



Queensland Polocrosse Association Inc.

Constitution

2019

Queensland Polocrosse Association Inc. Constitution

1 Name of Association

1.1 The name of the incorporated association is the Queensland Polocrosse Association Inc.

2 Definitions and interpretation

2.1 The meanings of the terms used in this Constitution, Objects, Rules or By-laws shall be as follows:

Term	Meaning
Act	means the Associations Incorporation Act 1981 (Qld);
Acting Delegate	means a person, 16+ years of age, who is nominated to act as a Delegate in circumstances where the Delegate cannot attend the AGM;
Additional Provisions	means a provision of the 'Model Rules' under the Act;
Affiliate Member	means a person who is affiliated with the QPA, but who is not a Member of a Club, as may be determined by the QPA from time to time;
Agenda	means the agenda which sets out the order of business to be discussed at a Meeting;
AGM	means the annual general meeting of the QPA, at which the Management Committee Members must be elected and other functions required by the Act must be carried out;
Appeals Committee	means the committee duly appointed by the Management Committee to perform judicial functions of the QPA delegated under clause 15;
Associate Member	means an organisation or body, which in the opinion of the QPA has similar aims and objects for promoting horses and horse-sports, who has been granted associate membership to the QPA;
By-Laws	means any by-laws made by the Management Committee under clause 30;
Chairperson	means the President of the QPA, or alternatively Vice President or other Management Committee Member, who is appointed as chairperson at any Meeting in the absence of the President or Vice President;
Club	means a polocrosse club who is a QPA Member as may be determined by the QPA from time to time;
Club Membership Fee	means the fee payable by a Member to the Club that they are a member of in accordance with clause 11, to be paid annually or as otherwise determined by the Club;

Term	Meaning
Club QPA Fee	means the fee payable by a Club to the QPA in accordance with clause 11, to be paid annually or as otherwise determined by the QPA;
Constitution	means this constitution of the QPA;
Councillor	means a Member appointed to the Management Committee in accordance with clause 13;
Delegate	means each of the two persons appointed prior to the AGM who are to act in this capacity until the next AGM unless otherwise removed pursuant to clause 9, appointed to act for and on behalf of a Club and to represent the Club at Meetings and must be 16+ years of age;
Emergency Delegate	means the person(s) appointed from time to time to act on behalf of a Club and to represent the Club at Meetings, in circumstances where a Delegate or Acting Delegate cannot attend the Meeting due to an emergency (including, but not limited to, circumstances where the Delegate is impacted by fire, flood or medical emergency), must be 16+ years of age;
Executive	means the two (2) Members forming part of the Management Committee in accordance with clause 13;
Financial Year	means the year ending on the next 30 September following incorporation and thereafter a period of twelve (12) months commencing on 1 October and ending on 30 September each year;
Intellectual Property	means all rights subsisting in copyright, business names, names, trade marks (or signs), logos, designs, equipment including computer software, images (including photographs, videos or films) or service marks relating to the QPA or any activity of or conducted, promoted or administered by the QPA in Queensland;
Judicial Committee	means the committee duly appointed by the Management Committee to perform judicial functions of the QPA delegated under clause 15;
Judicial Regulations	means any Regulations of the QPA relating to the judicial functions of the QPA and any Judicial Committee in relation to the discipline of any QPA Member;
Management Committee	means the Councillors and the Executive appointed in accordance with clause 13;
Management Committee Member	means a Member who is part of the Management Committee;
Management Committee Quorum	means five (5) or more Management Committee Members;

Term	Meaning
Meeting/s	means the AGM, and any Special Meeting of the QPA;
Meeting Quorum	means 30% of the registered clubs of the QPA who are entitled to vote;
Member	means a person who is a registered, financial member of a Club that is a QPA Member;
Notice of Motion	means a notice of motion given in accordance with clause 19;
Objects	means the objects of the QPA as set out in clause 3;
PAA	means the Polocrosse Association of Australia Inc.;
Postal Vote	means a bona fide vote by club delegates in the form of electronic or postal transmission, that has the same emphasis as a vote placed personally by delegates at a meeting;
Powers	means the powers of the QPA as set out in clause 4;
President	means the Member elected as the President in accordance with clause 13;
QPA	means Queensland Polocrosse Association Inc.;
QPA Member	means a Member, Club, Associate Member or Affiliate Member of the QPA under clause 5;
QPA Registration Fee	means the fee payable by a Member to the QPA in accordance with clause 11, to be paid annually or as otherwise determined by the QPA;
Register	means a register of QPA Members kept and maintained in accordance with clause 7;
Regulations	means any regulations made by the Management Committee under clause 30;
Selector	means each of the five (5) Members duly elected as junior selectors and each of the five (5) Members duly elected as senior selectors in accordance with clause 22, charged with selecting teams to represent the State of Queensland in polocrosse competitions;
Special Meeting	means any meeting of QPA Members that is held in accordance with clause 16;
Special Resolution	means a resolution passed at a Meeting by the votes of 75% of the QPA Members present and entitled to vote;

Term	Meaning
State Administrator	means the person employed as State Administrator of the QPA under clause 15.2;
State Director of Umpiring	means the Member duly elected in accordance with clause 23, who is responsible for all umpiring matters in Queensland;
Treasurer	means the Member elected as the treasurer in accordance with clause 13;
Zone	means a specific regional area in Queensland where there are (4) or more Clubs, as assigned by the QPA;
Zone Representative	means the president, secretary or treasurer of a Zone.

2.2 In this Constitution unless the context otherwise requires:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority or the performance of the duty;
- (c) words denoting the singular number include the plural and vice versa;
- (d) words denoting any gender include all genders;
- (e) where a word or phrase is defined other parts of speech and grammatical forms of that word or phrase have corresponding meanings;
- (f) words denoting natural persons include bodies corporate and unincorporated and vice versa;
- (g) references to a person include the legal personal representatives, successors and permitted assigns of that person;
- (h) references to clauses and schedules are to the clauses of and schedules to this Constitution;
- (i) headings are for convenience only and shall not effect interpretation;
- (j) references to any party to this Constitution or any other agreement or instrument include the party's successors, permitted assigns, receivers and managers;
- (k) references to any agreement or instrument include references to that agreement or instrument as amended, notated, supplemented, varied or replaced from time to time;
- (l) references to any legislation, provision of legislation, a statute, ordinance, code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction); and
- (m) a reference to "writing" shall unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

2.3 Except where the contrary intention appears, in this Constitution, an expression that deals with a matter under the Act has the same meaning as that provision of the Act.

2.4 To the extent that any matter is not provided for under this Constitution or any additional Regulations or By-Laws of the QPA which is otherwise provided for under the Additional Provisions, then the QPA's Constitution and such other Regulations and By-laws are taken to include the Additional Provisions.

3 Objects of the QPA

3.1 The QPA is established solely for the objects set out in this clause 3.

3.2 The Objects of the QPA are to:

- (a) participate as a member of the PAA so the sport of polocrosse can be conducted, encouraged, promoted, advanced and administered in Queensland;
- (b) conduct, encourage, promote, advance and administer the sport of polocrosse throughout Queensland;
- (c) ensure the maintenance and enhancement of the QPA, the PAA, the QPA Members and the sport of polocrosse, its standards, quality and reputation for the benefit of the QPA Members and the sport of polocrosse;
- (d) promote mutual trust and confidence between the QPA, the PAA and the QPA Members in pursuit of these Objects;
- (e) act on behalf of, and in the interest of, the QPA Members and the sport of polocrosse in Queensland;
- (f) promote the economic and community service success, strength and stability of the QPA, the QPA Members and the sport of polocrosse in Queensland;
- (g) affiliate and otherwise liaise with the PAA and adopt its rule and policy framework to further these Objects and the sport of polocrosse in Queensland;
- (h) use and protect the Intellectual Property of the QPA;
- (i) apply the property and capacity of the QPA towards the fulfilment and achievement of these Objects;
- (j) strive for government, commercial and public recognition of the QPA as the controlling body for the sport of polocrosse in Queensland;
- (k) abide by, promulgate, enforce and secure uniformity in the application of, the rules of the sport of polocrosse as may be determined from time to time by the PAA as may be necessary for the management and control of the sport of polocrosse and related activities in Queensland;
- (l) advance the operations and activities of the QPA throughout Queensland;
- (m) further develop the sport of polocrosse into an organised institution and with these Objects in view, to foster, regulate, organise and manage examinations, competitions, displays and other activities and to issue badges, medallions and certificates and award trophies to successful QPA Members;
- (n) review and/or determine any matters relating to the sport of polocrosse which may arise, or be referred to it, by any QPA Member;
- (o) recognise any penalty imposed on any QPA Member;
- (p) act as arbiter or otherwise delegate to another entity to act as arbiter (as required) on all matters pertaining to the conduct of the sport of polocrosse in Queensland, including disciplinary matters;
- (q) pursue such commercial arrangements, including sponsorship and marketing opportunities as are appropriate to further the interests of the sport of polocrosse in Queensland;
- (r) adopt and implement such policies as may be developed by the QPA, including (as relevant and applicable) member protection, anti-doping, health and safety, junior sport, infectious diseases and such other matters as may arise as issues to be addressed in the sport of polocrosse representing the interests of QPA Members and of the sport of polocrosse generally in any appropriate forum in Queensland;
- (s) have regard to the public interest in its operations;
- (t) do all that is reasonably necessary to enable these Objects to be achieved and enable QPA Members to receive the benefits which these Objects are intended to achieve;
- (u) promote the health and safety of QPA Members and all other participants in the sport of polocrosse in Queensland;
- (v) seek and obtain improved facilities for the enjoyment of the sport of polocrosse in Queensland; and
- (w) undertake and or do all such things or activities which are necessary, incidental or conducive to the advancement of these Objects.

4 Powers of QPA

4.1 In order to further the Objects of the QPA, the QPA has the following powers:

- (a) the rights, powers and privileges conferred on it under section 25 of the Act;

- (b) the legal capacity and powers of a company as set out under section 124 of the Corporations Act 2001 (Cth);
- (c) to subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objectives are altogether or in part similar to those of the QPA provided that the QPA shall not subscribe to or support with its funds any club or association which does not prohibit the distribution of its income and property amongst members to an extent at least as great as imposed on the QPA under or pursuant to clause 29.1 to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the QPA;
- (d) to purchase, take on, lease or exchange, hire or otherwise acquire any land, buildings, easements or property, real or personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the QPA; provided that in the case the QPA shall take or hold any property which may be subject to any trusts, the QPA shall only deal with the same in such manner as is allowed by law having regard to such trusts;
- (e) to enter into any arrangements with any government or other authority that are incidental or conducive to the attainment of the Objects and the exercise of Powers of the QPA; to obtain from any such government or other authority any rights, privileges and concession which the QPA may think desirable to obtain and carry out the exercise and comply with any such arrangements, rights, privileges and concessions;
- (f) to appoint, employ, remove or suspend such managers, administrators, secretaries, workman and other persons as may be necessary or convenient for the purpose of the QPA;
- (g) to remunerate any person or body corporate for services rendered, or to be rendered;
- (h) to construct, improve, develop, maintain, work manage, carry out, alter or control any business, grounds, works or conveniences which may seem calculated directly or indirectly to advance the QPA's interest, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
- (i) to invest and deal with money of the QPA not immediately required in such manner as may from time to time be thought fit;
- (j) to take or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate;
- (k) to borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure monies and further advances borrowed, to be borrowed alone or with others by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the QPA's property or assets present or future and to purchase, redeem or pay off any such securities;
- (l) to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the QPA;
- (m) to take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the QPA's property of whatever kind sold by the QPA, or any money due to the QPA from purchasers and others;
- (n) to take any gift of property whether subject to any special trust or not, for any one or more of the Objects of the QPA but subject always to clause 4.1(g);
- (o) to take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the QPA in the shape of donations, annual subscriptions or otherwise;
- (p) to print and publish any newspapers, periodicals, books or leaflets that the QPA may think desirable for the promotion of the Objects;
- (q) to amalgamate with any one or more incorporated associations having similar objects altogether or in part similar to those of the QPA and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the QPA under or pursuant to clause 27.7;
- (r) to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated association with which the QPA is authorised to amalgamate;

- (s) to transfer all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the QPA is authorised to amalgamate;
- (t) to make donations for patriotic, charitable or community purposes;
- (u) to transact any lawful business in which the Commonwealth of Australia is engaged;
- (v) to do all such other things as are incidental or conducive to the attainment of the Objects and exercise of the Powers of the QPA;
- (w) to have the power to handicap and grade players, appoint umpires, conduct and control games, matches, tournaments, carnivals or exhibitions, to discipline the conduct of members of affiliated bodies associated with the QPA, and to amend the Constitution, Objects, Rules and By-Laws.

4.2 Subject to clause 12, the Management Committee shall have the power to delegate to other bodies all such authorities, with the exception of the amendment of the Constitution, Objects, Regulations or By-Laws of the QPA.

5 QPA Members

Categories of QPA Members

5.1 QPA Members shall consist of:

- (a) Members; and
- (b) Clubs, which subject to this Constitution shall be represented by two (2) Delegates. Each Club shall have the right to receive notice of Meetings and to be present, debate and shall have two (2) votes on behalf of the relevant Club at Meetings; and
- (c) Affiliate Members; and
- (d) Associate Members; and
- (e) such new or other categories of members as may be established by the Management Committee from time to time. Any new category of QPA Member established by the Management Committee cannot be granted voting rights without the approval of the QPA in Meeting.

Deemed Membership

5.2 All QPA Members which or who are, prior to the approval of this Constitution under the Act, members of the QPA, shall be deemed QPA Members from the time of approval of this Constitution under the Act and shall not be liable to pay any further QPA Registration Fee or Club QPA Fee until the next due date for payment of that subscription.

Admission and rejection of QPA Members

- 5.3 At the Management Committee Meeting following the receipt of any applications for membership and the accompanying QPA Registration Fee or Club QPA Fee, the Management Committee shall consider each application and determine whether the applicant should be admitted as a QPA Member or whether the application should be rejected.
- 5.4 Any applicant who receives a majority of votes of the Management Committee Members present at the Management Committee Meeting shall be accepted as a QPA Member of the category of membership applied for.
- 5.5 Upon the admission or rejection of any applicant for any category of membership, the President shall provide the applicant with written notification of such admission or rejection (the Membership Notification).
- 5.6 Any applicant whose application for membership is rejected by the Management Committee may apply to have the decision reviewed by the PAA. The PAA's decision will be final.

6 Zones, Associate Members, Affiliate Members and Clubs

Zones

6.1 A Zone shall function for the control of all matters concerning the sport of polocrosse within the limits of the district assigned to it by the QPA or as otherwise determined by the QPA. It shall be affiliated with the QPA and shall deal with the PAA only through the QPA.

- 6.2 Each Zone shall have Zone Representatives. Such representatives (and any other Members of the Zone) shall have the right to be present at Meetings but shall have no right to debate or to vote at Meetings on behalf of that Zone. Zones have no entitlement to vote.
- 6.3 On the formation and affiliation of a Zone, the Zone shall be responsible for the payment of the QPA Registration Fees due to the QPA and shall be responsible for the collection of Club QPA Fees or any other fees as determined from time to time to be remitted to the QPA and for such other administrative and disciplinary matters as delegated to each Zone by the QPA from time to time.
- 6.4 The secretary of each Zone shall forward at the beginning of each respective Financial Year, a full alphabetical list of its affiliated Clubs and Members to the QPA and these lists shall be kept up to date.

Associate Members

- 6.5 The QPA shall have the power to decide who may be an Associate Member.
- 6.6 One (1) representative from each Associate Member may attend Meetings, but shall not take part in the business of the Meeting without the permission of the QPA. Associate Members have no entitlement to vote.
- 6.7 The QPA shall determine any Associate Member's fees annually.

Affiliate Members

- 6.8 The QPA shall have the power to decide who may be an Affiliate Member.
- 6.9 Affiliate Members may attend Meetings, but shall not take part in the business of the Meeting without the permission of the QPA. Affiliate Members have no entitlement to vote.
- 6.10 The QPA shall determine any Affiliate Member's fees annually.

Clubs

- 6.11 Clubs shall affiliate with the QPA through the Zone within whose regional district they are situated or otherwise at the discretion of the QPA. Where there is only one Zone in existence within Queensland then each Club shall affiliate with the QPA through that Zone and where there are insufficient Clubs to form a Zone then each Club shall affiliate directly with the QPA in accordance with this Constitution.
- 6.12 A Club shall function for the control of all of the Members in that Club and matters concerning the sport of polocrosse within the Club.
- 6.13 The constitution, objects, rules and by-laws of the Club shall:
 - (a) not be inconsistent with the Constitution, Objects, Regulations and By-Laws of the QPA (or the relevant Zone if in existence); and
 - (b) contain a clause signifying that the Club and its members shall be governed by the Constitution, Objects, Regulations and By-Laws of the QPA (or the relevant Zone if in existence).
- 6.14 On the formation and affiliation of a Club, the Club shall be responsible for the payment of the Club QPA Fee to the QPA and it shall deal with the QPA through the relevant Zone (if in existence) or otherwise directly with the QPA.
- 6.15 The secretary of each Club shall forward a full alphabetical list of its Members to its relevant Zone and to the QPA at the beginning of each Financial Year for their records; and each Club will keep the information on such list up to date and accurate.
- 6.16 A Club shall present a copy of the following to its Zone (if in existence) and to the QPA:
 - (a) its constitution, objects, rules and by-laws before it is granted affiliation; and
 - (b) any proposed amendment to its constitution, objects, rules and by-laws before the amendment is made.The final interpretation of the Club's constitution, objects, rules and by-laws shall vest in the QPA.
- 6.17 Any dispute or uncertainty as to the application of this Constitution to a Club shall be resolved by the Management Committee in its sole discretion.
- 6.18 Each Club shall advise the Management Committee no later than two (2) weeks prior to the AGM of the address and membership particulars of each Delegate for the ensuing Financial Year.

- 6.19 If a Delegate is unable to attend the AGM then the Club must advise the Management Committee in writing prior to the AGM of the name of the Acting Delegate.
- 6.20 If a Delegate or Acting Delegate becomes unable to attend the AGM within 24 hours of the AGM commencing, due to emergency circumstances, then an Emergency Delegate may attend in their place.

Application for QPA Membership by a Club, Associate Member or Affiliate Member

- 6.21 An application for QPA Membership by a Club, Associate Member or Affiliate Member must be:
- (a) in writing on the form prescribed from time to time by the Management Committee (if any), from the applicant or its nominated representative and lodged with the QPA;
 - (b) accompanied by a copy of the applicant's constitution (which must be acceptable to the QPA and must substantially conform to this Constitution);
 - (c) accompanied by the applicant's register of members (if applicable); and
 - (d) accompanied by the appropriate fee (if any).
- 6.22 The Management Committee may accept or reject an application regardless of whether the applicant has complied with the requirements in clause 6.21 and shall not be required or compelled to provide any reason for such acceptance or rejection.
- 6.23 Where an application is accepted, the applicant shall become a QPA Member from the time of acceptance by the QPA and the applicant will be added to the Register as soon as practicable.
- 6.24 Where the QPA rejects an application it shall refund any fees forwarded with the application to the applicant.

Renewal of QPA Membership by a Club, Associate Member or Affiliate Member

- 6.25 Associate Members and Affiliate Members are not required to renew their QPA Membership unless provided to by the QPA.
- 6.26 Clubs must renew their QPA Membership annually in accordance with the procedures set down by the Regulations from time to time.
- 6.27 Upon renewal of their QPA Membership, a Club must:
- (a) lodge an updated copy of its constitution (including all amendments, for sake of clarity if a constitution has not been amended there is no requirement to lodge a copy) with the QPA;
 - (b) provide details of any change in its Delegates; and
 - (c) provide any other information reasonably required by the QPA.
 - (d) Each Club must ensure that its constitution is amended to conform to any amendments made to this Constitution and/or to the PAA constitution.
- 6.28 Clubs shall provide the QPA with such details as are reasonably required by the QPA under this Constitution within one (1) month of the approval of this Constitution under the Act.

7 Register of QPA Members

QPA to keep Register

- 7.1 The Management Committee shall cause to keep and maintain a Register that records (as a minimum):
- (a) the full name, residential address, category of membership and date of admission as a QPA Member of each Member, Club, Delegate, Associate Member and Affiliate Member; and
 - (b) details of each Zone, the Clubs within the relevant Zone and details of each Zone's Representative; and
 - (c) the full name, residential address and date of admission as a QPA Member and to their relevant position of each Councillor and Executive member of the Management Committee (from time to time); and
 - (d) where applicable, the date of any resignation, termination and/or reinstatement of membership and/or relevant Management Committee position of any Member, Councillor or Executive member of the Management Committee or Club; and

(e) any further particulars as the Management Committee or the QPA Members by Special Resolution shall require from time to time.

7.2 QPA Members, Zones and Councillors or Executive members of the Management Committee shall provide notice of any change and required details to the QPA within one (1) month of such change.

Inspection and use of Register

7.3 Having regard to the Act, confidentiality considerations and privacy laws, an extract of the Register:

- (a) shall be available for inspection (but not copying) by all QPA Members upon reasonable request; and
- (b) may be used to further the Objects, in such manner as the Management Committee considers appropriate.

8 Effect of membership

8.1 QPA Members acknowledge and agree that:

- (a) this Constitution constitutes a contract between each of them and the QPA and that they are bound by this Constitution and the Regulations and the PAA constitution and regulations;
- (b) they shall comply with and observe this Constitution and the Regulations and any determination, resolution or policy which may be made or passed by the Management Committee or other entity with delegated authority (for example the Judicial Committee);
- (c) by submitting to this Constitution and Regulations they are subject to the jurisdiction of the QPA and the PAA;
- (d) the Constitution and Regulations are necessary and reasonable for promoting the Objects and particularly the advancement and protection of the sport of polocrosse in Queensland; and
- (e) they are entitled to all benefits, advantages, privileges and services of QPA membership.

9 Discontinuance of QPA membership

Resignation and withdrawal

9.1 Subject to clause 9.2, a QPA Member having paid all arrears of fees payable to the QPA may resign or withdraw from membership of the QPA by giving one (1) month's notice in writing to the QPA of such resignation or withdrawal.

9.2 A Club may not resign, disaffiliate or otherwise seek to withdraw from the QPA without approval by Special Resolution of the Club. A copy of the relevant minutes of the meeting showing that the Special Resolution has been passed by the Club must be provided to the QPA.

9.3 If a Club ceases to be a QPA Member under this Constitution, the QPA Membership of all Members affiliated or registered with or through the Club shall not automatically cease at that time, but shall be dealt in a manner to be determined by the Management Committee.

9.4 Upon the QPA receiving notice of resignation of membership given under clause 9.1 or clause 9.2, an entry in the Register shall be made recording the date on which the QPA Member ceased to be a QPA Member.

Discontinuance for breach

9.5 The membership of a QPA Member may be discontinued by the Management Committee, upon breach of any clause of this Constitution or any Regulations, including but not limited to the failure to pay any monies owed to the QPA, failure to comply with any Regulations or any resolutions and/or determinations made or passed by the Management Committee.

9.6 The membership of a QPA Member shall not be discontinued by the Management Committee under clause 9.5 without the Management Committee first giving the accused QPA Member the opportunity to explain the breach and/or remedy the breach.

9.7 Where the Management Committee is of the opinion that the accused QPA Member has failed to adequately explain the breach, that QPA Member's membership shall be discontinued under clause 9.5 by the QPA giving written notice of the discontinuance to the QPA Member. The Register shall be amended to reflect any discontinuance of membership as soon as practicable.

Discontinuance for failure to re-affiliate

- 9.8 Membership of the QPA may be discontinued by the Management Committee if a Club has not renewed their QPA Membership with the QPA within one (1) month of QPA Membership renewal falling due. The Register shall be amended to reflect any discontinuance of membership as soon as practicable.

Re-application and reinstatement

- 9.9 A QPA Member whose membership has been discontinued under clause 9.5 or clause 9.8
- (a) must seek renewal or re-apply for membership in accordance with this Constitution; and
 - (b) may be re-admitted at the discretion of the Management Committee.
- 9.10 QPA Membership which has been discontinued under this clause 9 may be reinstated at the discretion of the Management Committee, with such conditions as it deems appropriate.

Forfeiture of Rights

- 9.11 Where a QPA Member ceases to be a QPA Member then all rights in and claims upon the QPA and its property are forfeited and that QPA Member shall not use any property of the QPA (including Intellectual Property). Any QPA documents, records or other property in the possession, custody or control of that QPA Member shall be returned to the QPA immediately.
- 9.12 Where a Club ceases to be a QPA Member, all Management Committee Members who are Members of that Club are immediately removed from the Management Committee;
- 9.13 The position of Delegate shall lapse immediately on cessation of membership of a Club.

Refund of QPA Registration Fees or Club QPA Fees

- 9.14 There is no refund of QPA Registration Fees or Club QPA Fees under any circumstances.

10 Discipline

- 10.1 Where the Management Committee is advised or considers that a QPA Member has allegedly:
- (a) breached, failed, refused or neglected to comply with a provision of this Constitution, the Regulations, the PAA constitution or regulations or any resolution or determination of the Management Committee or any duly authorised committee (for example the Judicial Committee); or
 - (b) acted in a manner unbecoming of a QPA Member, or prejudicial to the purposes and interests of the QPA, the PAA and/or the sport of polocrosse; or
 - (c) brought the QPA, the PAA, any other QPA Member or the sport of polocrosse into disrepute, the Management Committee may commence or cause to be commenced, disciplinary proceedings against that QPA Member. That QPA Member will be subject to and submit unreservedly to the jurisdiction, procedures, penalties and the appeal mechanisms of the QPA set out in the Judicial Regulations or any other relevant Regulations.
- 10.2 The Management Committee may appoint an Appeals Committee to deal with any disciplinary matter of the QPA. Subject to the Act, the Appeals Committee shall operate in accordance with the procedures set out in the Judicial Regulations or any other relevant Regulations.
- 10.3 The Management Committee and/or the Appeals Committee shall have the power in accordance with this Constitution and any Judicial Regulations or other relevant Regulations to disqualify, suspend or fine any QPA Member or Management Committee Member.
- 10.4 A Zone shall have the power delegated to it under any Judicial Regulations or other Regulations and a Club shall refer any disciplinary matter to the president of the Zone in which the Club is located and the matter shall be dealt with in accordance with such Judicial Regulations or other relevant Regulations.
- 10.5 Any Member, Club or Management Committee Member who is disqualified, suspended or fined as a result of a decision or ruling of the Appeals Committee pursuant to this clause 10 is entitled to appeal such a decision in accordance with the terms of the Judicial Regulations of the QPA.

11 Membership fees

- 11.1 The membership fees for each class of QPA Membership shall be payable at such time and in such manner of payment as the Management Committee shall from time to time determine.
- 11.2 All QPA Club Membership Fees shall be payable 30 days prior to the set date of the QPA AGM each year.
- 11.3 The Club QPA Fee to be paid to the QPA shall be assessed by the QPA annually and paid to the Club's relevant Zone (if any) to be remitted to the QPA.
- 11.4 Membership fees shall be assessed by the Management Committee annually and approved by the Delegates at the AGM annually by way of ratification of any change in fees.

12 Management Committee powers and functions

- 12.1 The Management Committee of the QPA shall be the governing body for polocrosse in Queensland and shall be responsible for acting on State and local issues in accordance with the Objects and shall operate for the benefit of the QPA Members and the community throughout Queensland and shall govern the sport of polocrosse in Queensland in accordance with this Constitution and in particular the Objects.
- 12.2 Except as otherwise provided in this Constitution and subject to resolutions of the QPA Members carried at any Meetings, the Management Committee shall:
- (a) have the general control and management of the business and administration of the affairs, property and funds of the QPA;
 - (b) have authority to interpret the meaning of this Constitution and any matter relating to the QPA on which this Constitution is silent; and
 - (c) exercise all Powers of the QPA, including:
 - i. to borrow or raise or secure the payment of money in such manner as the QPA Members may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the QPA in any way and in particular by the issue of debentures, perpetual, both present and future, and to purchase, redeem or pay off any such securities; and
 - ii. to invest in such manner as the QPA Members may from time to time determine.
 - (d) provide for the safe custody of books, documents, instruments of title and securities of the QPA.

Powers and Functions of the Executive

- 12.3 The Executive shall:
- (a) as far as practicable attend all Management Committee meetings and all Meetings;
 - (b) prepare the agenda for all Management Committee meetings and Meetings;
 - (c) record and prepare minutes of the proceedings of all Management Committee meetings and Meetings, and shall use its best endeavours to distribute those minutes to QPA Members promptly; and
 - (d) regularly report on the activities of, and issues relating to, the QPA.
- 12.4 Subject to the Act, this Constitution, the Regulations and any policy directive of the Management Committee, the Executive shall have the power to perform all such things as appear necessary or desirable for the proper management and administration of the QPA. No resolution passed by the QPA in Meeting shall invalidate any prior act of the Executive or of the Management Committee which would have been valid if that resolution had not been passed.

13 Composition of the Management Committee

- 13.1 The Management Committee shall be comprised of nine (9) Members, being:
- (a) seven (7) Councillors who shall be elected under this clause 13; and
 - (b) two (2) Executive comprised of:
 - i. the President; and
 - ii. the Treasurer.

- 13.2 A Councillor cannot also be an Executive.
- 13.3 An Executive cannot also be a Councillor.
- 13.4 A Management Committee Member cannot also be a Delegate.

Nominations

- 13.5 Nominations for the election of Councillors and Executive shall be called for forty (40) days prior to the AGM. When calling for nominations, details of any required qualifications and the position description of each position shall also be provided. Qualifications and job descriptions shall be as determined by the Management Committee from time to time.
- 13.6 The election of Councillors and the Executive shall take place in the following manner:
 - (a) any two (2) Members shall be at liberty to nominate any other Member (the Nominee) to serve as either a Councillor or an Executive of the Management Committee;
 - (b) the nomination must be:
 - i. in writing;
 - ii. set out the position (ie. President/Treasurer/Councillor) they are being nominated for (if applicable);
 - iii. on the prescribed form (if any) provided for that purpose;
 - iv. signed by the nominating Member and a seconding Member;
 - v. certified by the Nominee (who must be a Member) expressing a willingness to accept the position for which the Nominee is nominated; and
 - vi. delivered to the QPA at least thirty (30) days before the AGM at which the election is to take place,
 - (c) an alphabetical list of the Nominees, noting the names of the nominating and seconding Member, shall be posted in a conspicuous place in the QPA office and electronically emailed or alternatively posted to each Club secretary at least seven (7) days immediately preceding the AGM;
 - (d) balloting lists shall be prepared (if necessary) containing the names of all Nominees in alphabetical order, and each Delegate present at the AGM and entitled to vote, shall be entitled to vote for any number of such Nominees not exceeding the number of vacancies;
 - (e) if at the commencement of such AGM:
 - i. the number of nominations received for the Councillor and Executive positions is equal to the number of vacancies to be filled or if there are insufficient nominations received to fill all of the Councillor and/or Executive vacancies, then those nominated shall be declared elected; or
 - ii. there are insufficient nominations received to fill all Councillor and Executive vacancies, nominations will be called from the floor from Delegates and must be seconded by a Delegate. A Delegate cannot self-nominate;
 - (f) if following nominations being called from the floor there are insufficient nominations for the available Councillor and Executive vacancies the positions remaining unfilled will be deemed casual vacancies and shall be dealt with pursuant to clause 13.13.
- 13.7 Any Nominee nominated for a position as a Councillor or an Executive must declare any position they hold within a Zone or a Club (including as an officer and/or Delegate) or as a full time employee.
- 13.8 Any Nominee nominated for a position as an Executive who is currently serving as a Councillor, must upon receiving majority votes, immediately resign their current position as a Councillor to accept the position as an Executive by written notice to the Management Committee stating:
 - (a) the reason for resignation, which is their successful election as an Executive of the Management Committee; and
 - (b) date resignation is to be affected, which is the date of the AGM.

Elections

- 13.9 Elections for Councillors and the Executive shall take place at the relevant AGM and Delegates will only be entitled to vote in person or by postal ballot and no proxy votes will be accepted.
- 13.10 Every Club (by its Delegates) is entitled to two (2) votes. No other QPA Member is entitled to vote.

- 13.11 Voting shall be conducted in such manner and by such method as may be determined by the Management Committee from time to time.

Term of Appointment

- 13.12 All Councillors and Executive elected under this clause 13 shall be elected on a rotating two (2) year term. Subject to provisions in this Constitution relating to earlier retirement or removal of Councillors or Executive, elected Councillors and Executive shall remain in office from the conclusion of the AGM at which the election occurred until the commencement of the second AGM following.

Casual Vacancies

- 13.13 If a casual vacancy occurs in the positions of Councillor or Executive the position must be filled by completing the following procedure as soon as possible after the casual vacancy occurs:
- (a) all Delegates must receive written notification of the vacancy and be called on to nominate a Member for the vacant position within fourteen (14) days of the date of the written notification; and
 - (b) subject to this clause 13.13, all nominations must comply with the requirements set out in clauses 13.5 and 13.6 subject to any terms of this clause; and
 - (c) upon the close of the fourteen (14) day nomination period, all Delegates will receive written notification of the nominees and will be given a further fourteen (14) days to submit their votes (one per Club) by post to be determined by postal ballot; and
 - (d) until such time as a nominee is duly elected for the relevant vacant position, the remaining Management Committee Members may elect by majority another Councillor or Executive to be temporarily appointed to act in the relevant vacant position.

Resignation

- 13.14 Any Management Committee Member may resign from their position at any time by giving written notice to the President. Such resignation shall be effected at the later of:
- (a) the date the notice is received by the President; or
 - (b) such date specified in the notice.

Grounds for Termination

- 13.15 In addition to circumstances provided for in the Act, any position on the Management Committee becomes vacant if the relevant member:
- (a) dies;
 - (b) becomes bankrupt or makes any arrangement with their creditors;
 - (c) becomes of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (d) resigns from office in writing to the QPA;
 - (e) is absent without the consent of the Management Committee from two (2) consecutive meetings of the Management Committee without a satisfactory explanation to the QPA;
 - (f) holds any office of employment with the QPA;
 - (g) is a member of a Club that ceases to be a QPA Member;
 - (h) in the opinion of the Management Committee (but subject always to this Constitution):
 - i. has acted in a manner unbecoming or prejudicial to the Objects and interests of the QPA; or
 - ii. has brought the QPA into disrepute.
 - (i) is directly or indirectly interested in any contract or proposed contract with the QPA and fails to declare the nature of their interest; or
 - (j) is removed by Special Resolution.
- 13.16 A Management Committee Member may be removed from office for misconduct or similar unprofessional conduct at a Meeting of the QPA where that member shall be given the opportunity to fully present their case. The question of removal shall be determined by the vote of the Delegates.

Management Committee may act

- 13.17 The continuing Management Committee Members may act notwithstanding any casual vacancy in the Management Committee but if and so long as their number is reduced below the Management

Committee Quorum then the continuing Management Committee Members may act only for the purpose of increasing the number of Management Committee Members to the Management Committee Quorum or for the purpose of summoning a Meeting of the QPA, but for no other purpose.

14 Management Committee Meetings

- 14.1 The Management Committee shall meet at least once every two (2) calendar months to exercise its functions (or at least as often as is required under the Act) and subject to this Constitution may adjourn and otherwise regulate its meetings as it thinks fit.
- 14.2 Unless all Management Committee Members agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their apology or presence) not less than thirty (30) days written notice of the meeting of the Management Committee shall be given to each Management Committee Member. The agenda shall be forwarded to each Management Committee Member not less than four (4) days prior to such meeting.
- 14.3 Any QPA Member may attend a Management Committee meeting but only Management Committee Members will be entitled to vote and to speak (unless otherwise determined by the chairperson).

Management Committee Quorum

- 14.4 At meetings of the Management Committee there must be a Management Committee Quorum.

Chairperson

- 14.5 The President (or alternatively the Vice President) shall preside as Chairperson of a meeting of the Management Committee. If the President or Vice President are not present, or is unwilling or unable to preside as Chairperson the remaining Management Committee Members shall appoint another Management Committee Member to preside as Chairperson for that meeting only.
- 14.6 The Chairperson shall cause full and accurate minutes of all questions, matters, resolutions, and other proceedings of every Management Committee meeting to be entered in a book to be open for inspection at all reasonable times by any QPA Member upon request to the President.
- 14.7 For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every meeting shall be signed by the Chairperson of the meeting in which the minutes have been confirmed as a true and correct record.

Resolution of Management Committee

- 14.8 Subject to this Constitution, questions arising at any meeting of the Management Committee shall be decided by a majority of votes and a determination of a majority of Management Committee Members shall for all purposes be deemed a resolution of the Management Committee. All Management Committee Members shall have one (1) vote on any question.
- 14.9 Where voting is equal, the motion will be lost.
- 14.10 A resolution in writing, signed or assented to by telegram, cablegram, radiogram, facsimile, telex or other form of visible or other electronic communication by all the Management Committee Members for the time being present in Australia shall be as valid and effectual as if it had been passed at a meeting of Management Committee Members duly convened and held. Any such resolution may consist of several documents (counterparts) in like form each signed by one (1) or more of the Management Committee Members.
- 14.11 A meeting of the Management Committee may be held where one (1) or more of the Management Committee Members is not physically present at the meeting, provided that:
- (a) all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication;
 - (b) notice of the meeting is given to all the Management Committee Members entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Management Committee or this Constitution and such notice specifies that Management Committee Members are not required to be present in person;
 - (c) if a failure in communications prevents clause 14.11(a) from being satisfied by that number of Management Committee Members which constitutes a Quorum, and none of such Management Committee Members are present at the place where the meeting is deemed by virtue of the further provisions of this clause to be held then the meeting shall be suspended

until clause 14.11(a) is satisfied again. If such condition is not satisfied within fifteen (15) minutes from the interruption the meeting shall be deemed to have terminated or adjourned; and

- (d) any meeting held where one (1) or more of the Management Committee Members is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Management Committee Member is present and if no Management Committee Member is present, the meeting shall be deemed to be held at the place where the Chairperson is located.

Conflicts of Interest

- 14.12 A Management Committee Member is disqualified by holding any place of profit or position of employment in the QPA or in any company or incorporated association in which the QPA is a shareholder or otherwise interested in or from contracting with the QPA either as vendor, purchaser or otherwise except with express resolution of approval of the Management Committee. Any such contract or any contract or arrangement entered into by or on behalf of the QPA in which any Management Committee Member is in any way interested will be void unless approved by the Management Committee.
- 14.13 A Management Committee Member shall declare their interest in any:
 - (a) contractual matter;
 - (b) selection matter;
 - (c) disciplinary matter; or
 - (d) financial matter;in which a conflict of interest arises or may arise, and shall, unless otherwise determined by the Management Committee, absent himself or herself from discussions of such matter and shall not be entitled to vote in respect of such matter. If the relevant Management Committee Member votes the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a Management Committee Member to absent himself or herself from discussions and refrain from voting, the issue should be immediately determined by vote of the Management Committee, or if this is not possible, the matter shall be adjourned or deferred.
- 14.14 The nature of the interest of such Management Committee Member must be declared by the Management Committee Member at the meeting of the Management Committee at which the relevant matter is first taken into consideration if the interest then exists or in any other case at the first meeting of the Management Committee after the acquisition of the interest. If a Management Committee Member becomes interested in a matter after it is made or entered into the declaration of the interest must be made at the first meeting of the Management Committee held after the Management Committee Member becomes so interested.
- 14.15 All disclosed interests must also be disclosed at each AGM in accordance with the Act.
- 14.16 A general notice that a Management Committee Member is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under clause 14.12 as regards such Management Committee Member and the said transactions. After such general notice it is not necessary for such Management Committee Member to give a special notice relating to any particular transaction with that firm or company.
- 14.17 Any declaration made, any disclosure or any general notice given by a Management Committee Member must be recorded in the minutes of the relevant meeting.

15 Employees and delegation

Employees

- 15.1 The Executive may in consultation with the Councillors (as appropriate) employ such personnel as are deemed necessary or appropriate from time to time and such appointments shall be for such period and on such conditions as the Executive determine.
- 15.2 The QPA shall employ a State Administrator on such terms as the Management Committee deems fit in order to carry out administrative functions of the QPA. The State Administrator shall report to the Management Committee and be accountable to the President.

Delegation

- 15.3 The Management Committee may by instrument in writing (Delegation) create or establish or appoint special committees, individual Management Committee Members and/or consultants to carry out such duties and functions, and with such powers, as the Management Committee determines from time to time. In exercising its power under this clause the Management Committee must take into account broad stakeholder involvement.
- 15.4 The Management Committee may delegate such functions as specified in the instrument, other than:
- (a) this power of delegation; and
 - (b) a function imposed on the Management Committee by the Act or any other law, or this Constitution or by resolution (including Special Resolution) of the QPA in Meeting.
- 15.5 The exercise of any function which has been delegated under this clause 15 may be exercised from time to time in accordance with the terms of the Delegation unless otherwise revoked.
- 15.6 The procedures for any entity exercising delegated power shall, subject to this Constitution and with any necessary or incidental amendment, be the same as that applicable to meetings of the Management Committee under clause 14. The entity exercising delegated powers shall make decisions in accordance with the Objects, and shall promptly provide the Management Committee with details of all material decisions and shall provide any other reports, minutes and information as the Management Committee may require from time to time.
- 15.7 A delegation under this clause 15 may be made subject to such conditions or limitations as to the exercise of any function or at the time or circumstances as may be specified in the Delegation.

Revocation of Delegation

- 15.8 The Management Committee may by instrument in writing; at any time revoke wholly or in part any Delegation made under this clause 15 and may amend or repeal any decision made by such body or person under this clause 15.

16 Meetings

Annual General Meeting

- 16.1 An AGM of the QPA shall be held in accordance with the Act of this Constitution. No later than 15th December (or such other date as the Management Committee may deem appropriate) each year at a location to be determined by the Delegates.

Special Meetings

- 16.2 All Special Meetings shall be held in accordance with this Constitution.
- 16.3 A Special Meeting may be convened:
- (a) at such time as the Management Committee shall determine necessary, where more than fifteen (15) months would otherwise elapse between AGMs, then before the expiration of that period; or
 - (b) where the Management Committee receives a written request from not less than 60 percent (60%) of Delegates requesting a Special Meeting. The request for a Special Meeting must state the object(s) of the meeting, be signed by the Delegates making the request and be sent to the QPA. The request may consist of several counterpart documents in a like form, each signed by one or more of the Delegates making the request.
- 16.4 If the Management Committee does not cause a Special Meeting to be held within one (1) month after the date on which the request in clause 16.3(b) is sent to the QPA, the Delegates making the request (or any of them) may convene a Special Meeting to be held no later than three (3) months after that date.
- 16.5 A Special Meeting convened by Delegates under clause 16.4 shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Management Committee.
- 16.6 The Management Committee may convene a Special Meeting under the manner authorised in clause 17 and clause 33 to transact any business with the delegates or members that the Management Committee feels may be of a nature that needs addressing before the next AGM.

17 Notice of Meetings

- 17.1 Notice of every Meeting shall be given to every Club and Delegate or other QPA Member entitled to receive notice at the address appearing in the Register kept by the QPA. The Management Committee Members shall also be entitled to notice of every Meeting, which shall be sent to their last notified address. No other person shall be entitled as of right to receive notices of Meetings.
- 17.2 A notice of a Meeting shall specify the place and day and hour of meeting and shall state the business to be transacted at the meeting.
- 17.3 At least twenty-one (21) days' notice of a Meeting shall be given to those entitled to receive notice under clause 17.1, together with:
- (a) the agenda for the meeting;
 - (b) any Notice of Motion received from Members and signed by two Clubs (and with evidence that the motion was carried at the relevant meeting).
- 17.4 Notice of every Meeting shall be given in the manner authorised in clause 33.

18 Business at Meetings

- 18.1 The business to be transacted at the AGM includes the consideration of accounts and the reports of the Management Committee and auditors, the election of the Management Committee under this Constitution and the appointment of the auditors.
- 18.2 The business of Special Meetings shall be conducted under three (3) headings:
- (a) **Official Business** which shall be comprised of minutes of the previous Meetings, correspondence, reports and recommendations received from delegated bodies or sub-committees, accounts and apologies;
 - (b) **Special Business** which shall be comprised of Notices of Motion; and
 - (c) **General Business** which shall be any matter which is brought up by QPA Members and of which due notice has not been given.

19 Notices of Motion

- 19.1 Clubs may submit Notices of Motion for inclusion as Special Business at a Meeting. All Notices of Motion must be submitted in writing to the QPA not less than thirty (30) days (excluding receiving date and meeting date) prior to the Special Meeting (unless otherwise provided in this clause 19).
- 19.2 The following motions may be given without notice:
- (a) motion to elect a Chairperson;
 - (b) motion of adjournment;
 - (c) motion for leave to amend or withdraw a motion of amendment;
 - (d) motion of thanks;
 - (e) motion for leave;
 - (f) motion dealing with business arising from the minutes or arising from any report or recommendation of a delegated body or sub-committee; and
 - (g) motion for suspension of standing orders.
- 19.3 Where a notice of a motion has not been given, the motion can still be discussed or voted upon, excluding any motion:
- (a) affecting the Constitution, Objects, Regulations or By-Laws; or
 - (b) to rescind or amend a previous resolution of the Members.

20 Proceedings at Meetings

- 20.1 Unless inconsistent with this Constitution, the rules of debate shall be applied to all QPA Meetings.

Meeting Quorum

- 20.2 No business shall be transacted at any Meeting unless a Meeting Quorum is present at the time when the meeting proceeds to business.

Chairperson to preside

- 20.3 Subject to this Constitution, the President (or alternatively the Vice President) shall preside as Chairperson at every Meeting except any meeting:
- (a) which relates to an election for which the Chairperson is a nominee; or
 - (b) where the Chairperson has a conflict of interest.
- 20.4 If the President or the Vice President are not present, or are unwilling or unable to preside as chairperson, the Delegates present shall appoint another member of the Management Committee to preside as chairperson for that meeting only.
- 20.5 The Chairperson shall maintain order and conduct the meeting in a proper and orderly manner
- 20.6 The Chairperson shall cause full and accurate minutes of all questions, matters, resolutions, and other proceedings of every Meeting to be entered in a book to be open for inspection at all reasonable times by any financial Member upon request to the President.
- 20.7 For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Meeting shall be signed by the Chairperson of the meeting in which the minutes have been confirmed as a true and correct record.
- 20.8 The minutes of every AGM shall be signed by the chairperson of the AGM in which the previous AGM minutes have been adopted as a true and correct record.

Adjournment of Meeting

- 20.9 If within half an hour from the time appointed for the meeting, a Meeting Quorum is not present the meeting shall be adjourned until 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 chairperson may determine and if at the adjourned meeting a Meeting Quorum is not present within half an hour from the time appointed for the meeting, the meeting will lapse.
- 20.10 The chairperson may adjourn the meeting (at which a Meeting Quorum is present) from time to time and from place to place with the consent of the QPA Members present, however no business shall be transacted at any adjourned meeting other than the business left unfinished at the adjourned meeting.
- 20.11 When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting must be given to the Members as if it were an original meeting. In all other cases, it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

21 Voting at Meetings

Members Entitled to Vote

- 21.1 Each Club by its two Delegates shall be entitled to two (2) votes on behalf of their Club at Meetings.
- 21.2 Zones, Members, Associate Members or Affiliate Members shall not be entitled to vote, but will be entitled to exercise those rights set out in this Constitution.

Voting Procedure

- 21.3 Unless otherwise provided in this Constitution, at any Meeting a resolution put to the vote of the Meeting shall be decided by simple majority on a show of hands unless a ballot is (before or on the declaration of the result of the show of hands) demanded by sixty percent (60%) of the Members present.
- 21.4 If a ballot is demanded under clause 21.3 it shall be a secret ballot taken either at once or after an interval or adjournment. The Chairperson shall appoint three (3) scrutineers to conduct the secret ballot in such manner as the Chairperson shall determine and the result of the ballot shall be deemed to be the resolution of the meeting at which the ballot was demanded.
- 21.5 Unless a ballot is demanded under clause 21.4, a declaration by the Chairperson that a resolution has on a show of hands been carried or carried unanimously or by a particular majority or lost and

an entry to that effect in the book containing the minutes of the proceedings of the QPA shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

Equal Vote

21.6 Where voting at Meetings is equal the motion will be lost.

Postal Voting

21.7 If the Management Committee determines that a postal ballot shall be conducted, then such ballot will take place in accordance with the procedures set by the Management Committee from time to time.

22 Appointment of Selectors

22.1 Each Club may nominate nominees for the role of senior Selector and junior Selector.

22.2 The Management Committee may only appoint one Selector from each Club to the roles of junior and senior Selector.

22.3 Each Club must state which nominees are nominated for the junior Selector position and which nominees are nominated for the senior Selector position.

22.4 The nominees do not have to be a Member of the nominating Club.

22.5 The successful senior Selectors shall be eligible for state representative teams selection.

Nominations

22.6 Nominations for the positions of Selectors shall be called for forty (40 days) prior to the AGM. When calling for nominations, details of any required qualifications and the position description shall also be provided. Qualifications and job descriptions shall be as determined by the Management Committee from time to time.

22.7 The nomination of Selectors shall take place in the following manner:

- (a) any two (2) Members shall be at liberty to nominate any other Member (the Nominee) to serve as a Selector;
- (b) the nomination must be:
 - i. in writing;
 - ii. set out the position (ie. junior Selector/senior Selector) they are being nominated for (if applicable);
 - iii. on the prescribed form (if any) provided for that purpose;
 - iv. signed by the nominating Member and a seconding Member;
 - v. certified by the Nominee (who must be a Member) expressing a willingness to accept the position for which the Nominee is nominated; and
 - vi. delivered to the QPA at least thirty (30) days before the AGM.

22.8 Any Nominee nominated for a position as a Selector must declare any position they hold within a Zone or a Club (including as an officer and/or Delegate) or as a full time employee.

22.9 No Selector is automatically a Management Committee Member, however the Member who holds a position of Selector is eligible to nominate and be duly elected to the Management Committee.

22.10 The Management Committee will then appoint selectors:

- (a) from the list of nominations received in accordance with clause 22.6 above; or
- (b) any other individual as the Management Committee deems fit, in their sole discretion.

22.11 If a casual vacancy occurs in the position of Selector at any time during the year, the Management Committee may appoint any individual to the position as the Management Committee deems fit, in their sole discretion. The appointment of any Selector appointed to fill a casual vacancy will end upon the commencement of the next AGM held following their appointment.

Term of Appointment

22.12 All Selectors elected under this clause 22 shall be elected for a one (1) year term. Subject to provisions in this Constitution relating to earlier retirement or removal of Selectors, elected Selectors

shall remain in office from the conclusion of the AGM at which the election occurred until the commencement of the AGM following.

Resignation

- 22.13 Any Selector may resign from their position at any time by giving written notice to the President. Such resignation shall be effected at the later of:
- (a) the date the notice is received by the President; or
 - (b) such date specified in the notice.

Grounds for Termination

- 22.14 In addition to circumstances provided for in the Act, any position of Selector becomes vacant if the relevant Member:
- (a) dies;
 - (b) becomes bankrupt or makes any arrangement with their creditors;
 - (c) becomes of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (d) resigns from office in writing to the QPA;
 - (e) is a member of a Club that ceases to be a QPA Member;
 - (f) in the opinion of the Management Committee (but subject always to this Constitution):
 - i. has acted in a manner unbecoming or prejudicial to the Objects and interests of the QPA; or
 - ii. has brought the QPA into disrepute.
 - (g) is removed by Special Resolution.
- 22.15 A Selector may be removed from office for misconduct or similar unprofessional conduct at a Meeting of the QPA where that Member shall be given the opportunity to fully present their case. The question of removal shall be determined by the vote of the Management Committee.

23 Appointment of State Director of Umpiring

- 23.1 Each Club may nominate one (1) nominee for the role of State Director of Umpiring.
23.2 The nominee does not have to be a Member of the nominating Club.

Nominations

- 23.3 Nominations for the election of State Director of Umpiring shall be called for forty (40) days prior to the AGM. When calling for nominations, details of any required qualifications and the position description shall also be provided. Qualifications and job descriptions shall be as determined by the Management Committee from time to time.
- 23.4 The election of the State Director of Umpiring shall take place in the following manner:
- (a) any two (2) Members shall be at liberty to nominate any other Member (the Nominee) to serve as State Director of Umpiring;
 - (b) the nomination must be:
 - i. in writing;
 - ii. on the prescribed form (if any) provided for that purpose;
 - iii. signed by the nominating Member and a seconding Member;
 - iv. certified by the Nominee (who must be a Member) expressing a willingness to accept the position for which the Nominee is nominated; and
 - v. delivered to the QPA at least thirty (30) days before the AGM at which the election is to take place,
 - (c) an alphabetical list of the Nominees, noting the names of the nominating and seconding Member, shall be posted in a conspicuous place in the QPA office and electronically emailed or alternatively posted to each Club secretary at least seven (7) days immediately preceding the AGM;
 - (d) balloting lists shall be prepared (if necessary) containing the names of all Nominees in alphabetical order, and each Delegate present at the AGM and entitled to vote, shall be entitled to vote for any number of such Nominees not exceeding the number of vacancies;
 - (e) if, at the commencement of such AGM, there are insufficient nominations received to fill the position of State Director of Umpiring, the position remains unfilled and will be deemed a casual vacancy and shall be dealt with pursuant to clause 23.12

- 23.5 Any Nominee nominated for the State Director of Umpiring position must declare any position they hold within a Zone or a Club (including as an officer and/or Delegate) or as a full time employee.
- 23.6 If there is more than one (1) nominee from the same Club, prior to conducting the ballot to duly elect the State Director of Umpiring, a separate ballot must be conducted where each Delegate who is entitled to vote must vote for their preferred nominee from that Club. The nominee who receives the most votes will be entitled to be a nominee for the role of State Director of Umpiring, while all other nominees from that Club will cease to be nominees for the role of State Director of Umpiring. The ballot to duly elect the State Director of Umpiring can then be undertaken.
- 23.7 No State Director of Umpiring is automatically a Management Committee Member, however the Member who holds a position of State Director of Umpiring is eligible to nominate and be duly elected to the Management Committee.

Elections

- 23.8 Elections for State Director of Umpiring shall take place at the relevant AGM and Delegates will only be entitled to vote in person or by postal vote.
- 23.9 Every Club (by its Delegates) is entitled to two (2) votes. No other QPA Member is entitled to vote.
- 23.10 Voting shall be conducted in such manner and by such method as may be determined by the Management Committee from time to time.

Term of Appointment

- 23.11 All State Director of Umpires elected under this clause 23 shall be elected for a one (1) year term. Subject to provisions in this Constitution relating to earlier retirement or removal of the State Director of Umpiring, elected State Directors of Umpiring shall remain in office from the conclusion of the AGM at which the election occurred until the commencement of the AGM following.

Casual Vacancies

- 23.12 If a casual vacancy occurs in the position of State Director of Umpiring the position must be filled by completing the following procedure as soon as possible after the casual vacancy occurs:
- (a) all Delegates must receive written notification of the vacancy and be called on to nominate a Member for the vacant position within fourteen (14) days of the date of the written notification; and
 - (b) subject to this clause 23.14, all nominations must comply with the requirements set out in clauses 23.3 and 23.4 subject to any terms of this clause; and
 - (c) upon the close of the fourteen (14) day nomination period, all Delegates will receive written notification of the nominees and will be given a further fourteen (14) days to submit their votes (two per Club) by post to be determined by postal ballot; and
 - (d) until such time as a nominee is duly elected for the relevant vacant position, the Management Committee may elect by majority another State Director of Umpiring to be temporarily appointed to act in the relevant vacant position.

Resignation

- 23.13 The State Director of Umpiring may resign from their position at any time by giving written notice to the President. Such resignation shall be effected at the later of:
- (a) the date the notice is received by the President; or
 - (b) such date specified in the notice.

Grounds for Termination

- 23.14 In addition to circumstances provided for in the Act, the position of State Director of Umpiring becomes vacant if the relevant Member:
- (a) dies;
 - (b) becomes bankrupt or makes any arrangement with their creditors;
 - (c) becomes of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - (d) resigns from office in writing to the QPA;
 - (e) is a member of a Club that ceases to be a QPA Member;
 - (f) in the opinion of the Management Committee (but subject always to this Constitution):
 - i. has acted in a manner unbecoming or prejudicial to the Objects and interests of the QPA; or
 - ii. has brought the QPA into disrepute.
 - (g) is removed by Special Resolution.

- 23.15 The State Director of Umpiring may be removed from office for misconduct or similar unprofessional conduct at a Meeting of the QPA where that Member shall be given the opportunity to fully present their case. The question of removal shall be determined by the vote of the Management Committee.

24 Grievance procedure

- 24.1 The grievance procedure set out in this clause applies to disputes under this Constitution between a QPA Member and:
- (a) another QPA Member; or
 - (b) the QPA.
- 24.2 The parties to the dispute must meet and discuss the matter in dispute and attempt to resolve the dispute within fourteen (14) days after the dispute comes to the attention of all parties.
- 24.3 If the parties are unable to resolve the dispute at the meeting or if a party fails to attend that meeting, then the parties must refer the dispute for resolution to an independent tribunal established by the Management Committee within ten (10) days in accordance with the procedures determined by the Management Committee from time to time.
- 24.4 The Management Committee may prescribe additional grievance procedures in Regulations consistent with this clause 24.

25 Records and accounts

Records

- 25.1 The QPA shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of the QPA and the Management Committee and shall produce these as appropriate at each meeting of the Management Committee or Meeting.
- 25.2 Proper accounting and other records shall be kept in accordance with the Act. The books of account shall be kept in the care and control of the Treasurer.
- 25.3 The QPA shall retain such records for seven (7) years after the completion of the transactions or operations to which they relate.

Accounts

- 25.4 The Management Committee shall submit to the QPA Members at the AGM the statements of account of the QPA in accordance with this Constitution and the Act.
- 25.5 The statements of account when approved or adopted by an AGM shall be conclusive except as regards to any error discovered in them within three months (3) after such approval or adoption.
- 25.6 The President shall cause to be sent to all persons entitled to receive notice of AGMs in accordance with this Constitution, a copy of the statements of account, the Management Committee's report, the auditor's report and every other document required under the Act (if any).

Negotiable Instruments

- 25.7 All cheques, promissory notes, bankers, drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the QPA, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by both members of the Executive or in such other manner as the Management Committee shall determine.

26 Auditor

- 26.1 A properly qualified auditor or auditors shall be appointed by the QPA in Meeting. The auditor's duties shall be regulated in accordance with the Act, or if no relevant provisions exist under the Act, in accordance with the Corporations Act 2001 (Cth) and generally accepted principles, and/or any applicable code of conduct. The auditor may be removed by the QPA in Meeting.
- 26.2 The accounts of the QPA shall be examined and the correctness of the profit and loss accounts and balance sheets ascertained by an auditor or auditors at the conclusion of each Financial Year.

- 26.3 The statements referred to in clause 25.4 shall be examined by the auditor who shall present their report upon such audit to the Treasurer prior to the holding of the AGM next following the Financial Year in respect of which such audit was made.

27 Funds and accounts

- 27.1 The funds of the QPA shall be banked in the name of the QPA in such bank as the Management Committee may from time to time direct. Any bank account of the QPA shall operate under the following conditions:
- (a) the authorised signatories for the account must be the Executive;
 - (b) the preferred method of operation of the account is electronic online internet banking;
 - (c) the passwords and related security information for the electronic online internet banking must be stored safely with the Executive;
 - (d) any electronic online internet banking must be authorised by any two of the Executive;
 - (e) it is preferred that the QPA register for payment facilities including BPAY and other online internet payment facilities using commercially established and secure internet service providers.
- 27.2 All monies shall be banked as soon as practicable after receipt by the QPA.
- 27.3 Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty cash recoupment's which may be open.
- 27.4 The Management Committee shall determine the amount of petty cash, which shall be kept on the system such that only such amount as has been expended from petty cash shall be replenished to maintain the petty cash float determined by the Management Committee.
- 27.5 All expenditure shall be approved or ratified by the Management Committee.
- 27.6 As soon as practicable after the end of the Financial Year the Treasurer shall cause to be prepared a statement containing particulars of:
- (a) the income and expenditure for the Financial Year just ended; and
 - (b) the assets and liabilities including all mortgages, charges and securities affecting the property of the QPA at the end of that Financial Year.
- 27.7 Any income and property derived by the QPA shall be used and applied solely in the promotion of its Objects and in the exercise of its Powers and no portion of such 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 QPA Members.
- 27.8 Nothing in this Constitution and in particular clause 25.7 shall prevent payment in good faith of or to any QPA Member for:
- (a) goods supplied or hired to the QPA in the ordinary and usual course of operation;
 - (b) rent for premises demised or let by any QPA Member to the QPA; or
 - (c) any out-of-pocket expenses incurred by the QPA Member on behalf of the QPA; or
 - (d) interest on monies advanced by a QPA Member to the QPA or otherwise owing by the QPA to a QPA Member; or
 - (e) remuneration as an employee or contractor of the QPA or to any QPA Member or other person in return for any services actually rendered to the QPA,
- provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.
- 27.9 Income and property of the QPA shall be derived from such sources as the Management Committee determines from time to time.
- 27.10 The income and property of the QPA shall be applied solely towards the promotion of the Objects.
- 27.11 Except as prescribed in this Constitution or the Act:
- (a) no portion of the income or property of the QPA shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise to any QPA Member; and
 - (b) no remuneration or other benefit in money or money's worth shall be paid or given by the QPA to any Management Committee Member.

28 Winding up and distribution of surplus assets

- 28.1 Subject to this Constitution the QPA may be wound up in accordance with the Act.
- 28.2 The liability of the QPA Members of the QPA is limited.
- 28.3 Every QPA Member undertakes to contribute an amount not exceeding One Dollar (\$1.00) to the assets of the QPA if it is wound up while a QPA Member, or within one (1) year after ceasing to be a QPA Member, for payment of the debts and liabilities of the QPA contracted before the time at which they cease to be a QPA Member and the costs, charges and expenses of winding up the QPA.
- 28.4 If upon winding up or dissolution of the QPA there remains after satisfaction of all its debts and liabilities any assets or property, such assets or property shall not be paid to or distributed amongst the QPA Members but shall be given or transferred to any one (1) or more institution(s) or organisation(s):
- (a) having objects similar to the Objects to the QPA; and
 - (b) which prohibits the distribution of its or their income and property among its or their QPA Members to an extent at least as great as that imposed on the QPA under clause 25.7; and
 - (c) as determined by the QPA Members in Meeting at or before the time of dissolution.
- In default of such determination by the QPA Members then by such judge of the Supreme Court of Queensland or other Court as may have or acquire jurisdiction in the matter.

29 QPA Constitution

- 29.1 This Constitution will clearly reflect the objects of PAA and will conform to the PAA constitution, subject always to the Act.
- 29.2 The QPA and the QPA Members acknowledge and agree:
- (a) that they are bound by this Constitution and that this Constitution operates to create uniformity in the way in which the Objects and the sport of polocrosse are to be conducted, promoted, encouraged, advanced and administered throughout Queensland;
 - (b) to ensure the maintenance and enhancement of the sport of polocrosse, its standards, quality and reputation for the benefit of the QPA Members and the sport of polocrosse;
 - (c) not to do or permit to be done any act or thing which might adversely affect or derogate from the standards, quality and reputation of the sport of polocrosse and its maintenance and enhancement;
 - (d) to promote the economic and community service success, strength and stability of each other and to act interdependently with each other in pursuit of their respective objects;
 - (e) to act in the interests of the sport of polocrosse and the QPA Members;
 - (f) that should a QPA Member have administrative, operational or financial difficulties the QPA may act to assist the QPA Member in whatever manner the QPA considers appropriate.

Review and Alteration

- 29.3 This Constitution shall be subject to review by the Management Committee every five (5) years in consultation with the QPA Members at the relevant AGM in that year.
- 29.4 Subject to the provisions of the Act and following consultation with the QPA's duly appointed legal advisor, this Constitution may only be amended, rescinded or added to from time to time by Special Resolution carried at a Meeting.
- 29.5 Once a Special Resolution to amend, rescind or add to this Constitution has been passed, the Management Committee shall make the appropriate application in the prescribed form for the registration of the amendment in accordance with the Act.

PAA constitution

- 29.6 The QPA will take all reasonable steps to ensure this Constitution conforms to the PAA constitution, subject always to the Act.
- 29.7 The QPA shall provide to PAA a copy of this Constitution and all amendments to this document. The QPA acknowledges and agrees that the PAA has power to veto any provision in this Constitution which, in PAA's opinion, is contrary to the objects of PAA.

Register

- 29.8 The QPA shall maintain, in a form acceptable to PAA but otherwise in accordance with the Act, a Register of all QPA Members.

30 Regulations and By-laws

- 30.1 The Management Committee may from time to time formulate, issue, adopt, interpret, amend and repeal such Regulations and By-Laws for:
- (a) the proper advancement, internal management and administration of the QPA;
 - (b) the advancement of the Objects of the QPA; and
 - (c) the advancement of the sport of polocrosse in Queensland,
- as it thinks necessary or desirable. Such Regulations and By-Laws must be consistent with this Constitution, the PAA constitution, any regulations made by PAA and any policy directives of the Management Committee.
- 30.2 All Regulations and By-Laws are binding on the QPA and all Members.
- 30.3 All clauses, rules, By-Laws and Regulations of the QPA in force at the date of the approval of Constitution shall be deemed to be Regulations and By-Laws and shall continue to apply to the extent of any inconsistency with this Constitution.

Bulletins

- 30.4 Any amendments, alterations, interpretations or other changes to any By-Laws or Regulations shall be advised to Members by means of bulletins approved by the President and prepared and issued by the Management Committee. Clubs shall take reasonable steps to distribute information in the bulletins to Members. The matters in the bulletins are binding on all QPA Members.

31 QPA compliance

- 31.1 The QPA is a member of PAA and is recognised by PAA as the controlling authority for the sport of polocrosse in Queensland and subject to compliance with this Constitution and the PAA constitution, the QPA shall continue to administer the sport of polocrosse in Queensland in accordance with the Objects.
- 31.2 The QPA Members acknowledge and agree the QPA shall:
- (a) be or remain incorporated in Queensland;
 - (b) apply its property and capacity solely in pursuit of the Objects and the sport of polocrosse;
 - (c) do all that is reasonably necessary to enable the Objects to be achieved;
 - (d) act in good faith and loyalty to ensure the maintenance and enhancement of the sport of polocrosse, its standards, quality and reputation for the benefit of the QPA Members and the sport of polocrosse;
 - (e) at all times act in the interests of the QPA Members and the sport of polocrosse;
 - (f) not resign, disaffiliate or otherwise seek to withdraw from PAA without approval of the QPA Members by Special Resolution; and
 - (g) abide by the PAA constitution and the rules of the sport of polocrosse.

32 Club compliance

Compliance

- 32.1 Clubs acknowledge and agree that they shall:
- (a) nominate two (2) Delegates annually to attend Meetings, and shall inform the QPA of the details of those persons accordingly;
 - (b) provide the QPA with copies of their audited accounts, annual financial reports and other associated documents as soon as practicable, following the Club's annual general meeting;
 - (c) recognise the QPA as the authority for the sport of polocrosse in Queensland and PAA as the national authority for the sport of polocrosse;

- (d) adopt and implement such communications and Intellectual Property policies as may be developed by the QPA from time to time; and
- (e) have regard to the Objects in any matter of the Zone or Club pertaining to the sport of polocrosse.

Club Constitutions

- 32.2 The constituent documents of Clubs will clearly reflect the Objects and will conform to this Constitution and Clubs will take all reasonable steps necessary to ensure their constituent documents conform to this Constitution.
- 32.3 Clubs shall provide to the QPA a copy of their constituent documents (including any amendments). Clubs acknowledge and agree that the QPA has power to veto any provision in a Club constitution which, in the QPA's opinion, is contrary to the Objects.
- 32.4 The constituent documents of each Club shall at the earliest available opportunity or otherwise within one (1) year of the commencement of this Constitution, recognise the QPA as the authority for the sport of Polocrosse in Queensland and PAA as the national authority for the sport of Polocrosse in Australia.

Club Books

- 32.5 The books and papers of any Club coming within the ambit of the Constitution of the QPA shall be open for inspection at all reasonable times on twenty-four (24) hours' notice being given in writing to the secretary of any such body by the President of the QPA. No inspection shall be made unless authorised by the QPA.

Register

- 32.6 Each Club shall maintain a register of all Members of the Club in a form acceptable to the QPA and shall provide a copy of the register at a time and in a form acceptable to the QPA (including the provision of regular updates of the register).

33 Notice

- 33.1 Notices may be given by the QPA to any person entitled under this Constitution to receive any notice by sending the notice by pre-paid post or facsimile transmission or where available, by electronic mail, to the QPA Member's registered address or facsimile number or electronic mail address, or in the case of a Delegate, to the last notified address, facsimile number or electronic mail address.
- 33.2 Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected five (5) days after posting.
- 33.3 Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was sent to/or received at the facsimile number to which it was sent.
- 33.4 Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected the next business day after it was sent.

34 Indemnity

- 34.1 Every Management Committee Member and employee of the QPA shall be indemnified out of the property and assets of the QPA against any liability incurred by them in their capacity as a Management Committee Member or an employee in defending any proceedings (whether civil or criminal) in which judgement is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is granted by the Court.
- 34.2 The QPA shall indemnify the Management Committee Members and its employees against all damages and losses (including legal costs) for which any such Management Committee Members or employee may be or become liable to any third party in consequence of any act or omission, except wilful misconduct performed or made by:
 - (a) a Management Committee Member whilst acting on behalf of and with the authority, express or implied of the QPA; and
 - (b) an employee within the scope of their employment by the QPA.

35 Common seal

- 35.1 The management committee must ensure the association has a common seal.
- 35.2 The common seal must be:
 - (a) kept securely by the management committee; and
 - (b) used only under the authority of the management committee.
- 35.3 Each instrument to which the seal is attached must be signed by a member of the management committee and countersigned by:
 - (a) the secretary; or
 - (b) another member of the management committee; or
 - (c) someone authorised by the management committee.