



## **Rules**

### **1 Interpretation & general**

- (1) Section 47 of the Act does not apply to include in these rules matters that the model rules prescribed by the regulations to the Act deal with that are not dealt with in these rules.
- (2) In these rules (whether or not the expression commences with a capital letter) unless the context otherwise requires—

*Act* means the *Associations Incorporation Act 1981* (Qld) as amended from time to time.

*Church* means a recognizable group of people who regularly come together to worship the Holy Trinity, Father, Son and Holy Ghost and who readily accept as a tenet of their beliefs the Apostles' Creed.

*Club Associate* means a person who can reasonably be considered to be 'from' a Member Club including in any of the following ways:

- being a member of the Member Club (if the Member Club has members);
- being a member of the management committee (by whatever name called) of the Member Club;
- being a player or official of the Member Club;
- being a parent or guardian of a player for the Member Club; or
- being a member or regular part of the life of any Church that the Member Club is considered to be part of the life and witness of.

*financial year* for the Association will be as determined by the management committee of the Association from time to time.

*Member Club* means a club which has been admitted as:

- (a) a Full Member;
- (b) an Associate Member;
- (c) an Affiliate Member.

*person* includes *Member Club*.

*present*—

- (a) at a management committee meeting, see rule 23(6); or
- (b) at a general meeting, see rule 37(2).

*Registered Team* means a Team registered by a Full Member or an Associate Member (including one in Tiny Tots or internal competitions) that is invoiced by the QCSA for the season of the Association.

*Season* means the period in each year commencing on the date of the first fixture match organized by the Association and terminating on the date of the grand finals of fixtures organized by the Association (or in the absence of grand finals, that date determined by the Management Committee).

*Team* includes – tiny tots as one team; and team in under 5-8s.

- (3) 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.

- (4) In these Rules except to the extent that the context otherwise requires:
- (a) any word importing the singular number includes the plural and vice versa;
  - (b) any word importing one gender includes the other genders; and
  - (c) any reference to a statute is to be construed as including all statutory provisions consolidating, amending, or replacing the statute referred to and all regulations, rules, By Laws, proclamations, orders and other authorities pursuant to the statute.

## 2 Name & Motto

The name of the incorporated association is **Queensland Christian Soccer Association Incorporated** (the '*association*').

The motto of the association shall be "For God through Sport".

## 3 Objects & not-for-profit

### *Objects*

The objects of the association are—

- 3.1 to foster, develop, encourage and control the sport of soccer for the benefit of Members;
- 3.2 to provide means whereby organized amateur soccer games, fixtures and/or competitions, and training are available to Member Clubs and players on days other than Sundays, Good Friday and Christmas Day;
- 3.3 to provide means whereby Member Clubs can retain individuals within their own Club and encourage others to join their sphere of influence;
- 3.4 to foster and encourage sportsmanship and a sense of friendly competition between all concerned;
- 3.5 to abide by the laws of the game of soccer as laid down by the International Board as set out in the latest issue of the Referee's Chart, and as altered or amended by the Association;
- 3.6 to encourage belief in and the practice of Christian principles and worship by individuals whilst respecting their right to belong to a denomination of their own choice;
- 3.7 to foster other activities of benefit to Members as appropriate circumstances arise;
- 3.8 to discourage the playing or organized sport on Sunday, Good Friday and Christmas Day;
- 3.9 to improve the standard of soccer played by players;
- 3.10 to foster and participate in the management of matters pertaining to the conduct of amateur soccer in the community;
- 3.11 to encourage the formation of similar Christian Soccer Football Associations in Queensland, interstate and overseas;
- 3.12 to encourage participation by players, families and officials in Church parades, players prayers' and worship in their respective "Home Club" Christian Churches;



3.13 to encourage all Christian Churches to participate in the Association's social and Christian witness in the community;

3.14 to encourage more Christian Churches to become involved in the Association and find the great "outreach" it offers the community;

3.15 to encourage playing games of soccer for males and/or females in separate competitions;

3.16 to discourage the use of alcohol and drugs;

3.17 to do all such other things (which the Association may decide) that are incidental and conducive to the attainment of the above objects or any of them.

### ***Not-for-profit***

The association is a not-for-profit entity. The income and property of the association however derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out in these rules 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 association provided that this shall not prevent the payment in good faith of interest to any such Member in respect of monies advanced by it to the association or otherwise owing by the association to it or of bona fide remuneration to any officers or servants of the association or to any Member of the association or other person in return for any services actually rendered to the Association provided further that nothing in this rule shall be construed so as to prevent the payment or repayment to any Member of out of-pocket expenses, money lent, reasonable and proper charges for goods hired by the association or reasonable and proper rent for premises demised or let by the association.

### **4 Powers**

(1) Subject to rule 4(4), the association has the powers of an individual.

(2) Subject to rule 4(4), the association may, for example—

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

(3) The association may also issue secured and unsecured notes, debentures and debenture stock for the association.

(4) The following historic note and fetters apply:

(a) *By historic note* - to take over the funds and other assets and the liabilities of the unincorporated association known as the "Queensland Churches Soccer Football Association Brisbane Ipswich Division";

(b) *By way of fetter* - to subscribe to, become a member of and cooperate with any other Club whose objects are altogether or in part similar to those of the Association provided that the Association shall not subscribe to or support with its funds any club association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under these rules and provided further that the Association shall not affiliate with or



receive affiliation from other organization (including soccer football associations) or subsequently disaffiliate from such organization unless a poll of Member Clubs has been taken and not less than two thirds of the Member Clubs at the time of the poll approve such affiliation or disaffiliation;

- (c) *By way of fetter* - in furtherance of the objects of the Association in buying, selling and dealing in all kinds of articles, commodities and provisions, both liquid and solid such actions shall not occur in relation to intoxicating liquor, drugs and articles used in or associated with any form of gambling.

## 5 Classes of members

(1) The membership of the association consists of the following classes of members—

- Full Members (otherwise called ordinary members);
- Associated Members;
- Affiliate Members;
- Life Members;
- Patron.

(2) The number of members of each class is unlimited, except for the Patron of which there will only be one (at any one time).

## 6 Membership criteria and rights

(1) The table below sets out the criteria for each class of Membership and the rights attaching to each class:

	<i>Membership Class</i>	<i>Member criteria</i>	Votes at a general meeting of Members
1.	<i>Full Members</i>	Clubs (incorporated and unincorporated):  (a) involved and sponsored as a sporting or recreational activity within the life and witness of a Church; and  (b) prepared to field Teams only in soccer fixtures and competitions organized by the Association during the Season of the Association.	2 plus 1 extra vote for every 2 Registered Teams or part thereof. Each Full Member is entitled to have one person cast all of the votes they are entitled to cast as single block, by proxy.
2.	<i>Associated (Associate) Members</i>	Clubs (incorporated and unincorporated):  (a) not associated, sponsored, affiliated or otherwise tied to a Church; or  (b) involved and sponsored as a sporting or recreational activity within the life and witness of a Church; and not prepared to field Teams only in soccer fixtures and competitions organized by the Association during the Season of the Association.	1 plus 1 extra vote for every 4 Registered Teams or part thereof. Each Associate Member is entitled to have one person cast all of the votes they are entitled to cast as single block, by proxy.
3.	<i>Affiliate Member</i>	Clubs or other associations (incorporated and unincorporated) that may or may not	Nil



		field Teams in the soccer fixtures and competitions organized by the Association or otherwise.	
4.	<i>Life Members</i>	Natural persons - conferred, by the association, upon those persons whom it desires to recognize as having given devoted and outstanding service to the association and the sport of soccer. A nominee for Life Membership must have been: (a) associated with the association for a period of not less than four (4) years; (b) actively engaged in furthering the objects of the association.	No But right to attend all general Members meetings & speak as if he or she were the proxy of a voting Member, but not move, second or vote on any motion
5.	<i>Patron</i>	One Natural person – as appointed at an Annual General Meeting in accordance with rule 30	No But right to attend all general Members meetings & speak as if he or she were the proxy of voting Member, but not move, second or vote on any motion

(2) The number of Registered Teams for the purposes of the above table and the voting rights that spring from that number, will be as determined as at round one of the Season until round one of the following Season, with the voting rights intended to remain fixed during that period notwithstanding a fluctuation in the number of Registered Teams during that period.

**7 New membership**

- (1) An application for membership must be—
  - (a) in writing; and
  - (b) signed by the applicant; and
  - (c) in the prescribed form decided by the management committee.

**8 Membership fees**

- (1) The membership fee for each ordinary membership and for each other class of membership (if any)—
  - (a) is the amount decided by the members from time to time at a general meeting; and
  - (b) is payable when, and in the way, the management committee decides.

(2) A member of the incorporated association who, before becoming a member, has paid the members annual subscription for membership of the unincorporated association on or before a day fixed by the management committee, is not liable to pay a further amount of annual subscription for the period before the day fixed by the management committee as the day on which the next annual subscription is payable.

**9 Admission and rejection of new members**

- (1) The management committee must consider an application for membership at the next



committee meeting held after it receives—

- (a) the application for membership; and
- (b) the appropriate membership fee for the application.

(2) The management committee must ensure that, as soon as possible after the person applies to become a member of the association, and before the management committee considers the persons application, the person is advised—

- (a) whether or not the association has public liability insurance; and
- (b) if the association has public liability insurance—the amount of the insurance.

(3) The management committee must decide at the meeting whether to accept or reject the application.

(4) 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.

(5) 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.

## **10 When membership ends**

(1) A member may resign from the association by giving a written notice of resignation to the secretary.

(2) 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.

(3) The management committee may terminate a members membership if the member—

- (a) in the case of a member who is not a natural person – commits an offence; or in the case of member who is a natural person is convicted of an indictable offence; or
- (b) does not comply with any of the provisions of these rules; or
- (c) has membership fees in arrears for at least 2 months; or
- (d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the association.

(4) Before the management committee terminates a members membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.

(5) If, after considering all representations made by the member, the management committee decides to terminate the membership, the secretary of the committee must give the member a written notice of the decision.

## **11 Appeal against rejection or termination of membership**

(1) A person whose application for membership has been rejected, or whose membership has been terminated, may give the secretary written notice of the persons intention to appeal against the decision.

(2) A notice of intention to appeal must be given to the secretary within 1 month after the person



receives written notice of the decision.

(3) 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.

## **12 General meeting to decide appeal**

(1) The general meeting to decide an appeal must be held within 3 months after the secretary receives the notice of intention to appeal.

(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.

(3) Also, the management committee and the members of the committee 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.

(4) An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.

(5) If a person 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 person appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund the membership fee paid by the person.

## **13 Register of members**

(1) The management committee must keep a register of members of the association.

(2) The register must include the following particulars for each member (including members who are not natural persons) —

(a) the full name of the member;

(b) the postal or residential address of the member;

(c) the date of admission as a member;

(d) the date of death or time of resignation of the member;

(e) details about the termination or reinstatement of membership;

(f) any other particulars the management committee or the members at a general meeting decide.

(3) The register must be open for inspection by members of the association at all reasonable times.

(4) A member must contact the secretary to arrange an inspection of the register.

(5) However, the management committee may, on the application of a member of the association, withhold information about the member (other than the member's full name) from the register available for inspection if the management committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

## **14 Prohibition on use of information on register of members**

(1) A member of the association must not —

(a) use information obtained from the register of members of the association to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes; or



(b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes.

(2) Subrule (1) does not apply if the use or disclosure of the information is approved by the association.

## **15 Appointment or election of secretary**

(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 drawn from the management committee and appointed by the management committee.

## **16 Removal of secretary**

(1) The management committee of the association may at any time remove a person appointed by the committee as the secretary.

(2) If the management committee removes a secretary the person remains a member of the management committee.

## **17 Functions of secretary**

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; and
- (b) keeping minutes of each meeting; and
- (c) keeping copies of all correspondence and other documents relating to the association; and
- (d) maintaining the register of members of the association.

## **18 Membership of management committee**

(1) The management committee of the association consists of a president, treasurer, and any other members the association members elect at a general meeting (usually the annual general meeting) but not less than 3 persons in total up to a maximum of 12 persons in total (with the total in each case including the president and the treasurer) and on the basis that each Member Club may only have a maximum of 2 persons who are considered a Club Associate on the management committee at any one time

### *Explanatory notes:*

- *The option has been left for elections at general meetings that are not the annual general meeting in case this needs to take place between annual general meetings.*
- *A definition of Club Associate can be found in clause 1(2).*

(2) A member of the management committee need not be a member of the association.

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

(4) A member of the association may be appointed to a casual vacancy on the management committee under rule 21.



## 19 Electing the management committee

- (1) A member of the management committee may only be elected as follows—
  - (a) Any member of the association who are Full Members or Associated Members may nominate a person (the *candidate*) to serve as a member of the management committee and in that nomination identify if the nomination is for the office of:
    - (i) president;
    - (ii) treasurer; or
    - (iii) ordinary member of the management committee,it being noted that a person may be nominated for more than one role but only be elected to one role, with voting at the annual general meeting to take place in the above order so that if a nominee is not elected for the first nominated role they will be eligible for election for the next role and so on PROVIDED THAT any Full Member or Associated Member may only make a maximum of 2 nominations for any election of the management committee.
  - (b) the nomination must be—
    - (i) in writing in such form prescribed by the management committee (if any) and provide details of the Club Associate connection(s) of the candidate to any Member Club; and
    - (ii) signed by the candidate, the member who nominated him or her and another Full Member or Associated Member as a seconder. The 2 nominations limit per Full Member or Associated Member does not apply to the seconding of nominations (in relation to which there is no limit in number); and
    - (iii) 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) nominations may not be taken from the floor of the meeting.
- (2) A person may be a candidate only if the person—
  - (a) is an adult; and
  - (b) is not ineligible to be elected as a member under section 61A of the Act.
- (3) A list of the candidates names in alphabetical order, with the names of the members who nominated each candidate, must be notified to members of the Association at least 7 days immediately preceding the annual general meeting.
- (4) If required by the management committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- (5) The management committee must ensure that, before a candidate is elected as a member of the management committee, the candidate is advised—
  - (a) whether or not the association has public liability insurance; and
  - (b) if the association has public liability insurance—the amount of the insurance.

## 20 Resignation, removal or vacation of office of management committee member

- (1) A member of the management committee may resign from the committee by giving written notice of resignation to the secretary.
- (2) 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.



- (3) A management committee 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 management committee member.
- (4) Before a vote of members is taken about removing the management committee member from office, the management committee member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- (5) A management committee member has no right of appeal against the members removal from office under this rule.
- (6) A management committee member immediately vacates the office of management committee member in the circumstances mentioned in section 64(2) of the Act.

## **21 Vacancies on management committee**

- (1) If a casual vacancy happens on the management committee including in the offices of president or treasurer, the continuing members of the committee may appoint another person to fill the vacancy until the next annual general meeting.
- (2) The continuing members of the management committee may act despite a casual vacancy on the management committee.
- (3) However, if the number of committee members is less than the number fixed under rule 24(1) as a quorum of the management committee, the continuing members may act only to—
  - (a) increase the number of management committee members to the number required for a quorum; or
  - (b) call a general meeting of the association.

## **22 Functions of management committee**

- (1) Subject to these rules or a resolution of the members of the association carried at a general meeting, the management committee has the general control and management of the administration of the affairs, property and funds of the association.
- (2) The management committee 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.

*Note—*

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

- (3) The management committee may exercise the powers of the association—
  - (a) to borrow, raise or secure the payment of amounts in a way the members of the association decide; and
  - (b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the associations property, both present and future; and
  - (c) to purchase, redeem or pay off any securities issued; and
  - (d) to borrow amounts from members and pay interest on the amounts borrowed; and
  - (e) to mortgage or charge the whole or part of its property; and
  - (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association; and
  - (g) to provide and pay off any securities issued; and



(h) to invest in a way the members of the association may from time to time decide.

(4) For subrule (3)(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by—

(a) the financial institution for the association; or

(b) if there is more than 1 financial institution for the association—the financial institution nominated by the management committee.

### **23 Meetings of management committee**

(1) Subject to this rule, the management committee may meet and conduct its proceedings as it considers appropriate.

(2) The management committee must meet at least once every 4 months to exercise its functions.

(3) The management committee must decide how a meeting is to be called.

(4) Notice of a management committee meeting is to be given in the way decided by the management committee.

(5) The management committee may hold meetings, or permit a management committee member to take part in its meetings, by using any technology that reasonably allows the management committee member to hear and take part in discussions as they happen.

(6) A management committee member who participates in the management committee meeting as mentioned in subrule (5) is taken to be present at the meeting.

(7) A question arising at a management committee meeting is to be decided by a majority vote of members of the management committee present at the meeting and, if the votes are equal, the question is decided in the negative.

(8) A member of the management committee must not vote on a question about a contract or proposed contract with the association if the committee member has an interest in the contract or proposed contract and, if the committee member does vote, the committee members vote must not be counted.

(9) The president is to preside as chairperson at a management committee meeting.

(10) If there is no president or if the president is not present within 10 minutes after the time fixed for a management committee meeting, the management committee members may choose 1 of their number to preside as chairperson at the meeting.

(11) A resolution in writing by all the members of the management committee shall be as valid and effectual as if it had been passed at the meeting of the management committee duly convened and held. Any such resolution may consist of several documents in like substance.

### **24 Quorum for, and adjournment of, management committee meeting**

(1) At a management committee meeting, more than 50% of the committee members elected to the management committee as at the close of the last general meeting of the members form a quorum.



(2) 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.

(3) If there is no quorum within 30 minutes after the time fixed for a management committee meeting called other than on the request of the members of the management committee—

(a) the meeting is to be adjourned for at least 1 day; and

(b) the members of the management committee who are present are to decide the day, time and place of the adjourned meeting.

(4) If, at an adjourned meeting mentioned in subrule (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

## **25 Special meeting of management committee**

(1) If the secretary receives a written request signed by at least 33% of the members of the management committee, the secretary must call a special meeting of the committee by giving each member of the committee notice of the meeting within 14 days after the secretary receives the request.

(2) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

(3) A request for a special meeting must state—

(a) why the special meeting is called; and

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

(4) A notice of a special meeting must state—

(a) the day, time and place of the meeting; and

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

(5) A special meeting of the management committee must be held within 14 days after notice of the meeting is given to the members of the management committee.

## **26 Minutes of management committee meetings**

(1) 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.

(2) 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.

## **27 Appointment of subcommittees**

(1) The management committee may appoint a subcommittee considered appropriate by the committee to help with the conduct of the associations operations and may also dissolve or re-constitute a subcommittee. The management committee determines the role and rules for the functioning of subcommittees (whether in by-laws or otherwise) and may change the role and rules of any subcommittee in its discretion.

(2) A member of the subcommittee who is not a member of the management committee is not entitled to vote at a management committee meeting.

(3) A subcommittee may elect a chairperson of its meetings.



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

(5) A subcommittee may meet and adjourn as it considers appropriate.

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

### **28 Acts not affected by defects or disqualifications**

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

(2) Subrule (1) applies even if the act was performed when—

(a) there was a defect in the appointment of a member of the management committee, subcommittee or person acting as a member of the management committee; or

(b) a management committee member, subcommittee member or person acting as a member of the management committee was disqualified from being a member.

### **29 Resolutions of management committee without meeting**

(1) A written resolution signed by each committee 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.

(2) A resolution mentioned in subrule (1) may consist of several documents in like form, each signed by 1 or more members of the committee.

### **30 Patron**

#### *Election of Patron*

(1) The association may have a Patron who shall be elected at the AGM in each year and who shall hold office until:

a. the conclusion of the next succeeding AGM; or

b. the Patron's prior resignation.

#### *Vacancy – How Filled*

(2) A vacancy in the office of Patron shall not be filled except at the next succeeding AGM after the vacancy occurs.

#### *Patron to be Ex-Officio Member*

(3) Upon election the Patron shall be an Ex officio Member of the association with the right to attend and speak at any general meeting of the association, but the Patron shall not be entitled to vote at any such meeting.

### **31 Annual general meetings**

Each annual general meeting must be held—

(a) at least once each year; and

(b) within 6 months after the end date of the association's reportable financial year.

### **32 Business to be conducted at annual general meeting of level 1 incorporated**



### **associations and particular level 2 and 3 incorporated associations**

- (1) This rule applies only if the association is—
  - (a) a level 1 incorporated association; or
  - (b) a level 2 incorporated association to which section 59 of the Act applies; or
  - (c) a level 3 incorporated association to which section 59 of the Act applies.
  
- (2) 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) presenting the financial statement and audit report to the meeting for adoption;
  - (c) electing members of the management committee;
  - (d) for a level 1 incorporated association—appointing an auditor or an accountant for the present financial year;
  - (e) 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.

### **33 Business to be conducted at annual general meeting of other level 2 incorporated associations**

- (1) This rule applies only if the association is a level 2 incorporated association to which section 59A of the Act applies.
  
- (2) The following business must be conducted at each annual general meeting of the association—
  - (a) receiving the association's financial statement, and signed statement, for the last reportable financial year;
  - (b) presenting the financial statement and signed statement to the meeting for adoption;
  - (c) electing members of the management committee;
  - (d) appointing an auditor, an accountant or an approved person for the present financial year.

### **34 Business to be conducted at annual general meeting of other level 3 incorporated associations**

- (1) This rule applies only if the association is a level 3 incorporated association to which section 59B of the Act applies.
  
- (2) The following business must be conducted at each annual general meeting of the association—
  - (a) receiving the association's financial statement, and signed statement, for the last reportable financial year;
  - (b) presenting the financial statement and signed statement to the meeting for adoption;
  - (c) electing members of the management committee.

### **35 Notice of general meeting**

- (1) The secretary may call a general meeting of the association.
  
- (2) The secretary must give at least 14 days notice of the meeting to each member of the association.
  
- (3) If the secretary is unable or unwilling to call the meeting, the president must call the meeting.



- (4) The management committee may decide the way in which the notice must be given.
- (5) However, notice of the following meetings must be given in writing—
  - (a) a meeting called to hear and decide the appeal of a person against the management committee's decision—
    - (i) to reject the person's application for membership of the association; or
    - (ii) to terminate the person's membership of the association;
  - (b) a meeting called to hear and decide a proposed special resolution of the association.
- (6) A notice of a general meeting must state the business to be conducted at the meeting.

### **36 Quorum for, and adjournment of, general meeting**

- (1) The quorum for a general meeting is the greater of:
  - (a) representation of at least 25% of the potential votes able to be cast at that meeting if the Member was present; or
  - (b) at least the number of members elected or appointed to the association's management committee at the close of the association's last general meeting plus 1.
- (2) No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- (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 management committee or the association, the meeting lapses.
- (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 management committee or the association—
  - (a) the meeting is to be adjourned for at least 7 days; and
  - (b) the management committee is to decide the day, time and place of the adjourned meeting.
- (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.
- (6) If a meeting is adjourned under subrule (5), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (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.
- (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**

- (1) A member may take part and vote in a general meeting in person (by proxy in the case of Member Clubs entitled to attend and vote), by proxy, by attorney or by using any technology that reasonably allows the member (being their proxy in the case of Member Clubs with a right to attend and vote) to hear and take part in discussions as they happen. Each Full Member and Associate Member is entitled to have one person cast all of the votes they are entitled to cast as single block, by proxy.



(2) A member who participates in a meeting as mentioned in subrule (1) is taken to be present at the meeting.

(3) 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.

## 38 Voting at general meeting

(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 members present, who other than Life Members and the Patron can only be present by proxy PROVIDED THAT an individual holding a proxy may only hold a maximum of two proxies at any general meeting.

*Explanatory note: Member Clubs with voting rights need to appoint an individual as their proxy to attend and vote on their behalf. That individual could only hold a proxy appointment from one other member club for any one meeting.*

(2) Each member present and eligible to vote is entitled to the number of votes as per rule 6, cast as a single block and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.

*Explanatory note: Management committee members are not association members and so have no vote in general meetings, unless they hold a proxy in which case it is the Member Club on whose behalf they are voting.*

(3) A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.

(4) The method of voting is to be decided by the management committee.

(5) However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.

(6) If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.

(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

(1) The secretary must call a special general meeting by giving each member of the association notice of the meeting within 14 days after—

- (a) being directed to call the meeting by the management committee; or
- (b) being given a written request signed by—
  - (i) at least 33% of the number of members of the management committee when the request is signed; or
  - (ii) at least the number of members of the association who hold between them at least 20% of the votes able to be cast at a general meeting; or
- (c) being given a written notice of an intention to appeal against the decision of the management committee—
  - (i) to reject an application for membership; or
  - (ii) to terminate a person's membership.



- (2) A request mentioned in subrule (1)(b) must state—
  - (a) why the special general meeting is being called; and
  - (b) the business to be conducted at the meeting.
- (3) A special general meeting must be held within 3 months after the secretary—
  - (a) is directed to call the meeting by the management committee; or
  - (b) is given the written request mentioned in subrule (1)(b); or
  - (c) is given the written notice of an intention to appeal mentioned in subrule (1)(c).
- (4) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

**40 Proxies**

(1) An instrument appointing a proxy must be in writing and be in the following or similar form—

[Name of association]:  
I, \_\_\_\_\_ of \_\_\_\_\_, being  
a member of the association, appoint \_\_\_\_\_  
of \_\_\_\_\_  
as my proxy to vote for me on my behalf at the general meeting of the association, to be  
held on the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_  
and at any adjournment of the meeting.  
Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_ .  
Signature

- (2) The instrument appointing a proxy must—
  - (a) if the appointor is an individual—be signed by the appointor or the appointor's attorney properly authorised in writing; or
  - (b) if the appointor is a corporation—
    - (i) be under seal; or
    - (ii) be signed by a properly authorised officer or attorney of the corporation.

- (3) A proxy may be a member of the association or another natural person.
- (4) The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- (5) Each instrument appointing a proxy must be emailed to the QCSA Administration Officer by 7pm, the day prior to the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- (6) Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.
- (7) If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the following or similar form—

[Name of association]:  
I, \_\_\_\_\_ of \_\_\_\_\_, being  
a member of the association, appoint \_\_\_\_\_  
of \_\_\_\_\_  
as my proxy to vote for me on my behalf at the general meeting of the association, to be



held on the  
day of 20  
and at any adjournment of the meeting.  
Signed this day of 20 . Signature

This form is to be used \*in favour of/\*against [*strike out whichever is not wanted*] the following resolutions—

[*List relevant resolutions*]

#### **41 Minutes of general meetings**

- (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.
- (2) To ensure the accuracy of the minutes—
  - (a) 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
  - (b) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the association that is a general meeting or annual general meeting, verifying their accuracy.
- (3) If asked by a member of the association, the secretary must, within 28 days after the request is made—
  - (a) make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
  - (b) give the member copies of the minutes of the general meeting (whether an annual general meeting or special general meeting).
- (4) The association may require the member to pay the reasonable costs of providing copies of the minutes.

#### **42 By-laws**

- (1) The management committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the association. To the extent of any inconsistency between these rules and the by-laws, these rules shall prevail.
- (2) A by-law may be set aside by a vote of members at a general meeting of the association.

#### **43 Alteration of rules**

- (1) Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.
- (2) However an amendment, repeal or addition is valid only if it is registered by the chief executive.

#### **44 Common seal**

- (1) The management committee must ensure the association has a common seal.
- (2) The common seal must be—
  - (a) kept securely by the management committee; and
  - (b) used only under the authority of the management committee.



(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.

## **45 Funds and accounts**

(1) The funds of the association must be kept in an account in the name of the association in a financial institution decided by the management committee.

(2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.

(3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.

(4) A payment by the association of \$100 or more must be made by cheque or electronic funds transfer.

(5) If a payment of \$100 or more is made by cheque or electronic funds transfer, the cheque must be signed or the electronic funds transfer must be authorized by any 2 of the following—

- (a) the president;
- (b) the secretary;
- (c) the treasurer;
- (d) any 1 of 3 other members of the management committee who have been authorised by the management committee to sign cheques issued by the association.

(6) However, 1 of the persons who signs the cheque must be the president, the secretary or the treasurer.

(7) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.

(8) A petty cash account must be kept on the imprest system, and the management committee must decide the amount of petty cash to be kept in the account.

(9) All expenditure must be approved or ratified at a management committee meeting.

## **46 General financial matters**

(1) On behalf of the management committee, 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.

## **47 Documents**

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

## **48 Financial year**

The end date of the association's financial year is 31<sup>st</sup> October in each year.

## **49 Distribution of surplus assets to another entity**



- (1) This rule applies if the association—
  - (a) is wound-up under part 10 of the Act; and
  - (b) has surplus assets.
- (2) The surplus assets must not be distributed among the members of the association.
- (3) 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.
- (4) In this rule— *surplus assets* see section 92(3) of the Act.

## 50 Indemnity

- (1) Subject to the Act and to the extent permitted by law, the association must indemnify every person who is or has been a member of the management committee or another officer of the association against a liability:
  - (a) incurred by any such person acting in that capacity to a person other than the association where the liability does not arise out of a lack of good faith;
  - (b) for the costs and expenses incurred by any such person acting in that capacity:
    - in defending proceedings, whether civil or criminal, in which judgment is given in his or her favour or in which he or she is acquitted; or
    - in connection with an application, in relation to such proceedings, in which the court grants relief to him or her.

## 51 Transition

- (1) This clause has effect once only from the time the chief executive grants the application for registration of the amendment of the association's rules to be these rules, and the chief executive registers the amendment in accordance with section 49 of the Act.
- (2) On registration as contemplated under rule 51(1) the following changes take place once and once only:

	<b>Office Bearers immediately before registration</b>	<b>Becomes on registration</b>
1.	President	President
2.	Chairman of the SCM	Ordinary management committee member
3.	Secretary	Secretary
4.	Treasurer	Treasurer
5.	Assistant Treasurer	Ordinary management committee member
6.	Registrar/Fixture Officer	Ordinary management committee member
7.	Assistant Registrar	Ordinary management committee member
8.	Minute Secretary	Ordinary management committee member
9.	SCM Councilors	Ordinary management committee members (with the maximum number on the management committee being increased as required by the above until the next annual general meeting when it will revert to 12)
10.	Any other member of the SCM	Vacant, but sub-committee chairs and members will continue as chairs and members of those sub-committees under the direction of the management committee

# Rules - Queensland Christian Soccer Association Incorporated

ABN 37 969 193 568

*Effective from: 22 September 2022*



- (3) The previous membership class of Playing Members, to which no voting rights attached, cease to exist, with those Memberships cancelled.
- (4) Existing by-laws will continue, until changed by the management committee in accordance with rule 42.
- (5) For the purposes of this transition rule, terms that are given meaning by the rules that existed immediately prior to the registration (old rules) of these new rules take their meaning from the old rules.
- (6) The Association will call a special general meeting of Association Members after registration as contemplated in rule 51(1) and prior to the next annual general meeting, for the purposes of electing a new management committee (as if that special general meeting were an annual general meeting for that purpose alone), and if it does so this will be in place of the transition management committee as contemplated in rule 51(2).