial year commencing on the first day of January each year expiring on the 31st of December in each year.

SECTION 3. OBJECTS

3(1) The object of the Federation is to promote and sustain interest in the development of organised sport in the State by:

- (a) Providing all Members with a forum for the exchange of information, advice and assistance where appropriate.
- (b) Formulating policies on any subject pertaining to sport by the collection and collation of the views of Members and presenting both the majority and minority view to any other organisation, institution or body governmental, semi-governmental or otherwise as appropriate.
- (c) Assisting in the coordination of broad, long term planning for sport in the State.
- (d) Assisting in the coordination of optimum use of sports facilities and other sporting resources in the State.
- (e) Seeking and identifying direct or indirect funding sources which could be made available for the development of sport in the State and to ensure that these funds are put to their most effective use.
- (f) Promoting the role of the Federation and sport by, amongst other things, the establishment and presentation of awards of merit or any similar form of recognition for skill, service and ability.

SECTION 4. POWERS

4(1) The Federation has the power:

- (a) To purchase or acquire in fee simple or on lease any real or personal estate or any interest in or licence in respect thereof for the purpose of the Federation;
- (b) To erect or improve or alter any buildings for the purpose of the Federation and to furnish and maintain the same;
- (c) To invest or otherwise deal with the moneys of the Federation not immediately required upon such security and in such manner as may from time to time be determined;
- (d) To borrow or raise and give security for money by the issue of any bonds, debentures, bills of exchange, promissory notes or other obligations or securities or by the mortgage or charge over all or any part of the property of the Federation and to purchase, redeem or pay off such obligations and securities or any of them;
- (e) To employ staff.
- (f) To do all such things as are intended or conducive to the attainment of the Federation's objects;
- (g) To register such Business Names as the Board shall deem fit including "QSport"

4(2) The powers contained in 4(1)(a) - (f) shall be vested in the Board unless otherwise specified within this constitution.

SECTION 5. MEMBERSHIP

5(1) Membership shall comprise:

- (a) Ordinary Members;
- (b) Associate Members; and
- (c) Honorary Members.

5(2) Ordinary Member:

- (a) any autonomous incorporated organisation which, in the opinion of the Board, is actively engaged in the conduct, administration, promotion and

development of a sporting activity, and is the representative body of that sporting activity in the State, shall be eligible to be a Member of the Federation.

5(3) **Associate Membership:** any other body corporate or business directly contributing to the conduct, administration, promotion or development of sport and/ or recreation in some reasonable way shall be entitled to apply for “Associate Member” status of the Federation at the discretion of the Board.

5(4) **Honorary Membership:**

- (a) The Ordinary Members may in their discretion for any reasons deemed to be to the benefit of the Federation or sport in general in the State, by a Special Resolution elect a person, organisation, or institution to membership of the Federation as an Honorary Member. Such membership shall expire at the conclusion of the next Annual General Meeting following such appointment, Honorary Members are entitled to attend general meetings as observers but shall not have rights to vote at such meeting nor to speak unless invited to do so by the Chairman.
- (b) The Board may terminate an Honorary Membership at any time at its discretion.
- (c) Names of persons, organisations or institutions to be recommended for Honorary Membership are to be included in the notice calling the meeting at which they will be considered.

5(5) **Membership:** shall be unlimited in number.

5(6) **Change of Membership Status:** Should an Ordinary Member change its explicit or implied objects or aims, then that Ordinary Member should give notice in writing of such change to the Federation and the Board shall determine whether such membership should be terminated or status amended.

5(7) **Applications:** An application for membership shall be in writing on the prescribed Federation form, and shall be duly signed by an authorised officer bearer of the organisation applying for membership, and shall be addressed to the Federation accompanied by a copy of the Constitution and a list of the office bearers of the Organisation as the Board may reasonably require.

5(8) **Process:** Each application for membership shall be considered and voted on by the Board for ratification and accepted by a simple majority of the Board. Fees paid for membership which is subsequently rejected will be refunded in full forthwith by the Chief Executive Officer. In the event of the application being rejected the applicant may appeal in writing and be heard at the next General Meeting.

5(9) **Sport Group Allocation:** Upon admission to the Federation each Ordinary Member shall be allocated to the appropriate Sport Group by the Board.

- 5(10) **Changing Sport Group:** Any Ordinary Member may have their sport grouping changed by applying in writing to the Board stating their reasons for their reapplication. The Board shall consider the application and make an allocation to a Sports Group and the decision of the Board shall be final.
- 5(11) **Membership Resignation by Member or Associate Member:** An Ordinary Member or Associate Member may resign its membership at any time by written notice to the Federation. The resignation shall take effect immediately upon receipt of the notification by the Federation. Membership fees will not be refunded.
- 5(12) **Termination of Membership:** An Ordinary Member or Associate Member may have their membership terminated or its status amended at any time by a Special Resolution passed at a General Meeting, subject to fourteen days notice of the motion for such termination or amendment having been given to the Ordinary Member concerned, and all other Ordinary Members. Such Ordinary Member or Associate Member may defend itself against termination or amendment at the General Meeting considering the matter, but there will be no subsequent avenue of appeal against termination or amendment of status. Fees will not be refunded in the event of termination of membership.
- 5(13) **Change of Particulars:** Each Ordinary Member shall, as from time to time required, give notice to the Federation of change in particulars of office bearers.
- 5(14) **Members Right to Appoint a Delegate:**
Each Ordinary Member shall be entitled to appoint one (1) Delegate to attend at General Meetings of the Federation.
- 5(15) **Voting Rights of Members:** Each Delegate in attendance at a General Meeting shall be entitled to one(1) vote.
- 5(16) **Voting Rights of Associate Members:** Each Associate Member shall be entitled to be represented at each General Meeting. Such representatives may at the Chairman's discretion, speak to motions, but shall not have the right to vote, or move or second motions.
- 5(17) **Representation:** No Delegate shall be permitted to represent more than one Ordinary Member.
- 5(18) **Registered Address:** Every Ordinary Member shall inform the Federation of an address and an email address to which notices intended for such Ordinary Member may be addressed. Such addresses shall be known as the registered addresses of the Ordinary Member and all notices and other communications required or permitted to be sent to the Ordinary Member for the purposes of this Constitution shall be deemed to have been received by the Ordinary Member forty-eight (48) hours after posting by letter addressed to the Ordinary Member at its registered address or four (4) hours after the email has been sent. In the event of the failure by an Ordinary Member to supply a change of address then such Ordinary Member shall be deemed to have received every notice from the Federation sent by post or

email and addressed to it by name to the last known address of the Ordinary Member.

- 5(19) **Register:** The Board shall cause a Register to be kept in which shall be entered the names and registered addresses of all organisations admitted to the Federation and the dates of their admission. The Register shall be open for inspection at all reasonable times by any Ordinary Member who previously applies to the Chief Executive Officer for such inspection.
- 5(20) **Membership Lapsing:** A member of any class who has not paid membership fees for two (2) consecutive years shall cease to be a member.

SECTION 6. GENERAL MEETINGS

- 6(1) **Calling General Meetings:** Notice of a General Meeting shall be issued by the Chief Executive Officer within seven days of a directive by the Board or on receipt of a written request signed by at least 10% of all Ordinary Members. The notice of such a meeting shall be in accordance with sub-Section 6(4) and shall specify the nature of the business and no other business shall be transacted.
- 6(2) **Annual General Meetings:** There shall be an Annual General Meeting of the Members which shall be held in March of each year. The business at such meeting shall include:-
- (a) consideration of the minutes of the last Annual General Meeting and (if applicable) any General Meeting held since the previous Annual General Meeting for confirmation;
 - (b) consideration of the Board's Annual Report, the fully audited Balance Sheet and Financial Statements covering the affairs of the Federation during the last year and the Treasurer's reports therein;
 - (c) appointment of a Patron;
 - (d) appointment of an Auditor;
 - (e) election of those Officers listed in Section 7(3)(a); and
 - (f) any Notices of Motion.
- 6(3) **Notice:** At least fourteen (14) days notice of any General Meeting shall be given to each Member.
- 6(4) **Voting Procedure:** Subject to the rules of debate and this Constitution, each Delegate is entitled to move, second and speak to a motion, and shall be entitled to one vote. Voting shall be by a show of hands unless a secret ballot is requested on any motion by any Delegate present and entitled to vote, when the voting on the

original motion shall be by secret ballot. Where a postal ballot is required by these Rules the Board shall determine how this will occur.

- 6(5) **Casting Vote:** In the event of a tied vote the Chairman of the meeting may exercise a casting vote.
- 6(6) **Chief Executive Officer:** The Chief Executive Officer shall not be entitled to vote at a meeting of the Ordinary Members.
- 6(7) **Quorum:** Quorum for a General Meeting shall be 25% of the Ordinary Members entitled to vote.
- 6(8) **Chair:** At all General Meetings the chair shall be taken by the Chairman, failing him/her by the Deputy Chairman. In the event of the absence or refusal to act of the Chairman and Deputy Chairman, the Meeting shall elect a Chairman.
- 6(9) **Adjournment:** Any General Meeting of the Federation may be adjourned by Ordinary Resolution of the Meeting.

SECTION 7. APPOINTMENT & ELECTION OF DIRECTORS

7(1) Number of Directors:

The number of Directors must be 10 comprising:

- (a) 8 Directors elected in the manner provided in rule 7(5) of which each of the 4 Sport Groups (each a “**Sport Group Director**”) will be represented by 2 Directors; and
- (b) 2 Directors elected in the manner provided in clause 7 (5) (each an “**Independent Director**”).

7(2) Qualifications:

Each Sport Group Director must be a Delegate

7(3) Nomination and Removal of Sport Group Directors:

- (a) The Chief Executive Officer will call for nominations of both Sport Group Directors and Independent Directors at least 6 weeks before an annual general meeting by notice to all members and Associate Members.
- (b) A candidate for election as a Sport Group Director must be proposed by an Ordinary Member, and must be a delegate for an Ordinary Member.

- (c) An Ordinary Member may only nominate one candidate for election. An Ordinary Member may only nominate a candidate for election from their own Sport Group.
- (d) A candidate must accept the nomination to be eligible for election.
- (e) Nominations for election as a Sport Group Director must be received on the prescribed form at the registered office of the Federation not later than 5.00pm on the day which is 24 days prior to the annual general meeting at which the nominees seek election.
- (f) Where more than one nomination is received for a Sport Group Director, that Sports Group shall elect a nominee by postal ballot. This ballot will be completed a minimum of 16 days prior to the annual general meeting at which the nominees seek election. Where only one nomination is received that nomination shall become the nominee for that Sports Group. Each Sport Group shall elect 1 nominee for the position of Sport Group Director.
- (g) The nominees for election as a Sport Group Director must be received at the registered office of the Federation not later than 5.00pm on the day which is 16 days prior to the annual general meeting at which the candidate seeks election.
- (h) A list of the nominees names for Sport Group Directors in alphabetical order must be sent to all Ordinary Members with the notice of the annual general meeting.

7(4) Nomination of Independent Directors:

- (a) All Ordinary Members are entitled to nominate people who are not Sport Group Directors for election by the Ordinary Members as Independent Directors. An independent Director cannot be an office bearer or employee of any Ordinary Member.
- (b) Each candidate for election as an Independent Director must:
 - (i) be proposed by an Ordinary Member or Associate Member;
- (c) Any Ordinary Member or Associate Member may not nominate more than 2 persons as candidates for election as Independent Directors.
- (d) A nomination of a candidate for election as an Independent Director must:
 - (i) be in writing and be accompanied by information concerning the candidate;
 - (ii) be signed by the candidate; and

- (iii) be signed by the proposer.
- (e) A nomination of a candidate for election as an Independent Director must be received at the registered office of the Federation not later than 5pm on the day which is 16 days prior to the annual general meeting at which the candidate seeks election.
- (f) A list of the candidates' names for Independent Directors in alphabetical order together with the proposers' and seconders' names must be sent to all Ordinary Members and Associate Members with the notice of the annual general meeting.

7(5) Timing of Appointments and Election of Directors:

- (a) At the annual general meeting half of the Sport Group Directors for the time being or, if their number is not a multiple of 2, then the number nearest to but not exceeding half, retire from office.
- (b) The director or directors to retire at an annual general meeting other than the annual general meeting next following 31 December 2002 are those who have been longest in office since their appointment or election.
- (c) As between or among 2 or more directors who became directors on the same day, the director or directors to retire are determined by lot unless they otherwise agree between or among themselves.
- (d) A retiring director is eligible for re-election without the necessity of giving any previous notice of his or her intention to submit himself or herself for re-election as the case may be.
- (e) The Federation at any annual general meeting at which any Director retires may fill the vacated office by re-electing the retiring director or electing some other qualified person.
- (f) All Directors are elected for a term of 2 years.

7(6) Election Procedure:

- (a) If the number of candidates for election as Directors is equal to or less than the number of vacancies on the board of Sport Group Directors, the chair of the annual general meeting must declare those candidates to be duly elected as directors.
- (b) If the number of candidates for election as Directors is greater than the number of vacancies on the board, a ballot must be held for the respective candidates.

- (c) If a ballot is required, balloting lists must be prepared listing the names of the candidates only in alphabetical order.
- (d) At the annual general meeting, each person entitled to vote and voting on the ballot may vote for a number of candidates equal to the number of vacancies.
- (e) The candidates receiving the greatest number of votes cast in their favour must be declared by the chair of the meeting to be elected as Directors.
- (f) If an equality of votes would otherwise prevent the successful candidate for a vacancy from being determined, the names of the candidates who received the same number of votes must be put to a further ballot immediately.

7(7) **Casual Vacancy**

- (a) Subject to this Constitution, the Directors are entitled to fill a casual vacancy in the office of Sports Group Director (whether caused by removal of the relevant Sport Group, the Director's resignation or otherwise) from any nominee or nominees of the Sport Group represented by that former Director. The Chief Executive Officer shall call for nominations in such format as he sees fit.
- (b) A Director appointed to fill a casual vacancy shall remain in office until the expiration of the term of the person whose retirement or termination has caused the casual vacancy.

7(8) **Expulsion:**

A Director being expelled shall be given the opportunity to fully present his/her case against being expelled at the General Meeting considering his/her expulsion. There shall be no appeal against the decision of the General Meeting.

SECTION 8. BOARD

8(1) **Sub-Committees:**

The Board will create such sub-committees as it sees fit from time to time. The sub-committee shall only have power to make recommendations to the Board except the remuneration sub-committee whose decision shall be final and binding on the Board. The remuneration sub-committee will be made up of the Chairman, Deputy Chairman and Treasurer.

8(2) **Duties of Chairman:** The duties of the Chairman shall be:

- (a) to preside and Chair all Board and General Meetings of the Federation to see that business is conducted in a proper manner;

- (b) to generally oversee the well being and objects of the Federation; and
- (c) to attend all meetings of the Federation and of the Board and vote as a member thereof and if he/she should preside as the chair he/she may exercise a deliberative as well as a casting vote.

8(3) Duties of Deputy Chairman: The duties of the Deputy Chairman shall be

- (a) In the absence of the Chairman to perform those duties required of the Chairman by this Constitution.
- (b) to perform such other duties as the Chairman of the Board may from time to time require.

8(4) Duties of Treasurer: The duties of the Treasurer shall be:-

- (a) To receive all moneys due to the Federation, to pay the same into the Accounts of the Federation with the Federation's Bankers and to give receipts therefore.
- (b) To pay all accounts passed by the Board by cheque signed by two (2) Directors, or the Chief Executive Officer and one Director, as authorised by the Board.
- (c) To enter a proper record of the Federation's transaction in such books as the Board shall direct him/her to keep.
- (d) At time to time as required by the Board, to present a statement at each Board meeting showing the state of the Federation's finances and a record of all moneys received and disbursed since the presentation of the last previous statement and record and to produce the Federation's bank books and cheque books.
- (e) To produce at each Annual General Meeting audited statements of receipts and disbursements for the financial year then last past and a balance sheet showing any assets and liabilities of the Federation as at the last day of the Year last past.
- (f) In conjunction with relevant Officers, to prepare annual budgets for the Federation
- (g) To delegate such of his/her powers and authorities as he/she may think is fit to any person save and except the authority to countersign cheques or EFT payments on behalf of the Federation.

8(5) Duties of Directors:

- (a) To elect a Chairman and Deputy Chairman and Treasurer at the first Board Meeting after each Annual General Meeting.

- (b) To represent the Ordinary Members of their sport grouping at Board Meetings and convene meetings of that sport grouping from time to time and to convey the recommendations and deliberations of those meetings to the Board.
 - (c) To carry out such duties as directed by the Board or the Chairman from time to time.
 - (d) To convene and chair sub-committees as requested by the Board and report to the Board the deliberations and recommendations of those sub-committees.
- 8(6) **Calling of Board Meetings:** At least three (3) clear days written notice of all Board Meetings shall be given to each member of the Board.
- 8(7) **Board Meetings:** The Board shall meet at least bi-monthly at a time and place to be determined by the Board. The business at Board Meetings shall include:-
- (a) Reading the Minutes of the last previous Board Meeting for confirmation.
 - (b) Receiving the Treasurer's report.
 - (c) Receiving other reports as may be presented by the Officers and sub-Committees of the Federation.
 - (d) General Business
- 8(8) **Powers of the Board:** The administration and management of the affairs of the Federation are vested in the Board which in addition to the powers expressly conferred by this Section, shall act in accordance with the objects of this Constitution and in line with policies as laid down by the Ordinary Members.

Without prejudice to, or limitations of its general powers, the Board shall have the following powers:

- (a) To purchase or otherwise acquire for the Federation any real or personal property, rights or privileges.
- (b) To appoint, and at its discretion remove or suspend, solicitors, bankers, clerks, agents or servants for permanent, temporary or special service for the Federation and to determine their duties and fix their salaries.
- (c) On behalf of, and in the name of the Federation, to institute, conduct, defend, compound or abandon any legal proceedings concerning the affairs of the Federation.

- (d) To administer the finances of the Federation, receive donations and other funds, and to invest and order the disbursement of the funds of the Federation.
- (e) To make, vary or repeal By-Laws [subject to sub-Section 11 (2)(b)].
- (f) To appoint sub-Committees and to delegate to such sub-Committees such powers as are relevant to their duties and functions.
- (g) To cause the Federation to become affiliated with such other Federations or bodies as the Board shall think fit.
- (h) To appoint delegates to such other organisations or bodies as the Board shall think fit.
- (i) To delegate such of its powers and authorities as it may think fit to any person.
- (j) To do all such things as may be necessary to carry into effect any resolution passed at any General Meeting of the Federation.
- (k) To appoint and/ or co-opt, and at its discretion remove or suspend, consultants to provide special services for the Board.

8(9) **Quorum:** A number equal to half the number of Board positions plus one shall constitute a quorum. A maximum of one (1) hour shall be allowed from the time the meeting was called for a quorum to be present or the meeting shall lapse.

8(10) **Chairman:**

- (a) At all Board Meetings the Chair shall be taken by the Chairman or (in his/her absence or refusal to act) the Deputy Chairman.
- (b) If neither the Chairman nor Deputy Chairman is present or willing to act, the Board shall elect a Chairman.

8(11) **Voting:**

- (a) Each Director present at any Board Meeting shall have one vote on any question before the Meeting except the Chairman who shall in addition to his deliberative vote be entitled to a casting vote in the event of there being an equality of votes.
- (b) The Chief Executive Officer shall not be entitled to vote at meetings of the Board.

- (c) Voting shall be by show of hands in all cases unless otherwise provided for by this Constitution or unless an Ordinary Resolution be passed requiring that a ballot be taken on any question.
- 8(12) **Adjournment:** Any meeting of the Board may be adjourned by Ordinary Resolution of the Meeting.
- 8(13) **Use of Common Seal:** The Federation shall have a seal which shall be in the custody of the Chief Executive Officer. It shall be affixed to such documents as the Board determines and it shall be used only by the Chairman and the Chief Executive Officer who shall countersign every document to which the seal is affixed as evidence of the authority for its use. A true and correct record shall be kept of all such documents to which the seal is fixed in the Seal Register maintained by the Chief Executive Officer.
- 8(14) **Custody of documents:** The Board shall provide for the safe custody of books, documents, instruments of title and securities of the Federation.
- 8(15) **Email:** Any notice required to be given under this Constitution may be given by email to the Members registered email address.

SECTION 9. CHIEF EXECUTIVE OFFICER

- 9(1) **Appointment:** A Chief Executive Officer may be appointed by the Board in accordance with the powers of this Constitution. The terms of the appointment shall remain confidential as between the Chief Executive Officer and the Board.
- 9(2) **Relationship with Board:** The Chief Executive Officer shall be responsible to the Board.
- 9(3) **Relationship with Chairman:** Subject to sub-Section 9(2), the Chief Executive Officer shall be solely responsible to the Chairman for the day to day administration of the affairs of the Federation and for the control of all other staff either part-time or full-time as may be employed by the Federation from time to time.
- 9(4) **Duties:** The duties of the Chief Executive Officer shall be:
 - (a) To convene and attend and keep record of all meetings of the Federation and of the Board and of the attendance at meetings.
 - (b) To keep such records as the Board may direct him/ her to keep.
 - (c) To conduct correspondence and to take charge of all documents and papers belonging to the Federation.
 - (d) To perform all the duties of Secretary of the Federation.

- (e) The Chief Executive Officer 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 Member who previously applies to the Chief Executive Officer for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Board Meeting shall be signed by the Chair of that meeting or the Chair of the next succeeding Board Meeting verifying their accuracy. Similarly, the minutes of every General Meeting shall be signed by the Chair of the next succeeding General Meeting. Provided that the minutes of any Annual General Meeting shall be signed by the Chair of that meeting or the Chair of the next succeeding General Meeting or the Annual General Meeting.
- (f) To do such other things as he/she may be instructed to do by the Board or required to do by this Constitution.

SECTION 10. FINANCE

- 10(1) **Not-for-Profit:** The income and property of the Federation whensoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers, and no portion shall be distributed directly or indirectly to any Member of the Federation except as bona fide compensation for services rendered or expenses, as approved by the Board, incurred on behalf of the Federation.
- 10(2) **Receipt of Moneys:** Moneys due to the Federation may be received by the Chairman, Chief Executive Officer, or Treasurer, or such other person as the Board may direct. If received by any person other than the Treasurer they shall be handed to the Treasurer or any other person as the Board may direct on behalf of the Treasurer within twenty-four hours of receipt. All moneys received by the Treasurer or on behalf of the Treasurer shall be banked within a reasonable time of receipt by him/ her with the Federations' Bankers.
- 10(3) **Payments:** All payments by cheque or EFT shall be signed by any two of the Chairman, Deputy Chairman, Chief Executive Officer, Treasurer or other Director authorised from time to time by the Board. All expenditure shall be approved or ratified at a Board Meeting.
- 10(4) **Membership Fees:** Membership fees for Ordinary Members and Associate Members are due and payable by 1 March each year. Fees to apply each year shall be determined at a General Meeting of Members to be held during the last quarter of each preceding year. Associate membership fees shall be no greater than seventy-five per cent (75%) of the fee applicable to Ordinary Members.
- 10(5) **Audit:** At the end of every financial year the accounts of the Federation shall be examined and the correctness thereof ascertained by the auditor. The auditor shall also ascertain the correctness of statements and balance sheets to be presented by the Treasurer to the Annual General Meeting and shall certify the correctness or

incorrectness thereof in writing to the Board and shall present to the Board a report on the books and accounts of the Federation.

- 10(6) **Financial Year:** The financial year of the Federation shall close on 31 December each year.

SECTION 11. CONSTITUTION AND BY-LAWS

- 11(1) **Interpretation of Constitution and By-Laws:** The Board shall have the power to interpret this Constitution and any By-Laws made under it and the decision of the Board on any question of interpretation can only be changed by Special Resolution at a General Meeting.

- 11(2) **Alteration of Constitution and By-Laws:**

- (a) Subject to the provisions of the *Associations Incorporation Act*, these rules may be amended, rescinded or added to from time to time by Special Resolution carried at any General Meeting. Provided that no such amendment, decision or addition shall be effected unless the same is registered by the Department administering the Act.
- (b) This Constitution and any By-Laws made hereunder may be altered or rescinded by Special Resolution at a General Meeting of the Federation provided that written notice of motion of any intended Special Resolution for this purpose shall be given to the Secretary of the Federation in sufficient time for him/her to forward a copy of such notice to each Ordinary Member at least fourteen (14) days before the date fixed for the meeting. No such motion shall be considered at any General Meeting unless the provisions of this Section as to notice have been complied with.
- (c) Any By-Law made hereunder may also be varied or repealed by Special Resolution of the Board provided that written notice of motion to make, vary or repeal any such By-Law shall have been given to the Board at the meeting prior to that at which it is proposed to make, vary or repeal such By-Law.

SECTION 12. DISSOLUTION

- 12(1) **General Meeting:** On application in writing to the Federation of twenty (20) Ordinary Members signifying their desire that the Federation be dissolved, a General Meeting shall be called to consider the question. Such Meeting shall be held after the expiry of thirty (30) days and within sixty (60) days of the receipt of such application. The dissolution of the Federation may only be effected by a Special Resolution of such General Meeting.

- 12(2) **Distribution of Property:** If upon the dissolution or winding up of the Federation there remains after the satisfaction of all its debts and liability any property

whatsoever, the same shall not be paid to, or distributed amongst the Members of the Federation. Such property shall be given or transferred to some other Federation or institution having objects similar, wholly or in part, to the objects of the Federation and which shall prohibit the distribution of its or their income and property among its or their Members. Alternatively, the property may be given or transferred to some charitable object or objects as determined by the Members by Special Resolution at a General Meeting at or before the time of dissolution or winding up. In default thereof, in so far as effect cannot be given to such determination, then such payment or distribution shall be determined by a Judge of the Supreme Court of Queensland.