

# Dragons Abreast Brisbane Incorporated

IA55283



## CONSTITUTION

REGISTERED 19 AUGUST 2024

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## 1. Introductory provisions

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### 1.1. Definitions

1.1.1. In this constitution:

- a. **act** means the *Associations Incorporation Act 1981* as modified and amended from time to time and includes any regulations made under that Act and any exemption or modification to that Act applying to the association;
- b. **active life member** means a life member of the club, who is a current financial member of Dragon Boat Queensland, as a member of the club;
- c. **active paddler member** means a member who actively participates and regularly trains in the activity of dragon boat racing with the association;
- d. **association** means Dragons Abreast Brisbane Incorporated, the incorporated association to which this constitution applies;
- e. **breast cancer** means as a cancer of breast origin, as recognised by The Royal Australasian College of Physicians;
- f. **breast cancer survivor** means a person who has been diagnosed and/or treated for breast cancer or undergone prophylactic mastectomy because of a medically identified predisposition to develop breast cancer, as recognised by The Royal Australasian College of Physicians;
- g. **by lot** means making a determination or choice by lottery. For example, conducting a draw at random;
- h. **casual vacancy**, on the management committee, means a vacancy that occurs when a management committee member resigns, dies or otherwise stops holding office, or a vacancy that occurs if no candidate is elected to any vacant management committee position at a general meeting;
- i. **constitution** means rules as defined in the Act;
- j. **general meeting** means a meeting of the association's eligible voting members and includes all general meetings (annual general meetings, general meetings and special general meetings);
- k. **imprest system** means the management of funds in an account whereby a fixed balance is maintained by regular replenishments;
- l. **majority** means more than half of all members who are present, eligible to vote and voting at a management committee meeting or a general meeting;
- m. **member** means a person who has been duly accepted as such by the management committee in accordance with this constitution;
- n. **membership fee** means a fee payable to the association for the receipt of membership rights and privileges;

- o. **non-paddling member** means a member of the association who elects not to participate in the activity of dragon boat racing with the association;
  - p. **paddle** means to actively participate socially or compete in the sport of dragon boat racing;
  - q. **present** means:
    - i at a management committee meeting, see clause 7.1.5; or
    - ii at a general meeting, see clause 8.4.2;
  - r. **quorum** means the minimum number of eligible voting members who must be present at a management committee meeting or general meeting in order to constitute a valid meeting;
  - s. **relative**, of a person, means a spouse, parent, sibling, child, grandparent or grandchild of the person;
  - t. **remuneration**:
    - i includes salary, allowance and other entitlements; and
    - ii does not include reimbursement of out-of-pocket expenses;
  - u. **senior employee** means a person who:
    - i makes, or participates in making, decisions that affect the whole, or a substantial part of the activities of the association; or
    - ii has the capacity to affect significantly the association's financial standing.
  - v. **signed** means agreed in writing;
  - w. **special resolution** means a resolution that is passed at a general meeting by the votes of at least 75% of the members who are present, eligible to vote and voting;
  - x. **surplus assets** mean the assets after payment of the debts and liabilities remaining on a winding-up of the association and the costs, charges and expenses of the winding-up;
  - y. **written / in writing** means, unless the contrary intention appears, all forms of visible words, including printed, hard copy or electronic formats.
- 1.1.2. Words importing the singular include the plural where context requires or permits.

## 1.2. Name

- 1.2.1. The name of the association is Dragons Abreast Brisbane Incorporated.

### **1.3. Associations Incorporation Act 1981**

- 1.3.1. In this constitution, unless the context requires otherwise, an expression has, in a provision of this constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.
- 1.3.2. The provision at section 47(1) of the *Associations Incorporation Act 1981* does not apply, meaning that the model rules created under the Act are expressly displaced by this constitution.

### **1.4. Interpretation**

- 1.4.1. The management committee has authority to interpret the meaning of this constitution and any matter relating to the association on which the constitution is silent, but any interpretation must have regard to the Act.

## **2. Objects and powers**

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### **2.1. Objects**

- 2.1.1. The objects of the association are to:
  - a. continually align with the objects of Dragons Abreast Australia and Brisbane River Dragons;
  - b. raise awareness of breast cancer in the Australian community, primarily, but not exclusively, through the sport of dragon boat racing;
  - c. demonstrate that people can be active following a breast cancer diagnosis;
  - d. encourage the diversity, empowerment, personal safety and wellbeing of people who have lived with breast cancer or have a genetic predisposition to developing breast cancer (as recognised by The Royal Australasian College of Physicians);
  - e. harness the resources of the community to make a positive difference in the lives of people who have lived with breast cancer or have a genetic predisposition to developing breast cancer;
  - f. give a “face” to the breast cancer statistics by participating in regattas and other competitions as members of the association;
  - g. maintain links with other breast cancer dragon boat clubs and/or teams across Australia and internationally;
  - h. promote early detection of breast cancer and to always encourage the search for a cure for breast cancer;
  - i. foster, encourage and promote dragon boating;
  - j. abide by the rules regulating the conduct of dragon boating as determined by the respective governing bodies detailed in clause 2.1.1.k;

- k. affiliate with Dragon Boat Queensland (DBQ), Australian Dragon Boat Federation (AusDBF), International Dragon Boat Federation (IDBF), International Breast Cancer Paddlers Commission (IBCPC) and such other bodies as the association deems fit;
- l. foster a safe, fair and inclusive environment and encourage a sense of community spirit and positive social interaction amongst members and visitors;
- m. do such things as are incidental or conducive to the attainment of any or all of these objects.

## **2.2. Powers**

- 2.2.1. The association has the powers of an individual.
- 2.2.2. The association may, for example:
  - a. enter into contracts; and
  - b. acquire, hold, deal with and dispose of property; and
  - c. make charges for services and facilities it supplies; and
  - d. do other things necessary or convenient to be done in carrying out its affairs.
- 2.2.3. The association may issue secured and unsecured notes, debentures and debenture stock for the association.

## **3. Membership**

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### **3.1. Classes of membership**

- 3.1.1. Membership of the association consists of the following classes:
  - a. breast cancer survivor members:
    - i breast cancer survivor members must be at least 18 years of age, support the objects of the association and abide by the association's constitution, bylaws and policies;
    - ii breast cancer survivor members must be current members of Dragons Abreast Australia;
    - iii breast cancer survivor members must be breast cancer survivors as defined in clause 1.1.1.f;
    - iv breast cancer survivor members may be either paddling members or non-paddling members;
    - v breast cancer survivor members are entitled to vote at general meetings of the association;
    - vi breast cancer survivor members are eligible for election to the management committee;
    - vii sub-classes of breast cancer survivor membership, with definitions, may be outlined in the association's bylaws.

- b. supporter members:
  - i supporter members must be at least 18 years of age, support the objects of the association and abide by the association's constitution, bylaws and policies;
  - ii supporter members must be current members of Dragons Abreast Australia;
  - iii supporter members must be introduced to the association by a breast cancer survivor member of the association;
  - iv a breast cancer survivor member may introduce only one supporter member for membership to the association;
  - v the approval of additional supporter members per breast cancer survivor is subject to the approval of the association's management committee;
  - vi supporter members must maintain a "first link" to a breast cancer survivor member of the association;
  - vii a supporter member who does not have a 'first link' (for example, a life partner, a sibling, a parent and/or a child or close friend) to a breast cancer survivor member must demonstrate that they have a genuine interest in the wellness and recovery of breast cancer survivors;
  - viii supporter members may be either paddling members or non-paddling members;
  - ix supporter members are entitled to vote at general meetings of the association;
  - x subject to clause 5.1.3, supporter members are eligible for election to the management committee;
  - xi sub-classes of supporter membership, with definitions, may be outlined in the association's bylaws.
- c. life:
  - i life members must be at least 18 years of age, support the objects of the association and abide by the association's constitution, bylaws and policies;
  - ii at the time of conferring, life members must be current members of Dragons Abreast Australia;
  - iii life members may be either paddling members or non-paddling members;



- iv life membership is open to any person who has rendered extraordinary and meritorious service to the association for an extended period and who meets any additional criteria for life membership, which may be outlined in the association's bylaws;
  - v any member may nominate an eligible member for life membership;
  - vi nominations for life membership must be in writing, signed by the members making the recommendation and received by the secretary no less than 14 days prior to the next annual general meeting;
  - vii on the management committee's approval of the recommendation, the nominee will be proposed for election as a life member at the next annual general meeting;
  - viii life members must be elected by the passing of a resolution at a general meeting by the votes of at least 75% of the members who are present, eligible to vote and voting;
  - ix the number of life memberships awarded per annual general meeting is limited to two, unless approved by special resolution at a general meeting of the association;
  - x life members are entitled to vote at general meetings of the association;
  - xi active life members are eligible for election to the management committee.
- d. honorary members:
- i honorary members must be at least 18 years of age, support the objects of the association and abide by the association's constitution, bylaws and policies;
  - ii honorary members must be non-paddling members;
  - iii honorary members are not entitled to vote at general meetings of the association;
  - iv honorary members are not eligible for election to the management committee;
  - v any member may raise a recommendation to the management committee for an individual to be nominated as an honorary member;
  - vi on the management committee's approval of the recommendation, the nominee will be proposed for election as a life member at a general meeting;
  - vii honorary members must be elected by the passing of a resolution at a general meeting by the votes of more than 50% of the members who are present, eligible to vote and voting;

viii sub-classes of honorary membership, with definitions, may be outlined in the association's bylaws.

- 3.1.2. The number of breast cancer survivor members and honorary members is unlimited.
- 3.1.3. The number of supporter members may be limited by the management committee.
- 3.1.4. A right, privilege or obligation which a person has by reason of being a member of the association is not capable of being transferred or transmitted from one person to another person.
- 3.1.5. Notwithstanding the membership rights and privileges listed in clause 3.1.1, any person who is a current employee of the association shall not be entitled to vote at any general meeting or management committee meeting and shall not be eligible to hold office as a management committee member.

### **3.2. Fees and levies**

- 3.2.1. Life members are not required to pay membership fees to the association or membership fees payable to DAA.
- 3.2.2. Life members are responsible for paying all other costs associated with their membership.
- 3.2.3. Honorary members are not required to pay fees to the association.
- 3.2.4. The membership fee for each class of membership, other than honorary and life membership, is:
  - a. the amount decided by the management committee; and
  - b. payable when, and in the way, the management committee decides.
- 3.2.5. The management committee may waive or discount the membership fee payable by any member.
- 3.2.6. A member who has any membership fee, other fee or levy in arrears for a period of two months may have their membership immediately terminated or suspended.
- 3.2.7. A member who has their membership terminated or suspended under clause 3.2.6 continues to be liable to pay any unpaid membership fee, other fee or levy.
- 3.2.8. All classes of members are responsible for all other fees and associated costs, including but not limited to:
  - a. membership fees to their chosen paddle club;
  - b. all applicable insurance fees;
  - c. any costs to participate in regattas or competitions;
  - d. all costs associated with purchasing required uniforms and equipment;

- e. any travelling expenses to attend sanctioned events;
- f. other expenses required of members of the association.

### **3.3. Application for membership**

- 3.3.1. An application for membership must be:
  - a. in writing; and
  - b. in the form decided by the management committee; and
  - c. accompanied by any other documents or evidence of qualification for membership, as determined by the management committee from time to time.

### **3.4. Admission and rejection of new members**

- 3.4.1. The management committee must consider an application for membership at the next management committee meeting held after it receives:
  - a. the application for membership; and
  - b. the appropriate membership fee for the application.
- 3.4.2. The management committee must ensure that, as soon as practicable after the person applies to become a member of the association, and before the management committee considers the person's 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.
- 3.4.3. The management committee must decide at the meeting whether to accept or reject the application.
- 3.4.4. If a majority of the management committee members present and voting at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member in the class of membership applied for.
- 3.4.5. If the management committee decides to reject an application, the secretary must, as soon as practicable, give the applicant notice of the decision in a manner determined by the management committee, provide clear reasoning for the rejection and refund any membership fee paid by the person.
- 3.4.6. An applicant whose application for membership has been rejected has no right of appeal against their rejection under this clause.

### **3.5. Membership renewal and re-joining**

- 3.5.1. Existing members, other than life members, will be invited to renew their annual membership each year, in accordance with the timeframes and procedures set down by the management committee from time to time.

- 3.5.2. A member who has resigned from the association or otherwise forfeited their membership and later desires to re-join may be subject to the same process of admission to membership as any new member who has not previously been a member of the association.
- 3.5.3. If the management committee decides to reject a member's application to renew their membership, the secretary must, as soon as practicable, give the applicant notice of the decision in a manner determined by the management committee.
- 3.5.4. An existing member whose application for membership renewal has been rejected has the right of appeal against their rejection in accordance with clause 4.3.

### **3.6. Register of members**

- 3.6.1. The management committee must keep a register of members of the association.
- 3.6.2. The register must include the following particulars for each member:
  - a. the full name of the member;
  - b. contact details of the member;
  - c. any other particulars the management committee or the members at a general meeting decide.
- 3.6.3. The register of members is open for inspection only by the secretary, the management committee and any other person approved by the management committee, as required by current legislation.

### **3.7. Prohibition on use of information on register of members**

- 3.7.1. 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.

## **4. Resignation, discipline, appeals and grievances**

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### **4.1. Resignation of a member**

- 4.1.1. A member may resign from the association by giving a written notice of resignation to the secretary.
- 4.1.2. 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.

### **4.2. Discipline**

- 4.2.1. The management committee may take action to suspend or terminate a member's membership if it is determined that the member has:
  - a. been convicted of an indictable offence; or
  - b. breached, failed, refused or neglected to comply with a provision of this constitution, the association's bylaws or any resolution or determination of the management committee or any duly authorised subcommittee; or
  - c. acted in a manner injurious or prejudicial to the character and interests of the association; or
  - d. brought themselves, the association, any other member or the sport into disrepute.
- 4.2.2. If the management committee proposes to suspend or terminate a member's membership, the secretary must, within seven days after the decision, give the member written notice:
  - a. setting out the proposed suspension or termination of membership by the management committee and the grounds on which it is based;
  - b. stating that the member may address the management committee at a meeting to be held not earlier than seven days and not later than 28 days after the service of the notice;
  - c. stating that the member may bring a support person to that meeting;
  - d. stating the date, place, and time of that meeting;
  - e. informing the member that the member may do either or both of the following:
    - i attend and speak at that meeting;
    - ii submit to the management committee at or before the date of that meeting written representations relating to the decision.
  - f. setting out the member's appeal rights.

- 4.2.3. Before the management committee terminates or suspends a member's membership, the management committee must:
  - a. give the member a full and fair opportunity to make oral representations at a meeting as mentioned in clause 4.2.2.b;
  - b. give due consideration to any written representations submitted to the management committee by the member at or before the meeting mentioned in clause 4.2.2.b.
- 4.2.4. If, after considering all representations made by the member, the management committee decides by resolution to suspend or terminate the membership, the secretary must, within seven days of the meeting mentioned in clause 4.2.2.b, give the member a written notice of the decision.
- 4.2.5. Nothing in this constitution shall prevent the management committee from immediately suspending a member's right to participate in association activities in circumstances considered by the management committee to warrant such immediate action, pending the process outlined in clauses 4.2.2 - 4.2.4.

### **4.3. Appeal against rejection, suspension or termination of membership**

- 4.3.1. A person whose membership has been terminated or suspended, or whose application to renew their membership has been rejected, may give the secretary written notice of their intention to appeal against the decision.
- 4.3.2. A notice of intention to appeal must be received by the secretary within seven days after the member receives written notice of the decision.
- 4.3.3. Within seven days of the secretary receiving a notice of intention to appeal, the management committee shall appoint an appeals panel comprising at least three people, other than management committee members, which may include an individual who would act as chairperson of the appeals panel.

### **4.4. Appeals panel to decide appeal**

- 4.4.1. The appeals panel must hold an appeal meeting within 28 days after the secretary receives the notice of intention to appeal.
- 4.4.2. At the appeal meeting, the appellant must be given a full and fair opportunity to show why the membership should not be terminated or suspended, or why their application to renew their membership should not be rejected.
- 4.4.3. Also, the management committee must be given a full and fair opportunity to show why the membership should be terminated or suspended, or why the application to renew membership should be rejected.

- 4.4.4. An appeal must be decided by a majority vote of the members of the appeals panel.
- 4.4.5. Where a decision of the management committee to suspend or terminate a member's membership is set aside by the appeals panel, the membership shall be reinstated to the member's former level of membership without payment of any further fee.
- 4.4.6. Where a decision of the management committee to reject a member's application to renew their membership is set aside by the appeals panel, the membership renewal shall be granted subject to the payment of any fees due.

#### **4.5. Grievance procedure**

- 4.5.1. This grievance procedure applies to disputes between:
  - a. a member and another member;
  - b. a member and the management committee;
  - c. a member and the association.
- 4.5.2. The parties to a dispute shall attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.
- 4.5.3. If the parties to a dispute are unable to resolve the dispute between themselves within 14 days, the parties shall within a further ten days:
  - a. notify the management committee of the dispute; and
  - b. agree to or request the appointment of a mediator; and
  - c. attempt in good faith to settle the dispute by mediation.
- 4.5.4. The mediator may be:
  - a. a person or external agency chosen by agreement between the parties; or
  - b. in the absence of agreement:
    - i. if the dispute is between a member and another member, a person appointed by the management committee; or
    - ii. if the dispute is between a member and the management committee or the association, a suitable external agency.
- 4.5.5. A mediator may be a member or former member of the association or another person but in any case, must not be a person who:
  - a. has a personal interest in the dispute; or
  - b. is biased against, or in favour of, any party.
- 4.5.6. The mediator to the dispute, in conducting the mediation, must ensure that natural justice is afforded to the parties throughout the mediation process.

- 4.5.7. If the mediation process does not resolve the dispute, the management committee may take whatever steps it considers appropriate in the best interests of the association and the members concerned.
- 4.5.8. A member may appoint another person to act on their behalf during a grievance procedure.
- 4.5.9. This procedure does not apply to any appeal by a member against a decision made in accordance with the disciplinary procedure outlined in clause 4.2.
- 4.5.10. A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.
- 4.5.11. If a member has initiated a grievance procedure in relation to a dispute between the member and the management committee or the association, the association must not take disciplinary action against any of the following people in relation to the matter which is the subject of the grievance procedure until the grievance procedure has been completed:
  - a. the member who initiated the grievance procedure; or
  - b. a person appointed to act on behalf of the member who initiated the grievance procedure under clause 4.5.8.
- 4.5.12. The management committee may prescribe additional grievance procedures, which are consistent with this constitution, in the association's bylaws.

## **5. The management committee, subcommittees and delegation**

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### **5.1. Membership of management committee**

- 5.1.1. The management committee must have at least four members, including:
  - a. president;
  - b. vice-president/coordinator;
  - c. secretary;
  - d. treasurer; and
  - e. up to four other members elected to the management committee.
- 5.1.2. Subject to clause 5.1.1, the management committee shall determine annually the number of other members to be elected at a general meeting.



- 5.1.3. In accordance with the terms and conditions of group membership to DAA:
- a. both the president and vice-president/coordinator of the association must be breast cancer survivors; and
  - b. the majority of positions on the management committee of the association must be filled by breast cancer survivor members.
- 5.1.4. Where no suitably qualified breast cancer survivors are available for election in accordance with clause 5.1.3, a casual vacancy is deemed to have occurred in those unfilled positions.
- 5.1.5. A management committee member must be a member of the association.

## **5.2. Terms of office**

- 5.2.1. Subject to clause 5.2.2, the term of office for management committee members is one year.
- 5.2.2. At each annual general meeting of the association, management committee members must retire from office, but are eligible, on nomination, for re-election.
- 5.2.3. There is no maximum number of consecutive terms for which a management committee member may hold office.

## **5.3. Functions and duties of management committee**

- 5.3.1. The management committee must take all reasonable steps to ensure that the association complies with its obligations under the Act and this constitution.
- 5.3.2. Subject to this constitution, the management committee has the general control and management of the administration of the affairs, property and funds of the association.
- 5.3.3. The management committee may exercise all the powers of the association except any powers that the Act or this constitution requires the association to exercise at a general meeting.
- 5.3.4. The management committee has the power to enforce the observance of all clauses in this constitution and any bylaws made by the management committee.
- 5.3.5. A management committee member must exercise their powers and discharge their duties in good faith, in the best interests of the association for proper purpose and with a degree of care and diligence that a reasonable person would exercise in the circumstances.

- 5.3.6. A management committee member must not improperly use their position, or information obtained as a management committee member, to:
  - a. gain a benefit or material advantage; or
  - b. cause detriment to the association.
- 5.3.7. Management committee members have a duty to prevent insolvent trading.

#### **5.4. Delegation**

- 5.4.1. The management committee may delegate any of its powers and authorities, duties and functions to any person or to any subcommittee except:
  - a. the power to delegate; or
  - b. a function that is a duty imposed on the management committee by the Act or by any other law.
- 5.4.2. Despite any delegation under this clause, the management committee may continue to exercise all its functions, including any function that has been delegated and remains accountable for the exercise of those functions at all times.

#### **5.5. Appointment of subcommittees**

- 5.5.1. The management committee may create and dissolve any subcommittees considered appropriate by the management committee to help with the conduct of the association's operations.
- 5.5.2. Subcommittees shall have such membership, powers and duties as the management committee shall confer on them, or which the management committee shall delegate to them.
- 5.5.3. A subcommittee may meet and adjourn as it considers appropriate, or as requested by the management committee.
- 5.5.4. A question arising at a subcommittee meeting is to be decided by a majority vote of subcommittee members present and voting at the meeting and, if the votes are equal, the question is decided so as to maintain the status quo.
- 5.5.5. A subcommittee may elect a chairperson of its meetings.
- 5.5.6. If a chairperson is not elected or if the chairperson is not present within 15 minutes after the time fixed for a subcommittee meeting, the subcommittee members may choose one of their number to preside as chairperson at the meeting.
- 5.5.7. A member of a subcommittee who is not a management committee member is not entitled to vote at a management committee meeting.

- 5.5.8. Subject to the management committee's absolute control and supervision, each subcommittee of the association may manage its own affairs but must make regular reports to the management committee (or otherwise as the management committee may require from time to time). Each subcommittee must promptly and regularly produce its minutes and records for inspection by or on behalf of the management committee.
- 5.5.9. A subcommittee of the association must in the exercise of those powers delegated to it, conform to any regulation or restriction that the management committee may impose upon it from time to time.
- 5.5.10. The president may by virtue of their office be an ex-officio member of any subcommittee.

## **5.6. Acts not affected by defects or disqualifications**

- 5.6.1. An act performed by the management committee, a subcommittee or a person acting under the direction of the management committee is taken to have been validly performed.
- 5.6.2. Clause 5.6.1 applies even if the act was performed when:
  - a. there was a defect, informality or irregularity in the appointment of a management committee member, subcommittee member or person acting under the direction of the management committee; or
  - b. there was an irregularity in the convening or conduct of any management committee meeting, subcommittee meeting or general meeting that was not discovered until after the conclusion of that meeting; or
  - c. a management committee member, subcommittee member or person acting under the direction of the management committee was disqualified from being a member.

## 6. Election, appointment and vacancies on management committee

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### 6.1. Electing the management committee

- 6.1.1. A management committee member may only be elected as follows:
- a. the secretary calls for nominations for management committee positions with sufficient notice before the general meeting at which the election is to be held;
  - b. any two members of the association, who are eligible to vote at general meetings, may nominate another eligible member (the ***candidate***) to serve as a management committee member;
  - c. nominations must be:
    - i in writing; and
    - ii signed by the candidate and the members who nominated them; and
    - iii received by the secretary at least 14 days before the general meeting at which the election is to be held.
  - d. a list of the candidates' names in alphabetical order, with the names of the members who nominated each candidate, must be open for inspection by members of the association for at least seven days immediately preceding the general meeting;
  - e. if required by the management committee, balloting lists must be prepared containing the names of the candidates in order determined by lot;
  - f. each member present and entitled to vote at the general meeting may vote for one candidate for each vacant position on the management committee. Any equality in voting is decided as follows:
    - i if there are two candidates for a vacant management committee position and both candidates receive an equal number of votes, voting is determined by lot;
    - ii if there are three or more candidates for a vacant management committee position and two or more candidates receive an equal highest number of votes, a second vote is conducted between only those candidates who received the equal highest number of votes. In the event that following the second vote, two or more candidates receive an equal highest number of votes, voting is determined by lot.
  - g. if there is only one candidate for a vacant management committee position, the candidate is declared elected if approved by a majority of members present, entitled to vote and voting. If the candidate is not approved, nominations for the position may be taken from the floor of the meeting and an election may be held in accordance with clause 6.1.1.f;

- h. if, at the start of the general meeting, there are no candidates nominated for any vacant management committee position, nominations for that position may be taken from the floor of the meeting and an election may be held in accordance with clause 6.1.1.f;
      - i. if no candidate is elected to any vacant management committee position, a casual vacancy is deemed to have occurred in that position.
- 6.1.2. A person is eligible for election or appointment to the management committee only if the person:
  - a. is an adult; and
  - b. is eligible to be elected as a management committee member under the Act; and
  - c. has paid all membership fees owed to DAA and the association; and
  - d. holds a current blue card or exemption card or agrees to obtain one immediately upon being elected to the management committee, if required to by the *Working with Children (Risk Management and Screening) Act 2000*.
- 6.1.3. The management committee must ensure that, before a candidate is elected as a management committee member, 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.

## **6.2. Resignation, removal or vacation of office of management committee member**

- 6.2.1. A management committee member may resign from the management committee by giving written notice of resignation to the secretary.
- 6.2.2. 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.
- 6.2.3. A management committee member may be removed from office at a general meeting of the association if a majority of the members present, entitled to vote and voting at the meeting vote in favour of removing the member.
- 6.2.4. Before a vote is taken about removing the member from office, the member must be given a full and fair opportunity to show why they should not be removed from office.
- 6.2.5. Also, members present must be given a full and fair opportunity to show why the management committee member should be removed from office.

- 6.2.6. A management committee member shall vacate office if that person:
- a. dies; or
  - b. becomes disqualified from being a management committee member under the Act; or
  - c. is determined by the Queensland Civil and Administrative Tribunal or the Supreme Court of Queensland to have impaired capacity, as defined by the *Powers of Attorney Act 1998* or the *Guardian and Administration Act 2000*; or
  - d. is convicted of an indictable offence or is made bankrupt, as prescribed by the Act; or
  - e. fails to disclose the nature of any material personal interest in a matter that relates to the affairs of the association; or
  - f. is absent from three consecutive management committee meetings without approval of the management committee; or
  - g. becomes an employee of the association; or
  - h. does not agree to undergo a criminal history check or is disqualified as a result of such a check, if the management committee requests the member to undergo a criminal history check.
  - i. if the person is required to undergo a *Working with Children (Risk Management and Screening) Act 2000* check and:
    - i is not eligible to undergo the check; or
    - ii does not agree to undergo the check; or
    - iii is disqualified as a result of the check; or
  - j. does not otherwise comply with the requirements of this constitution.
- 6.2.7. A management committee member has no right of appeal against their removal from office under this clause.
- 6.2.8. Any management committee member who has their membership of the association terminated or suspended may not return to the office vacated by them for the remainder of the term for that position.
- 6.2.9. Clause 6.2.8 does not apply in the case of any decision of the management committee to suspend or terminate a member's membership, which is subsequently set aside by an appeals panel.

### **6.3. Vacancies on management committee**

- 6.3.1. If a casual vacancy occurs on the management committee, the continuing members of the management committee may appoint another member of the association to fill the vacancy until the next annual general meeting.
- 6.3.2. With the exception of the positions of president and treasurer, the continuing members of the management committee may act despite a casual vacancy on the management committee.

- 6.3.3. If the number of management committee members is less than the number fixed under clause 7.4.1 as a quorum of the management committee, the continuing members of the management committee 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.
- 6.3.4. If a casual vacancy occurs in the position of president or treasurer, the continuing members of the management committee may act only to:
  - a. appoint another member of the association to fill the casual vacancy; or
  - b. call a general meeting of the association.

## **7. Meetings of the management committee**

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### **7.1. Management committee meetings**

- 7.1.1. Subject to this clause, the management committee may meet and conduct its proceedings, as it considers appropriate, provided that the management committee must meet at least once every four months to exercise its functions.
- 7.1.2. The management committee must decide how a meeting is to be called.
- 7.1.3. Notice of a meeting is to be given in the way decided by the management committee.
- 7.1.4. 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 member to take part in discussions as they happen.
- 7.1.5. A management committee member who participates in the meeting as mentioned in clause 7.1.4 is taken to be present at the meeting.
- 7.1.6. Each management committee member present is entitled to one vote only.
- 7.1.7. A question arising at a management committee meeting is to be decided by a majority vote of management committee members present and voting at the meeting and, if the votes are equal, the question is decided so as to maintain the status quo.
- 7.1.8. The president is to preside as chairperson at a management committee meeting.
- 7.1.9. If there is no president or if the president is not present within 30 minutes after the time fixed for a management committee meeting, the members may choose one of their number to preside as chairperson at the meeting.

## **7.2. Special meeting of management committee**

- 7.2.1. 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 management committee by giving each management committee member notice of the meeting within 14 days after the secretary receives the request.
- 7.2.2. If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.
- 7.2.3. 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.
- 7.2.4. 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.
- 7.2.5. Only the business listed on the notice of a special meeting of the management committee may be conducted at a special meeting of the management committee.
- 7.2.6. 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.

## **7.3. Minutes of management committee meetings**

- 7.3.1. 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, which may be in electronic format.
- 7.3.2. 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.
- 7.3.3. Minutes of management committee meetings are available for inspection only by the secretary, the management committee and any other person approved by the management committee.

## **7.4. Quorum for, and adjournment of, management committee meeting**

- 7.4.1. At a management committee meeting, more than 50% of the members elected to the management committee as at the close of the last general meeting form a quorum.
- 7.4.2. If there is no quorum within 30 minutes after the time fixed for a special meeting of the management committee called upon the request of members under clause 7.2.1, the meeting lapses.



- 7.4.3. If there is no quorum within 30 minutes after the time fixed for a management committee meeting called other than upon the request of members under clause 7.2.1:
  - a. the meeting is to be adjourned for at least one day; and
  - b. the members of the management committee who are present are to decide the day, time and place of the adjourned meeting.
- 7.4.4. If, at an adjourned meeting mentioned in clause 7.4.3, there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

## **7.5. Resolutions of management committee without meeting**

- 7.5.1. A written resolution agreed in writing by a majority of the management committee members entitled to vote on the resolution is as valid and effectual as if it had been passed at a management committee meeting that was properly called and held, provided that every management committee member has been given an opportunity to read and vote on the resolution.
- 7.5.2. Such a resolution may be validly transmitted and agreed in writing electronically.
- 7.5.3. A resolution mentioned in clause 7.5.1 may consist of several documents in like form, each agreed in writing by one or more members of the management committee.

## **7.6. Material personal interests**

- 7.6.1. The secretary shall cause to be kept and updated from time to time a register of declared personal interests of management committee members.
- 7.6.2. A management committee member who has a material personal interest in a matter being considered at a management committee meeting must:
  - a. as soon as the member becomes aware of the interest, disclose the nature and extent of the interest to the management committee;
  - b. not be present while the matter is being considered at the management committee meeting;
  - c. not vote on the matter; and
  - d. disclose the nature and extent of the interest at the next general meeting of the association.
- 7.6.3. The interest must be recorded in the minutes of the management committee meeting at which the disclosure is made and also in the register of declared interests of management committee members.

- 7.6.4. Clause 7.6.2 does not apply to a material personal interest:
- a. that exists only because the member belongs to a class of person for whose benefit the association is established; or
  - b. that the member has in common with all, or a substantial proportion of, the members of the association.
- 7.6.5. Clause 7.6.2 does not apply if the management committee, other than the members who have a material personal interest in the matter, decide the member who has a material personal interest in the matter may:
- a. be present while the matter is being considered at the meeting; or
  - b. vote on the matter.
- 7.6.6. If the management committee decides under clause 7.6.5 that a management committee member who has a material personal interest in a matter may be present at a meeting while the matter is being considered, or may vote on the matter, the management committee must ensure that:
- a. the decision is recorded in the minutes of the management committee meeting and disclosed at the next general meeting of the association; and
  - b. details of the decision are given to a member of the association, if requested by the member.

## **8. Meetings of members**

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### **8.1. Annual general meetings**

- 8.1.1. The association's annual general meeting must be held within six months after the end date of the association's reportable financial year.
- 8.1.2. Subject to the Act, the following business must be conducted at each annual general meeting of the association:
- a. electing members of the management committee;
  - b. presentation of the details of any remuneration paid or other benefits given for the financial year to management committee members and any of their relatives; and to senior employees of the association and any of their relatives, as prescribed by the Act;
  - c. in accordance with clause 7.6, disclosure of the nature and extent of material personal interests of management committee members, if applicable;
  - d. receiving and adopting the association's financial statement for the last reportable financial year;

- e. if, in accordance with the Act, an auditor, accountant or approved person is required to audit the association's financial statement:
  - i receiving and adopting the audit report for the last reportable financial year; and
  - ii appointing an auditor, accountant or approved person for the present financial year.
- f. if, in accordance with the Act, an auditor, accountant or approved person is required to prepare a signed statement relating to the association's financial statement:
  - i receiving and adopting the signed statement for the last reportable financial year; and
  - ii appointing an auditor, accountant or approved person for the present financial year.
- g. if, in accordance with the Act, the president or treasurer is required to prepare a signed statement relating to the association's financial statement:
  - i receiving and adopting the signed statement for the last reportable financial year.

## **8.2. General meetings**

- 8.2.1. The secretary must call a general meeting by giving each member of the association written 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 at least the number of eligible voting members equal to double the number of management committee members when the request is signed plus one.
- 8.2.2. A request mentioned in clause 8.2.1.b must state any proposed resolution to be considered at the general meeting.
- 8.2.3. A general meeting must be held within 28 days after the secretary is directed or requested to call the meeting as mentioned in clause 8.2.1.
- 8.2.4. Written notice of a general meeting must be provided to each member of the association at least 14 days before the date of the general meeting.
- 8.2.5. A notice of a general meeting must state the business to be conducted at the meeting and must specify the date, time and place for the meeting.
- 8.2.6. If the secretary is unable or unwilling to call a general meeting, the president must call the meeting.
- 8.2.7. If the secretary or president do not within 28 days from the date of receipt of the request mentioned in clause 8.2.1.b duly proceed to call the meeting, the members who made the initial request (or any of them) may themselves call and arrange to hold the meeting.

- 8.2.8. Any meeting called by the members under clause 8.2.7 must be called in the same manner as that in which meetings are called by the management committee, and must be held not later than three months from the date of receipt of the request mentioned in clause 8.2.1.b.
- 8.2.9. All reasonable expenses of convening and conducting such a meeting shall be borne by the association.

### **8.3. Quorum for, and adjournment of, general meeting**

- 8.3.1. The quorum for any general meeting is at least the number of members equal to the number of members on the management committee plus one.
- 8.3.2. No business may be conducted at a general meeting unless there is a quorum of members.
- 8.3.3. If there is no quorum within 30 minutes after the time fixed for a general meeting called upon the request of members of the association under clause 8.2.1.b, the meeting lapses.
- 8.3.4. If there is no quorum within 30 minutes after the time fixed for a general meeting called other than upon the request of members of the association under clause 8.2.1.b:
  - a. the meeting is to be adjourned for at least seven days; and
  - b. the management committee is to decide the day, time and place of the adjourned meeting.
- 8.3.5. If at the adjourned meeting under clause 8.3.4 a quorum is not present within 30 minutes from the appointed time for the meeting, the members who are present and entitled to vote will be deemed to be the quorum and may transact the business for which the meeting was called.
- 8.3.6. 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.
- 8.3.7. No business will be transacted at any adjourned general meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 8.3.8. A resolution passed at any adjourned meeting will for all purposes be treated as having been passed on the date when it was in fact passed and will not be deemed to have been passed on any earlier date.
- 8.3.9. When a meeting is adjourned, a new notice of the adjourned meeting is required only if the meeting is adjourned for 14 days or more.

### **8.4. Procedure at general meeting**

- 8.4.1. An eligible voting member may take part and vote in a general meeting in person, by proxy or by using any technology that reasonably allows the member to take part in discussions as they happen.

- 8.4.2. A member who participates in a meeting as mentioned in clause 8.4.1 is taken to be present at the meeting.
- 8.4.3. 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 30 minutes after the time fixed for the meeting or is unwilling to act, the members present may choose another management committee member to be chairperson of the meeting; and
  - c. if there is no management committee member present the members may choose one of their number to preside as chairperson at the meeting; and
  - d. the chairperson must conduct the meeting in a proper and orderly way.

## **8.5. Voting at general meeting**

- 8.5.1. At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority vote of members who are present, eligible to vote and voting.
- 8.5.2. Each member present and eligible to vote is entitled to one vote only and, if the votes are equal, the question is decided so as to maintain the status quo.
- 8.5.3. A member is not entitled to vote at a general meeting if the member has any membership fee, other fee or levy in arrears at the date of the meeting.
- 8.5.4. A challenge to a member's right to vote at a general meeting:
  - a. may only be made at the meeting; and
  - b. must be determined by the chairperson, whose decision is final.
- 8.5.5. The method of voting is to be decided by the management committee.
- 8.5.6. However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- 8.5.7. If a secret ballot is held, the chairperson must appoint two members to conduct the secret ballot in the way the chairperson decides.
- 8.5.8. The result of a vote as declared by the chairperson is taken to be a resolution of the meeting at which the vote was held. Neither the chairperson nor the minutes need to state the number or proportion of the votes recorded in favour or against.
- 8.5.9. Before any vote is taken the chairperson must inform the meeting whether any proxy votes have been received and the manner in which proxy votes are to be cast.

## 8.6. Proxies

- 8.6.1. Any member who is entitled to vote at general meetings may appoint another member, who is also entitled to vote at general meetings, as the member's proxy to attend and vote on behalf of the member at a general meeting.
- 8.6.2. The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- 8.6.3. No member may hold more than one proxy at a general meeting.
- 8.6.4. Each instrument appointing a proxy must be received by the secretary at least 24 hours before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- 8.6.5. An instrument appointing a proxy must be in writing and be in the following or similar form:

Dragons Abreast Brisbane Incorporated:

I, \_\_\_\_\_ of, \_\_\_\_\_ being  
a member of the association, appoint \_\_\_\_\_ of \_\_\_\_\_  
as my proxy to vote for me on my behalf at the (annual) 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 \_\_\_\_\_

- 8.6.6. The instrument appointing a proxy must be signed by the appointor.
- 8.6.7. Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.
- 8.6.8. If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in writing and be in the following or similar form:

Dragons Abreast Brisbane Incorporated:

I, \_\_\_\_\_ of, \_\_\_\_\_ being  
a member of the association, appoint \_\_\_\_\_ of \_\_\_\_\_  
as my proxy to vote for me on my behalf at the (annual) 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*]

- 8.6.9. Unless the secretary has received written notice of the matter before the start or resumption of the meeting at which a proxy votes, a vote cast by the proxy will be valid even if, before the proxy votes, the appointing member:
- a. dies; or
  - b. is determined by the Queensland Civil and Administrative Tribunal or the Supreme Court of Queensland to have impaired capacity, as defined by the Powers of Attorney Act 1998 or the Guardian and Administration Act 2000; or
  - c. revokes the proxy's appointment.

## **8.7. Minutes of general meetings**

- 8.7.1. 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, which may be in electronic format.
- 8.7.2. To ensure the accuracy of the minutes:
- a. 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; and
  - b. the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy.
- 8.7.3. If asked by a member of the association, the secretary must, within 28 days after the request is made:
- a. make the minutes for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
  - b. give the member a copy of the minutes of the meeting.
- 8.7.4. The association may require the member to pay the reasonable costs of providing copies of the minutes.

## **9. Secretary**

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### **9.1. Appointment or election of secretary**

- 9.1.1. The secretary must be an adult residing in Queensland, or in another state but not more than 65km from the Queensland border, who is:
  - a. an eligible member of the association elected as secretary by the members at a general meeting; or
  - b. any of the following people appointed by the management committee as secretary:
    - i a member of the association's management committee;
    - ii another member of the association;
    - iii another person.
- 9.1.2. If a vacancy occurs in the office of secretary, the members of the management committee must ensure a secretary is appointed or elected within one month after the vacancy occurs.
- 9.1.3. If the management committee appoints a person mentioned in clause 9.1.1.b.ii as secretary, other than to fill a casual vacancy on the management committee, the person does not become a management committee member and is ineligible to vote at management committee meetings.
- 9.1.4. However, if the management committee appoints a person mentioned in clause 9.1.1.b.ii as secretary to fill a casual vacancy on the management committee, the person becomes a management committee member and is eligible to vote at management committee meetings.
- 9.1.5. If the management committee appoints a person mentioned in clause 9.1.1.b.iii as secretary, the person does not become a management committee member and is ineligible to vote at management committee meetings.
- 9.1.6. In accordance with clause 3.1.5, a person who has been elected or appointed as secretary and is also a current employee of the association does not become a management committee member and is not eligible to vote at management committee meetings.

### **9.2. Removal of secretary**

- 9.2.1. A secretary who has been appointed by the management committee may at any time be removed by the management committee.
- 9.2.2. If the management committee removes a secretary who is a person mentioned in clause 9.1.1.b.i, the person remains a management committee member.
- 9.2.3. If the management committee removes a secretary who is a person mentioned in clause 9.1.1.b.ii and who has been appointed to a casual vacancy on the management committee under clause 9.1.4, the person does not remain a management committee member.



### **9.3. Functions of secretary**

- 9.3.1. The secretary's functions include, without limitation:
- 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.

## **10. Finance**

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### **10.1. Funds and accounts**

- 10.1.1. The funds of the association must be kept in one or more accounts in the name of the association in a financial institution decided by the management committee.
- 10.1.2. Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
- 10.1.3. All amounts must be deposited in a financial institution account as soon as practicable after receipt.
- 10.1.4. A payment by the association of \$100 or more must be made by cheque or electronic funds transfer, which may include a credit or debit card payment.
- 10.1.5. Any cheque or electronic funds transfer must be signed or approved by any two of the following:
- a. the president;
  - b. the secretary;
  - c. the treasurer;
  - d. any other person who has been authorised by the management committee to sign cheques issued or approve electronic funds transfers by the association.
- 10.1.6. Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- 10.1.7. A petty cash account and credit or debit card accounts may be kept on the imprest system, and the management committee must decide the amount of funds to be kept in any such accounts.
- 10.1.8. All expenditure must be approved or ratified at a management committee meeting.

## **10.2. Annual financial statement**

10.2.1. 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.

## **10.3. General financial matters**

10.3.1. The income and property of the association must be applied solely towards the promotion of the objects of the association as set out in this constitution and no portion thereof is to be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or among the members of the association, provided that nothing herein prevents the payment in good faith of:

- a. remuneration of any person in return for services actually rendered to the association; or
- b. repayment for out-of-pocket expenses incurred on behalf of the association; or
- c. payment for sale or hire of goods or payment of rent for premises let to the association; or
- d. interest to any member in respect of money advanced by that member to the association or otherwise owing by the association to the member, provided that the rate of interest is not more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by:
  - i the financial institution of the association; or
  - ii if there is more than one financial institution of the association, the financial institution nominated by the management committee.

## **10.4. Financial year**

10.4.1. The association's financial year will end on 30 June each year.

## **11. Documents and legal**

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### **11.1. Documents**

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

### **11.2. Notices**

11.2.1. A written notice may be given by the association to any member either personally, electronically or by sending it by post to the member's last address notified in writing to the association.

11.2.2. Any notice period referred to in this constitution shall include the day on which a notice is given.

11.2.3. Where a notice is sent by post:

- a. service of the notice is effected by properly addressing, pre-paying and posting a letter or packet containing the notice; and
- b. unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

### **11.3. Common seal and execution of documents**

11.3.1. Subject to the Act, the association may have a common seal.

11.3.2. If the association has a common seal, the seal must be:

- a. kept securely by the management committee; and
- b. used only under the authority of the management committee.

11.3.3. Each instrument to which the seal is attached must be signed by a management committee member and countersigned by:

- a. the secretary;
- b. another management committee member; or
- c. someone authorised by the management committee.

11.3.4. If the association executes a document without using a common seal, the document must be signed by a management committee member and countersigned by:

- a. the secretary;
- b. another management committee member; or
- c. someone authorised by the management committee.

### **11.4. Alteration of constitution**

11.4.1. Subject to the Act, this constitution may be amended, repealed or added to by a special resolution carried at a general meeting.

11.4.2. However, an amendment, repeal or addition is valid only if it is registered by the chief executive of the relevant government department from time to time having responsibility for supervision of the provisions of the Act.

### **11.5. Bylaws**

11.5.1. The management committee may make, amend or repeal bylaws, consistent with this constitution, for the internal management of the association.

11.5.2. A bylaw may be set aside by a majority vote of members at a general meeting of the association.

## **11.6. Indemnity**

- 11.6.1. The association shall indemnify its secretary, management committee members, employees and members against all damages and losses (including legal costs) for which any such person may become liable to any third party in consequence of any act or omission done in good faith for the purpose of exercising the association's functions under the Act.
- 11.6.2. Indemnity under clause 11.6.1 shall not apply to any loss or damage resulting from the wilful misconduct of the person.

## **11.7. Insurance**

- 11.7.1. The association may pay, whether directly or through an interposed entity, a premium for a contract insuring a secretary, management committee member or employee against liability that the person incurs as an officer of the association including a liability for legal costs.

## **12. Winding up**

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### **12.1. Distribution of surplus assets**

- 12.1.1. This clause applies if the association:
- a. is wound-up under part 10 of the Act; and
  - b. has surplus assets.
- 12.1.2. The surplus assets must not be distributed among the members of the association.
- 12.1.3. The surplus assets must be given to Dragons Abreast Australia Limited.
- 12.1.4. If Dragons Abreast Australia has been wound up, the surplus assets must be given to one or more other entities:
- 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.

### **12.2. Liability**

- 12.2.1. A secretary, management committee member, employee or member of the association is not personally liable to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association, beyond:
- a. the property of the association in the person's possession; and
  - b. the amount, if any, unpaid by the person in respect of membership of the association.