

**CONSTITUTION
AND
RULES**

***PINE RIVERS
JUNIOR LEAGUE CLUB INC.***

2017

NAME

1. The name of the incorporated association shall be PINE RIVERS JUNIOR LEAGUE CLUB INC. (in these Rules called "the Association").

DEFINITIONS

2. The following definitions shall apply in this Constitution:
 - (1) Pine Rivers Junior League Club Incorporated shall hereinafter be called "the Association".
 - (2) The *Associations Incorporated Act 1981* shall hereinafter be called "the Act".
 - (3) The President of the Association shall hereinafter be called "the President".
 - (4) The Executive Management Committee of the Association shall hereinafter be called "the Executive Management Committee".
 - (5) "By-Laws" are the policies and procedure made by the Executive Management Committee from time to time for the internal management of the Association under Rule 37 of the Constitution.

OBJECTS

3. The objects for which the association is established are:
 - (1) To promote and encourage all forms of sport and particularly the game of Rugby League Football;
 - (2) To acquire, by purchase, lease or otherwise any freehold or leasehold land in Queensland and/or to acquire, purchase, rent, construct, provide, make and maintain all such stands, sheds, buildings, fences, and other conveniences as may in the opinion of the Committee of the Association for the time being, be from time to time necessary, for the purposes aforesaid or any of them, or for the proper conduct and management of the business of the association, or for the attainment of its objects;
 - (3) To see, improve, manage, let mortgage, dispose of, or turn to account all or any part of the real or personal property of the Association;
 - (4) To provide pecuniary assistance to playing members in cases of sickness, accident, or distress, as the result of any injury incurred whilst representing the Association;
 - (5) To perform all such acts, deeds, matter of things and to enter into and make such agreements as the Committee may deem incidental or conducive to the attainments of the above objects or any of them; and
 - (6) To regulate and supervise the conduct of its registered teams and the behaviour of players engaged in matches to the satisfaction of the Committee whom shall be guided by the obligation to preserve the District's reputation in the highest degree of sportsmanship.
 - (7) To form and field teams to play rugby league football whether in competition or otherwise;
 - (8) To be concerned for and advance the sporting abilities and general welfare of the members of the Association and the members of Association teams;
 - (9) To provide facilities and equipment for the purpose of training, playing and recreation; and
 - (10) To foster and promote trust in and the playing of sport in the community.

POWERS

4. The powers of the Association are:
- (1) To subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the Association shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property amongst its members to an extent at least as great as that imposed on the Association under or by virtue of Rule 40(11);
 - (2) In furtherance of the objects of the Association to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Association or persons frequenting the Association's premises;
 - (3) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and 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 Association: Provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts;
 - (4) To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association; to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
 - (5) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons, as may be necessary or convenient for the purposes of the Association;
 - (6) To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing of any unsecured notes, debentures or other securities of the incorporated association, or in or about the incorporated association or promotion of the incorporated association or in the furtherance of its objects;
 - (7) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or convenience which may seem calculated directly or indirectly to advance the Association's interests, 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;
 - (8) To invest and deal with the money of the Association not immediately required, in such manner as may from time to time be thought fit;
 - (9) To take, or acquire and hold shares, debentures or other securities of any Company or Body Corporate;
 - (10) In furtherance of the objects of the Association to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate;
 - (11) 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 any moneys

- and further advances borrowed or to be borrowed alone or with others as aforesaid 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 incorporated association's property or assets present or further and to purchase, redeem or pay-off any such securities;
- (12) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
 - (13) In furtherance of the objects of the Association to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or part of the property and rights of the Association;
 - (14) 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 Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others;
 - (15) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association but subject to the proviso in sub-rule (3) of this Rule;
 - (16) 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 Association, in the shape of donations, annual subscriptions or otherwise;
 - (17) To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects;
 - (18) In furtherance of the objects of the Association to amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property amongst its or their members to an extent at least as great as that imposed upon the Association under or by virtue of Rule 40(11);
 - (19) In furtherance of the objects of the Association 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 associations with which the Association is authorised to amalgamate;
 - (20) In furtherance of the objects of the Association to transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated associations with which the Association is authorised to amalgamate;
 - (21) To make donations for patriotic, charitable or community purposes;
 - (22) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged;
 - (23) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

ORDINARY MEMBERS

- 5. Unlimited persons wishing to become Members. Ordinary Members have full voting rights at General Meetings and may be elected to the Executive Management Committee.
- 6. (1) Any eligible person may become a member on being proposed and seconded at any ordinary meeting of the Executive Management Committee hereinafter

constituted. If necessary, a ballot shall be taken at which a simple majority of the members assembled at such meeting shall be sufficient. Provided, however, no member shall be admitted under the provisions of Rule 5 within a period of two months prior to the Annual General Meeting.

- (2) Every applicant for any class of membership of the Association shall be proposed by one member of the Association and seconded by another member. The application for membership shall be made in writing, signed by the applicant and his proposer and seconder and shall be in such form as the Executive Management Committee from time to time decides.
- (3) The membership fees for each class of membership shall be such sum as the Executive Management Board so determines; and
- (4) The membership fees for each class of membership shall be payable at such time and in such manner as the Executive Management Committee shall from time to time determine.

SOCIAL MEMBERS

7. A person not eligible for Membership under Rule 5 hereof may be admitted, as a Social Member of the Association, by a simple majority at any meeting of the Executive Management Committee. Unlimited Social Members shall be entitled to full privilege of the Association but shall not be entitled to a vote nor shall be eligible to become an Office Bearer of the Association nor Member of the Executive Management Committee of the Association.

LIFE MEMBERS

8. The Executive Management Committee may submit to the Annual General Meeting, the names of any current financial members of the Pine Rivers Junior Leagues Club for recognition by appointment as Life Member of the Association. Such persons shall have rendered meritorious service as a Member of the Association for at least (7) consecutive years or for ten (10) years in all.

A majority of votes of those present and voting at the Annual General Meeting shall be necessary for the election of a Life Member. The names of the person so appointed shall be recorded in a register kept for this purpose by the Secretary.

In the case of more than one nomination, the Life Member shall be elected by exhaustive ballot. In any year not more than one (1) Life Member may be elected, and a badge presented at the next General Meeting.

A Life Member has full voting rights at General Meetings of the Association and may be elected to the Executive Management Committee. However, attendance at the Executive Management Committee or Executive Management Board meetings for Life Members who are not members of the Executive Management Committee or Executive Management Board will be at the discretion of the Executive Management Committee and the Life Member will not be entitled to vote at such meetings. A Life Member may attend the meetings of the Football Club Sub-Committee and will be entitled to vote at such meetings.

The Executive Management Committee has the discretion to nominate persons who have rendered meritorious service as a Member of the Association for at least (7) consecutive years or for ten (10) years in all but are no longer current financial members of the Association.

HONORARY MEMBERS

9. The Executive Management Committee may from time to time confer the privileges of Honorary Membership of the Association upon such person or persons who have voluntarily or financially assisted the Association. An Honorary Member has voting rights and will remain an Honorary member for a period of time as determined by the Executive Management Committee from time to time but not less than for a one (1) year period.

The names of persons with Honorary membership shall be recorded in a register kept for this purpose by the Secretary.

VISITOR MEMBERS

10. Any two (2) Members of the Executive Management Committee may confer Visitor Membership on any person until the next Meeting of the Executive Management Committee, and such Members shall be responsible for the well being and good conduct of any such visitors.

A Visitor Member has no voting rights and cannot be elected to the Executive Management Committee. A Visitor Member is subject to conditions of entry to the Association premises as determined by the Executive Management Committee from time to time.

ADMISSION AND REJECTION OF MEMBERS

11. (1) At the next meeting of the Executive Management Committee after the receipt of any application and the fee applicable for any class of membership, such application must be considered by the Executive Management Committee, who will then decide whether to admit or reject the applicant.
- (2) Any applicant who receives a majority of the votes of the members of the Executive Management Committee present at the meeting at which the application is considered will be accepted as a member to the class of membership applied for.
- (3) Upon the acceptance or rejection of an application for any class of membership the Secretary shall, as soon as practicable, give the applicant notice in writing of such acceptance or rejection and the reasons therefore.
- (4) The Executive Management Committee must ensure that, as soon as possible after the person applies to become a member of the Association, and before the Executive Management Committee considers the persons' application, the person is advised that the Club has public liability insurance and the amount of the insurance.
- (5) The foregoing paragraphs of this Clause do not apply to life membership.

SUSPENSION OR TERMINATION OF MEMBERSHIP

12. (1) A Member may resign from the Association at any time by giving notice in writing to the Secretary. Such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.
- (2) If a Member:
- (a) is convicted of an indictable offence; or
 - (b) fails to comply with any of the provisions of the Constitution; or

- (c) has membership fees in arrears for a period of two months or more;
or
- (d) conducts himself or herself in a manner considered to be injurious or prejudicial to the character or interests of the Association.

The Executive Management Committee shall consider whether his/her membership shall be suspended or terminated.

- (3) The member concerned shall be given a full and fair opportunity of presenting his/her case to show cause why their membership should not be suspended or terminated;
- (4) The period of time during which a member can be suspended cannot exceed a period of nine (9) months. During the period of suspension, the Executive Management Committee may prohibit the suspended member from entering the Association premises.
- (5) If, after considering representations made by the member, the Executive Management Committee decides to suspend or terminate the membership, it shall instruct the Secretary to advise the member in writing accordingly.
- (6) A person who for any reason ceases to be a Member of the Association shall remain liable for, and pay to the Association, all monies and return all property which may be due from him or her to the Association at the time at which he or she ceases to be a Member.

APPEAL AGAINST REJECTION, SUSPENSION OR TERMINATION OF MEMBERSHIP AND PROVISION OF NATURAL JUSTICE

- 13. (1) A person whose application for membership has been rejected, or whose membership has been suspended or terminated may give the Secretary written notice of the person's intention to appeal against the decision.
- (2) A notice of intention to appeal must be given to the Secretary within one (1) month after the person receives written notice of the decision.
- (3) If the Secretary receives a notice of intention to appeal, the Secretary must, within one (1) month after the day of receipt, call a general meeting to decide the appeal.
- (4) The general meeting to decide an appeal must be held within three (3) months after the Secretary receives the notice of intention to appeal.
- (5) At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be suspended or terminated.
- (6) Also the Executive Management Committee or those members thereof who rejected the application or suspended or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be suspended or terminated.
- (7) An appeal must be decided by a majority vote of the members present at the meeting.
- (8) If a person whose application has been rejected or whose membership has been terminated does not appeal against the decision within one (1) month after receiving written notice of the decision, or the person appeals and the appeal is unsuccessful, the Secretary must, as soon as practicable, refund the application fee or any membership fee paid by the person.

REGISTER OF MEMBERS

14. (1) The Executive Management Committee shall cause a Register to be kept in which shall be entered the names and residential addresses of all persons admitted to membership of the Association and the date or dates of their admission.
- (2) Particulars shall also be entered into the Register of Deaths, resignations, terminations and reinstatements of membership and any further particulars as the Executive Management Committee or the members at any general meeting may require from time to time; and
- (3) The Register shall be open for inspection at all reasonable times to any member of the Association. A member must contact the Secretary to arrange an inspection of the register.
- (4) Every member shall, in writing, keep the Secretary informed of such person's address and all notices forwarded by post, or otherwise delivered, to the last recorded address of which the Secretary has been informed shall be deemed to have been duly delivered on the day following the date of posting or delivery.
- (5) However, the Executive Management Committee may, on the application of a member of the Association, withhold information about the member (other than the members full name) from the register available for inspection if the Executive Management Committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

PROHIBITION ON USE OF INFORMATION ON REGISTER OF MEMBERS

15. (1) A member of the Association must not:
 - (a) use information obtained from the register of members of the Association to contact, or send material to, another member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes; or
 - (b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes.
- (2) Sub-rule (1) does not apply if the use or disclosure of the information is approved by the Association.

MEMBERSHIP OF EXECUTIVE MANAGEMENT COMMITTEE AND FOOTBALL CLUB SUB-COMMITTEE

16. (1) The Executive Management Committee of the Association shall consist of a President, Secretary, Financial Manager and Operations Manager, all of whom shall be members of the Association and such number of other members as the members of the Association at any general meeting may from time to time elect or appoint.
- (2) All members of the Executive Management Committee shall be elected for a period of three years. At every third Annual General Meeting of the Association, all the members of the Executive Management Committee for the time being shall retire from office, but shall be eligible upon nomination for re-election:
- (3) The election of officers of the Executive Management Committee shall take place in the following manner:

- (a) Any two members of the Association shall be at liberty to nominate any another member to serve as an officer of the Executive Management Committee;
 - (b) The nomination shall be in writing and signed by the member and his/her proposer and seconder, and shall be lodged with the Secretary at least fourteen (14) days before the annual general meeting at which the election is to take place;
 - (c) A list of the candidates' names, with the proposers' and seconders' names, shall be posted in a conspicuous place in the office or usual place of meeting of the Association or on the Association website or social media site for at least seven (7) days immediately preceding the annual general meeting;
 - (d) Each member of the Association present and eligible to vote at the annual general meeting may vote for 1 candidate for each vacant position on the Executive Management Committee;
 - (e) A person may be a candidate only if the person is an adult, a financial Ordinary or Life Member of the Association and is not ineligible to be elected as a member under section 61A of the Act.
- (4) The Executive Management Committee must ensure that, before a candidate is elected as a member of the Executive Management Committee, the candidate is advised whether or not the Association has public liability insurance and the amount of any insurance.
- (5) The Football Club Sub-Committee shall consist of a Chairman, Secretary and Treasurer, all of whom shall be members of the Association and such number of other members as the members of the Association at any general meeting may from time to time elect or appoint;
- (6) At each Annual General Meeting of the Association, all members of the Football Club Sub-Committee for the time being shall retire from office, but shall be eligible upon nomination for re-election;
- (7) The election of officers and other members of the Football Club Sub-Committee shall take place in the following manner:
- (a) Any two members of the Association shall be at liberty to nominate any another member to serve as an officer of the Football Club Sub-Committee;
 - (b) The nomination shall be in writing and signed by the member and his/her proposer and seconder, shall be lodged with the Secretary at least fourteen (14) days before the annual general meeting at which the election is to take place;
 - (c) A list of the candidates' names, with the proposers' and seconders' names, shall be posted in a conspicuous place in the office or usual place of meeting of the Association or on the Association website or social media site for at least seven (7) days immediately preceding the annual general meeting;
 - (d) Each member of the Association present and eligible to vote at the annual general meeting may vote for 1 candidate for each vacant position on the Football Club Sub-Committee.
- (8) Should more nominations be received than are required, the election shall then be by exhaustive ballot. In the event of the required number of nominations not being received within the specified time (i.e. at least fourteen (14) days prior to the date of the annual general meeting), those members

whose nominations are received later than the specified time for lodgement of the same shall be submitted to the meeting in the ordinary way.

- (9) if, at the start of the meeting, there are not enough candidates nominated for either the Executive Management Committee or the Football Club Sub-Committee, nominations may be taken from the floor of the meeting.

FUNCTIONS OF THE EXECUTIVE MANAGEMENT COMMITTEE

17. (1) Except as otherwise provided by the Constitution and subject to resolutions of the members of the Association carried at any general meeting, the Executive Management Committee:
- (a) shall have the authority to interpret the meaning of these Rules and any matter relating to the Association on which these Rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act; and
 - (b) shall have the general control and management of administration of the affairs, property and funds of the Association.
- (2) The Executive Management Committee may exercise all the powers of the Association:
- (a) to borrow or raise or secure the payment of money in such manner as the members of the Association 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 Association in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Association's property, both present and future, and to purchase, redeem or pay off any such securities;
 - (b) to borrow money from members at a rate of interest, whether the term of the loan be short or long, and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association, and to provide and pay of any such securities; and
 - (c) to invest in such manner as the Members of the Association may from time to time determine.
- (3) Should the Executive Management Committee be required to or desires to make any major decisions concerning the Association that may impact on the structural, financial or strategic standing of the Association, the Executive Management Committee shall be required to convene a Special General Meeting of the Association in order for the members of the Association to properly consider and vote upon the major decision required to or desired to be made.
- (4) For sub-section (2)(b), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by:
- (a) The financial institution for the Association; or
 - (b) If there is more than one financial institution for the Association – the financial institution nominated by the Association.

RESIGNATION OR REMOVAL FROM OFFICE OF EXECUTIVE MANAGEMENT COMMITTEE MEMBER

18. (1) An Executive Management Committee member may resign from the committee by giving a written notice of resignation to the secretary.
- (2) The resignation takes effect on:
- (a) the day and at the time the notice is received by the Secretary; or
 - (b) if a later day is stated in the notice – the later day.
- (3) A member may be removed from office at a general meeting of the Association if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.
- (4) Before a vote of the members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from the Executive Management Committee.
- (5) A member has no right of appeal against the member's removal from the Executive Management Committee under this section.
- (6) A member immediately vacates their position on the Executive Management Committee in the circumstances mentioned in section 64(2) of the Act.

MEMBERSHIP OF THE EXECUTIVE MANAGEMENT BOARD

19. (1) The Executive Management Board will consist of those members of the Executive Management Committee as indicated in Rule 16(1) and where appropriate, representatives of the various clubs and/or sub-committees operating under the umbrella of the Association.
- (2) All representatives shall be members of the Association.
- (3) The appointment, where appropriate, of such other officers to the Executive Management Board, will be filled through the election or appointment to positions on the aforesaid clubs or Sub-committees which will automatically entail membership of the Executive Management Board. Positions will include the Chairman, Pine Rivers Junior League Club, Football Sub-Committee and other such clubs or sub-committees as considered appropriate by members of the Executive Management Committee.

FUNCTIONS OF THE EXECUTIVE MANAGEMENT BOARD

20. (1) The Executive Management Board will be the forum for those clubs and committees operating under the control of the Association. A representative from those clubs and or committees will assume a position on the Board when they are appointed to their respective club or committee.
- (2) Sub-committee representatives will be responsible for submitting the budgets of their respective club or sub-committee.
- (3) Members of the Executive Management Board will be responsible for the budget approval process for the whole of the Association.

VACANCIES ON EXECUTIVE MANAGEMENT COMMITTEE AND EXECUTIVE MANAGEMENT BOARD

21. (1) In the event of a vacancy or vacancies occurring among the Office Bearers or members of the Executive Management Committee from any cause whatsoever, the Executive Management Committee shall have the right to fill

such vacancy or vacancies from members eligible for appointment within the meaning of these Rules, to the position in question. The term of office of a member so appointed shall expire at that Annual General Meeting of the Association at which the positions of the Executive Management Committee or the Executive Management Board are due to become vacant.

- (2) The continuing members of the Executive Management Committee and Executive Management Board may act despite a casual vacancy on the management committee.
 - (3) However, if the number of committee members is less than the number fixed under Rule 23(3) as a quorum of the Executive Management Committee, the continuing members may act only to:
 - (a) increase the number of Executive Management Committee members to the number required for a quorum; or
 - (b) call a general meeting of the Association.
22. If any Office Bearer or Member of the Executive Management Committee or Executive Management Board ceases to be a member of the Association or being a Member of either the Executive Management Committee or Executive Management Board is absent from three (3) consecutive meetings without leave first, his/her seat shall be declared vacant. If a member is absent from a Meeting or has, of necessity, to leave such meeting before the date of the next Meeting is decided, the Secretary shall advise this member of the date set down for the next meeting.

MEETINGS OF THE EXECUTIVE MANAGEMENT COMMITTEE AND EXECUTIVE MANAGEMENT BOARD

23. (1) The Executive Management Committee shall meet at least once every 3 weeks to exercise its functions, and the Executive Management Board shall meet at least once every 6 weeks or at such times as shall be determined by the Executive Management Committee.
- (2) Notice of a meeting is to be given in the way decided by the Executive Management Committee and Executive Management Board and can be conveyed by notice in writing to members of the Executive Management Committee or Executive Management Board posted in the Clubhouse or alternatively, delivered or sent by post, email or any other recognised form of electronic communication that may be available from time to time.
- (3) At every meeting of the Executive Management Committee or the Executive Management Board more than 50% of the members elected to the Executive Management Committee or Executive Management Board as at the close of the last annual general meeting of the Club, shall constitute a quorum.
- (4) The Executive Management Committee or Executive Management Board may hold meetings, or permit a committee member to take part in its meetings, by using any technology medium that reasonably allows the member to hear and take part in discussions as they happen.
- (5) An Executive Management Committee or Executive Management Board member who participates in the meeting as mentioned in sub-rule (4) is taken to be present at the meeting.
- (6) Subject as previously provided in this rule, the Executive Management Committee may meet together and regulate its proceedings as it thinks fit. Provided that questions arising at any meeting of the Executive Management Committee or Executive Management Board shall be decided by a majority of

votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative. The Chairperson does not have a second or casting vote.

- (7) The President shall presides as Chairperson at every meeting of an Executive Management Committee or Executive Management Board, or if there is no President, or if at any meeting he or she is not present within fifteen (15) minutes after the time appointed for holding the meeting, the Vice-President shall be Chairperson or if the Vice President is not present at the meeting then the members may choose one of their number to be Chairperson of the meeting.
- (8) If within thirty (30) minutes from the time appointed for the commencement of an Executive Management Committee or Executive Management Board meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Executive Management Committee or Executive Management Board, shall lapse, if any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Executive Management Committee or Executive Management Board may determine, and if at the adjourned meeting a quorum is not present within thirty (30) minutes from the time appointed for the meeting, the meeting shall lapse.
- (9) A conflict of interest may occur when an Executive Management Committee or Executive Management Board member or a family member of an Executive Management Committee or Executive Management Board member stands to gain or lose, financially or otherwise, directly or indirectly, by the outcome of the matter being at that time considered by the Executive Management Committee or Executive Management Board. The Executive Management Committee or Executive Management Board, excluding the Executive Management Committee or Executive Management Board member whose interest is being determined, will determine if a conflict of interest exists.
- (10) If determined by the Executive Management Committee or Executive Management Board that an Executive Management Committee or Executive Management Board member has a conflict of interest in any item being discussed by the Executive Management Committee or Executive Management Board, the Executive Management Committee or Executive Management Board member must leave the meeting prior to any vote being taken. If requested by the Chairperson, the member of the Executive Management Committee or Executive Management Board who has a conflict of interest in relation to any item being discussed will leave the meeting prior to any discussion being taken in relation to that matter. An Executive Management Committee or Executive Management Board member who has a conflict of interest may not participate in any discussion in relation to the matter unless requested to do so by the Chairperson.

SPECIAL MEETING OF EXECUTIVE MANAGEMENT COMMITTEE AND EXECUTIVE MANAGEMENT BOARD

24. (1) If the secretary receives a written request signed by at least one third of the members of the Executive Management Committee or Executive Management Board, the secretary must call a special meeting by giving each member of the Executive Management Committee or Executive Management Board notice of the meeting within 14 days after the secretary receives the request.
- (2) Notice of a special meeting can be provided by Public Notice, posted on the Association noticeboard or by technology mediums available to the

Association such as the Association website or Association social media pages.

- (3) If the secretary is unable or unwilling to call the special meeting, the President must call the meeting.
- (4) A request for a special meeting must state:
 - (a) why the special meeting is called; and
 - (b) the business to be conducted at the meeting.
- (5) A notice of a special meeting must state:
 - (a) the day, time and place of the meeting; and
 - (b) the business to be conducted at the meeting.
- (6) A special meeting of the Executive Management Committee or Executive Management Board must be held within 14 days after notice of the meeting is given to the members of the Executive Management Committee or Executive Management Board.

APPOINTMENT OF SUB-COMMITTEES

25. (1) The Executive Management Committee may delegate any of its powers to a sub-committee consisting of such members of the Association as the Executive Management Committee thinks fit. Any sub-committee so formed must in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Executive Management Committee;
- (2) A Sub-committee may elect a Chairperson of its meetings. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within fifteen (15) minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairperson of the meeting; and
- (3) A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to have been decided in the negative.
- (4) The Pine Rivers Junior League Club Football Sub-Committee will be required to meet at least once per calendar month during the football season to exercise its functions, or at such times as shall be determined by the Football Club Sub-Committee. The Football Club Sub-Committee will be required to adhere to any regulations that may be imposed on it from the Executive Management Committee concerning the direction and running of the Committee.

RESIGNATION OR REMOVAL FROM OFFICE OF SUB-COMMITTEE MEMBER

26. (1) A sub-committee member may resign from the sub-committee by giving written notice of resignation to the secretary of the Executive Management Committee.
- (2) The resignation takes effect on:
 - (a) the day and at the time the notice is received by the secretary; or
 - (b) if a later day is stated in the notice – the later day.

- (3) A member may be removed from office at a general meeting of the association if a majority of the members present at the meeting vote in favour of removing the member.
- (4) Before a vote of members is taken about removing a member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- (5) A member has no right of appeal against the member's removal from office under this section.

ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS

27. All acts done by any meeting of the Executive Management Committee or Executive Management Board or of a sub-committee or by any person acting as a member of the Executive Management Committee or Executive Management Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Executive Management Committee or Executive Management Board or person acting as aforesaid, or that the members of the Executive Management Committee or Executive Management Board or any of them were disqualified be as valid as if every such person had been duly appointed and was qualified to be a member of the Executive Management Committee or Executive Management Board.

RESOLUTIONS OF EXECUTIVE MANAGEMENT COMMITTEE OR EXECUTIVE MANAGEMENT BOARD WITHOUT A MEETING

28. A resolution in writing signed by all the members of the Executive Management Committee or Executive Management Board for the time being entitled to receive notice of a meeting of the Executive Management Committee or Executive Management Board shall be as valid and effectual as if it had been passed at a meeting of the Executive Management Committee or Executive Management Board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Executive Management Committee or Executive Management Board.

MINUTES OF EXECUTIVE MANAGEMENT COMMITTEE AND EXECUTIVE MANAGEMENT BOARD MEETINGS

29. (1) The Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Executive Management Committee and Executive Management Board meeting to be entered in a book or other written record.
- (2) To ensure the accuracy of the minutes, the minutes of each Executive Management Committee and Executive Management Board meeting must be signed by the Chairperson of the meeting, or the Chairperson of the next Executive Management Committee and Executive Management Board meeting, verifying their accuracy.

ANNUAL GENERAL OR GENERAL MEETING

30. (1) A general meeting shall be held twice a year. The Secretary shall convene a general meeting of the Association by giving not less than 14 days notice of any such meeting to the members of the Association.
- (2) Notice of a general meeting can be provided by Public Notice, posted on the Association noticeboard or by technology mediums available to the

- Association such as the Association website or Association social media pages.
- (3) If the Secretary is unable or unwilling to call the meeting, the President must call the meeting.
 - (4) The Executive Management Committee may decide the way in which the notice must be given.
 - (5) Notice of the following meetings must be given in writing:
 - (a) a meeting called to hear and decide the appeal of a person against the Executive Management Committee's decision:
 - (i) to reject the person's application for membership of the Association; or
 - (ii) to suspend or terminate the person's membership of the Association.
 - (b) a meeting called to hear and decide a proposed special resolution of the Association.
 - (6) A notice of a general meeting must state the business to be conducted at the meeting.
31. (1) At any general meeting the number of members required to constitute a quorum shall be double the number of members presently on the Executive Management Board plus one. If at any General Meeting a quorum is not constituted in accordance with the foregoing, such General Meeting shall be adjourned to a date not less than fourteen (14) days from the date of the adjourned meeting. Seven (7) days' notice in writing of the date to which the meeting is adjourned shall be given to each ordinary member in giving such notice;
- (2) If upon a further meeting the number of members as herein before prescribed is not present, the members then present shall constitute a quorum.
 - (3) The following persons shall not be entitled to vote at, nor be counted in the number required for a quorum at any meeting.
 - (a) Any minor or junior player for the year just past other than a player who has attained the age of eighteen (18) years; and
 - (b) Any person who upon being required to produce to a meeting proof of his or her membership of the Association and his or her entitlement to vote at such meeting does not then and there produce such proof.
 - (c) Must provide that the members of the Association entitled to vote at any meeting of the Association do not include honorary members.
 - (4) A member entitled to vote at a general meeting but who is unable to attend that meeting in person is entitled to a postal vote on each item.
 - (5) Postal votes will be valid if received on the official Association form and before the commencement of the general meeting.
32. The Annual General Meeting of the Association shall be held before the thirtieth (30th) day of the month of November in each year on a date to be determined by the Executive Management Committee of which not less than fourteen (14) days clear notice shall be given.

33. The following business must be conducted at each Annual General Meeting:
- (1) Receiving the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Association for the last financial year.
 - (2) Receiving the Auditor's report on the financial affairs of the Association for the last financial year.
 - (3) Presenting the financial statement and Auditor's report to the meeting for adoption.
 - (4) Electing members of the Executive Management Committee every three (3) years.
 - (5) Appointing an Auditor.

SPECIAL GENERAL MEETING

34. (1) The Executive Management Committee Secretary shall convene a Special General Meeting by giving each member notice of the meeting within 14 days:
- (a) When directed to do so by the Executive Management Committee or Executive Management Board; or
 - (b) On the requisition in writing signed by not less than one-third of the members presently on the Executive Management Board or at least the number of ordinary members of the Association equal to double the number of members of the Association presently on the Executive Management Board plus one. Such requisition shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted; or
 - (c) Being given a written notice of an intention to appeal against the decision of the Executive Management Committee:
 - (i) to reject an application for membership; or
 - (ii) to suspend or terminate a person's membership.
- (2) A Special General Meeting must be held within 3 months after the secretary:
- (a) is directed to call the meeting by the Executive Management Committee or Executive Management Board; or
 - (b) is given the written request mentioned in sub-rule (1)(b); or
 - (c) is given the written notice of an intention to appeal mentioned in sub-rule (1)(c).
- (3) If the secretary is unable or unwilling to call the special meeting, the President must call the meeting.

ADMINISTRATION OF GENERAL MEETINGS

35. Unless otherwise provided by these Rules, at every general meeting:
- (1) the President shall preside as Chairperson, or if there is no President, or if the President is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall be the Chairperson or if the Vice-President is not present or is unwilling to act then the members present shall elect one of their number to be Chairperson of the meeting;

- (2) the Chairperson shall maintain order and conduct the meeting in a proper and orderly manner;
- (3) every question, matter or resolution shall be decided by a majority of votes of the members present; except as required in this Constitution;
- (4) every member present shall be entitled to one vote and in the case of an equality of votes the Chairperson shall have a second or casting vote. Provided that no member shall be entitled to vote at any general meeting if the member's annual subscription is more than one month in arrears at the date of the meeting. Postal votes will be accepted on the approved form however proxy votes will not be allowed;
- (5) voting shall be by show of hands or a division of members, unless not less than one-fifth of the members present demand a ballot, in which case there shall be a secret ballot. The Chairperson shall appoint two members to conduct the secret ballot in such manner as the Chairperson shall determine and the result of the ballot as declared by the Chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded.

MINUTES OF GENERAL MEETINGS

36. (1) The Secretary must keep full and accurate minutes of all questions, matters, resolutions and other proceedings of every general meeting. The minutes are to be entered in a book or other written record to be open for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection.
- (2) For the purposes of ensuring the accuracy of the recording of such minutes the minutes of every general meeting must be signed by the Chairperson of that meeting or the Chairperson of the next succeeding general meeting provided that the minutes of any annual general meeting must be signed by the Chairperson of that meeting or the Chairperson of the next succeeding general meeting or annual general meeting.

BY-LAWS

37. (1) The Executive Management Committee may make, amend or repeal by-laws, not inconsistent with the Constitution, for the internal management of the Association.
- (2) A by-law may be set aside by a vote of members at a general meeting of the Association.

ALTERATION OF RULES

38. (1) Subject to the Act, the Constitution may be amended, repealed or added to by a special resolution carried at a general meeting. No resolution shall be deemed to be carried unless supported by a majority of at least 75% of those present and voting at such meeting.
- (2) No such amendment, repeal or addition shall come into effect until the provisions of the Act relating to alteration of the Constitution have been complied with.

COMMON SEAL

39. (1) The Executive Management Committee must ensure the Association has a common seal.

- (2) The common seal must be:
 - (a) kept securely by the Executive Management Committee; and
 - (b) used only under the authority of the Executive Management Committee.
- (3) Each document, paper or writing to which the seal is attached must be signed by a member of the Executive Management Committee and countersigned by:
 - (a) The Secretary; or
 - (b) Another member of the Executive Management Committee; or
 - (c) Someone appointed by the Executive Management Committee.

FUNDS AND ACCOUNTS

40. (1) The funds of the Association shall be deposited in the name of the Association in such account or accounts in such financial institution decided by the Executive Management Committee;
- (2) Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing full and accurate particulars of the financial affairs of the Association;
- (3) All moneys shall be deposited in the appropriate financial institution account of the Association as soon as practicable after receipt;
- (4) All amounts of one hundred dollars or over shall be paid by electronic funds transfer or by cheque signed by any two of the President, Secretary, Financial Manager or any 1 of 3 members authorised from time to time by the Executive Management Committee to sign cheques issued by the Association;
- (5) However, one (1) of the persons who signs the cheque must be the President, the Secretary or the Financial Manager;
- (6) Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty cash recoupment which may be open;
- (7) The Executive Management Committee shall determine the amount of petty cash which shall be kept on the imprest system;
- (8) All expenditure shall be approved or ratified at an Executive Management Committee meeting;
- (9) As soon as practicable after the end of each financial year the Financial Manager 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 and of all mortgages, charges and securities affecting the property of the Association.
- (10) All such statements shall be examined by the auditor who shall present a report upon such audit to the Secretary prior to the holding of the Annual General Meeting next following the financial year in respect of which such audit was made; and
- (11) The income and property of the Association wheresoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof may be distributed, paid or transferred directly or indirectly by way of dividend bonus or otherwise by way or profit to or amongst the members of the Association provided that nothing herein contained prevents the payment in good faith of interest to any such member in respect of moneys advanced by the member to the Association or

otherwise owing by the Association to the member or of remuneration to any officers or servants of the Association or to any member of the Association or other person in return for any services actually rendered to the Association provided further that nothing herein contained will be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association.

DOCUMENTS

41. The Executive Management Committee shall provide for the safe custody of books, documents, instruments of title and securities of the Association.

FINANCIAL YEAR

42. The financial year of the Association shall close on 30 September in each year.

DISTRIBUTION OF SURPLUS ASSETS

43. If the Association shall be wound up in accordance with the provisions of the Act, and there remains, after satisfaction of all its debts and liabilities, any surplus assets whatsoever, the same shall not be paid to or distributed among the members of the Association but shall be given or transferred to some other organisation or organisations having objects similar to the objects of the Association, and which prohibits the distribution of its or their income and assets amongst its or their members to an extent at least as great as is imposed on the Association by Rule 40(11) such organisation or organisations to be determined by the members of the Association.

COLOUR

44. The colours of the Association shall be white with green and the Association jerseys shall be of the pattern and design traditionally worn by the players.

INTERPRETATION

45. The Executive Management Committee has sole authority for the interpretation of the rules and regulations made there under and the decision of the Executive Management Committee upon any Question involving their interpretation or upon any matter affecting the Association for which no provision is made by the rules and/or regulations shall be final.

JURISDICTION

46. Jurisdiction shall extend over all registered players while travelling to and from training, or organised matches or club approved activities, and over all registered players, parents and supporters at all times whilst on or using Association property or facilities and other affiliated Association property or facilities. Jurisdiction will extend over any registered player, parent or supporter serving any disciplinary sentence passed on them by the Association. Members serving any disciplinary sentence are not permitted, where indicated, to participate in any activities associated with the Association either on Association property or facilities affiliated Association properties and facilities.