

Rules of Association
of
Townsville Football Inc.

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Townsville Football Inc. Constitution

1. WORDS AND EXPRESSIONS TO HAVE MEANING IN THE ACT

- 1.1 A word or expression that is not defined in these model rules, but is defined in the *Associations Incorporation Act 1981* has, if the context permits, the meaning given by the Act.

2. NAME

- 2.1 The name of the Incorporated Association is **Townsville Football Inc. ("the Association")**.
- (a) The **colours** of the Association shall be **Blue and Gold** in such configuration as determined by the Zone Council and approved by Soccer Queensland Limited.

3. OBJECTS

- 3.1 The objects of the Association are –
- (a) to manage Competition Football at all levels within the area of responsibility allocated to the Association by Soccer Queensland Limited;
- (b) to maintain statistics and other records of the competitions run by the Association on behalf of Soccer Queensland Limited;
- (c) To maintain records of individual players, coaches and referees involved in the competition managed by the Association;
- (d) To ensure that the football competition managed by the Association complies with the rules, regulations and by-laws of Soccer Queensland Limited and the appropriate Zone;
- (e) To manage any disciplinary issues as they arise;
- (f) To ensure that open communication exists between the Association and the Zone Council, Soccer Queensland Limited and the Association members;
- (g) To manage the financial relationship the Association has with its members, the Zone and Soccer Queensland Limited;
- (h) To actively work towards the development and promotion of the game of football within the area of responsibility allocated to the Association by Soccer Queensland Limited.

4. POWERS

4.1 The Association has the powers of an individual.

4.2 The Association may, for example -

- (a) enter into contracts; and
- (b) acquire, hold, deal with and dispose of property; and
- (c) make charges for services and facilities it supplies; and
- (d) do other things necessary or convenient to be done in carrying out its affairs.

4.3 The Association may take over the funds and other assets and liabilities of the present Incorporated Associations known as the "North Queensland Soccer Federation Inc." (NQSF) and the "Townsville Junior Soccer Association Inc." (TJSA) both having resolved to amalgamate and form the Association.

4.4 The Association may also issue secured and unsecured notes, debentures and debenture stock for the Association.

5. CLASSES OF MEMBERS

5.1 The membership of the Association is limited to the following classes of members-

- (a) ordinary members; and
- (b) life members;

5.2 The number of members is unlimited.

5.3 The conditions of membership of the different classes of membership are:

- (a) Ordinary Members – any Soccer Club or Football Club which is registered with Soccer Queensland Limited and which is located within the area of responsibility allocated to the Association by Soccer Queensland Limited. Each Club to be represented by a person appointed from its own Management Committee; and
- (b) Life members – a life member is either a person:
 - (A) admitted to life membership by the Association in recognition of services provided:

- i. The admission of life members shall be at the absolute discretion of the Association;
- ii. Any member or Association Management Committee Member may nominate a person as a life member; and
- iii. The Association is not required to give reasons as to why or why not a nomination is accepted.

or a person

- (B) who was admitted as a life member of either the NQSF or the TJSA prior to the amalgamation of the NQSF and the TJSA into the Townsville Football Association.

6. MEMBERSHIP

- 6.1 A club or life member who, on the day the Association is incorporated, was a member of the NQSF or the TJSA or the unincorporated association on or before a day fixed by the management committee, agrees in writing to become a member of the incorporated Association, must be admitted by the management committee to the same class of membership of the Association as the member held in the unincorporated Association.
- 6.2 A member of the incorporated Association who, before becoming a member, has paid the member's annual subscription for membership of the unincorporated Association, NQSF or TJSA on or before a day fixed by the management committee, is not liable to pay a further amount of annual subscription for the period before the day fixed by the management committee as the day on which the next annual subscription is payable.
- 6.3 An applicant for membership of the Association, other than the members of the unincorporated Association mentioned in subsection 6.1, must be proposed by one (1) member of the Association (the **proposer**) and seconded by one (1) other member (the **seconder**).
- 6.4 An application for membership must be-
- (a) in writing; and
 - (b) signed by the applicant and the applicant's proposer and seconder; and
 - (c) in the form decided by the management committee.

7. MEMBERSHIP SUBSCRIPTION FEE

- 7.1 The Association may impose such membership fees as it may determine from time to time subject to the prior approval of Soccer Queensland Limited. The membership fees shall be payable at such time and in such a manner as the Zone Council shall from time to time determine.

8. ADMISSION OF MEMBERS

- 8.1 Every applicant for membership shall apply in such form and manner as prescribed by the Association from time to time.
- 8.2 On receipt by the Secretary of the signed application and subscription fees (if imposed), the Association will consider the application and decide if the applicant should be admitted to membership.
- 8.3 Such persons as may be admitted to membership in accordance with the Rules shall be entered into the Register and shall be Members of the Association unless and until such membership is terminated by virtue of any of the powers contained in these Rules. The Register of Members shall be kept in accordance with the Act.

9. CEASING TO BE A MEMBER

- 9.1 Subject to subsection 8.3, a Member ceases to be a Member on:
- (a) resignation;
 - (b) death;
 - (c) becoming of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
 - (d) conviction of an indictable offence and the rehabilitation period has not expired;
 - (e) being found by the Association to have failed to comply with these Rules and any regulations or by-laws of the Association;
 - (f) renouncement as a Member for any reason;
 - (g) the termination of their membership according to this Constitution;
 - (h) non payment of any membership fee or other debt payable to the Association by the Member for a period of thirty (30) days after the due date for payment of such fee or debt;

- (i) if the Association, being dissolved or otherwise ceasing to exist, having a liquidator or provisional liquidator appointed to it, or being unable to pay its debts; or
- (j) if eligibility for membership ceases due to operation of law.

10. RESIGNATION OF MEMBERS

- 10.1 Any Member may resign from the Association at any time by giving his or her written resignation to the Secretary. The resignation shall take effect at the time the written resignation is received unless a later date is specified in the notice when it shall effect on that later date, provided that a Member may not resign their membership while they continue to act as a Member of the Association.

11. APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

- 11.1 An applicant for membership whose application for membership has been rejected, or whose membership has been terminated, may give the secretary written notice of the person's intention to appeal against the decision.
- 11.2 A notice of intention to appeal must be given to the secretary within 1 month after the person receives written notice of the decision.
- 11.3 If the secretary receives a notice of intention to appeal, the secretary must, within 3 months after the day of receipt, call a general meeting to decide the appeal.
- 11.4 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 terminated.
- 11.5 Also, the management committee and the committee members who rejected the application or terminated the membership must be given an opportunity to show why the application should be rejected or the membership should be terminated.
- 11.6 An appeal must be decided by a vote of the members present at the meeting.
- 11.7 If a person whose application has been rejected does not appeal against the decision within one (1) month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund the application fee paid by the person.

12. RIGHTS OF ORDINARY MEMBERS

12.1 Ordinary Members of the Association:

- (a) shall be bound by the rules of the Association as by a contract between the members and the incorporated Association;
- (b) have the right to inspect the minutes of each management or general meeting of the Association upon application to the Council Secretary; and
- (c) have the right, at a general meeting, to amend, repeal or add to these rules by a special resolution, subject to the Associations Act 1981, Rule 6 of this Constitution, and the requirement to lodge changes with the Chief Executive within three (3) months of the passing of the Special Resolution.

13. RIGHTS OF LIFE MEMBERS

13.1 Life Members of the Association:

- (a) are not, in the capacity of Life Member, to be counted in a quorum;
- (b) have the right to remain a Life Member until they die or resign their Life Membership subject to Rule 9;
- (c) subject to any separate agreement with the Association to the contrary, have no obligation, and may not be required, to pay any subscription or other amount;
- (d) are entitled to receive notice of general meetings;
- (e) are entitled to attend and speak at general meetings; and
- (f) are not, in the capacity of Life Member, entitled to vote at any general meeting.

14. REGISTER OF MEMBERS

14.1 The management committee must keep a register of members.

14.2 The register of members must include the following particulars for each member-

- (a) the full name and residential address of the member;
- (b) the date of admission as a member;
- (c) the date of death or resignation of the member;
- (d) details about the termination or reinstatement of membership;
- (e) any other particulars the management committee or the members at a general meeting decide.

14.3 The register must be open for inspection at all reasonable times.

14.4 However, before the member may inspect the register, the member must apply in writing, giving reasonable notice, to the secretary to inspect it.

15. SECRETARY

15.1 If the Association has not elected an interim officer as secretary for the Association before its incorporation, the members of the management committee must ensure a secretary is appointed or elected for the Association within one (1) month after incorporation.

15.2 If a vacancy happens in the office of secretary, the members of the management committee must ensure a secretary is appointed or elected for the Association within one (1) month after the vacancy happens.

15.3 The secretary must be an individual residing in Queensland, or in another State but not more than sixty-five (65) kilometres from the Queensland border, who is -

(a) a member of the Association elected by the Association as secretary; or

(b) any of the following persons appointed by the management committee-

(i) a member of the Association's management committee;

(ii) a member of the Association;

(iii) another person.

15.4 The management committee may appoint and remove the Association's secretary at any time.

16. MEMBERSHIP OF MANAGEMENT COMMITTEE

16.1 The management committee of the Association consists of a president, vice-president, treasurer, and a minimum of three (3) other members and any other members the Association appoints as below.

16.2 A member of the management committee, other than the secretary, must be a member of the Association as described in clause 5(3)(a) herein.

16.3 The Management committee must appoint from its members a representative for each of the following areas:

- (a) women;
- (b) men;
- (c) juniors;
- (d) referees; and
- (e) coaches.

16.4 At each annual general meeting of the Association, the members of the management committee must retire from office, but are eligible, on nomination, for re-election.

17. ELECTING THE MANAGEMENT COMMITTEE

17.1 A member of the management committee may only be elected as follows-

- (a) any two (2) members of the Association may nominate another member (the **candidate**) to serve as a member of the management committee;
- (b) the nomination must be-
 - (i) in writing; and
 - (ii) signed by the candidate and the members who nominated him or her; and
 - (iii) given to the secretary at least fourteen (14) days before the annual general meeting at which the election is to be held;
- (c) each member present at the annual general meeting may vote for any number of candidates not more than the number of vacancies;
- (d) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.

17.2 A list of the candidates' names in alphabetical order, with the names of the members who nominated each candidate, must be posted in a conspicuous place in the office or usual place of meeting of the Association for at least seven (7) days immediately preceding the annual general meeting.

17.3 If required by the management committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.

18. RESIGNATION OR REMOVAL FROM OFFICE OF MANAGEMENT COMMITTEE MEMBER

- 18.1 A management committee member may resign from the committee by giving written notice of resignation to the secretary.
- 18.2 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.
- 18.3 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.
- 18.4 Before a vote of 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 office.
- 18.5 A member has no right of appeal against the member's removal from office under this section.

19. VACANCIES ON MANAGEMENT COMMITTEE

- 19.1 If a casual vacancy happens on the management committee, the continuing members of the committee may appoint another member of the Association to fill the vacancy until the next annual general meeting.
- 19.2 The continuing members of the management committee may act despite a casual vacancy on the management committee.
- 19.3 However, if the number of committee members is less than the number fixed under these rules as a quorum of the management committee, (*for the number of members to form a **quorum**, see section 18 Meetings of Management Committee*) the continuing members may act only to-
- (a) increase the number of management committee members to the number required for a quorum; or
 - (b) call a general meeting of the Association.

20. FUNCTIONS OF MANAGEMENT COMMITTEE

- 20.1 Subject to these rules or a resolution of the Association members carried at a general meeting, the management committee :

- (a) has the general control and management of the administration of the affairs, property and funds of the Association; and
- (b) has authority to interpret the meaning of these rules and any matter relating to the Association on which the rules are silent.

20.2 The management committee may exercise the powers of the Association -

- (a) to borrow, raise or secure the payment of amounts in a way the Association members decide; and
- (b) to secure the amounts mentioned in sub-section 20.2(a) 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, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the Association's property, both present and future; and
- (c) to purchase, redeem or pay off any securities issued; and
- (d) to borrow amounts from members and pay interest on the amounts borrowed; and
- (e) to mortgage or charge the whole or part of its property; and
- (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association; and
- (g) to provide and pay off any securities issued; and
- (h) to invest in a way the members of the Association may from time to time decide.

20.3 For sub-section 20.2(d), 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 (1) financial institution for the Association - the financial institution nominated by the Association.

21. MEETINGS OF MANAGEMENT COMMITTEE

21.1 Subject to sub-sections 21.2 to 21.16 inclusive, the management committee may meet and conduct its proceedings as it considers appropriate.

21.2 The management committee must meet at least once every two (2) months to exercise its functions.

- 21.3 The committee must decide how a meeting is to be called.
- 21.4 Notice of a meeting is to be given in the way decided by the committee.
- 21.5 If the secretary receives a written request signed by at least thirty-three percent (33%) of the management committee members, the secretary must call a special meeting of the committee.
- 21.6 A request for a special meeting must state-
- (a) why the special meeting is being called; and
 - (b) the business to be conducted at the meeting.
- 21.7 At a management committee meeting, more than fifty percent (50%) of the members elected or appointed to the committee as at the close of the last general meeting of the members form a quorum.
- 21.8 A question arising at a committee meeting is to be decided by a majority vote of committee members present at the meeting and, if the votes are equal, the question is decided in the negative.
- 21.9 A management committee member must not vote on a question about a contract or proposed contract with the Association if the member has an interest in the contract or proposed contract, and if the member does vote the member's vote must not be counted.
- 21.10 The secretary must give each management committee member at least fourteen (14) days notice of a special meeting of the committee.
- 21.11 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.
- 21.12 The president or, if there is no president or if the president is not present within ten (10) minutes after the time fixed for a management committee meeting, the vice-president is to preside as chairperson at the meeting.
- 21.13 If the president and the vice-president are absent from a management committee meeting, the members may choose one (1) of their number to preside as chairperson at the meeting.

21.14 If a quorum is not present within thirty (30) minutes after the time fixed for a management committee meeting called on the request of committee members, the meeting lapses.

21.15 If a quorum is not present within thirty (30) minutes after the time fixed for a management committee meeting called other than on the request of committee members, the meeting is to be adjourned to-

- (a) the same day, time and place in the next week; or
- (b) a day, time and place decided by the committee.

21.16 If, at the adjourned meeting mentioned in sub-section 21.15, a quorum is not present within thirty (30) minutes after the time fixed for the meeting, the meeting lapses.

22. DELEGATION OF MANAGEMENT COMMITTEE POWERS

22.1 The management committee may delegate the whole or part of its powers to a subcommittee consisting of the Association members considered appropriate by the committee.

22.2 A subcommittee may only exercise delegated powers in the way the management committee decides.

22.3 A subcommittee may elect a chairperson of its meetings.

22.4 If a chairperson is not elected, or if the chairperson is not present within ten (10) minutes after the time fixed for a meeting, the members present may choose one (1) of their number to be chairperson of the meeting.

22.5 A subcommittee may meet and adjourn as it considers appropriate.

22.6 A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

23. ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS

23.1 An act performed by the management committee, a subcommittee or a person acting as a member of the management committee is taken to have been validly performed.

23.2 Sub-section 22.1 applies even if the act was performed when-

- (a) there was a defect in the appointment of a member of the management committee, subcommittee or person acting as a member of the management committee; or
- (b) a management committee member, subcommittee member or person acting as a member of the management committee was disqualified from being a member.

24. RESOLUTIONS OF MANAGEMENT COMMITTEE WITHOUT MEETING

24.1 A written resolution signed by each member of the management committee for the time being entitled to receive notice of a committee meeting is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.

24.2 A resolution mentioned in sub-section 24.1 may consist of several documents in like form, each signed by one (1) or more members of the committee.

25. FIRST GENERAL MEETING

25.1 The first general meeting must be held not less than one (1) month, and not more than three (3) months, after the day the Association is incorporated.

25.2 The management committee must decide where the meeting is to be held.

25.3 The business to be conducted at the first general meeting must include the appointment of an auditor.

26. FIRST ANNUAL GENERAL MEETING

26.1 The first annual general meeting must be held within eighteen (18) months after the day the Association is incorporated.

27. SUBSEQUENT ANNUAL GENERAL MEETINGS

27.1 Each subsequent annual general meeting must be held -

- (a) at least once each year; and
- (b) within six (6) months after the end of the Association's previous financial year.

28. BUSINESS TO BE CONDUCTED AT ANNUAL GENERAL MEETING

28.1 The following business must be conducted at each annual general meeting -

- (a) receiving the statement of income and expenditure, assets, liabilities and mortgages, charges and securities affecting the property of the Association for the last financial year;¹
- (b) receiving the auditor's report on the financial affairs of the Association for the last financial year;
- (c) presenting the audited statement to the meeting for adoption;
- (d) electing members of the management committee
- (e) appointing an auditor

29. SPECIAL GENERAL MEETING

29.1 The secretary may only call a special general meeting by giving each member notice of the meeting within fourteen (14) days after-

- (a) being directed to call the meeting by the management committee; or
- (b) being given a written request signed by-
 - (i) at least thirty three percent (33%) of the members of the Association presently on the management committee; or
 - (ii) at least the number of ordinary members of the Association equal to double the number of members of the Association presently on the management committee plus one (1); or
- (c) being given a written notice of an intention to appeal against the decision of the management committee-
 - (i) to reject an application for membership; or
 - (ii) to terminate a person's membership.

29.2 A request mentioned in sub-section 29.1(b) must state-

- (a) why the special general meeting is being called; and

¹ This statement is required to be prepared under the Associations Incorporation Act 1981, section 59 (Audit and statement).

(b) the business to be conducted at the meeting.

30. NOTICE OF GENERAL MEETING

30.1 The secretary may call a general meeting of the Association.

30.2 The secretary must give at least fourteen (14) days notice of the meeting to each Association member.

30.3 The management committee may decide the way in which the notice must be given.

30.4 However, notice of the following meetings must be given in writing-

(a) a meeting called to hear and decide the appeal of a member against the rejection or termination of the member's membership by the management committee; or

(b) a meeting called to hear and decide a proposed special resolution of the Association.

30.5 A notice of a general meeting must state the business to be conducted at the meeting.

31. QUORUM FOR, AND ADJOURNMENT OF, GENERAL MEETING

31.1 Subject to sub-section 31.5, at a general meeting the number of members equal to double the number of members of the Association presently on the management committee plus one (1) form a quorum.

31.2 No business may be conducted at a general meeting unless a quorum of members is present when the meeting proceeds to business.

31.3 If a quorum is not present within thirty (30) minutes after the time fixed for a general meeting called on the request of members of the management committee or the Association, the meeting lapses.

31.4 If a quorum is not present within thirty (30) minutes after the time fixed for a general meeting called other than on the request of members of the management committee or the Association, the meeting is to be adjourned to-

(a) the same day, time and place in the next week; or

(b) a day, time and place decided by the management committee.

31.5 If at an adjourned meeting, a quorum under sub-section 31.1 is not present within thirty (30)

minutes after the time fixed for the meeting, the members present form a quorum.

- 31.6 The chairperson may, with the consent of any meeting at which a quorum is present, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- 31.7 If a meeting is adjourned under sub-section 31.6, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- 31.8 The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least thirty (30) days.
- 31.9 If a meeting is adjourned for at least thirty (30) days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.
- 31.10 In this rule -

"member" includes a person attending as a proxy or representing a corporation that is a member.

32. PROCEDURE AT GENERAL MEETING

32.1 Subject to these rules, at each general meeting -

- (a) the president or, if there is no president or if the president is not present within fifteen (15) minutes after the time fixed for the meeting or is unwilling to act, the vice-president is to preside as chairperson; and
- (b) if the vice-president is absent or unwilling to act as chairperson, the members present must elect one (1) of their number to be chairperson of the meeting; and
- (c) the chairperson must conduct the meeting in a proper and orderly way; and
- (d) each question, matter or resolution must be decided by a majority of votes of the members present; and
- (e) each member present and entitled to vote is entitled to one (1) vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote; and
- (f) a member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting; and
- (g) voting may be by a show of hands or a division of members, unless at least twenty percent (20%) of the members present demand a secret ballot; and
- (h) if a secret ballot is held, the chairperson must appoint two (2) members to conduct the secret ballot in the way the chairperson decides; and
- (i) the result of a secret ballot as declared by the chairperson is taken to be a resolution

- (j) of the meeting at which the ballot was held; and a member may vote in person or by proxy or by attorney and-
 - (i) on a show of hands, each person present who is a member or a representative of a member has one (1) vote; and
 - (ii) in a secret ballot, each member present in person or by proxy or by attorney or other properly authorised representative has one (1) vote; and
- (k) an instrument appointing a proxy must be in writing; and
 - (i) if the appointor is an individual - signed by the appointor or the appointor's attorney properly authorised in writing; or
 - (ii) if the appointor is a corporation - either under seal or signed by a properly authorised officer or attorney of the corporation; and
- (l) a proxy may be a member of the Association or another person; and
- (m) the instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot; and
- (n) if someone wants to give a member an opportunity to vote for or against a resolution, the instrument appointing a proxy must be in the following or like form:-

TOWNSVILLE FOOTBALL INC.	
I,	of _____,
being a member of the Townsville Football Inc. Association, appoint:	
	of _____
as my proxy to vote for me on my behalf at the (annual) general meeting of the Townsville Football Inc. Association, to be held on the _____ day of _____, 20____,	
and at any adjournment of the meeting.	
Signed this _____ day of _____, 20____.	
Signature. _____	
* in favour of	
This form is to be used _____	the resolution.
*against	
<i>*Strike out whichever is not wanted. (Unless otherwise instructed, the proxy may vote as the proxy considers appropriate.)</i>	

- (o) each instrument appointing a proxy must be given to the secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote; and
- (p) the secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each management committee meeting and general meeting are entered in a minute book; and
- (q) the secretary must ensure the minute book for each general meeting is open for inspection at all reasonable times by any financial member who previously applies to the secretary for the inspection.

32.2 To ensure the accuracy of the minutes recorded under sub-section 32.1(p)-

- (a) the minutes of each management committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next management committee meeting, verifying their accuracy; and
- (b) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
- (c) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the Association that is a general meeting or annual general meeting, verifying their accuracy.

33. BY-LAWS

33.1 The management committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Association, subject to the prior approval of Soccer Queensland Ltd.

33.2 A by-law may be set aside by a vote of members at a general meeting of the Association.

34. ALTERATION OF RULES

34.1 Subject to the *Associations Incorporation Act 1981*, these rules may be amended, repealed or added to by a special resolution carried at a general.

34.2 However an amendment, repeal or addition is valid only if it is registered by the chief executive.

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 appointed by the management committee.

36. DISCIPLINE OF MEMBERS AND REGISTERED PARTICIPANTS

36.1 The Association may take whatever action it considers appropriate if a Member should:

- (a) breach, fail, refuse or neglect to comply with a provision of these Rules, the Regulations or any Policy, resolution or determination of the Association;
- (b) act in a unbecoming manner or in anyway prejudicial to the objects and interests of the Association or sport generally; or
- (c) bring the Association or sport generally into disrepute,

subject to the Rules of natural justice, applicable Legislation and the procedures provided for in the Association By-Laws.

37. APPEALS

37.1 The Association shall establish under the Association By-Laws an Appeal Panel to hear and determine appeals from Members. The duties and powers of the Appeal Panel shall be determined by the Management Committee.

38. FUNDS AND ACCOUNTS

38.1 The funds of the Association must be kept in an account in the name of the Association in a financial institution decided by the management committee.

38.2 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.

- 38.3 All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- 38.4 If an amount of one hundred dollars (\$100.00) or more is paid by cheque, the cheque must be signed by any two (2) of the following-
- (a) the president;
 - (b) the secretary;
 - (c) the treasurer;
 - (d) another member authorised by the management committee for the purpose.
- 38.5 Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed 'not negotiable'.
- 38.6 A petty cash account must be kept on the imprest system, and the management committee must decide the amount of petty cash to be kept in the account.
- 38.7 All expenditure must be approved or ratified at a management committee meeting.
- 38.8 The treasurer must, as soon as practicable after the end of each financial year, ensure a statement containing the following particulars is prepared –
- (a) the income and expenditure for the financial year just ended;
 - (b) the Association's assets and liabilities at the close of the year;
 - (c) the mortgages, charges and securities affecting the property of the Association at the close of the year.
- 38.9 If the Association is incorporated within three (3) months before the end of the Association's financial year, sub-section 33.8 does not apply for the financial year in which the Association is incorporated.
- 38.10 The auditor must examine the statement prepared under sub-section 33.8 and present a report about it to the secretary before the next annual general meeting following the financial year for which the audit was made.
- 38.11 The income and property of the Association must be used solely in promoting the Association's

objects and exercising the Association's powers.

39. DOCUMENTS

39.1 The management committee must ensure the safe custody of books, documents, instruments of title and securities of the Association.

40. FINANCIAL YEAR

40.1 The financial year of the Association closes on 30 September in each year.

41. SERVICE OF DOCUMENTS

41.1 In this Rule 41, **document** includes a notice.

41.2 The Association may give a document to a Member:

- (a) personally;
- (b) by sending it by post to the address for the Member in the Register or an alternative address nominated by the Member; or
- (c) by sending it to a fax number or electronic address nominated by the Member.

41.1 A Member may give a document to the Association:

- (a) by delivering it to the Registered Office;
- (b) by sending it by post to the Registered Office; or
- (c) to a fax number or electronic address nominated by the Association.

41.2 A document sent by post:

- (a) if sent to an address in Australia, may be sent by ordinary post; and
- (b) if sent to an address outside Australia, must be sent by airmail,

and in either case is taken to have been received on the day after the date of its posting.

41.3 If a document is sent by fax or electronic transmission, delivery of the document is taken:

- (a) to be effected by properly addressing and transmitting the fax or electronic transmission; and

- (b) to have been delivered on the day following its transmission.

42. INDEMNITY OF OFFICERS

42.1 Every person who is or has been a Management Committee Member is entitled to be indemnified out of the property of the Association against:

- (a) every liability incurred by the person in that capacity (except a liability for legal costs); and
- (b) all legal costs incurred in defending or resisting (or otherwise in connection with) proceedings, whether civil or criminal or of an administrative or investigatory nature, in which the person becomes involved because of that capacity,

unless:

- (i) the Association is forbidden by statute to indemnify the person against the liability or legal costs; or
- (ii) an indemnity by the Association of the person against the liability or legal costs would, if given, be made void by statute.

43. INSURANCE

43.1 The Association may pay or agree to pay, whether directly or through an interposed entity, a premium for a contract insuring a person who is or has been a Management Committee Member against liability incurred by the person in that capacity, including a liability for legal costs, unless:

- (a) the Association is forbidden by statute to pay or agree to pay the premium; or
- (b) the contract would, if the Association paid the premium, be made void by statute.

44. AMALGAMATION

44.1 In furtherance of the objects and purposes of the Association, the Association may amalgamate with any one or more organisations having objects similar to those of this Association and which shall prohibit the distribution of its or their income and property amongst its or their Members to the extent at least as great as that imposed upon this Association and which is a fund, authority or institution which is similarly exempt from Income Tax under the Income Tax Assessment Act.

45. EXCESS PROPERTY ON WINDING UP

45.1 If on the winding up or dissolution of the Association, and after satisfaction of all its debts and liabilities, any property remains, that property must be given or transferred to another body or bodies:

- (a) having objects similar to those of the Association; and
- (b) whose constitution prohibits (or each of whose constitutions prohibit) the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Association under this Constitution.

45.2 That body is, or those bodies are, to be determined by the Members at or before the time of dissolution or, failing that a determination, by a judge who has or acquires jurisdiction in the matter.