



# **SPORTS FEDERATION of QUEENSLAND Inc**

# **CONSTITUTION**



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1 **NAME**

The name of the Association shall be the Sports Federation of Queensland Incorporated.

2 **DEFINITIONS**

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:

**Association**

Means the Sports Federation of Queensland Incorporated.

**Board / Board of Directors**

Means the Management Committee of the Association.

**Delegate**

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

**Director**

Means a member of the Management Committee.

**Chief Executive Officer**

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

**Ordinary Resolution**

Means a Resolution passed by a simple majority of those Ordinary Members present and entitled to vote at a General Meeting.

**Secretary**

Means the Chief Executive Officer or such other person appointed by the Board.

**Special Resolution**

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

**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 Association; namely:

- (a) Aquatic;
- (b) Field Team;
- (c) Indoor; and
- (d) Outdoor.

### **State**

Means the State of Queensland.

### **Year**

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

## **3 OBJECTS**

The object of the Association 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 those views to any other organisation, institution or body governmental, semi-governmental or otherwise as appropriate.
- (c) Assisting broad, long term planning for sport in the State including the coordination of optimum use of sports facilities.
- (d) Seeking and identifying direct or indirect funding sources which could be made available for the development of sport in the State and assisting to ensure that these funds are put to their most effective use.
- (e) Promoting the role of the Association 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.

## **4 POWERS**

The Association has all of the powers of an individual.

## 5 MEMBERSHIP

5.1 Membership shall comprise:

- (a) Ordinary Members;
- (b) Associate Members.

5.2 Ordinary Member:

any 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 Association.

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 Association at the discretion of the Board.

5.4 **Applications:**

- (a) An application for membership shall be in writing on the prescribed Association form, and shall be duly signed by an authorised officer bearer of the organisation applying for membership, and shall be addressed to the Association accompanied by a copy of the Constitution and a list of the office bearers of the Organisation and such other information as the Board may reasonably require.
- (b) 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.

5.5 **Sport Group Allocation:**

- (a) Upon admission to the Association each Ordinary Member shall be allocated to the appropriate Sport Group by the Board.
- (b) 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.

5.6 **Membership Resignation:** An Ordinary Member or Associate Member may resign its membership at any time by written notice to the Association. The resignation shall take effect immediately upon receipt of the notification by the Association. Membership fees will not be refunded.

5.7 **Termination of Membership:**

- (a) 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.

- (b) Should an Ordinary Member change its objects or aims, then the Board shall determine whether such membership should be terminated or status amended
  - (c) 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.
- 5.8 **Change of Particulars:** Each Ordinary Member shall, as from time to time required, give notice to the Association of change in particulars of office bearers.
- 5.9 **Members Right to Appoint a Delegate:** Each Ordinary Member shall be entitled to appoint one (1) Delegate to attend at General Meetings of the Association.
- 5.10 **Voting Rights of Members:** Each Delegate in attendance at a General Meeting shall be entitled to one(1) vote.
- 5.11 **Voting Rights of Associate Members:** Each Associate Member shall be entitled to be represented at each General Meeting. Such representatives may not speak to motions, and shall not have the right to vote, or move or second motions.
- 5.12 **Representation:** No Delegate shall be permitted to represent more than one Ordinary Member.
- 5.13 **Notices and Registered Address:**
- (a) Every Ordinary Member shall inform the Association 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 Association sent by post or email and addressed to it by name to the last known address of the Ordinary Member.
  - (b) Any notice required to be given under this Constitution may be given by email to the Members registered email address.
- 5.14 **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 Association 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.

5.15 **Membership Lapsing:** A member of any class who has not paid membership fees for two (2) consecutive years shall cease to be a member.

## 6 GENERAL MEETINGS

6.1 **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 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 by the 30<sup>th</sup> June in 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 Association during the last year and the Treasurer's reports therein;
- (c) appointment of a Patron;
- (d) appointment of an Auditor;
- (e) election of Directors; 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 except for Annual General Meetings where 28 days notice shall be given.

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 **No Casting Vote:** In the event of a tied vote the Chairperson of the meeting may not 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 Chairperson, failing him/ her by the Deputy Chairperson. In the event of the absence or refusal to act of the Chairperson and Deputy Chairperson, the Meeting shall elect a Chairperson.
- 6.9 **Adjournment:** Any General Meeting of the Association may be adjourned by Ordinary Resolution of the Meeting.
- 6.10 **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 Chairperson, Deputy Chairperson and Treasurer.

## 7 ELECTION OF DIRECTORS

### 7.1 Number of Directors:

The number of Directors must be 8 comprising:

- (a) 4 Sport Group Directors. 1 Director elected by each of the 4 Sport Groups;
- (b) 2 General Directors elected by all of the Members;
- (c) 2 Independent Directors elected by all the Members.

### 7.2 Qualifications:

Each Sport Group Director and General Director must be a Delegate

### 7.3 Election of Sport Group Directors:

- (a) The Chief Executive Officer will call for nominations of both Sport Group Directors and Independent Directors with the notice of Annual General Meeting.
- (b) A candidate for election as a Sport Group Director must be proposed by an Ordinary Member in that Sport Group, and must be a delegate for an Ordinary Member.
- (c) An Ordinary Member may only nominate one candidate for election as a Sport Group Director. 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 Association not later than 5.00pm on the day which is 14 days prior to the annual general meeting at which the nominees seek election.
- (f) Where more than one nomination is received for each Sport Group Director, the Ordinary Members in that Sports Group shall elect a nominee by ballot. The method of conducting the ballot will be determined by the Board. This ballot will be completed a minimum of 7 days prior to the annual general



meeting at which the nominees seek election. Where only one nomination is received for a Sport Group that nominee shall be elected. Each Sport Group shall elect 1 nominee for the position of Sport Group Director.

#### 7.4 Election of General Directors

- (a) The Chief Executive Officer will call for nominations of General 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 General 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 or as a General Director.
- (d) A candidate must accept the nomination to be eligible for election as a General Director.
- (e) Nominations for election as a General Director must be received on the prescribed form at the registered office of the Association not later than 5.00pm on the day which is 14 days prior to the annual general meeting at which the nominees seek election.
- (f) Where more than one nomination is received for each position of General Director, that position will be determined by a ballot. The method of conducting the ballot will be determined by the Board. This ballot will be completed a minimum of 7 days prior to the annual general meeting at which the nominees seek election. Where the number of nominations received is equal to the number of vacancies those nominees shall be elected.

#### 7.5 Nomination of Independent Directors:

- (a) All Ordinary Members are entitled to nominate people who are not Sport Group or General Directors for election by the Ordinary Members as Independent Directors. An independent Director cannot be an office bearer or employee of or a delegate for any Ordinary Member.
- (b) Each candidate for election as an Independent Director must be proposed by an Ordinary Member.
- (c) Any Ordinary Member may only nominate one candidate for election as an Independent Director.
- (d) A candidate must accept the nomination to be eligible for election as an Independent Director.
- (e) A nomination of a candidate for election as an Independent Director must be in writing and be accompanied by information concerning the candidate and be accepted by the candidate.
- (f) A nomination of a candidate for election as an Independent Director must be received at the registered office of the Association not later than 5pm on the

day which is 14 days prior to the annual general meeting at which the candidate seeks election.

- (g) Where more than one nomination is received for a position of Independent Director, that position will be determined by a ballot. The method of conducting the ballot will be determined by the Board. This ballot will be completed a minimum of 7 days prior to the annual general meeting at which the nominees seek election. Where only one nomination is received that nominee shall be elected.

#### 7.6 Timing of Election of Directors:

- (a) 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.
- (b) The Association 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.
- (c) Subject to the Transitional provisions in clause 7.11, all Directors are elected for a term of 2 years.

#### 7.7 Election Procedure:

- (a) The Chief Executive officer is to act as Returning Officer for all elections
- (b) If the number of candidates for election as Directors is equal to or less than the number of vacancies, the chair of the annual general meeting must declare those candidates to be duly elected as directors.
- (c) 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.
- (d) 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.
- (e) 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.
- (f) The Board shall determine any other matters with respect to the method of conducting the ballot.

#### 7.8 Casual Vacancy

- (a) Subject to this Constitution, the Board is entitled to fill a casual vacancy in the office of Director (whether caused by removal, resignation or otherwise) from any nominee or nominees of the Sport Group represented by that former Director or in the case of General Directors or Independent Directors as it sees fit. 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.

7.9 Expulsion:

A Director may be expelled by an ordinary resolution of the Ordinary Members at a General Meeting. 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.

7.10 Maximum Terms:

- (a) Subject to sub-clause (b), the Maximum Term of any Director shall be four (4) terms excluding any period served filling a casual vacancy.
- (b) Any current Director at the time of the insertion of this clause 7.10 in this constitution may be elected for one further term in excess of four (4) terms.

7.11 Gender Diversity:

The Board, whilst ensuring the prevailing criteria for election are eligibility, skills, expertise and experience, should be comprised in a manner that no gender accounts for more than 60% or less than 40% of the total number of directors. Whilst it is not possible to mandate such limitations where all of the directors are elected as required by the Associations Incorporation Act, the Board and the Members should have regard to this governance principle, particularly in relation to filling of casual vacancies.

**ROLE OF THE BOARD**

7.12 **Duties of Chairperson:** The duties of the Chairperson shall be:

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

7.13 **Duties of Deputy Chairperson:** The duties of the Deputy Chairperson shall be

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

7.14 **Duties of Treasurer:** The duties of the Treasurer shall be:-

- (a) To receive all moneys due to the Association, to pay the same into the Accounts of the Association with the Association's Bankers and to give receipts therefore.

- (b) To pay all accounts passed by the Board by EFT or 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 Association'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 Association'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 Association'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 Association as at the last day of the Year last past.
- (f) In conjunction with relevant Officers, to prepare annual budgets for the Association
- (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 Association.

**7.15 Duties of Directors:**

- (a) To elect a Chairperson and Deputy Chairperson 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 Chairperson 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.

**7.16 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.

**7.17 Board Meetings:** The Board shall meet at least 6 times per year at a time and place to be determined by the Board.

**7.18 Powers of the Board:** The administration and management of the affairs of the Association 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 Association any real or personal property, rights or privileges.
- (b) On behalf of, and in the name of the Association, to institute, conduct, defend, compound or abandon any legal proceedings concerning the affairs of the Association.
- (c) To administer the finances of the Association, receive donations and other funds, and to invest and order the disbursement of the funds of the Association.
- (d) To make, vary or repeal By-Laws.
- (e) To appoint sub-Committees and to delegate to such sub-Committees such powers as are relevant to their duties and functions.
- (f) To appoint delegates to such other organisations or bodies as the Board shall think fit.
- (g) To delegate such of its powers and authorities as it may think fit to any person.
- (h) To do all such things as may be necessary to carry into effect any resolution passed at any General Meeting of the Association.

7.19 **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.

7.20 **Chairperson:**

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

7.21 **Voting:**

- (a) Each Director present at any Board Meeting shall have one vote on any question before the Meeting except the Chairperson 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.

7.22 **Adjournment:** Any meeting of the Board may be adjourned by Ordinary Resolution of the Meeting.

7.23 **Use of Common Seal:** The Association 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 Chairperson 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.

7.24 **Custody of documents:** The Board shall provide for the safe custody of books, documents, instruments of title and securities of the Association.

## 8 CHIEF EXECUTIVE OFFICER

8.1 **Appointment:** A Chief Executive Officer may be appointed by the Board. The terms of the appointment shall remain confidential as between the Chief Executive Officer and the Board.

8.2 If the Chief Executive Officer is appointed, the Chief Executive Officer will be the Secretary. If the Chief Executive Officer is not appointed, the Board will appoint a Secretary.

## 9 FINANCE

9.1 **Not-for-Profit:** The income and property of the Association 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 Association except as bona fide compensation for services rendered or expenses, as approved by the Board, incurred on behalf of the Association.

9.2 **Receipt of Moneys:** Moneys due to the Association may be received by such person as the Board may direct. All moneys received shall be banked within a reasonable time of receipt by him/ her with the Associations' Bankers.

9.3 **Payments:** All payments by cheque or EFT shall be signed by any two of the Chairperson, Deputy Chairperson, 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.

9.4 **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 by the Board.

9.5 **Audit:** At the end of every financial year the accounts of the Association 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 Association.

9.6 **Financial Year:** The financial year of the Association shall close on 31 December each year.

## 10 CONSTITUTION AND BY-LAWS

10.1 **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.

10.2 **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 Association provided that written notice of motion of any intended Special Resolution for this purpose shall be given to the Secretary of the Association 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 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.

## 11 **DISSOLUTION**

11.1 **General Meeting:** On application in writing to the Association of twenty (20) Ordinary Members signifying their desire that the Association 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 Association may only be effected by a Special Resolution of such General Meeting.

11.2 **Distribution of Property:** If upon the dissolution or winding up of the Association 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 Association. Such property shall be given or transferred to some other Association or institution having objects similar, wholly or in part, to the objects of the Association 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 Ordinary 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.