



***BRISBANE
SCHOOLGIRLS'
ROWING
ASSOCIATION INC.***

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1 Interpretation

1.1 In these rules:

Act means the *Associations Incorporation Act 1981*.

AGM means the annual general meeting of the association.

Board means the management committee of the association as appointed under this constitution.

body corporate means a corporation, as that expression is defined in the *Corporations Act*, and any other form of organisation, whether or not incorporated, which the Board determines may be treated as a body corporate.

Chair means the president of the association, as defined in the Act, and as appointed under this constitution.

constitution means these rules of the association as amended from time to time.

Director means the person appointed to the Board by a Member School under clause 5.3.2.

Life Member means an individual who satisfies the criteria for admission to membership in clauses 5.7 to 5.10 and is admitted to membership in accordance with this constitution.

Member means Member Schools and Life Members.

Member School means a school which is a member of the association as listed in clause 5.2 or any other school admitted to membership in accordance with this constitution.

Present means:

(a) at a Board meeting, see clause 24.6; or

(b) at a general meeting, see clause 37.2.

Representative means, in relation to a Member School, the representative appointed under clause 5.3.1.

secretary means a person appointed to perform the duties of a secretary of the association.

1.2 A word or expression that is not defined in these rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

2 Name

2.1 The name of the incorporated association is Brisbane Schoolgirls Rowing Association Inc (**association**).

3 Objects

- 3.1 The objects of the association are to:
- 3.1.1 provide female students from Member Schools with opportunities for physical, emotional, ethical and social development;
 - 3.1.2 provide a sound educational sporting environment which emanates from the Member Schools' communities;
 - 3.1.3 promote, encourage, manage and conduct rowing activities among Member Schools and any other affiliated schools or associations in the Brisbane area or beyond;
 - 3.1.4 to co-operate and interact with other schools or associations affiliated with or recognised by Rowing Queensland Inc and/or the Australian Rowing Council Inc.

4 Powers

- 4.1 The association has the powers of an individual.
- 4.2 The association may, for example:
- 4.2.1 enter into contracts; and
 - 4.2.2 acquire, hold, deal with and dispose of property; and
 - 4.2.3 make charges for services and facilities it supplies; and
 - 4.2.4 do other things incidental, conducive, necessary and/or convenient to be done in carrying out its affairs.
- 4.3 The association may also:
- 4.3.1 make, amend or repeal by-laws governing the management and discharge of the association's activities;
 - 4.3.2 issue secured and unsecured notes, debentures and debenture stock for the association;
 - 4.3.3 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 income and property among its, or to its members to an extent at least as great as that imposed upon the association under Clause 49;
 - 4.3.4 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; and
 - 4.3.5 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.

5 Members

Classes of Membership

- 5.1 There shall be two classes of membership of the association:
- 5.1.1 Member Schools; and
 - 5.1.2 Life Members.

Member Schools

- 5.2 The Member Schools of the association are:
- 5.2.1 All Hallow's School, Brisbane
 - 5.2.2 Brisbane Girls Grammar School, Brisbane
 - 5.2.3 Brisbane State High School, South Brisbane
 - 5.2.4 Lourdes Hill College, Hawthorne
 - 5.2.5 St Hilda's School, Gold Coast
 - 5.2.6 St Margaret's Anglican Girls School, Ascot
 - 5.2.7 St Peters Lutheran College, Indooroopilly
 - 5.2.8 Somerville House, South Brisbane
 - 5.2.9 Stuartholme School, Toowong
- 5.3 A Member School must:
- 5.3.1 appoint an individual as a representative to exercise all or any of the powers of the Member School under this constitution or otherwise at law (**Representative**); and
 - 5.3.2 appoint an individual, who shall be the Principal of the Member School (or such other person nominated by the Principal), to be a member of the Board (**Director**).
- For the sake of clarity, a Director may be a Representative.
- 5.4 A Member School may:
- 5.4.1 make any appointment of a Representative a standing one;
 - 5.4.2 set out restrictions on the Representative's powers; and
 - 5.4.3 may not appoint more than 1 Representative to exercise the Member School's powers at any one time.
- 5.5 Unless otherwise specified in the appointment, the Representative may exercise, on the Member School's behalf, all of the powers that the Member School could exercise at a general meeting of the association.
- 5.6 Member Schools shall have all of the rights of Members of the association under and in accordance with this constitution, including the right:
- 5.6.1 to receive notice of general meetings of Members;
 - 5.6.2 to vote at general meetings of Members; and

- 5.6.3 to appoint a Director on the association Board, subject to any limitations in this constitution or at law.

The minimum number of Member Schools required is 7.

Life Members

- 5.7 A Life Member is a natural person who has given significant service to the association and undertakes to be an active and bona fide supporter of the objects of the association.
- 5.8 Life Members must be nominated for membership at the association's AGM and will be admitted to membership upon unanimous support by Member Schools.
- 5.9 Life Members have all of the rights of Members of the association under and in accordance with this constitution, including the right to receive notice of general meetings of Members however they:
- 5.9.1 may not be appointed to the Board;
- 5.9.2 may only attend Board and/or Board sub-committee meetings upon invitation; and
- 5.9.3 have no voting rights.
- 5.10 The number of Life Members is unlimited.

6 Automatic membership

- 6.1 On the day the association adopts this constitution, each Member will remain in the equivalent class of membership of the association as the Member previously held in the association.

7 New membership

- 7.1 An applicant for membership of the association must be proposed by 1 Member School of the association (the **proposer**) and seconded by another Member School (the **seconder**).
- 7.2 An application for membership must be:
- 7.2.1 in writing; and
- 7.2.2 signed by the applicant and the applicant's proposer and seconder; and
- 7.2.3 in the form decided by the Board.
- 7.3 In considering any application for membership, the Board will have regard to the following matters:
- 7.3.1 the applicant's willingness to support the objects of the association and any other policies of the association;
- 7.3.2 whether or not the applicant's school is geographically situated to allow for convenient participation in rowing competition by all current Member Schools;
- 7.3.3 whether or not the school is willing to give an assurance that it would give priority to association's competition;

- 7.3.4 whether or not the school is an independent school;
- 7.3.5 whether or not the school has indicated its willingness to be represented at all association meetings; and
- 7.3.6 any other matter that the Board determines in its discretion is appropriate.

8 Membership fees

- 8.1 The Board shall determine from time to time the:
 - 8.1.1 entrance fee, if any, payable upon admission to membership; and
 - 8.1.2 annual subscription payable by each Member.
- 8.2 The entrance fee and annual subscription is payable when, and in the way, the Board decides.

9 Admission and rejection of new Members

- 9.1 The Board must consider an application for membership at the next Board meeting held after it receives:
 - 9.1.1 the application for membership; and
 - 9.1.2 the appropriate entrance fee for the application.
- 9.2 The Board must ensure that, as soon as possible after an application for membership is received, and before the Board considers the application, the applicant is advised:
 - 9.2.1 whether or not the association has public liability insurance; and
 - 9.2.2 if the association has public liability insurance, the amount of the insurance.
- 9.3 The Board must decide at the meeting whether to accept or reject the application.
- 9.4 An application for membership must be accepted unanimously by the Board before an applicant school is accepted as a Member School.
- 9.5 The secretary of the association must, as soon as practicable after the Board decides to accept or reject an application, give the applicant a written notice of the decision.

10 When membership ends

- 10.1 A Member may resign from the association by giving a written notice of resignation to the secretary.
- 10.2 The resignation takes effect at:
 - 10.2.1 the time the notice is received by the secretary; or
 - 10.2.2 if a later time is stated in the notice, the later time.

- 10.3 The Board may terminate a member's membership if the Member:
- 10.3.1 becomes insolvent; or
 - 10.3.2 does not comply with any of the provisions of this constitution; or
 - 10.3.3 has membership fees in arrears for at least 3 months; or
 - 10.3.4 conducts itself in a way considered to be injurious or prejudicial to the character or interests of the association.
- 10.4 Before the Board terminates a Member's membership, the Board must give the Member a full and fair opportunity to show why the membership should not be terminated.
- 10.5 If, after considering all representations made by the Member, the Board decides to terminate the membership, the secretary of the Board must give the Member a written notice of the decision.
- 10.6 Subject to clause 10.7, any termination of membership must be decided by unanimous vote of the Member Schools eligible to vote.
- 10.7 If a Member School's membership is being considered under clause 10.3, the Director appointed by that Member School shall not be eligible to vote on the matter.
- 10.8 If a unanimous decision cannot be reached by the Member Schools eligible to vote, the membership shall not be terminated.

11 Appeal against rejection or termination of membership

- 11.1 A school, including a Member School, whose application for membership has been rejected, or whose membership has been terminated, may give the secretary written notice of the 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 school receives written notice of the decision.
- 11.3 If a school whose application for membership has been rejected does not appeal against the decision within 1 month after receiving written notice of the decision, or the applicant appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund the membership fee paid by the applicant.
- 11.4 If the secretary receives a notice of intention to appeal, the secretary must, within 1 month after receiving the notice, call a general meeting to decide the appeal. If the secretary is unwilling or unable to call a meeting, the Chair must call the meeting.
- 11.5 No right of appeal shall arise for the rejection of a Life Membership nomination.

12 General meeting to decide appeal

- 12.1 The general meeting to decide an appeal under clause 11 must be held within 3 months after the secretary receives the notice of intention to appeal.
- 12.2 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.
- 12.3 Also, the Board and the members of the Board who rejected the application 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 terminated.
- 12.4 Subject to clause 12.5, an appeal must be decided by unanimous vote of the Member Schools eligible to vote.
- 12.5 A Member School who lodges an appeal under clause 11 shall not be eligible to vote at the general meeting to decide the appeal held under rule 12.
- 12.6 If a unanimous decision cannot be reached by the Member Schools eligible to vote, the appeal shall be denied and the rejection or termination confirmed.

13 Register of Members

- 13.1 The Board must keep a register of Members of the association.
- 13.2 The register must include the following particulars for each Member:
 - 13.2.1 the full name of the Member;
 - 13.2.2 the postal and street address of the Member;
 - 13.2.3 the date of admission as a Member;
 - 13.2.4 the full name of the Member's Representative;
 - 13.2.5 the date of insolvency or time of resignation of the Member;
 - 13.2.6 details about the termination or reinstatement of membership;
 - 13.2.7 any other particulars the Board, or the Members at a general meeting, decide.
- 13.3 The register must be open for inspection by Members of the association at all reasonable times, which shall be at the discretion of the secretary.
- 13.4 A Member must contact the secretary to arrange an inspection of the register.
- 13.5 However, the Board may, on the application of a Member of the association, withhold information about the association's Member (other than the Member's full name) from the register available for inspection if the Board has reasonable grounds for believing the disclosure of the information would put any Member at risk of harm.

14 Prohibition on use of information on register of Members

- 14.1 A Member of the association must not:
- 14.1.1 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
 - 14.1.2 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.
- 14.2 Clause 14.1 does not apply if the use or disclosure of the information is approved by the association.

15 Appointment or election of secretary

- 15.1 The secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is:
- 15.1.1 a Representative elected by the Board as secretary; or
 - 15.1.2 any of the following persons appointed by the Board as secretary:
 - (a) a member of the association's Board;
 - (b) a Representative;
 - (c) another person.
- 15.2 If a vacancy happens in the office of secretary, the members of the Board must ensure a secretary is appointed or elected for the association within 1 month after the vacancy happens.
- 15.3 If the Board appoints a person mentioned in clause 15.1.2(b) as secretary, other than to fill a casual vacancy on the Board, the person does not become a member of the Board.
- 15.4 However, if the Board appoints a person mentioned in clause 15.1.2(b) as secretary to fill a casual vacancy on the Board, the person becomes a member of the Board.
- 15.5 If the Board appoints a person mentioned in clause 15.1.2(c) as secretary, the person does not become a member of the Board.
- 15.6 In this clause— ***casual vacancy***, on a Board, means a vacancy that happens when an elected member of the Board resigns, dies or otherwise stops holding office.

16 Removal of secretary

- 16.1 The Board of the association may at any time remove a person appointed by the Board as the secretary.
- 16.2 If the Board removes a secretary who is also a Director of the Board, that person remains a member of the Board in their capacity as Director.

17 Functions of secretary

- 17.1 The secretary's functions include, but are not limited to:
 - 17.1.1 calling meetings of the association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the association;
 - 17.1.2 keeping minutes of each meeting;
 - 17.1.3 keeping copies of all correspondence and other documents relating to the association; and
 - 17.1.4 maintaining the register of Members of the association.

18 Membership of Board

- 18.1 The Board of the association shall comprise those Directors appointed by Member Schools under clause 5.3.2 who shall elect from amongst them a:
 - 18.1.1 Chair;
 - 18.1.2 treasurer; and
 - 18.1.3 secretary (if elected under clause 15.1.1 or appointed under clause 15.1.2).
- 18.2 The Board may, in its absolute discretion, appoint no more than 2 patron members.
- 18.3 The Directors elected to the position of Chair, treasurer and secretary in accordance with clause 18.1 shall hold office for a 2 year term, in accordance with the rotation of these roles as set out in Annexure 2.
- 18.4 A member of the Board, other than a secretary appointed by the Board under clause 15.1.2(c), must be appointed by the Board under clause 5.3.2.
- 18.5 Subject to this constitution, each member of the Board shall hold office until the AGM at which each member of the Board must retire from office under clause 18.6.
- 18.6 Subject to clause 18.3, there shall be 2 year terms of office for each member of the Board, so that at each AGM in a year ending with an even number the Board must retire from office but, provided that they are not disqualified by law or under this constitution from being reappointed, shall be eligible for re-election.

19 Alternate directors

- 19.1 With the consent of the Chair, a Director may appoint an individual to be an alternate director for him or her for any period, providing:
- 19.1.1 the Director appointing the alternate director gives the Chair a written notice signed by him/her; and
 - 19.1.2 the alternate director consents to act in that capacity.
- 19.2 An alternate director may exercise any of the powers of a Director and is subject to all of a Director's obligations. He or she is entitled to be notified of directors meetings and to attend and vote at them, but only if the appointing Director is not present or not voting. An alternate director is not the appointing Director's agent and is personally responsible to the association for his or her conduct.
- 19.3 An alternate director's appointment ends immediately any of the following happens:
- 19.3.1 the Director who appointed the alternate director ceases to be a Director;
 - 19.3.2 the Director who appointed the alternate director ends the appointment by giving the alternate director a written notice signed by the Director;
 - 19.3.3 the period of the appointment ends;
 - 19.3.4 the alternate director resigns by giving the association written notice;
 - 19.3.5 anything happens that would result in the alternate director ceasing to be a Director if he or she were a Director;
 - 19.3.6 the other Directors on the Board resolve to terminate an alternate director's appointment on the basis that an appointing Director has relinquished their duties and responsibilities as Director by appointing an alternate director.

20 Electing the Board

- 20.1 Each Member School may nominate a Director to the Board.
- 20.2 Nominations for appointment to the Board must be:
- 20.2.1 in writing;
 - 20.2.2 signed by the nominating Member School; and
 - 20.2.3 lodged with the secretary at least 14 days before the AGM of the association.
- 20.3 Notwithstanding clause 20.1, nominations for appointment to the Board may be accepted from the floor at the AGM of the association provided that a nomination may only be received from a Member School for the appointment of a Director for that Member School.

- 20.4 Each Director's appointment shall be confirmed by way of election by the Member Schools of the association at the AGM of the association. If necessary, balloting papers may be prepared containing the names of the candidates in alphabetical order, and Members who are present and entitled to vote may vote for any number of candidates not exceeding the number of vacancies.
- 20.5 The Board must ensure that, before a candidate is appointed as a Director, the candidate is advised:
- 20.5.1 whether or not the association has public liability insurance; and
- 20.5.2 if the association has public liability insurance—the amount of the insurance.

21 Resignation, removal or vacation of office of Board member

- 21.1 A Director may resign from the Board by giving written notice of resignation to the secretary.
- 21.2 The resignation takes effect at:
- 21.2.1 the time the notice is received by the secretary; or
- 21.2.2 if a later time is stated in the notice—the later time.
- 21.3 A Director may be removed from office:
- 21.3.1 at a general meeting of the association only by a unanimous decision Member Schools eligible to vote at the meeting vote in favour of removing the Director;
- 21.3.2 if the Director becomes bankrupt or makes any arrangement or composition with his creditors generally;
- 21.3.3 if the Director becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- 21.3.4 if the Director misses three meetings of the Board in any given 12 month period without the consent of the Board and the Board passes a resolution that the office of that Director is vacant.
- 21.4 If one of the matters referred to in clause 21.3 is to be decided by the Board, the Member School or the Director appointed by the Member School which is the subject of the vote shall not be eligible to vote on such a question, motion or resolution.
- 21.5 Before a vote of Member Schools is taken about removing a Director from office under clause 21.3.1, the Director must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- 21.6 A Director has no right of appeal against the Member School's removal from office under this clause.

- 21.7 A Director immediately vacates office in the circumstances mentioned in section 64(2) of the Act.

22 Vacancies on Board

- 22.1 If a casual vacancy happens on the Board, the Member School of the association to which the casual vacancy relates may appoint another person who fulfils the requirements of clause 5.3.2 to fill the vacancy for the remainder of the term of the Director who is being replaced.
- 22.2 The continuing members of the Board may act despite a casual vacancy on the Board.
- 22.3 However, if the number of Board members is less than the number fixed under clause 25(1) as a quorum of the Board, the continuing members may act only to:
- 22.3.1 increase the number of Board members to the number required for a quorum; or
- 22.3.2 call a general meeting of the association.

23 Functions of Board

- 23.1 Subject to this constitution or a resolution of the Member Schools of the association carried at a general meeting, the Board has the general control and management of the administration of the affairs, property and funds of the association.
- 23.2 The Board has authority to interpret the meaning of this constitution and any matter relating to the association on which the constitution is silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

Note—

The Act prevails if the association's rules are inconsistent with the Act—see section 1B of the Act.

- 23.3 The Board may exercise the powers of the association:
- 23.3.1 to borrow, raise or secure the payment of amounts in a way the Members of the association decide; and
- 23.3.2 to secure the amounts mentioned in clause 23.3.1 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 associations property, both present and future; and
- 23.3.3 to purchase, redeem or pay off any securities issued; and
- 23.3.4 to borrow amounts from Members and pay interest on the amounts borrowed; and
- 23.3.5 to mortgage or charge the whole or part of its property; and

- 23.3.6 to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association; and
 - 23.3.7 to provide and pay off any securities issued; and
 - 23.3.8 to invest in a way the Members of the association may from time to time decide;
 - 23.3.9 appoint any person to act as executive officer of the association (by whatever title determined by the Board) for the period and on the terms (including as to remuneration) the Board sees fit.
- 23.4 For clause 23.3.4, 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:
- 23.4.1 the financial institution for the association; or
 - 23.4.2 if there is more than 1 financial institution for the association—the financial institution nominated by the Board.
- 23.5 Without limiting the Board’s powers under clause 23.3.9, the Board may:
- 23.5.1 upon terms and conditions and with any restrictions they see fit, confer on the executive officer any of the powers that the Board can exercise;
 - 23.5.2 at any time revoke or vary an appointment of; or any of the powers conferred on, the executive officer; and
 - 23.5.3 if the executive officer becomes incapable of acting in that capacity the Board may appoint any other person to act temporarily as executive officer until such time as the position can be permanently filled.

24 Meetings of Board

- 24.1 Subject to this clause, the Board may meet and conduct its proceedings as it considers appropriate.
- 24.2 The Board must meet at least once every 4 calendar months to exercise its functions.
- 24.3 The Board must decide how a meeting is to be called.
- 24.4 Notice of a meeting is to be given in the way decided by the Board.
- 24.5 The Board may hold meetings, or permit a Board member to take part in its meetings, by using any technology that reasonably allows the member to hear and/or take part in discussions as they happen subject to the following:
 - 24.5.1 all the Board members for the time being entitled to receive notice of a meeting of the Board shall be entitled to notice of the meeting to be conducted by telephone, internet or other

- form of instantaneous audio or audio and visual communication;
- 24.5.2 notice of any such meeting shall be given in accordance with clause 24.4;
- 24.5.3 each of the Board members taking part in the meeting shall be linked by telephone, radio or other form of instantaneous audio or audio and visual communication and must throughout the meeting be able to hear each of the other Board members so taking part;
- 24.5.4 at the commencement of the meeting each Board member must acknowledge his/her presence to all the other Board members taking part and shall be conclusively presumed to have been present and to have formed part of the quorum at all times unless excused under clause 24.5.6;
- 24.5.5 if the Secretary is not present at the meeting one of the Board members so present shall take minutes of the meeting;
- 24.5.6 a Board member may not leave a meeting conducted pursuant to clause 24.5.1 by disconnecting his or her telephone, radio or other form of communication unless he/she has previously obtained the express consent of the chair of the meeting;
- 24.5.7 a minute of the proceedings at a meeting held by telephone, internet or instantaneous audio or audio and visual communication shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as a correct minute by the chair of the meeting if present at the meeting; and
- 24.5.8 a meeting by electronic communications shall not be invalidated by a voluntary or involuntary disconnection of a participant provided that there shall remain or be reconnected sufficient Directors able to communicate with each other as constitutes a quorum
- 24.6 A Board member who participates in the meeting as mentioned in subclause (5) is taken to be present at the meeting.
- 24.7 A question, decision, motion or resolution arising at a Board meeting is to be decided by whichever is the greater number:
- (a) a majority vote of members of the Board present at the meeting; or
- (b) at least 5 Directors present at the meeting,
- and, if the votes are equal, the matter is decided in the negative.
- 24.8 A member of the Board 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 members vote must not be counted.

- 24.9 Despite clause 24.8, a Director is not precluded from voting in respect of any contract or proposed contract of insurance, merely because the contract insures or would insure the Director against liability incurred by the Director as an officer of the association.
- 24.10 The Chair is to preside as chairperson at a Board meeting.
- 24.11 If there is no Chair or if the Chair is not present within 10 minutes after the time fixed for a Board meeting, the Members may choose 1 of their number to preside as chairperson at the meeting.

25 Quorum for, and adjournment of, Board meeting

- 25.1 At a Board meeting, 50% of the members elected to the Board as at the close of the last general meeting of the members form a quorum.
- 25.2 If there is no quorum within 30 minutes after the time fixed for a Board meeting called on the request of members of the Board, the meeting lapses.
- 25.3 If there is no quorum within 30 minutes after the time fixed for a Board meeting called other than on the request of the members of the Board:
- 25.3.1 the meeting is to be adjourned for at least 1 day; and
 - 25.3.2 the members of the Board who are present are to decide the day, time and place of the adjourned meeting.
- 25.4 If, at an adjourned meeting mentioned in clause 25.3, there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

26 Special meeting of Board

- 26.1 If the secretary receives a written request signed by at least 33% of the members of the Board, the secretary must call a special meeting of the Board by giving each member of the Board notice of the meeting within 14 days after the secretary receives the request.
- 26.2 If the secretary is unable or unwilling to call the special meeting, the Chair must call the meeting.
- 26.3 A request for a special meeting must state:
- 26.3.1 why the special meeting is called; and
 - 26.3.2 the business to be conducted at the meeting.
- 26.4 A notice of a special meeting must state:
- 26.4.1 the day, time and place of the meeting; and
 - 26.4.2 the business to be conducted at the meeting.
- 26.5 A special meeting of the Board must be held within 14 days after notice of the meeting is given to the members of the Board, unless the Board unanimously agrees otherwise.

27 Minutes of Board meetings

- 27.1 The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Board meeting are entered in a minute book.
- 27.2 To ensure the accuracy of the minutes, the minutes of each Board meeting must be signed by the chairperson of the meeting, or the chairperson of the next Board meeting, verifying their accuracy.

28 Appointment of subcommittees

- 28.1 The Board shall appoint a Rowing Co-Ordinator Subcommittee and any other subcommittees consisting of persons considered appropriate by the Board to help with the conduct of the association's operations.
- 28.2 A member of the subcommittee who is not a member of the Board is not entitled to vote at a Board meeting.
- 28.3 A subcommittee may elect a chairperson of its meetings unless such person is appointed by the Board.
- 28.4 If a chairperson is not elected, or if the chairperson is not present within 30 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be chairperson of the meeting.
- 28.5 A subcommittee may meet and adjourn as it considers appropriate.
- 28.6 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.

29 Acts not affected by defects or disqualifications

- 29.1 An act performed by the Board, a subcommittee or a person acting as a member of the Board is taken to have been validly performed.
- 29.2 Clause 29.1 applies even if the act was performed when:
 - 29.2.1 there was a defect in the appointment of a member of the Board, subcommittee or person acting as a member of the Board; or
 - 29.2.2 a Board member, subcommittee member or person acting as a member of the Board was disqualified from being a member.

30 Resolutions of Board without meeting

- 30.1 A written resolution signed by each member of the Board is as valid and effectual as if it had been passed at a Board meeting that was properly called and held.
- 30.2 For the purpose of this clause, a director approves a resolution by:

- 30.2.1 signing a document containing a statement that the director is in favour of the resolution set out in the document; or
 - 30.2.2 sending an electronic message that contains a statement that the director is in favour of the resolution set out in the electronic message.
- 30.3 A resolution mentioned in clause 30.1 may consist of:
- 30.3.1 several documents in like form, each signed by 1 or more members of the Board; or
 - 30.3.2 several electronic messages if the wording of the resolution is identical in each electronic message.

31 Annual General Meeting

- 31.1 The association's AGM must be held:
- 31.1.1 at least once each year; and
 - 31.1.2 within 6 months after the end date of the association's reportable financial year.

32 AGM business for level 1 incorporated associations and particular level 2 and 3 incorporated associations

- 32.1 This clause applies if the association is—
- 32.1.1 a level 1 incorporated association¹; or
 - 32.1.2 a level 2 incorporated association to which section 59 of the Act applies²; or
 - 32.1.3 a level 3 incorporated association to which section 59 of the Act applies³.
- 32.2 The following business must be conducted at each AGM of the association:
- 32.2.1 receiving the association's financial statement, and audit report, for the last reportable financial year;
 - 32.2.2 presenting the financial statement and audit report to the meeting for adoption;
 - 32.2.3 electing members of the Board; and
 - 32.2.4 for a level 2 incorporated association, or a level 3 incorporated association, to which section 59 of the Act applies, appointing an auditor, an accountant or an approved person for the present financial year.

¹ A level 1 incorporated association has current assets *or* total revenue of more than \$100,000

² A level 2 incorporated association is not a level 1 or level 3 incorporated association

³ A level 3 incorporated association has current assets *and* total revenue less than \$20,000

33 AGM business of level 2 incorporated associations who are not required to have an audit in accordance with the Collections Act 1966 and/or Gaming Machine Act 1991

33.1 This clause applies only if the association is a level 2 incorporated association to which section 59A of the Act applies.

33.2 The following business must be conducted at each AGM of the association:

33.2.1 receiving the association's financial statement, and signed statement, for the last reportable financial year;

33.2.2 presenting the financial statement and signed statement to the meeting for adoption; and

33.2.3 electing members of the Board.

34 AGM business of level 3 incorporated associations who are not required to have an audit in accordance with the Collections Act 1966 and/or Gaming Machine Act 1991

34.1 This clause applies only if the association is a level 3 incorporated association to which section 59B of the Act applies.

34.2 The following business must be conducted at each AGM of the association:

34.2.1 receiving the association's financial statement, and signed statement, for the last reportable financial year;

34.2.2 presenting the financial statement and signed statement to the meeting for adoption;

34.2.3 electing members of the Board.

35 Notice of general meeting

35.1 The secretary may call a general meeting of the association.

35.2 The secretary must give at least 21 days notice of the meeting to each Member of the association.

35.3 If the secretary is unable or unwilling to call the meeting, the Chair must call the meeting.

35.4 The Board may decide the way in which the notice must be given.

35.5 However, notice of the following meetings must be given in writing:

35.5.1 a meeting called to hear and decide the appeal of a Member against the Board's decision:

(a) to reject the application for membership of the association; or

- (b) to terminate the Member's membership of the association;

35.5.2 a meeting called to hear and decide a proposed special resolution of the association.

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

36 Quorum for, and adjournment of, general meeting

- 36.1 The quorum for a general meeting is the total number of Member Schools less 1.

- 36.2 No business may be conducted at a general meeting unless there is a quorum when the meeting proceeds to business.

- 36.3 If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the Board or the association, the meeting lapses.

- 36.4 If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the Board or the association:

36.4.1 the meeting is to be adjourned for at least 7 days; and

36.4.2 the Board is to decide the day, time and place of the adjourned meeting.

- 36.5 The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.

- 36.6 If a meeting is adjourned under clause 36.5, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.

- 36.7 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 30 days.

- 36.8 If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

37 Procedure at general meeting

- 37.1 A Member School may take part and vote in a general meeting through its Representative, by proxy, by attorney or by using any technology that reasonably allows the Member School to hear and take part in discussions as they happen.

- 37.2 A Member School who participates in a meeting as mentioned in clause 37.1 is taken to be present at the meeting however, for the avoidance of doubt, the association is not obliged to provide any such

technology referred to in clause 37.1 and shall be at the sole discretion of the Board.

37.3 At each general meeting:

37.3.1 the Chair is to preside as chairperson; and

37.3.2 if there is no Chair or if the Chair is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the Members present must elect 1 of their number to be chairperson of the meeting; and

37.3.3 the chairperson must conduct the meeting in a proper and orderly way which can include, for the avoidance of doubt, directing that a person remove themselves from any such meeting.

38 Voting at general meeting

38.1 At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the Member Schools present.

38.2 Each Member School present and eligible to vote is entitled to 1 vote only (whether by show of hands or by secret ballot) and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.

38.3 A Member School is not entitled to vote at a general meeting if the Member's annual subscription is more than two months in arrears at the date of the meeting.

38.4 The method of voting is to be decided by the Board.

38.5 However, if at least 20% of the Member Schools present demand a secret ballot, voting must be by secret ballot.

38.6 If a secret ballot is held, the chairperson must appoint 2 persons to conduct the secret ballot in the way the chairperson decides.

38.7 The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

39 Special general meeting

39.1 The secretary must call a special general meeting by giving each Member of the association notice of the meeting within 14 days after:

39.1.1 being directed to call the meeting by the Board; or

39.1.2 being given a written request signed by at least 33% of the number of members of the Board when the request is signed; or

39.1.3 being given a written notice of an intention to appeal against the decision of the Board:

(a) to reject an application for membership; or

(b) to terminate a membership.

- 39.2 A request mentioned in subclause 39.1.2 must state:
- 39.2.1 why the special general meeting is being called; and
 - 39.2.2 the business to be conducted at the meeting.
- 39.3 A special general meeting must be held within 3 months after the secretary:
- 39.3.1 is directed to call the meeting by the Board; or
 - 39.3.2 is given the written request mentioned in clause 39.1.2; or
 - 39.3.3 is given the written notice of an intention to appeal mentioned in clause 39.1.3.
- 39.4 If the secretary is unable or unwilling to call the special meeting, the Chair must call the meeting.

40 Proxies

- 40.1 An instrument appointing a proxy must be in writing as provided for in the Annexure 1 to this constitution or such other form as is approved from time to time by the Board.
- 40.2 The instrument appointing a proxy must:
- 40.2.1 be under seal; or
 - 40.2.2 be signed by a properly authorised officer or attorney of the body corporate.
- 40.3 A proxy may be a Representative of the association or another person.
- 40.4 The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- 40.5 Each instrument appointing a proxy must be given to the secretary at least 5 business days before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- 40.6 Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.
- 40.7 If a Member School wants a proxy to vote for or against a resolution, the instrument appointing the proxy must indicate the manner in which the proxy is to vote as provided for in the Annexure to this constitution or in such other form as is approved from time to time by the Board.

41 Minutes of general meetings

- 41.1 The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book.

- 41.2 To ensure the accuracy of the minutes:
- 41.2.1 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
 - 41.2.2 the minutes of each AGM 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 AGM, verifying their accuracy.
- 41.3 Upon written request by a Member School of the association, the secretary must, within 28 days after the request is made:
- 41.3.1 make the minute book for a particular general meeting available for inspection by the Member School at a mutually agreed time and place; and
 - 41.3.2 give the Member School copies of the minutes of the meeting.
- 41.4 The association may require the Member School to pay the reasonable costs of providing copies of the minutes.

42 By-laws

- 42.1 The Board may make, amend or repeal by-laws, not inconsistent with this constitution, for the internal management of the association.
- 42.2 A by-law may be set aside by a vote of Members at a general meeting of the association.

43 Alteration of Constitution

- 43.1 Subject to the Act, this constitution may be amended, repealed or added to by a special resolution carried at a general meeting.
- 43.2 However an amendment, repeal or addition is valid only if it is registered by the chief executive in accordance with the Act.

44 Common seal

- 44.1 The Board must ensure the association has a common seal.
- 44.2 The common seal must be:
- 44.2.1 kept securely by the Board; and
 - 44.2.2 used only under the authority of the Board.
- 44.3 Each instrument to which the seal is attached must be signed by a member of the Board and countersigned by—
- 44.3.1 the secretary; or
 - 44.3.2 another member of the Board; or
 - 44.3.3 someone authorised by the Board.

45 Funds and accounts

- 45.1 The funds of the association must be kept in an account in the name of the association in a financial institution decided by the Board.
- 45.2 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
- 45.3 All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- 45.4 A payment by the association of \$100 or more must be made by cheque or electronic funds transfer.
- 45.5 If a payment of \$100 or more is made by cheque, the cheque must be signed by any 2 of the following:
 - 45.5.1 the Chair;
 - 45.5.2 the secretary;
 - 45.5.3 the treasurer;
 - 45.5.4 any 1 of 3 other Members of the association who have been authorised by the Board to sign cheques issued by the association.
- 45.6 However, 1 of the persons who signs the cheque must be the Chair, the secretary or the treasurer.
- 45.7 Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- 45.8 A petty cash account must be kept on the imprest system, and the Board must decide the amount of petty cash to be kept in the account.
- 45.9 All expenditure must be approved or ratified at a Board meeting.

46 General financial matters

- 46.1 On behalf of the Board, the treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- 46.2 The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.

47 Documents

- 47.1 The Board must ensure the safe custody of books, documents, instruments of title and securities of the association.
- 47.2 The association shall maintain:
 - 47.2.1 a book or statement of amounts received and paid;
 - 47.2.2 a receipt book of receipt forms;

- 47.2.3 records of the account the association keeps with a financial institution that are given to the association by the financial institution;
- 47.2.4 a register of Members;
- 47.2.5 a register of assets;
- 47.2.6 a petty cash book; and
- 47.2.7 a minute book of the Board.

48 Financial year

- 48.1 The end date of the association's financial year is 31 October in each year.

49 Winding Up

- 49.1 Upon the winding up of the association, any remaining surplus assets will not be paid to or distributed among the association's Members, but will be given or transferred to some other institution or organisation which:
 - 49.1.1 has objects similar to the objects of the association; and
 - 49.1.2 whose constituent documents prohibit the distribution of its income and property among its members.
- 49.2 For the purpose of this clause, 'surplus assets' has the meaning given by s92(3) of the Act.

50 Rules not subject to section 47 of the Act

- 50.1 Pursuant to section 47(3) of the Act, it is expressly declared that the provisions of section 47(1) of the Act do not apply to the rules of the association.

Annexure 1
Form of proxy

Association: Brisbane Schoolgirls Rowing Association Inc

Address: [insert address for delivery of completed proxy]

I, _____ of _____, being a
(insert name) (insert address)

member of the Association, appoint _____
(insert name of proxy)

of, _____
(insert address of proxy)

as my proxy to vote for me on my behalf at the annual general or special meeting of the Association, to be held on the _____ day of _____, 202_ , and at any adjournment of the meeting.

*My proxy may exercise his/her discretion on the resolutions to be voted upon at the annual general or special meeting

OR

*My proxy is directed to vote as follows:

| Resolution Number | Resolution | In favour | Against |
|-------------------|------------|-----------|---------|
| 1 | | | |
| 2 | | | |
| 3 etc | | | |

Signed this _____ day of _____ 202_ .

Signature of Member

* insert an "x" in only one of these boxes. If the second box is marked, the Member must then indicate how the proxy is required to vote by completing the "In favour"/ "Against" column accordingly. Marking both boxes invalidates this proxy.

Annexure 2

Rotation of Chair, treasurer & secretary role updated 2021 AGM

| Schools | 2012 | 2013/14 | 2015/16 | 2017/18 | 2019/20 | 2021/22 | 2023/24 | 2025/26 | 2027/28 |
|---------|----------------------|----------------------|----------------------|---------------------------|----------------------|----------------------|----------------------|----------------------|----------------------|
| AHS | | | | Treasurer/Chair | Immediate Past Chair | | | | |
| BGGS | | | Treasurer | | | Chair | Immediate Past Chair | | |
| BSHS | | | | 2018 Treasurer | | | Chair | Immediate Past Chair | |
| LHC | | | | | Treasurer | | | Chair | Immediate Past Chair |
| STA | Immediate Past Chair | | | | | Treasurer 2021 | | | Chair |
| STH | Chair | Immediate Past Chair | | | | 2022 Treasurer | Treasurer 2023 | | |
| STM | | Chair | Immediate Past Chair | | | | Treasurer 2024 | Treasurer 2025 | |
| SPLC | | | Chair | 2017 Immediate Past Chair | | | | Treasurer 2026 | Treasurer 2027 |
| SOM | Treasurer | | | 2018 Immediate Past Chair | | | | | Treasurer 2028 |
| STU | Treasurer | Treasurer | | | Chair | Immediate Past Chair | | | |