



## Constitution of Gridiron Queensland Inc.

**JJM:128801**

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## **Constitution of Gridiron Queensland Inc.**

### **1. NAME**

- 1.1 The name of the incorporated Association shall be Gridiron Queensland Inc (**GQI**).

### **2. OBJECTS**

- 2.1 To promote, develop and maintain gridiron competitions throughout Queensland
- 2.2 To facilitate the promotion, development and maintenance of Gridiron Football in Queensland
- 2.3 To assist in the promotion, development and maintenance to the optimum level the officiating of the Sport of Gridiron Football;
- 2.4 To promote, encourage and generally to promulgate good clean sportsmanship, and a code of ethics within the Sport of Gridiron Football;
- 2.5 To maintain and conduct the Association for the entertainment and comfort of the members and their guests and generally to afford all members the usual privileges, advantages and conveniences of a sporting association;
- 2.6 To promote conduct and carry out any sports, tournaments, entertainments or amusements or co-operate with other body or person, corporate or incorporate in promoting, conducting or carrying out the same.

### **3. POWERS**

- 3.1 The Association has all of the powers of an individual.

### **4. CLASSES OF MEMBERS**

- 4.1 The membership of the GQI shall consist of:
- (a) Ordinary Members
  - (b) Life Members.
- 4.2 Ordinary Members
- (a) The Ordinary Members of GQI shall be the clubs listed in Schedule 1 to this Constitution, plus any other duly incorporated clubs who enter teams in competitions run by GQI added as Ordinary Members by the Management Committee from time to time.

#### 4.3 Life Members

- (a) Any general meeting of the GQI may by three-fourths vote bestow life membership on any person who is so recommended by the Management Committee and who has rendered conspicuous and exceptional services to the GQI and/or the game of American Football. Life members shall be entitled to all the privileges of membership, except that they shall not be entitled to vote at meetings nor serve as Officers or be members of the Management Committee, unless otherwise so entitled pursuant to the rules of the GQI.
- (b) The number of Life members shall be unlimited.

4.4 There shall be no appeal against rejection of an application for membership.

4.5 There shall be no limit to the number of members in any class of membership.

4.6 An application for Ordinary membership must be:

- (a) in writing; and
- (b) in the form decided by the Management Committee; and
- (c) from a duly incorporated club who enters teams in competitions run by GQI.

#### 4.7

- (a) The Management Committee must consider an application for membership at the next committee meeting held after it receives:
  - (i) the application for membership; and
  - (ii) the appropriate membership fee for the application.
- (b) The Management Committee must ensure that, as soon as possible after the club applies to become a member of the association, and before the Management Committee considers the club's application, the club is advised:
  - (i) whether or not GQI has public liability insurance; and
  - (ii) if GQI has public liability insurance—the amount of the insurance.
- (c) The Management Committee must decide at the meeting whether to accept or reject the application.

- (d) If a majority of the members of the Management Committee present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.
- (e) The secretary of the association must, as soon as practicable after the Management Committee decides to accept or reject an application, give the applicant a written notice of the decision.

## **5. MEMBERSHIP FEES**

- 5.1 The membership fees for membership shall be such sum as the Management Committee shall from time to time so determine.

## **6. TERMINATION OF MEMBERSHIP**

- 6.1 A member may resign from the GQI at any time by giving notice in writing to the Secretary. Such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.

- 6.2 If a member -

- (a) fails to comply with any of the provisions of these Rules; or
- (b) has membership fees in arrears for a period of two (2) months or more; or
- (c) is determined by a resolution of the Management Committee to have acted in a manner considered to be injurious or prejudicial to the character or interests of the GQI;

then the Management Committee shall consider whether that member's membership should be terminated.

- 6.3

- (a) The member concerned shall be given a full and fair opportunity to present that member's case if the Management Committee is considering terminating membership pursuant to clause 6.26.2(c).
- (b) If the Management Committee resolves to terminate such membership it shall instruct the Secretary to advise the member in writing accordingly.

## **7. APPEAL AGAINST TERMINATION OF MEMBERSHIP**

- 7.1 A member whose membership has been terminated may within one (1) month of receiving written notification thereof, lodge with the Secretary written notice of that member's intention to appeal against the decision of the Management Committee.

- 7.2 Upon receipt of a notification of intention to appeal against termination of membership the Secretary shall convene, within three (3) months of the date of receipt by the Secretary of such notice, a tribunal hearing to determine the appeal.
- 7.3 At any such tribunal hearing the applicant shall be given the opportunity to fully present the applicant's case and the Management Committee terminated the membership subsequently shall likewise have the opportunity to present its or their case. The appeal shall be determined by the tribunal.
- 7.4 The Management Committee may make By-Laws to deal with disciplinary matters and termination of membership.

## **8. REGISTER OF MEMBERS**

- 8.1 The Management Committee shall cause a register to be kept in which shall be entered the names and residential addresses of all persons admitted to membership of the GQI and the dates of their admission.
- 8.2 Particulars shall also be entered into the Register of deaths, resignations, terminations and reinstatements of membership and any further particulars as the Management Committee may require from time to time.
- 8.3 The Register shall be open for inspection at all reasonable times by any member who previously applies to the Secretary for such inspection.

## **9. DELEGATES AND VOTING RIGHTS**

- 9.1 Each Ordinary member shall be entitled to appoint one Delegate.
- 9.2 Each Ordinary member shall be entitled to the number of votes equal to the number of teams the Ordinary Member has competing in the competition run by GQI at the time of the meeting or immediately preceding the meeting, to a maximum of four (4) votes.
- 9.3 Each Delegate shall be entitled to nominate persons for election as members of the Management Committee and to be elected as members of the Management Committee.

## **10. MEMBER OF MANAGEMENT COMMITTEE**

- 10.1 The Management Committee of the GQI shall consist of:
- (a) President
  - (b) Vice President
  - (c) Secretary
  - (d) Treasurer;

- (e) three (3) other members.

10.2 Term of Members of Management Committee

- (a) In each year being an odd number the positions of President, Secretary and two committee persons shall be declared vacant.
- (b) In each year being an even number the positions of Vice President, Treasurer and one committee person shall be declared vacant.

10.3 The election of Officers and other members of the Management Committee shall take place in the following manner:

- (a) Any two Delegates shall be at liberty to nominate any other Delegate to serve as an Officer or other member of the Management Committee;
- (b) The nomination, which shall be in writing, shall be sent to the Secretary no later than two days before the Annual General meeting, provided that in all the nominee shall consent to the nomination;
- (c) For the avoidance of doubt all members of the Management Committee at the time of their election or appointment shall be Delegates.
- (d) If there is only one nominee for any position that person shall be deemed elected;
- (e) If a ballot is required, a list of nominees in alphabetical order shall be displayed at the Annual General Meeting. Voting shall be by ballot and every member shall be entitled to vote for as many candidates as there are vacancies to fill;
- (f) The candidates up to the number of vacancies who shall receive the most votes shall be declared elected.

**11. RESIGNATION OR REMOVAL OF MEMBER OF THE MANAGEMENT COMMITTEE**

11.1 Any member of the Management Committee may resign from membership of the Management Committee at any time by giving notice in writing to the Secretary but such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.

11.2 A member of the Management Committee may be removed from office at a general meeting of the GQI where the Management Committee member shall be given the opportunity to fully present his/her case. The question of removal shall be determined by the vote of the members present at

such a general meeting and there shall be no right of appeal against removal.

## **12. VACANCIES ON MANAGEMENT COMMITTEE**

- 12.1 The Management Committee shall have power at any time to appoint any Delegate of any member of the GQI to fill any casual vacancy on the Management Committee until the next Annual General Meeting.
- 12.2 The continuing members of the Management Committee may act notwithstanding any casual vacancy in the Management Committee, 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 Management Committee, the continuing member or members may act for the purpose of increasing the number of members of the Management Committee to that number or of summoning a general meeting of the GQI, but for no other purpose.

## **13. FUNCTIONS OF THE MANAGEMENT COMMITTEE**

- 13.1 Except as otherwise provided by these Rules and subject to resolutions of the members of the GQI carried at any general meeting, the Management Committee –
- (a) shall have the general control and management of the administration of the affairs, property and funds of the GQI; and
  - (b) shall have authority to interpret the meaning of these Rules and any matter relating to the GQI on which these Rules are silent.
- 13.2 The Management Committee may exercise all the powers of the GQI –
- (a) To borrow or raise or secure the payment of money in such manner as the members of the GQI may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the GQI in any way and in particular by the issue of debentures, perpetual or otherwise, charges upon all or any of the GQI's property, both present and future, and to purchase, redeem or pay off any such securities;
  - (b) to borrow money from members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Brisbane for overdrawn accounts on money lent, whether the term of the loan be short or long, and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the GQI, and to provide and pay off any such securities;
  - (c) to invest in such manner as the members of the GQI may from time to time determine.

## **14. MEETINGS OF MANAGEMENT COMMITTEE**

- 14.1 The Management Committee shall meet at least once every two (2) calendar months to exercise its functions. Management Committee members will be entitled to participate in meetings by telephone, video or any other form of electronic communication as from time to time approved of by the Management Committee.
- 14.2 A special meeting of the Management Committee shall be convened by the Secretary on the requisition in writing signed by not less than one-third of the members of the Management Committee, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.
- 14.3 At every meeting of the Management Committee a simple majority of a number equal to the number of members elected and/or appointed to the Management Committee as at the close of the last general meeting of the members, shall constitute a quorum.
- 14.4 Subject as previously provided in this Rule, the Management Committee may meet together and regulate its proceedings as it thinks fit: provided that questions arising at any meeting of the Management Committee shall be decided by a majority of votes. In the case of equality of votes, the Chairman shall be entitled to a second or casting vote provided he/she has used a primary vote.
- 14.5 A member of the Management Committee shall not vote in respect of any contract or proposed contract with the GQI in which he/she is directly or indirectly interested, or any matter arising thereout, and if he does so vote his vote shall not be counted.
- 14.6 Not less than seven (7) days notice shall be given by the Secretary to members of the Management Committee of any special meeting of the Management Committee. Such notice shall clearly state the nature of the business to be discussed thereat.
- 14.7 The President of the GQI shall preside as Chairman at every meeting of the Management Committee, or if there is no Chairman, or if at any meeting he/she is not present within fifteen (15) minutes after the time appointed for holding the meeting, then the members may choose one of their number to be Chairman of the meeting.
- 14.8 If within twenty (20) minutes from the time appointed for the commencement of an Management Committee meeting, a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within twenty (20) minutes from the time appointed for the meeting, the meeting shall lapse.



- 14.9 A quorum for Management Committee meetings is a majority of persons currently on the Management Committee.
- 14.10 The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Management Committee meeting are entered in a minute book.
- 14.11 To ensure the accuracy of the minutes, 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.

## **15. SUB-COMMITTEES**

- 15.1 The Management Committee may from time to time appoint Sub-committees as may be deemed expedient to perform such duties and carry out such acts and things as may be determined by the Management Committee and for the purposes the Management Committee may delegate such powers other than those relating to election, suspension and expulsion of members as it shall consider necessary and such Sub-committee shall report the proceedings to the Management Committee periodically, and when required to do so by the Management Committee. Any Sub-committee so formed shall in the exercise of the powers delegated to it conform to any instructions and be subject to such restrictions as may be given and proposed by the Management Committee.
- 15.2 Any determination by a Sub-committee is not binding upon the GQI and all determinations are recommendations only to the Management Committee who shall make the final decision on all matters,
- 15.3 There will be no qualification for membership of a Sub-committee.

## **16. ACTS BY THE MANAGEMENT COMMITTEE AND SUB-COMMITTEES**

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

## **17. RESOLUTIONS OF THE MANAGEMENT COMMITTEE**

- 17.1 A resolution in writing signed by all the members of the Management Committee for the time being entitled to receive notice of a meeting of the Management Committee shall be as valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and

held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Management Committee.

## **18. ANNUAL GENERAL OR GENERAL MEETINGS**

- 18.1 The Delegates of the ordinary members will be entitled to vote at all Annual General and General Meetings. The authority of any Delegates to attend and vote will be satisfied by that Delegate's attendance at any Annual General and General Meetings unless there is any objection raised before the commencement of the meeting by the Secretary in office at the time of commencement of that meeting.
- 18.2 Any objection will be overcome by the production to the Secretary of a written letter of authority signed by an Officer of the club confirming that the Delegate objected against is in fact a Delegate of that club and thereupon that Delegate will be entitled to attend and vote at the meeting without further requirement.
- 18.3 The Annual General Meeting shall be held by 30<sup>th</sup> April in each year upon a date and at a time to be fixed by the Management Committee.
- 18.4 The business to be transacted at every Annual General Meeting shall be-
- (a) The receiving of the Management Committee's report and the statement of income and expenditure, assets and liability and mortgages, charges and securities affecting the property of the Association for the preceding financial year;
  - (b) The receiving of the auditor's report upon the books and accounts for the preceding financial year;
  - (c) The nomination of Honorary Life Members;
  - (d) The election of members of the Management Committee;
  - (e) The appointment of an auditor;
  - (f) To decide on any resolution which may be duly and properly submitted to the meeting.
- 18.5 Fourteen (14) days, at least, before the Annual General meeting or any Special General Meeting, a printed or written notice of such meeting and of the business to be transacted thereat shall be sent to every member. All agenda items must be received in written form to the Secretary 14 days before any such meeting.

## **19. SPECIAL GENERAL MEETINGS**

The Secretary shall convene a Special General Meeting-

- 19.1 When directed to do so by the Management Committee; or

- 19.2 On the requisition in writing signed by not less than four (4) ordinary members of the GQI. Such requisition shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat; or
- 19.3 On being given a notice in writing of an intention to appeal against the decision of the Management Committee to terminate any membership.

## **20. GENERAL MEETINGS & SPECIAL GENERAL MEETINGS**

- 20.1 At any general meeting the number of members required to constitute a quorum shall be double the number of members presently on the Management Committee plus one.
- 20.2 No business shall be transacted at any general meeting unless a quorum of Delegates is present at the time when the meeting proceeds to business.
- 20.3 If within twenty (20) minutes from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee or the GQI, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within twenty (20) minutes from the time appointed for the meeting, the Delegates present shall be a quorum.
- 20.4 The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of adjournment or of the business to be transacted at an adjourned meeting.
- 20.5 The Secretary shall convene all general meetings of the GQI by giving not less than fourteen (14) days' notice of any such meeting to the ordinary members of the GQI.
- 20.6 The manner by which such notice shall be given shall be determined by the Management Committee: provided that notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the termination of membership by the Management Committee, shall be given in writing. Notice of a general meeting shall clearly state the nature of the business to be discussed thereat.

## **21. CHAIRPERSON AT GENERAL MEETINGS**

- 21.1 The President of the GQI shall preside as Chairman, or if there no President, or if that person is not present within fifteen (15) minutes after the time appointed for holding the meeting or is unwilling to act, then the Delegates present shall elect one of their number to be Chairman of the meeting.
- 21.2 The Chairman shall maintain order and conduct the meeting in a proper and orderly manner;
- 21.3 Every question, matter or resolution shall be decided by a majority of votes of the Delegates present;
- 21.4 Every Delegate present shall be entitled to one (1) vote and in the case of an equality of votes, the Chairman shall be entitled to a second or casting vote: provided that no Delegate shall be entitled to vote at any general meeting if the annual subscription of that Delegate's club is more than one (1) month in arrears at the date of the meeting;
- 21.5 Voting shall be by show of hands unless not less than one-fifth of the Delegates present demand a ballot, in which event there shall be a secret ballot. The Chairman shall appoint two (2) Delegates to conduct the secret ballot in such manner as he shall determine and the result of the ballot as declared by the Chairman shall be deemed to be the resolution of the meeting at which the ballot was demanded;
- 21.6 The Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by any member who previously applies to the Secretary for such inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Management Committee meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding Management Committee meeting verifying their accuracy. Similarly, the minutes of every general meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding general meeting: provided that the minutes of any Annual General Meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding general meeting or Annual General Meeting.

## **22. BY LAWS**

- 22.1 The Management Committee may from time to time make, amend or repeal By-laws, not inconsistent with these Rules, for the internal management of the GQI and any By-law may be set aside by a general meeting of members.
- 22.2 All players, officials and spectators staking part in or attending American Football matches shall do so upon the condition that they observe the

Rules, By-laws and Standing Orders and direction as the case may be of the GQI.

## **23. COMMON SEAL**

- 23.1 The Management Committee must ensure the association has a common seal.
- 23.2 The common seal must be:
- (a) kept securely by the Management Committee; and
  - (b) used only under the authority of the Management Committee.
- 23.3 Each instrument to which the seal is attached must be signed by a member of the Management Committee and countersigned by—
- (a) the secretary; or
  - (b) another member of the Management Committee; or
  - (c) someone authorised by the Management Committee

## **24. ALTERATION OF RULES**

- 24.1 Subject to the provisions of the Associations Incorporation Act 1981, these Rules may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting; provided that no such amendment, rescission or addition shall be valid unless the same shall have been registered by the Chief Executive of the Department administering the Act.

## **25. FUNDS AND ACCOUNTS**

- 25.1 The funds of the GQI shall be deposited in such account or accounts in the name of the GQI in such bank as the Management Committee may from time to time direct.
- 25.2 Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the GQI and the particulars usually shown in books of a like nature.
- 25.3 All monies shall be deposited as soon as practicable after receipt thereof.
- 25.4 The Management Committee shall determine the amount of petty cash which shall be kept on the imprest system.
- 25.5 All expenditure shall be approved or ratified at an Management Committee meeting.

- 25.6 As soon as practicable after the end of each financial year the Treasurer shall cause to be prepared a statement containing particulars of-
- (a) the income and expenditure of the financial year just ended;
  - (b) the assets and liabilities and of all mortgages, charges and securities affecting the property of the GQI at the close of that year.
- 25.7 All such statements shall be examined by the Auditor or Auditors who shall present his/her/their report upon such audit to the Secretary prior to the holding of the Annual General meeting next following the financial year in respect of which such audit was made.
- 25.8 The income and property of the GQI whencesoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the GQI; provided that nothing herein contained shall prevent the payment in good faith or interest to any such member in respect of monies advanced by him to the GQI or otherwise owing by the GQI or to any member of the GQI or other person in return for any services actually rendered to the GQI; provided further that nothing herein contained shall be construed as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the GQI or reasonable and proper rent for premises demised or let to the GQI.
- 26. DOCUMENTS**
- 26.1 The Management Committee shall provide for safe custody of books, documents, instruments of title and securities of the GQI.
- 27. FINANCIAL YEAR**
- 27.1 The financial year of the GQI shall commence on the 1<sup>st</sup> January and close on 31<sup>st</sup> December.
- 28. DISTRIBUTION OF SURPLUS ASSETS**
- 28.1 If the GQI shall be wound up in accordance with the provisions of the Associations Incorporation Act, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the GQI, but shall be given or transferred to some other institution of institutions having objects similar to the objects of the GQI, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the GQI under or by virtue of Rule 25.8 hereof, such institution or institutions to be determined by the members of the GQI.

**29. COPY OF CONSTITUTION**

29.1 Each member shall be entitled to a copy of the Constitution of the GQI, on written request to the Secretary.

**30. INDEMNITY**

30.1 All members of the Management Committee for the time being responsible for the management and control of the GQI shall be and are hereby indemnified out of the assets of the GQI against all actions, suits, proceedings, claims or demands whatever which may be brought or made against them, or any one or more of them, and also against all fines, penalties, cost, charges and other expenses which may be paid or incurred by them, or any one or more of them, in consequence of the performance of their official duties or in consequence of any breach of any State or Commonwealth statute.

**31. DEFINITIONS**

31.1 In these Rules the following expressions have the respective meanings ascribed to them:

- (a) 'Management Committee' means the Management Committee prescribed under the provisions of the Associations Incorporation Act 1981.
- (b) 'Delegate' means a delegate of a member club entitled to attend and vote at a General meeting unless the context otherwise intends or permits.
- (c) 'Officer' means President, Vice President, Secretary or Treasurer.

**Schedule 1**  
**List of Ordinary Members of the GQI**