

**Corporations Law**  
**A Company Limited by Guarantee**

**CONSTITUTION**  
**OF**  
**SQUASH BRISBANE LTD**

**1. NAME**

The name of the Company is Squash Brisbane Ltd

**2. TYPE OF COMPANY**

The Company is a public company limited by guarantee.

**3. DEFINITIONS AND INTERPRETATION**

3.1 In this Constitution:

"Approved sport" means a sport which may be conducted at a squash centre and which has been approved by the Company as a sport which the Company may promote and in which it may conduct competitions and tournaments.

"Australian Sporting Organization" means the sporting organization recognized by the Company as being the Australian sporting organization for the particular sport whether squash or an approved sport;

"Board" or "Board of Directors" means the directors of the Company elected or appointed pursuant to this Constitution;

"Brisbane area" means the area determined in accordance with Rule 7;

"Brisbane Region Sporting Organization" means the sporting organization recognized by the Company as being the Brisbane Region sporting organization for the particular sport whether squash or an approved sport;

"By-laws" means by-laws made pursuant to Rules 33 and 35, as amended from time to time;

"Centre" or "Squash Centre" means any property consisting of one or more Squash courts let out or hired to members of the public for consideration, whether such centres are privately owned or otherwise;

"Club" means any body, group or association of persons, whether incorporated or unincorporated, formed for, among other things, the promotion and playing of squash at a squash centre by members of that body, group or association, the entering of teams or players in competitions or tournaments conducted by the company, and/or the representation of members of that body, group or association;

“Company” means Squash Brisbane Ltd;

“Constitution” means this constitution;

“Law” means the Corporations Law and any statutory modification or enactment thereof;

“Member” means a person or body duly elected, appointed or otherwise being or becoming a Member of the Company under this Constitution and for the time being remaining a Member;

“Natural Person” means an individual human being, as opposed to a corporation or other body which may be regarded in law, for any purpose, as being a person or as having a legal personality;

"Owner" means the person, firm or corporation or other entity, other than an employee of such a person, firm, corporation or other entity, entitled to the control and management of a centre and includes the lessee where the centre is under lease, whilst "Ownership" has a corresponding meaning;

"Properly Constituted Club" means a club that is a properly constituted club under Rule 17 and by-laws made under it, and includes an owner where provided for by a by-law made in accordance with Rule 17.1(b);

“Queensland Sporting Organization” means the sporting organization recognized by the Company as being the Queensland state sporting organization for the particular sport whether squash or an approved sport;

“Secretary” means any person appointed to perform the duties of a secretary of the Company and includes an honorary secretary;

“Squash” means the international game of Squash as defined by the World Squash Federation (WSF) rules and regulations or a local version of squash for which rules and regulations have been adopted by the Company;

3.2 In this Constitution, unless there is something in the subject or context which is inconsistent:

The words “writing” or “written” include any other form of representing or reproducing words, figures, drawings or symbols in a visible form;

The singular includes the plural and vice versa;

Each gender includes the other two;

The word “person” means a natural person and any partnership, firm, association, body or entity whether incorporated or not;

A reference to any rule is to a rule of this Constitution;

A reference to any statute, proclamation, rule, code, regulation or ordinance includes any amendment, consolidation, modification, re-enactment or reprint of it or any statute, proclamation, rule, code, regulation or ordinance replacing it;

An expression used in a particular Part or Division of the Law that is given by that Part or Division a special meaning for the purposes of that Part or Division has, unless the contrary intention appears, in any rule that deals with a matter dealt with by that Part or Division the same meaning as in that Part or Division;

The Provisions of this Constitution displace the replaceable rules contained in the Corporations Law;

Headings do not form part of or affect the construction or interpretation of this Constitution.

#### **4. OBJECTS**

The objects for which the Company is established are:-

- (a) To facilitate the conduct and organization of centres;
- (b) To represent generally the views and interests of owners
- (c) To encourage and maintain a high standard of ethics among owners;
- (d) To promote good relations and friendly dialogue and a spirit of cooperation between owners;
- (e) To afford means of adjusting and settling differences between owners and between clubs and between owners and clubs and of deciding all questions of usage or courtesy in connection with the control and management of centres and of deciding all questions of etiquette;
- (f) To provide rules for the conduct of centres;
- (g) To promote and develop squash and approved sports, and particularly to promote public interest in those sports and in the competitions and tournaments conducted by the Company;
- (h) To establish standards for centres, to encourage the improvement of centres at least to those standards, to establish and publicize a ranking system for such centres and to provide for a system of inspection and complaints and determination thereof.
- (i) To conduct competitions and tournaments in the Brisbane area and nearby areas in squash and approved sports;
- (j) To improve the skills of those playing in competitions or tournaments conducted by the Company;
- (k) To improve the knowledge of players, and particularly of those participating in competitions and tournaments conducted by the Company, of the rules of squash and approved sports and interpretation thereof and of the powers, duties, rights and responsibilities of those officiating at such competitions and tournaments;
- (l) To establish a code of behaviour for players, officials and spectators in competitions and tournaments conducted by the Company and provide for a system of complaints and determination thereof;
- (m) When and where relevant, to conduct, regulate and control the various sporting activities and associated matters incidental to and connected with them in or at centres.
- (n) To encourage, facilitate and develop cooperation between all persons and organizations and all levels of them associated with Squash and approved sports, including but not limited to players, owners, administrators, coaches and referees;

- (o) To work with the Brisbane Region, Queensland and Australian sporting organizations in a spirit of mutual cooperation and respect;
- (p) To take over the funds and other assets and liabilities of the present unincorporated bodies known as Brisbane Squash Venues Association and Brisbane Squash League;
- (q) Subject to the Law, to do such other things as the Board may from time to time determine.

## **5. LIABILITY**

The liability of the members is limited.

Every member of the Company undertakes to contribute to the property of the Company in the event of the same being wound up while he is a member, or within one year after he ceases to be a member, for payment of the debts and liabilities of the Company (contracted before he ceases to be a member) and of the costs, charges and expenses of winding up and for the adjustment of the rights of the contributors among themselves, such amount as may be required, not exceeding two dollars (\$2).

## **6. POWERS**

- 6.1 The Company, to further the objects set out above, has the powers of an individual, and in particular any powers conferred upon it under this Constitution.
- 6.2 The Company may enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Company to obtain from any such Government or Authority any rights, privileges and concessions, and any assistance whether financial or other which the Company may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

## **7. BRISBANE AREA**

The Company may from time to time determine what areas comprise the Brisbane area for the purposes of this constitution.

## **8. CLASSES OF MEMBERS**

- 8.1 The membership of the Company shall consist of ordinary members, and any of the following classes of members:-
  - (a) Associate members;
  - (b) Life members;
  - (c) Honorary members.
- 8.2 Only an owner may become or remain an ordinary or associate member.
- 8.3 An owner of a centre located in the Brisbane area may apply for and be admitted to ordinary membership. The number of ordinary members shall be unlimited.

- 8.4 An owner of a centre located other than in the Brisbane area may apply for and be admitted to associate membership. The number of associate members shall be unlimited.
- 8.5 The Board may by By-law provide for and further define the different classes of membership.

## **9. MEMBERSHIP**

- 9.1 Every applicant for any class of membership of the Company shall be proposed by one Ordinary Member of the Company and seconded by another Ordinary Member. The application for membership shall be made in writing, signed by the applicant and his proposer and seconder and shall be in such form as the Board from time to time prescribes and shall be accompanied by such fee as determined by the Board.
- 9.2 Where membership of the Company ceases by virtue of Rule 14.4 of this Constitution the succeeding owner of that member's centre shall be entitled to continued benefits of membership until a date one month after last succeeding to ownership or until giving notice of not wishing to become a member, whichever is the earlier.
- 9.3 Where a member is not a sole owner or is not a natural person, that member shall be represented by a natural person appointed by the member, provided that the member shall inform the Company in writing from time to time of the name, postal address and telephone number of that representative.
- 9.4 For each centre, there shall be only one member and for each member there shall be only one appointed representative at any one time.

## **10. MEMBERSHIP FEES**

- 10.1 The membership fees for each class of membership shall be such sum as the Board shall from time to time so determine.
- 10.2 The membership fees for each class of membership shall be payable at such time and in such manner as the Board shall from time to time determine.
- 10.3 If any fee or fine or levy or call or charge or any instalment thereof shall remain unpaid for a period of one month after it becomes due, the Board may by resolution suspend such member from all rights, privileges and benefits of membership effective from the end of that one month period until payment of the overdue amount is paid in full.

## **11. LEVY**

The Board shall have the power by by-law to levy members for any special purpose approved at a General Meeting of the Company and Rule 10.3 shall apply to such levy. Such by-law shall prescribe the purpose of the levy, the amount of the levy payable by each member, or class of member, and the manner and time of payment thereof. A motion to approve such a purpose shall not be considered at a General Meeting unless notice of that motion has been given at least 21 days before that meeting. Notice of such a meeting shall include estimates of income from the levy and expenditure from monies raised by it.

## **12. PLAYER REGISTRATION FEES**

- 12.1 The Company may by by-law impose player registration fees on players at centres owned by members and on players participating in competitions and tournaments conducted by the Company and may enter into an agreement with the Brisbane Region, Queensland or Australian sporting organization to contribute part of those fees to any or all of those organizations.
- 12.2 The Company may enter into an agreement with the Brisbane Region, Queensland or Australian sporting organization to collect player affiliation, registration or membership fees imposed by those organizations on players at centres owned by members or on players participating in competitions or tournaments conducted by the company and to enforce payment of such fees and to remit those fees to the appropriate organization less any collection fee which the various parties have agreed may be retained by the Company.

## **13. ADMISSION AND REJECTION OF MEMBERS**

- 13.1 At the next meeting of the Board after the receipt of any application and the fee applicable for any class of membership, such application shall be considered by the Board, which shall thereupon determine upon the admission or rejection of the applicant.
- 13.2 Any applicant who receives a majority of the votes of the members of the Board present at the meeting at which such application is being considered shall be accepted as a member to the class of membership applied for.
- 13.3 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.

## **14. TERMINATION OF MEMBERSHIP**

- 14.1 A member may resign from the Company at any time by giving notice in writing to the secretary. Such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date.
- 14.2 If a member -
- (i) is convicted of an indictable offence; or
  - (ii) fails to comply with any of the provisions of this Constitution or by-laws made under it; or
  - (iii) has any membership fee or levy or call or charge or any instalment thereof in arrears for a period of two months or more; or
  - (iv) conducts himself in a manner considered to be injurious or prejudicial to the character or interests of the Company or members generally,
- the Board shall consider whether his membership shall be terminated.
- 14.3 The member concerned shall be given a full and fair opportunity of presenting his case and if the Board resolves to terminate his membership it shall instruct the secretary to advise the member in writing accordingly.

- 14.4 If a member, of a class for which ownership of a centre is a prerequisite, ceases to be an owner then membership shall automatically cease from the date of cessation of ownership.
- 14.5 A member's liability for membership fees for the remainder of the financial year in which the member ceases to be a member is not removed by that cessation of membership. The member's liability for any other fee, debt, levy, fine or charge is not removed by cessation of membership.

## **15. APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP**

- 15.1 A person whose application for Ordinary Membership has been rejected or whose membership has been terminated may within one month of receiving written notification thereof, lodge with the secretary written notice of his intention to appeal against the decision of the Board.
- 15.2 Upon receipt of a notification of intention to appeal against rejection or termination of Ordinary Membership the secretary shall convene, within one month of the date of receipt by him of such notice, a general meeting to determine the appeal. At any such meeting the applicant shall be given the opportunity to fully present his case and the Board 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. The appeal shall be determined by the vote of the members present at such meeting.
- 15.3 Where a person whose application is rejected, does not appeal against the decision of the Board 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 by that applicant and received by the Company with the application lodged in accordance with Clause 9.1.

## **16. REGISTER OF MEMBERS**

- 16.1 The Board shall cause a Register to be kept in which shall be entered the names and postal addresses of all members of the Company and the dates of their admission, and the names and addresses of all other persons or bodies admitted to membership and the dates of their admission.
- 16.2 Particulars shall also be entered into the Register of the names and postal addresses of any member representatives, deaths, resignations, terminations, suspensions and reinstatements of membership and any further particulars as the Board may require from time to time.
- 16.3 The Register shall be open for inspection at all reasonable times by any member who previously applies to the secretary for such inspection.

## **17. CLUBS**

- 17.1 The Company shall by by-law provide for:-
  - (a) properly constituted clubs which are separate from centre ownership, which enter teams in competitions in their names, and which are

responsible for the payment of fees, fines and charges due to be paid by a club under this constitution or by-laws or rules made under it;

- (b) an owner to have such rights, duties, responsibilities and obligations of a properly constituted club under this constitution or by-laws or rules made under it as the by-law may provide and subject to such conditions and limitations as the by-law may impose; and
- (c) the situation where there is more than one properly constituted club at a centre, or where there is one or more properly constituted clubs at a centre but it or they do not cover all competitions or all sports.

17.2 The Company shall encourage and assist unincorporated clubs to become incorporated.

17.3 To be a properly constituted club, a club must have a written constitution, a bank account in its own name, and a management committee or board elected or appointed in accordance with that constitution, and must forward to the secretary a copy of its constitution and of amendments to it, if any.

## **18. MEMBERSHIP OF BOARD**

18.1 In this rule “Ordinary Member” includes a member representative of an Ordinary Member under Rule 9.3.

18.2 The Board shall consist of a President, Vice-president, Treasurer, all of whom shall be Ordinary Members of the Company, and such number of other Ordinary Members as the Company in general meeting may from time to time elect or appoint.

18.3 At the annual general meeting of the Company, all the members of the Board for the time being shall retire from office, but shall be eligible upon nomination for re-election.

18.4 The term of office of members of the Board elected at a general meeting shall commence at the end of the general meeting at which they were elected (but, if that meeting is adjourned after their election for more than 12 hours, at the time at which that meeting is adjourned), and shall end, except where Rule 19 applies, at the end of the next annual general meeting (but, if that next annual general meeting is adjourned after the election of the new Board for more than 12 hours, at the time that meeting is adjourned).

18.5 The election of officers and other members of the Board shall take place in the following manner:-

- (a) Any two Ordinary Members of the Company may nominate any other Ordinary Member (the “candidate”) to serve as an officer or other member of the Board;
- (b) The nomination, which shall be in writing and signed by the candidate and his proposer and seconder, shall be lodged with the secretary at least fourteen days before the annual general meeting at which the election is to be held;
- (c) A list of the candidates' names in alphabetical order, with the proposers' and seconds' names, shall be posted in a conspicuous

place in the office or usual place of meeting of the Company for at least seven days immediately preceding the annual general meeting;

- (d) Balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each ordinary member present at the annual general meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;
- (e) Should, at the commencement of such meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.

## **19. RESIGNATION OR REMOVAL OF MEMBER OF BOARD**

Any member of the Board may resign from membership of the Board at any time by giving notice in writing to the secretary but such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date or such member may be removed from office at a general meeting of the Company where that member shall be given the opportunity to fully present his case. The question of removal shall be determined by the vote of the members present at such a general meeting.

## **20. VACANCIES ON BOARD**

- 20.1 The Board shall have power at any time to appoint any Ordinary Member of the Company or member representative under Rule 9.3 to fill any casual vacancy on the Board or any position on the Board not filled at the annual general meeting on the Company until the next annual general meeting.
- 20.2 The term of office of such appointed members of the Board shall commence at the time of appointment and shall end at the end of the next annual general meeting, or, if that next annual general meeting is adjourned after enough members of the Board to constitute a quorum have been elected, at the time of that adjournment.
- 20.3 The continuing members of the Board may act notwithstanding any casual vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to that number or of summoning a general meeting of the Company, but for no other purpose.

## **21. FUNCTIONS OF THE BOARD**

- 21.1 Subject to the Law and this Constitution, the management and control of the business and affairs of the Company shall be vested in the Board which may exercise all powers of the Company which are not by the Law or this Constitution required to be exercised by the Company in general meeting.
- 21.2 The Board shall have authority to interpret the meaning of this Constitution and any matter relating to the Company on which this Constitution is silent.
- 21.2 The Board may exercise all the powers of the Company -
  - (a) to raise or borrow any sum or sums of money for the purposes of the Company in such manner as the Company in general meeting may

think fit and secure the payment or repayment of any amount payable by the Company and any other obligation or liability in such manner and on such terms and conditions as it thinks fit whether upon the security of any mortgage or by the issue of debentures of the Company or charged upon all or any of the property, undertaking and assets of the Company both present and future;

- (b) to invest from time to time in such manner as the Board thinks fit any funds of the Company not immediately required.

## **22. MEETINGS OF BOARD**

- 22.1 The Board shall meet at least once every two calendar months to exercise its functions.
- 22.2 A special meeting of the Board shall be convened by the secretary on the requisition in writing signed by any two members of the Executive or not less than one-third of the members of the Board, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.
- 22.3 At every meeting of the Board a simple majority of a number equal to the number of members elected and/or appointed to the Board as at the close of the last general meeting of the members, shall constitute a quorum.
- 22.4 Subject as previously provided in this rule, the Board may meet and regulate its proceedings as it thinks fit: Provided that questions arising at any meeting of the Board shall be decided by a majority of votes and, in the case of equality of votes, the chairperson shall have a casting vote.
- 22.5 If a member of the Board has an interest in a contract or proposed contract with the company other than as a member, he shall disclose the nature and extent of the interest at a meeting of the Board before that contract or proposed contract is discussed and shall not vote in respect of such contract or proposed contract, or any matter arising thereout, and if he does so vote his vote shall not be counted.
- 22.6 Not less than seven days notice shall be given by the secretary to members of the Board of any special meeting of the Board except where all members of that Board agree to a shorter notice. Such notice shall clearly state the nature of the business to be discussed thereat.
- 22.7 The President shall preside as chairperson at every meeting of the Board, or if there is no President, or if at any meeting the President is not present within ten minutes after the time appointed for holding the meeting, the Vice-president shall be chairperson or if the Vice-president is not present at the meeting then the members may choose one of their number to be chairperson of the meeting.
- 22.8 If within half an hour from the time appointed for the commencement of a Board meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Board, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as Board may determine, and if at the adjourned meeting a quorum is not present within half an hour

from the time appointed for the meeting, those members of the Board present shall be a quorum.

### **23. EXECUTIVE COMMITTEE**

- 23.1 The Board shall appoint a committee to be known as the Executive, consisting of the President, Vice-president and Treasurer which shall meet at least monthly.
- 23.2 The Board may delegate in writing any of its powers, other than this power of delegation, to the Executive as the Board thinks fit. The Executive shall in the exercise of the powers so delegated conform to any conditions or restrictions that may be imposed on it by the Board.
- 23.3 The President shall preside as chairperson at every meeting of the Executive, or if there is no President, or if at any meeting the President is not present within ten minutes after the time appointed for holding the meeting, then the members may choose one of their number to be chairperson of the meeting.
- 23.4 The Executive may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.
- 23.5 At any meeting of the Executive, a simple majority of the Executive's members shall be a quorum.

### **24. COMMITTEES OTHER THAN THE EXECUTIVE AND THE PENNANTS COMMITTEE AND SUB-COMMITTEES**

- 24.1 This rule applies to committees other than the Executive and the Pennants Committee and to sub-committees.
- 24.2 The Board may delegate in writing any of its powers to a committee or sub-committee consisting of such members of the Company and/or natural persons as the Board thinks fit. Any committee or sub-committee so formed shall in the exercise of the powers so delegated conform to any conditions and restrictions that may be imposed on it by the Board.
- 24.3 If the Board has not appointed a chairperson, a committee or sub-committee may elect a chairperson. If at any meeting the chairperson is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be chairperson of the meeting.
- 24.4 Subject to other rules in this constitution a committee or sub-committee may meet and adjourn as it thinks proper and questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.
- 24.5 Subject to other rules in this constitution at any meeting of a committee or sub-committee, a simple majority of the committee's or sub-committee's members shall be a quorum.

## **25. TELEPHONE MEETINGS**

- 25.1 Members of the Board, the Executive, the Pennants Committee or other committee or sub-committee, may participate in a meeting of such body by means of a conference telephone or other communications equipment allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute presence in person at such meeting. A meeting held in this way will be taken for the purposes of this Constitution to be held at the place where the largest group of meeting participants is assembled or, if no such group is readily identifiable, at the place where the chairperson of the meeting participates.
- 25.2 No participant in a meeting held under rule 25.1 may leave such a meeting by disconnecting his means of communication unless he has previously obtained the express consent of the chairperson of the meeting. A participant in such a meeting will be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting by telephone or other means of communication unless he has previously obtained the express consent of the chairperson to leave the meeting.

## **26. RESOLUTIONS WITHOUT MEETING**

- 26.1 In this rule “Ordinary Member” includes a member representative of an Ordinary Member under Rule 9.3.
- 26.2 Subject to the Law, a resolution in writing signed by all Ordinary Members of the Company for the time being entitled to vote shall be as valid and effectual for all purposes as if it have been passed as an ordinary resolution or a special resolution (as the case may be) at a General Meeting of the Company duly called and constituted and may consist of several documents in like form each signed by one or more of the Members.
- 26.3 Where the document referred to in Rule 26.2 is so signed, the document shall be deemed to have been passed at a General Meeting of the Company and shall be deemed to constitute a minute of that General Meeting.
- 26.4 Any document that is attached to a document signed in accordance with this Rule 26 and is signed by the Ordinary Member or Ordinary Members who signed the last mentioned document shall, for the purposes of this Constitution, the by-laws and the Law, be deemed to have been laid before the Company at the General Meeting referred to in Rule 26.2.
- 26.5 The meeting referred to in Rule 26.2 shall be deemed to be held on the day on which the document was signed and at the time at which the document was last signed or if the Members sign the document on different days, on the day on which, and at the time at which, the document was last signed by a Member.
- 26.6 For the purposes of this Rule 26, an electronically transmitted legible facsimile copy of a document, the original of which, in the opinion of the Secretary has been apparently signed by a Member, shall be deemed to be a document signed by the Member.

26.7 Rules 26.2 to 26.6 inclusive, shall *mutatis mutandis* apply to Meetings of the Board, the Executive, the Pennants Committee, the Pennants Executive and to meetings of all other committees and sub-committees.

## **27. VALIDATION OF ACTS OF THE BOARD, THE EXECUTIVE, COMMITTEES AND SUB-COMMITTEES**

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

## **28. ANNUAL GENERAL MEETING**

28.1 The annual general meeting shall be held within three months of the close of the financial year.

28.2 The business to be transacted at every annual general meeting shall be -

- (a) the receiving of the Board's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Company for the preceding financial year;
- (b) the receiving of the auditor's report upon the books and accounts for the preceding financial year;
- (c) the election of members of the Board; and
- (d) the appointment of an auditor.
- (e) consideration of any Notices of Motion lodged with the Secretary and of which notice has been included in the notice of meeting; and
- (f) consideration of any other business brought forward at the meeting, provided that three-quarters of those present and entitled to vote are in favour of a resolution that the other business be considered by the meeting.

## **29. SPECIAL GENERAL MEETING**

The secretary shall convene a special general meeting -

- (a) when directed to do so by the Board; or
- (b) on the requisition in writing signed by Ordinary Members with at least 5 per cent of the votes that may be cast at a general meeting of the company. Such requisition shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat; or
- (c) on being given a notice in writing of an intention to appeal against the decision of the Board to reject an application for Ordinary Membership or to terminate the Ordinary Membership of any person.

### **30. QUORUM AT GENERAL MEETING**

- 30.1 In this rule, "member" means an Ordinary Member and includes a member representative of an Ordinary Member under Rule 9.3.
- 30.2 At any general meeting the number of members required to be a quorum shall be six members or proxies of members or half the number of members whichever is the lower.
- 30.3 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.
- 30.4 If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Board or the Company, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
- 30.5 The chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

### **31. NOTICE OF GENERAL MEETINGS**

- 31.1 Subject to consent to shorter notice being given in accordance with the Law, the secretary shall convene all general meetings of the Company by giving not less than 21 days notice of any such meeting to the members of the Company.
- 31.2 The manner by which such notice shall be given shall be determined by the Board: Provided that notice of any meeting convened for the purpose of hearing and determining the appeal of an Ordinary Member against the rejection or termination of his membership by the Board, shall be given in writing. Notice of a general meeting shall clearly state the nature of the business to be discussed thereat.

### **32. CONDUCT OF GENERAL MEETINGS**

- 32.1 In this rule, "member" means an Ordinary Member and includes the member representative of that Ordinary Member under Rule 9.3.
- 32.2 Unless otherwise provided by this Constitution, at every general meeting -
  - (a) the President shall preside as chairperson, or if there is no President, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-president shall be the chairperson or if the Vice-president is not present or is

- unwilling to act then the members present shall elect one of their number to be chairperson of the meeting;
- (b) the chairperson shall maintain order and conduct the meeting in a proper and orderly manner;
  - (c) every question, matter or resolution shall be decided by a majority of votes of the members present;
  - (d) every member present shall be entitled to one vote and in the case of an equality of votes the chairperson shall have a second or casting vote: Provided that no member shall be entitled to vote at any general meeting if any fee or levy or call or charge or any instalment thereof is more than one month in arrears at the date of the meeting;
  - (e) 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. The chairperson shall appoint two members to conduct the secret ballot in such manner as he shall determine and the result of the ballot as declared by the chairperson shall be deemed to be the resolution of the meeting of which the ballot was demanded;
  - (f) a member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote and in a secret ballot every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote;
  - (g) the instrument appointing a proxy shall be in writing, in the common or usual form, under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy may but need not be a member of the Company. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot;
  - (h) where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:-

Squash Brisbane Ltd:

I, \_\_\_\_\_ of, \_\_\_\_\_,  
being an Ordinary Member of the abovenamed Company,  
hereby appoint \_\_\_\_\_ of \_\_\_\_\_,  
or failing him,  
of \_\_\_\_\_,  
as my proxy to vote for me on my  
behalf at the (annual) general meeting of the Company, to be held on  
the \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_, and at any adjournment  
thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_ .

Signature

This form is to be used \* in favour of \_\_\_\_\_ the resolution  
\* against \_\_\_\_\_

\* Strike out whichever is not desired. (Unless otherwise instructed, the proxy may vote as he thinks fit.);

- (i) the instrument appointing a proxy shall be deposited with the secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote; and
- (j) the secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of general meetings, Board meetings, committee and sub-committee meetings to be entered in respective minute books. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Board meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding Board meeting verifying their accuracy. 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: Provided that the minutes of any annual general meeting shall be signed by the chairman of that meeting or the chairman of the next succeeding general meeting or annual general meeting.
- (k) The minute book for general meetings shall be open for inspection at all reasonable times by any financial Ordinary Member who previously applies to the secretary for that inspection and copies of minutes of general meetings shall be provided to financial Ordinary Members on request. The minute book for Board meetings shall be open for inspection at all reasonable times by any Director who previously applies to the secretary for that inspection and copies of minutes of Board meetings shall be provided to Directors on request.
- (l) Minutes of meetings of the Executive, of the Pennants Committee, and of any other committee or sub-committee shall be tabled at Board meetings as prescribed by the Board.

### **33. PENNANTS COMMITTEE**

- 33.1 The Company shall conduct pennant competitions in Squash and may conduct other competitions and tournaments in Squash and approved sports in the Brisbane Area and nearby areas.
- 33.2 The conduct of pennant competitions and tournaments shall be managed by a committee to be known as the Pennants Committee which shall consist of a Chairperson appointed by the Board, four persons appointed by the Board, and four persons appointed by the Board following their election by properly constituted clubs located at centres within a radius of 30 kilometres of the

Brisbane General Post Office. These appointments shall be made at the first meeting of the Board held after the annual general meeting of the Company and these elections shall be held within the month preceding and/or the month succeeding that annual general meeting. Meetings of the Pennants Committee shall be held at least every two calendar months and shall be chaired by the Chairperson of that Committee if present. Each of the nine members of the Committee has a deliberative vote and the chairperson at any meeting of the Committee shall also have a casting vote.

- 33.3 The Pennants Committee shall have the power at any time to appoint any person to fill any casual vacancy on the Committee or any position not filled by appointment under Rule 33.2. The continuing members of the Committee may act notwithstanding any vacancy in the Committee, but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution as the necessary quorum of the Committee, the continuing member or members may act for the purpose of increasing the number of members of the Committee to that number but for no other purpose.
- 33.4 The Board shall prescribe by by-laws the Pennants Committee's powers, and any other matters as are necessary for it to conduct competitions and tournaments for the Company. The Pennants Committee may appoint a sub-committee to be known as the Pennants Executive and delegate to it in writing such powers, other than this power of delegation, as it sees fit.
- 33.5 The Board shall to the extent that it considers practicable keep its accounts and prepare its financial reports in such a way that matters relating to the Pennants Committee and competitions and tournaments managed by it can be identified.
- 33.6 The Pennants Committee shall have the power of the Board under Rule 35 to make by-laws, and shall have the power to make competition rules, necessary or desirable for the management of the competitions and tournaments managed by it, and for achieving the object referred to in Rule 4(1), subject to any conditions imposed by the Board, and to impose penalties for breaches of those by-laws and rules.
- 33.7 The Board may by by-law impose a fee for entry of teams in competitions conducted by the Company on owners where teams are being entered by that owner or by a club located at that owner's centre, and may in that by-law provide that such a fee may be reduced or totally waived for owners who are members, or who are members of a particular class of membership, of the Company.
- 33.8 Teams may only be entered in the Company's competitions from centres or clubs at centres located outside the radius of 30 kilometres from the Brisbane General Post Office with the Council's prior approval.
- 33.9 The Board may make by-laws under Clause 35 in connection with the competitions or tournaments conducted or to be conducted by the Company.

**34. AGENT OF BRISBANE REGION OR QUEENSLAND OR AUSTRALIAN SPORTING ORGANIZATION OR ACTING AS BRISBANE REGION SPORTING ORGANIZATION**

- 34.1 The Company may act as the agent for the Brisbane Region or Queensland or Australian Sporting Organization for Squash or an approved sport with the written agreement of that organization.
- 34.2 The Company may act as the Brisbane Region Sporting Organization for Squash or an approved sport with the agreement of the Queensland Sporting Organization for that sport.

**35. MAKING, AMENDING, ETC., BY-LAWS**

- 35.1 The Board may from time to time make, amend or repeal by-laws, not inconsistent with this Constitution, as in the opinion of the Board are necessary or desirable for the proper control, administration and management of the Company's finances, affairs, interests, effects and property and for the convenience, comfort and well-being of the Members of the Company, or as elsewhere authorised under this constitution, and to enforce the observance of all by-laws:-
- (a) by members by suspension of Company privileges or any of them or otherwise, including a fine not exceeding \$1,000, as the Board sees fit, or
  - (b) by other persons, teams or bodies by suspension or disqualification from participation in activities conducted or authorised by or under the control of the Company or by fine not exceeding \$1,000 or by loss of competition or tournament points or otherwise as the Board sees fit.
- 35.2 Any by-law made under this Constitution shall come into force and be fully operative upon the making thereof or at such later date as may be specified in the by-law.

**36. REVOCATION OF BY-LAWS**

- 36.1 The Company in General Meeting may revoke and disallow any by-law made under this Constitution provided that the notice convening the meeting specifies the by-law objected to. The Board may revoke, disallow or amend any by-law or rule made by the Pennants Committee under Clause 33.6
- 36.2 Neither the revocation or disallowance by the Company in General Meeting or by the Board under the preceding sub-clause of any by-law nor the knowledge that it might take place nor its amendment or rescission by the Board or Pennants Committee shall invalidate any act by the Board or the Executive or the Pennants Committee or by another committee or sub-committee or by an officer or servant of the Company prior to such amendment or rescission.

**37. ALTERATION OR REPEAL OF CONSTITUTION**

This constitution may be added to, repealed or amended by resolution at any annual or special general meeting, provided that no such resolution shall be deemed to have been passed unless it be carried by a majority of at least three-quarters of the votes cast.

### **38. COMMON SEAL**

If the Board provides for, and there exists, a Common Seal:-

- (a) the Board shall provide for its safe custody;
- (b) it shall only be used by the authority of the Board; and
- (c) every instrument to which it is affixed shall be signed by a member of the Board and shall be countersigned by the secretary or by a second member of the Board or by some other person appointed by the Board for the purpose.

### **39. SECRETARY**

39.1 One or more secretaries shall, in accordance with the Law, be appointed by the Board on terms and conditions (including remuneration if any) as it thinks fit.

39.2 Any secretary so appointed may be removed by the Board.

### **40. EXECUTIVE OFFICER**

40.1 The Board may from time to time appoint a Chief Executive Officer of the Company.

40.2 A person shall not be appointed as Chief Executive Officer unless he or she has previously signed an agreement to be appointed as Secretary of the Company if appointed as such by the Board.

### **41. FUNDS AND ACCOUNTS**

41.1 The funds of the Company shall be deposited in the name of the Company in such bank or permanent building society as the Company may from time to time direct and may be in one or more accounts.

41.2 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 Company and the particulars usually shown in books of a like nature.

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

41.4 All amounts of one hundred dollars or over shall be paid by cheque signed by any two persons authorized for this purpose from time to time by the Board.

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

41.6 The Board shall determine the amount of petty cash that shall be kept on the imprest system.

41.7 All expenditure shall be approved or ratified at a Board meeting provided that expenditure in connection with the Pennants Committee and competitions or tournaments managed by that committee shall first be approved or ratified by that committee.

41.8 As soon as practicable after the end of each financial year the treasurer shall cause to be prepared a statement containing particulars of -

- (a) the income and expenditure for the financial year just ended; and

- (b) the assets and liabilities and of all mortgages, charges and securities affecting the property of the Company at the close of that year.

41.9 All such statements shall be examined by the auditor who shall present his report upon such audit to the secretary prior to the holding of the annual general meeting next following the financial year in respect of which such audit was made.

## **42. DOCUMENTS**

The Board shall provide for the safe custody of books, documents, instruments of title and securities of the Board.

## **43. INCOME AND PROPERTY**

The income and assets of the Company must be applied solely towards the objects of the Company as set out in this Constitution, and no part of the income or assets shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise, to the members of the Company. Nothing in this rule prevents the payment, in good faith, of:-

- (a) reasonable and proper remuneration to any officer or employee of the Company in return for any services actually rendered to the Company;
- (b) a supplier for goods supplied to the Company in the ordinary or usual way of business;
- (c) reasonable and proper rent for premises leased by the Company; and
- (d) reasonable and proper remuneration paid to any member of the Company who may be employed by the Company.

## **44. DISSOLUTION**

If upon the winding-up or dissolution of the Company there remains, after satisfaction of all its debts and liabilities, any property whatever, the same shall not be paid to or distributed among the members of the Company, but shall be given or transferred to some other institution having objects similar to the objects of the Company and whose Constitution shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company under or by virtue of Rule 43 hereof, such institution or institutions to be determined by the members of the Company at or before the time of dissolution, and if and so far as effect cannot be given to the aforesaid provision, then to some object which has been approved as an educational or public benevolent institution under Section 30.25 of the Income Tax Assessment Act.

## **45. TRANSITIONAL**

### **45.1 FIRST BRISBANE AREA**

The Brisbane Area, until varied under Rule 7 of this Constitution shall comprise the area included in the Local Authority Areas of Brisbane, Caboolture, Logan, Pine Rivers, Redcliffe and Redland.

## **45.2 FIRST GENERAL MEETING**

The first general meeting, which shall be the first annual general meeting, shall be held at such time, not being less than one month nor more than four months after the registration of the Company, and at such place as the Board may determine.

## **45.3 FIRST MEMBERS**

45.3.1 Every owner who is a member of the unincorporated Brisbane Squash Venues Association at the time of registration of the Company shall be a member of the Company in the same class of membership as in that association.

45.3.2 Such a member of the Company shall, subject to this constitution, continue as a member of the company unless within one month of registration of the Company the member notifies the secretary in writing that the member does not wish to be a member of the company in which case that member ceases to be a member from the date that notification is received by the secretary.

45.3.3 Cessation of membership of the company under Rule 45.3.2 does not remove the member's liability for any fee, debt, levy, fine or charge to the company taken over under Rule 45.6 or imposed elsewhere under this constitution.

## **45.4 FIRST BOARD, OFFICE BEARERS, SECRETARY AND PENNANT AND OTHER COMMITTEES**

45.4.1 The persons named as Directors in the Application for Registration of the Company shall be the first directors and shall constitute the first Board under this constitution and the person named as secretary in the Application for Registration of the Company shall be the first secretary of the Company. As soon as practicable after the registration of the Company, that Board shall meet and:

- (a) appoint such other members of the Board as will increase the number of its members to a number equal to the number of members of the Management Committee of the Brisbane Squash Venues Association at the time of registration of the Company;
- (b) appoint from that increased Board the first president, vice-president and treasurer.

45.4.2 The president and members of the Brisbane Squash League Council at the time of the registration of the Company shall be the chairperson and members of the first Pennants Committee under this Constitution.

45.4.3 The Centre Standards Committee, the Judiciary Tribunal and Appeals Board established by the Brisbane Squash Venues Association and existing at the time of registration of the Company shall continue as if they had been established under this constitution and decisions made and penalties imposed by those bodies shall continue in force as if they were made and imposed by bodies established under this constitution or by-laws made under it.

#### **45.5 FIRST BY-LAWS**

By-laws made by the Brisbane Squash Venues Association are adopted as by-laws of the Company and, *mutatis mutandi*, shall continue in force as if they were by-laws made by the Board under this Constitution. By-laws made by the Brisbane Squash League are adopted as by-laws of the Pennants Committee and, *mutatis mutandi*, shall continue in force as if they were by-laws made under this Constitution. All decisions made, orders issued and penalties imposed under such by-laws shall continue in force as if they were made, issued and imposed under by-laws made under this constitution.

#### **45.6 TAKEOVER OF PREVIOUS BRISBANE SQUASH VENUES ASSOCIATION AND BRISBANE SQUASH LEAGUE**

45.6.1 The funds and other assets and the liabilities of the Brisbane Squash Venues Association and the Brisbane Squash League are hereby taken over by the Company as from 1 June 2000.

45.6.2 Contracts and agreements currently in force between the Brisbane Squash Venues Association and the Brisbane Squash League and other parties are hereby taken over by the Company unless those other parties do not agree to their being taken over, and shall continue in force as if they had been entered into by the Company.

45.6.3 Competitions currently being conducted or that have been announced by the Brisbane Squash League are adopted as competitions of the Company, and all things done in respect of those competitions of the Brisbane Squash League shall be valid and in force in respect of those competitions adopted by the Company.

45.6.4 Membership benefits and entitlements that have accrued to members of the Brisbane Squash Venues Association as at the time of registration of the Company shall be continued under this Constitution as if they had accrued to them as members of the Company.

45.6.5 Staff benefits and entitlements that have accrued to staff employed by the Brisbane Squash Venues Association and Brisbane Squash League as at the time of registration of the Company shall be carried forward to their employment by the Company without loss and without loss of continuity.