

Constitution of
The University of Queensland Tae Kwon Do Club

1 NAME

- 1.1 The name of the incorporated association shall be “The University of Queensland Tae Kwon Do Club” (in these rules called “the Club”).

2 OBJECTS

- 2.1 The objects for which the Club is established are:
- (a) to promote, develop and manage the sport of Tae kwon Do at The University of Queensland (the University);
 - (b) to encourage participation by members with varying levels of involvement, commitment and skill; regardless of gender, ethnicity and beliefs;
 - (c) to provide opportunities for social, physical and spiritual development;
 - (d) to provide self-defense education and safety-awareness for women;
 - (e) to promote the principles of integrity, respect, civility, dedication, humility and sporting spirit;
 - (f) to encourage participation in competition at university level; and
 - (g) to promote and develop university sport by affiliating with The University of Queensland Sports and Physical Recreation Association (UQ SPORT).

3 POWERS

- 3.1 The Club has, in the exercise of its affairs, all the powers of an individual.
- 3.2 The Club may, for example -
- (a) enter into contracts;
 - (b) acquire, hold, deal with and dispose of property;
 - (c) make charges for services and facilities it supplies; and
 - (d) do other things necessary or convenient to be done in carrying out its affairs.
- 3.3 The Club may take over the funds and other assets and liabilities of the present unincorporated Club known as the “University of Queensland Tae Kwon Do Club” or “UQ Tae Kwon Do Club”.

- 3.4 The Club may also issue secured and unsecured notes, debentures and debenture stock for the Club.
- 3.5 The Club may take disciplinary action against individual members or teams for any breach of this Constitution, the By-Laws or competition rules, by disqualification, by imposing suspensions and fines, or by expulsion from the Club; provided that no member shall be fined, suspended or expelled without the conduct of a fair hearing.

4 AFFILIATION

- 4.1 The Club shall affiliate with UQ SPORT and the Club and its members shall, so far as the same are applicable, be bound by and comply with the constitution of UQ SPORT.
- 4.2 Where there is a conflict or inconsistency between this Constitution and the constitution of UQ SPORT, the constitution of UQ SPORT shall prevail over this Constitution to the extent of the conflict or inconsistency.

5 CLASSES OF MEMBERSHIP

- 5.1 The membership of the Club shall consist of the following classes of members:
- (a) Ordinary Members;
 - (b) Associate Members shall include instructors (as appointed by the Club) and members from affiliated tertiary institutions; and
 - (c) Honorary Life Members.
- 5.2 Subject to this Constitution and to the Constitution of UQSPORT, any person who is eligible to become a member of UQSPORT or who should, in the opinion of the Committee be admitted to membership, may become a member of the Club on payment of annual subscription fee or at the discretion of the Chief Instructor.
- 5.3 The number of members shall be unlimited.
- 5.4 The members of the Club shall consist of ordinary members.
- 5.5 Honorary Life Members shall be exempted from paying annual membership fees of the Club but are not exempted from paying UQ SPORT membership fees unless no longer an active member of the Club.
- 5.6 Honorary Life Members shall have the right to attend and speak at general meetings of the Club but shall only have the right to vote, stand for election and move or second resolutions and nominations if also a current UQ SPORT member.

6 MEMBERSHIP

- 6.1 Every person who at the date of incorporation of the Club was a member of the unincorporated Club and who on or before a date fixed by the Management Committee for the purpose agrees in writing to become a member of the Club shall be admitted by the Management Committee to the same class of membership of the

Club as that member held in the unincorporated Club. Provided that the relevant class was in accordance with the UQ SPORT constitution.

- 6.2 Every member of the Club who previously to agreeing to become a member of the Club has paid the members subscription on or before the date fixed by the Management Committee for the purpose, as a member of the unincorporated Club, shall not be liable to pay any further sum by way of annual subscription to the Club for the period before the date fixed by the Management Committee as the date the next annual subscription becomes due.

7 MEMBERSHIP FEES

- 7.1 The membership fees shall be such a sum as the members shall from time to time at any general meeting so determine.
- 7.2 The membership fees for each class of membership shall be payable at such time and in such manner as the Management Committee shall from time to time determine.

8 ADMISSION AND REJECTION OF MEMBERS

- 8.1 At the next meeting of the Management Committee the receipt of any application and the fee applicable for any class of membership, such application shall be considered by the Management Committee, who shall thereupon determine upon the admission or rejection of the applicant.
- 8.2 Any applicant who receives a majority of the votes of the members of the Management Committee present at the meeting at which such application is being considered shall be accepted as a member to the class of membership applied for.
- 8.3 Upon the acceptance or rejection of an application for any class of membership the secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.

9 TERMINATION OF MEMBERSHIP

- 9.1 A member may resign from the Club at any time.
- 9.2 Such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date.
- 9.3 If a member —
- (a) is convicted of an indictable offence; or
 - (b) fails to comply with any of the provisions of these rules; or
 - (c) has membership fees in arrears for a period of two (2) months or more; or
 - (d) conducts himself or herself in a manner considered to be injurious or prejudicial to the character or interests of the Club,

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

- 9.4 The member concerned shall be given a full and fair opportunity of presenting the member's case and if the Management Committee resolves to terminate the membership it shall instruct the secretary to advise the member in writing accordingly.

10 APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

- 10.1 A person whose application for membership has been rejected or whose membership has been terminated may within one (1) month of receiving written notification thereof, lodge with the secretary written notice of the person's intention to appeal against the decision of the Management Committee.
- 10.2 Upon receipt of a notification of intention to appeal against rejection or termination of membership the secretary shall convene, within three (3) months of the date of receipt by the secretary of such notice, a general meeting to determine the appeal.
- 10.3 At any such meeting the applicant shall be given the opportunity to fully present the applicant's case and the Management Committee or those members thereof who rejected the application for membership or terminated the membership subsequently shall likewise have the opportunity of presenting its or their case.
- 10.4 The appeal shall be determined by the vote of the members present at such meeting.
- 10.5 Where a person whose application is rejected, does not appeal against the decision of the Management Committee within the time prescribed by these rules or so appeals but the appeal is unsuccessful, the secretary shall forthwith refund the amount of any fee paid.

11 REGISTER OF MEMBERS

- 11.1 The Management Committee shall cause a register to be kept in which shall be entered the names, residential addresses and UQ SPORT/Student member number details of all persons admitted to membership of the Club and the dates of their admission.

12 SECRETARY

- 12.1 If the Club has not elected an interim officer as secretary for the Club before its incorporation, the members of the Management Committee must appoint or elect a secretary for the Club within (14) days after incorporation.
- 12.2 If a vacancy happens in the office of secretary, the members of the Management Committee must appoint or elect a secretary within fourteen (14) days after the vacancy happens.
- 12.3 The secretary must be an individual residing in the State who is:
- (a) a member of the Club elected by the Club as secretary; or
 - (b) a member of the Club's Management Committee appointed by the committee as secretary; or

- (c) appointed by the Management Committee as secretary (whether or not the individual is a member of the Club but would still need to be a member of UQ SPORT).

12.4 The Management Committee may appoint and remove the secretary at any time.

13 MEMBERSHIP OF MANAGEMENT COMMITTEE

13.1 The Management Committee of the Club shall consist of: President and/or Vice-President, Secretary, Treasurer, UQ SPORT representatives and Chief Instructor.

13.2 The number of Associate Members on the Management Committee shall be restricted to the number allowed under the UQ SPORT constitution.

13.3 No person shall hold more than one (1) position on the Management Committee at any one time, excluding UQ SPORT representatives.

13.4 At the annual general meeting of the Club, all the members of the Management Committee for the time being shall retire from office, but shall be eligible upon nomination for re-election.

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

- (a) any two (2) members of the Club shall be at liberty to nominate any other eligible member to serve as an officer or other member of the Management Committee, provided that all such members' annual memberships subscriptions or other fees owing to the Club are not more than two (2) months in arrears at the date of the annual general meeting;
- (b) Nominations for members of the Management Committee may be taken from the floor of the meeting.
- (c) For any election, where the required number of eligible nominations, or fewer, have been received, that nominee or those nominees (as the case may be) shall be deemed to be elected.

14 RESIGNATION OR REMOVAL FROM OFFICE OF MEMBER OF MANAGEMENT COMMITTEE

14.1 Any member of the Management Committee may resign from membership of the Management Committee at any time by giving notice to the Management Committee.

14.2 The Club may by special resolution, remove any member of the Management Committee from office at a general meeting of the Club where that member shall be given the opportunity to fully present the member's case.

14.3 The question of removal shall be determined by the vote of the members present at such a general meeting.

14.4 There is no right of appeal against a member's removal from office under this section.

15 VACANCIES ON MANAGEMENT COMMITTEE

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

16 FUNCTIONS OF THE MANAGEMENT COMMITTEE

- 16.1 Except as otherwise provided by these rules and subject to resolutions of the members of the Club carried at any general meeting the Management Committee:
- (a) shall have the general control and management of the administration of the affairs, property and funds of the Club; and
 - (b) shall have authority to interpret the meaning of these rules and any matter relating to the Club on which these rules are silent.
- 16.2 The Management Committee shall be responsible to elect any delegates or nominees as required to any committees or positions of UQ SPORT, QOA or any other organisations.
- 16.3 The Management Committee may exercise all the powers of the Club:
- (a) to borrow or raise or secure the payment of money in such manner as the members of the Club may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Club in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Club's property, both present and future, and to purchase, redeem or pay off any such securities;
 - (b) to invest in such manner as the members of the Club may from time to time determine.

17 MEETINGS OF MANAGEMENT COMMITTEE

- 17.1 The Management Committee shall meet when deemed necessary.
- 17.2 The Management Committee must decide how a meeting is to be called.
- 17.3 Notice of a meeting is to be given in the way decided by the Management Committee.
- 17.4 Subject as previously provided in this section, the Management Committee may meet together and regulate its proceedings as it thinks fit.

- 17.5 However, questions arising at any meeting of the Management Committee shall be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.
- 17.6 A member of the Management Committee shall not vote in respect of any contract or proposed contract with the Club in which the member is interested, or any matter arising thereout, and if the member does so vote the member's vote shall not be counted.
- 17.7 The president shall preside as chairperson at every meeting of the Management Committee, or if there is no president, or if at any meeting the president is not present within ten (10) minutes after the time appointed for holding the meeting, then the members may choose one (1) of their number to be chairperson of the meeting.
- 17.8 If within half an hour from the time appointed for the commencement of a Management Committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee, shall lapse.
- 17.9 In any other case it shall stand adjourned to such other day and at such other time and place as the Management Committee may determine.

18 FIRST GENERAL MEETING

- 18.1 The first general meeting must be held not less than one (1) month, and not more than three (3) months, after the day the Club is incorporated.
- 18.2 The Management Committee must decide where the meeting is to be held.
- 18.3 The business to be transacted at the first general meeting must include the appointment of an auditor.

19 FIRST ANNUAL GENERAL MEETING

- 19.1 The first annual general meeting must be held within eighteen (18) months after the day the Club is incorporated.

20 SUBSEQUENT ANNUAL GENERAL MEETINGS

- 20.1 Each subsequent annual general meeting must be held at least once each year.

21 BUSINESS TO BE TRANSACTED AT ANNUAL GENERAL MEETING

- 21.1 The following business must be transacted at every annual general meeting:
- (a) the receiving of the statement of income and expenditure, assets and liabilities and of mortgages, charges and securities affecting the property of the Club for the last financial year;
 - (b) the presenting of the financial statement to the meeting for adoption; and
 - (c) the election of members of the Management Committee.

22 QUORUM AT GENERAL MEETING

- 22.1 At any general meeting, the number of members required to constitute a quorum shall be the number of members presently on the Management Committee plus one (1).”
- 22.2 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- 22.3 If a meeting is adjourned it shall be rescheduled by the Management Committee.

23 NOTICE OF GENERAL MEETING

- 23.1 The Secretary shall convene all general meetings and Annual General Meeting of the Club by giving due notice of any such meeting to the members of the Club.

24 PROCEDURE AT GENERAL MEETING

- 24.1 Unless otherwise provided by these rules, at every general meeting:
- (a) the president shall preside as chairperson, or if there is no president, the members present shall elect one (1) of their number to be chairperson of the meeting; and
 - (b) the chairperson shall maintain order and conduct the meeting in a proper and orderly manner; and
 - (c) every question, matter or resolution shall be decided by a majority of votes cast of the members present and eligible to vote; and
 - (d) every member present and entitled to vote shall be entitled to one (1) vote and in the case of an equality of votes the motion shall be lost; and
 - (e) however, no Member shall be entitled to vote by proxy and no Ordinary or Associate Member shall be entitled to vote, move or second resolutions and nominations at any general meeting if the member’s annual subscription or other fees owing to the Club are more than two (2) months in arrears at the date of the meeting; and
 - (f) voting shall be by show of hands or a division of members, unless not less than one-fifth of the members present demand a ballot, in which event there shall be a secret ballot; and
 - (g) the chairperson shall appoint two (2) members to conduct the secret ballot in such manner as the chairperson shall determine and the result of the ballot as declared by the chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded.
- 24.2 Only Ordinary Members, Associate Members, Honorary Life Members are entitled by right to attend general meetings of the Club.
- 24.3 The Management Committee may invite guests with particular skills or expertise or for any other reason to attend any general meeting and speak at that meeting.

24.4 Any other persons wishing to attend a general meeting must seek the leave of the Ordinary, Associate and Life Members present to attend the meeting and the members present shall have the power to exclude such persons from the meeting.

25 BY-LAWS

25.1 The Management Committee may from time to time make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Club and any by-law may be set aside by a general meeting of members.

25.2 The By-laws may also be added to, amended or repealed by a special resolution carried at any general meeting.

25.3 Notwithstanding Clause 29.1, the By-Laws shall not conflict with the Associations Incorporation Act and where there is a conflict or inconsistency between the Associations Incorporation Act and the By-Laws, the Associations Incorporation Act shall prevail over the By-Laws to the extent of the conflict or inconsistency.

25.4 Notwithstanding Clause 29.1, the By-Laws shall not conflict with this Constitution and where there is a conflict or inconsistency between this Constitution and the By-Laws, the Constitution shall prevail over the By-Laws to the extent of the conflict or inconsistency.

26 ALTERATION OF CONSTITUTION

26.1 Subject to the provisions of the Associations Incorporation Act 1981, these rules may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting, and UQ SPORT must be notified of all amendments.

27 FUNDS AND ACCOUNTS

27.1 The funds of the Club must be kept in the name of the Club in a financial institution decided by the Management Committee.

27.2 Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the Club and the particulars usually shown in books of a like nature.

27.3 All moneys shall be deposited as soon as practicable after receipt thereof.

27.4 All amounts of \$20 or over shall be paid by cheque signed by any two (2) of the president, secretary, treasurer or other member authorised from time to time by the Management Committee.

27.5 Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty cash recoupments which may be open.

27.6 The Management Committee shall determine the amount of petty cash, which shall be kept, on the imprest system.

- 27.7 All expenditure shall be approved or ratified at a Management Committee meeting.
- 27.8 As soon as practicable after the end of each financial year the treasurer shall cause to be prepared a statement containing the particulars of:
- (a) the income and expenditure for the financial year just ended; and
 - (b) the assets and liabilities and of all mortgages, charges and securities affecting the property of the Club at the close of that year.
- 27.9 If the Club is incorporated within three (3) months of the end of the Club's financial year, Clause 31.8 does not apply for the financial year the Club is incorporated.
- 27.10 The auditor must examine the statement prepared under Clause 31.8 and present a report on it to the secretary before the next annual general meeting following the financial year for which the audit was made.
- 27.11 The income and property of the Club must be used solely in promoting the Club's objects and exercising the Club's powers.

28 DOCUMENTS

- 28.1 The Management Committee shall provide for the safe custody of books, documents, instruments of title and securities of the Club.
- 28.2 The Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every General Meeting. Minutes will be available for inspection by members upon request.
- 28.3 For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Management Committee meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding Management Committee meeting verifying their accuracy.
- 28.4 Similarly, the minutes of every general meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding general meeting.
- 28.5 However, the minutes of any annual general meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding general meeting or annual general meeting.

29 FINANCIAL YEAR

- 29.1 The financial year of the Club shall close on December 31st in each year.

30 DISSOLUTION

- 30.1 The Club may be wound-up by special resolution at a general meeting called for that purpose or by the Supreme Court or a Judge thereof according to the *Associations Incorporation Act*.

31 DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY

- 31.1 This section applies if the Club is wound-up under Part 7 of the *Associations Incorporations Act* and there are surplus assets.
- 31.2 Where such assets have been funded or partially funded by UQ SPORT, ownership of such assets falls upon UQ SPORT.
- 31.3 Other surplus assets must not be distributed among the members but must be given to another entity, such as UQ SPORT:
- (a) that has objects similar to the Club's objects; and
 - (b) the rules of which prohibit the distribution of the entity's income and assets to its members.

32 INDEMNITY

- 32.1 The Club shall indemnify every officer of the Club out of the assets of the Club to the relevant extent against any liability incurred by the officer in or arising out of the conduct of the business of the Club or in or arising out of the discharge of the duties of the officer unless the liability was incurred by the officer through their own dishonesty, negligence, lack of good faith or breach of duty.
- 32.2 In addition to the circumstances defined in Clause 37.1, an officer of the Club may be indemnified to the relevant extent out of the assets of the Club against any liability incurred by the officer in or arising out of the conduct of the business of the Club or in or arising out of the discharge of the duties of the officer where the Board of Management consider it appropriate to do so.
- 32.3 Where the Board of Management consider it appropriate, the Club may pay amounts by way of premium in respect of any contract effecting insurance on behalf of or in respect of an officer of the Club against liability incurred by the officer in or arising out of the conduct of the business of the Club or in or arising out of the duties of the officer.
- 32.4 In this Clause 37:
- (a) "officer" means a member of the Management Committee or employee;
 - (b) "duties of the officer" included duties arising by reason of the appointment, nomination or secondment in any capacity of an officer by the Association to any other organisation;
 - (c) "to the relevant extent" means:
 - (i) to the extent the Club is not precluded by law from doing so;
 - (ii) to the extent and for the amount that the officer is not otherwise entitled to be indemnified and is not actually indemnified by another person (including, in particular, an insurer under any insurance policy); and

- (iii) where the liability is incurred in or arising out of the conduct of the business of another corporation or in the discharge of the duties of the officer in relation to another organisation, to the extent and for the amount that the officer is not entitled to be indemnified out of the assets of that organisation.
- (d) “liability” means all costs, charges, losses, damages, expenses, penalties and liabilities of any kind including, in particular, legal costs incurred in defending any proceedings (whether criminal, civil, administrative or judicial) or appearing before any court, tribunal, government authority or otherwise.

33 DEFINITIONS AND CONSTRUCTION

33.1 In this Constitution, unless the contrary intention appears:

“**Associations Incorporation Act**” means the Associations Incorporation Act 1981-1989 of Queensland and any legislation enacted by the State of Queensland to amend, or in substitution of the Associations Incorporation Act.

“**Business Day**” means a day on which trading banks are open for business in Brisbane.

“**Chief Executive**” means the senior officer, by whatever title of office the senior officer is known, of the department of government of Queensland within which the Associations Incorporation Act is administered and includes any officer temporarily discharging responsibilities of the chief executive.

“**Special Resolution**” means a motion on notice passed by a majority of not less than three-quarters of the Ordinary Members, as may be present in person at any general meeting, of which notice specifying the intention to propose the motion as a special resolution has been given in accordance with this constitution.

“**Surplus Assets**” means, in relation to the Club, the assets after payment of the debts and liabilities remaining on a winding-up of the Club and the costs, charges and expenses of the winding-up.

33.2 Unless the contrary intention appears:

- (a) words importing the singular include the plural and vice versa; and
- (b) words importing any gender include all genders.

33.3 Headings are for ease of reference only and do not affect the construction of this constitution.

33.4 Where, for any purpose, this Constitution or the By-Laws prescribe, allow or provide for a period or time before or after a particular day, act or event, the period shall be calculated without counting that day, or the day of that act or event (as the case may be).

33.5 Where the last day of any period prescribed, allowed or provided for by this Constitution or the By-Laws for the doing of anything (including lodging a notice or nomination) falls on a day that is not a business day in the place in which the thing is to be done or may be done, the thing may be done on the first day following which is a business day in that place.

33.6 Where this Constitution or the By-laws prescribe that the doing of anything (including lodging a notice or nomination) must be done on a certain day, the thing must be done by 5pm on that day.

33.7 Where a word or phrase is given a defined meaning in this Constitution or the By-Laws, other parts of speech or grammatical forms of that word or phrase have corresponding meanings.

END DOCUMENT.