

Constitution of the Townsville Ultimate Disc Inc. (2011)

1. The name of the incorporated association is Townsville Ultimate Disc Inc. (***the association***).

Objects

2. The objects of the association are—
 - a. to encourage, establish, foster, promote, develop and control flying disc sports locally on an amateur basis;
 - b. to make the community and all governments aware of the benefits of flying disc activities as sports and as leisure activities;
 - c. to conduct local Leagues and Tournaments throughout the year;
 - d. to host State and National championships from time to time;
 - e. to promote the participation of local disc players in state, national and international events;
 - f. to increase the skills of local disc players;
 - g. to cooperate with other flying disc associations.

Powers

3. The association has the powers of an individual.
4. The association may, for example—
 - a. enter into contracts;
 - b. acquire, hold, deal with and dispose of property;
 - c. make charges for services and facilities it supplies;
 - d. do other things necessary or convenient to be done in carrying out its affairs.The association may take over the funds and other assets and liabilities of the present local unincorporated association (Townsville Ultimate Disc Association).
The association may also issue secured and unsecured notes, debentures and debenture stock for the association.

MEMBERSHIP

Classes of members

5. The membership of the association consists of ordinary members, and life members.
6. The number of ordinary members is unlimited.

Membership

7. Ordinary members shall be those people registered as having a residential address within the local government areas of [Townsville City Council, Hinchinbrook Shire Council, Palm Island Aboriginal Shire Council, Charters Towers Regional Council and Burdekin Shire Council (postcodes 4806-4820)]

Life Membership

8. Life membership may be conferred for special services rendered in connection with flying disc sports in the local area. Recommendation for Life Membership must be by written application (stating reasons for the nomination) to the Executive no less than 1 week prior to the date for which notice normally required for the AGM is to be given. The Executive shall consider the applications and present all successful candidates at the AGM.

Membership fees

9. The membership fees shall be such sum as the Executive shall from time to time at any committee meeting so determined.
10. The membership fees for each class of membership shall be payable at such time and in such manner as the Executive shall from time to time determine.

11. Life Members will have their membership fees waived, with all other rights of an ordinary member being upheld (eg. right to vote at AGM).

When membership ends

12. A member may resign from the association by giving a written notice of resignation to the secretary.
 13. The resignation takes effect at—
 - a. the time the notice is received by the secretary; or
 - b. if a later time is stated in the notice—the later time.
- The Executive may terminate a members membership if the member—
- . is convicted of an indictable offence; or
 - a. does not comply with any of the provisions of these rules; or
 - b. has membership fees in arrears for at least 2 months; or
 - c. conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the association.
- Before the Executive terminates a member's membership, the Executive must give the member a full and fair opportunity to show why the membership should not be terminated. If, after considering all representations made by the member, the Executive decides to terminate the membership, the secretary must give the member a written notice of the decision.

Appeal against termination of membership

14. A person whose membership has been terminated, may give the secretary written notice of the persons intention to appeal against the decision.
15. A notice of intention to appeal must be given to the secretary within 1 month after the person receives written notice of the decision.
16. 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.
17. The general meeting to decide an appeal must be held within 3 months after the secretary receives the notice of intention to appeal.
18. 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.
19. Also, the members of the Executive who terminated the membership must be given a full and fair opportunity to show why the membership should be terminated.
20. An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.

Register of members

21. The Executive must be able to access a register of members of the association.
22. The register must include the following particulars for each member—
 - a. the full name of the member;
 - b. the postal or residential address of the member;
 - c. the date of admission to membership;
 - d. any other particulars the management committee or the members at a general meeting decide.
 - e. The register must be available for inspection at all reasonable times by any member who previously applies to the secretary for such inspection.

Prohibition on use of information on register of members

23. Unless approved by the Executive, 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.

SECRETARY

Appointment or election of secretary

24. The Secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is—
 - a. a member of the association elected by the association as secretary; or
 - b. a person appointed by the Executive as Secretary.
25. If a vacancy happens in the office of Secretary, the members of the Executive must ensure a Secretary is appointed or elected for the association within 1 month after the vacancy happens.
26. A member elected or appointed by the Executive as Secretary becomes a member of the Executive.
27. A person who is not a member but is appointed by the Executive as Secretary is not a member of the Executive.

Removal of secretary

28. The Executive may at any time remove a person appointed by the Executive as the Secretary.

Functions of secretary

29. The Secretary's functions include, but are not limited to—
 - a. 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;
 - b. keeping minutes of each meeting;
 - c. keeping copies of all correspondence and other documents relating to the association;
 - d. maintaining the register of members of the association.

EXECUTIVE

Membership of Executive

30. The Executive of the association consists of a President, a Treasurer, a Secretary who is a member, and any other members the association members elect at a general meeting.
31. Such other members are titled Executive Members, in addition to any other administrative titles in use at the time (eg Vice President, League Director, Head of Coaching).
32. All members of the Executive must be members of the association.
33. The Executive may appoint a member of the association to a casual vacancy on the Executive.

Electing the Executive

34. At each annual general meeting of the association, the members of the Executive must retire from office, but are eligible, on nomination, for re-election.
35. A member of the Executive may only be elected as follows—
 - a. any 2 members of the association may nominate another member (the **candidate**) to serve as a member of the Executive;
 - b. the nomination must be in writing, and given to the secretary at least 14 days before the annual general meeting at which the election is to be held;
 - c. 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 management committee;
 - d. if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.

36. A list of the candidates names in alphabetical order, with the names of the members who nominated each candidate, must be posted via and open email list or on a place on-line frequented by members of the association for at least 7 days immediately preceding the annual general meeting.
37. If required by the Executive, balloting lists must be prepared containing the names of the candidates in alphabetical order.

Resignation, removal or vacation of office of executive member

38. A member of the Executive may resign by giving written notice of resignation to the Secretary. The resignation takes effect at the time the notice is received by the Secretary; or if a later time is stated in the notice—the later time.
39. 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.
40. 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.
41. A member has no right of appeal against the members removal from office under this rule.

Vacancies on the executive

42. The Executive shall have power at any time to appoint any member of the association to fill any casual vacancy on the Executive until the next annual general meeting.
43. The continuing members of the Executive may act notwithstanding any casual vacancy in the Executive, but if and so long as their number is reduced below the number fixed by or pursuant to these rules as the necessary quorum of the Executive, the continuing member or members may act for the purpose of increasing the number of members of the Executive to that number or of summoning a general meeting of the association, but for no other purpose.

Functions of the executive

44. Subject to these rules or a resolution of the members of the association carried at a general meeting, the Executive has the general control and management of the administration of the affairs, property and funds of the association.
45. The Executive has authority to interpret the meaning of these rules and any matter relating to the association on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

Meetings of management committee

46. Subject to this rule, the Executive may meet and conduct its proceedings as it considers appropriate.
47. The Executive must meet at least once every 3 calendar months to exercise its functions.
48. Not less than 7 days notice shall be given by the Secretary to members of the Executive of any meeting.
49. At every meeting of the Executive a simple majority of a number equal to the number of members elected and/or appointed to the Executive as at the close of the last general meeting of the members, shall constitute a quorum.
50. If there is no quorum within 30 minutes after the time fixed for a management committee meeting called on the request of members of the committee, the meeting lapses.
51. A question arising at a committee meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the question is decided in the negative.
52. The President is to preside as chairperson at an Executive meeting. If there is no President or if the President is not present within 10 minutes after the time fixed for an Executive meeting, the members may choose 1 of their number to preside as chairperson at the meeting.

Minutes of executive meetings

53. The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Executive meeting are made available to the Executive.
54. To ensure the accuracy of the minutes, the minutes of each Executive meeting must be approved by the Executive at its next meeting, verifying their accuracy.

Resolutions of executive without meeting

55. A written or online resolution signed by each member of the management committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.
56. Such resolutions must be recorded in the minutes of the next Executive meeting.

Appointment of subcommittees

57. The Executive may appoint a subcommittee consisting of members of the association considered appropriate by the Executive to help with the conduct of the associations operations.
58. A subcommittee may appoint a chair, and meet and adjourn as it considers appropriate.
59. 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.

ANNUAL GENERAL MEETING

First and subsequent annual general meeting

60. The first annual general meeting must be held within 6 months after the end date of the association's first reportable financial year.
61. Each subsequent annual general meeting must be held—
 - a. at least once each year; and
 - b. within the period of April through June following the end of the reportable financial year.

Business to be conducted at annual general meeting

62. The following business must be conducted at each annual general meeting of the association—
 - a. receiving the association's financial statement, and audit report, for the last reportable financial year;
 - b. receiving reports by members of the Executive;
 - c. electing members of the Executive.Notice, quorum, procedure and voting rules for the annual general meeting are as for any general meeting.

GENERAL MEETINGS

Notice of general meeting

63. The Secretary may call a general meeting of the association.
64. The Secretary must give at least 14 days notice of the meeting. Notice must be posted via and open email list or on a place on-line frequented by members of the association.
65. If the Secretary is unable or unwilling to call the meeting, the President must call the meeting.
66. A notice of a general meeting must state the business to be conducted at the meeting.

Quorum for, and adjournment of, general meeting

67. The quorum for a general meeting is at least double the number of members elected or appointed to the Executive at the close of the association's last general meeting.

68. If there is no quorum within 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.
69. 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. If a meeting is adjourned, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
70. 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.

Procedure at general meeting

71. A member may take part and vote in a general meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
72. At each general meeting—
 - a. the President is to preside as chairperson; and
 - b. if there is no President or if the President 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
 - c. the chairperson must conduct the meeting in a proper and orderly way.

Voting at general meeting

73. At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present.
74. Each member present and eligible to vote is entitled to 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
75. The method of voting is to be decided by the management committee.
76. However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
77. If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.
78. 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.

ADMINISTRATION

Amendments to constitution

79. The Constitution may be amended at a general meeting of the Club by two-thirds majority vote of members present provided that fourteen days notice shall be given of the proposed amendment by display on the official Association notice boards, and further provided that the amendment is approved by the Chief Executive (Office of Fair Trading).

Common seal

80. The management committee shall provide for a common seal and for its safe custody.
81. The common seal shall only be used by the authority of the management committee and every instrument to which the seal is affixed shall be signed by a member of the management committee and shall be countersigned by the secretary or by a second member of the management committee or by some other person appointed by the management committee for the purpose.

Funds and accounts

82. The funds of the association must be kept in an account in the name of the association in a financial institution decided by the Executive.
83. Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.

84. All amounts must be deposited in the financial institution account as soon as practicable after receipt.
85. A payment by the association of \$100 or more must be made by cheque or electronic funds transfer. The payment must be signed or electronically approved by any 2 members of the Executive.
86. However, 1 of the persons who signs or electronically approves the payment must be the President, the Secretary or the Treasurer.
87. The President and the Treasurer must be signatories to the bank account.
88. Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
89. The Executive shall determine the amount of petty cash which must be kept on the imprest system.

General financial matters

90. On behalf of the Executive, 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.
91. The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.

Documents

92. The Executive must ensure the safe custody of books, documents, instruments of title and securities of the association.

Financial year

93. The end date of the association's financial year is [31 December] in each year.

Distribution of surplus assets to another entity

94. This rule applies if the association—
 - a. is wound-up under part 10 of the Act; and
 - b. has surplus assets.
95. The surplus assets must not be distributed among the members of the association.
96. The surplus assets must be given to another entity—
 - a. having objects similar to the association's objects; and
 - b. the rules of which prohibit the distribution of the entity's income and assets to its members.
97. In this rule— surplus assets see section 92(3) of the Act.