



Constitution

**(Adopted at Special General Meeting
held on 24 August, 2013)**

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1. Name

The name of the incorporated association is the Feather Clubs Association of Queensland Inc (the Association).

2. Non-profit status

- a) The Feather Clubs Association of Queensland Inc. shall expend all monies and funds raised or received for the furthering of its objectives.
- b) Activities of the Association shall not be conducted for direct or indirect profit or gain of members.

3. Interpretation

- a) The term "Act" means the Associations *Incorporation Act 1981*.
- b) The terms "club" and "member club" for the purposes of this Constitution shall be taken to mean any club, body or other association established for the purposes of maintaining, improving and fostering the interests of breeders or exhibitors of "poultry".
- c) The term "poultry" for the purposes of this Constitution shall be taken as including all domestic fowl, waterfowl, guinea fowl, pheasants, turkeys and pigeons, and also including cage birds such as canaries, finches and parrots.

4. Objectives

- a) To promote in every way the breeding and exhibition of poultry by whatever means deemed necessary by the Association.
- b) To keep a register of persons recognised as competent to act as judges and stewards at all types of shows conducted by clubs affiliated with the Feather Clubs Association of Queensland Inc.
- c) To pursue a standard of excellence in respect of all objectives and activities of the Feather Clubs Association of Queensland Inc.
- d) To assist in the improvement and maintenance of the Australian Poultry Standards and to recognise that these are the official standards used in the adjudication of domestic land fowl, waterfowl, guinea fowl, turkeys and eggs at shows within Queensland.

- e) To undertake activities that preserves and promotes the history and appreciation of the standard breeding and exhibition of poultry and aviculture and other ornithological pursuits.
- f) To co-operate and co-ordinate with groups, bodies, agencies and individuals with interests similar to the objectives of the Feather Clubs Association of Queensland Inc.
- g) To afford means for an amicable settlement of disputes and to assist with the prevention of illegal or dishonest practices connected with the breeding or exhibition of poultry.
- h) To subscribe to or become affiliated with any other bodies, incorporated or not, whose objectives are similar to those of the Feather Clubs Association of Queensland Inc.
- i) To do all things, and take all actions expedient, incidental and conducive to the achievement of the above objectives.

5. Powers

- a) To subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the Association shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Feather Clubs Association of Queensland Inc under or by virtue of Clause 18(1)(i) or 27(b) and (c).
- b) In furtherance of the objectives of the Association to buy, sell and deal in all kinds of articles and provisions, both liquid and solid, for the members of the Association or persons frequenting the Association's premises.
- c) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real or personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objectives of the Association; provided that in the case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts.

- d) To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objectives and the exercise of the powers of the Association; to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- e) To appoint, employ, remove or suspend persons as may be necessary or convenient for the purposes of the Association.
- f) To remunerate any person or body corporate for services rendered or to be rendered to the Association, or for promotion of the Association, or in furtherance of its objects.
- g) To construct, improve, maintain, develop, work, manage, carry out, alter or control any buildings, grounds, works or conveniences which may directly or indirectly advance the Association's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration and control thereof.
- h) To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit.
- i) To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any monies and further advances borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the Association's property or assets present or future and to purchase, redeem or pay off any such securities.
- j) In furtherance of the objectives of the Association to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association.
- k) To hold or take mortgages, liens or charges, to secure payment of the purchase price, or any part of the Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchase and others.

- l) To take any gift of property whether subject to any special trust or not for any one or more of the objectives of the Association but subject always to the provision in subclause (c).
- m) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise.
- n) To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objectives. This also includes publishing of equivalent content on an internet website.
- o) To actively pursue legislation and subordinate legislation, through parliament and or local government, make rules, regulations or by-laws and do all other acts, matters and things, as may be necessary or expedient, to promote all or any of the objectives of the Association or matters incidental to these objectives.
- p) To grant, or withhold, or cancel affiliation of affiliated clubs, according to the rules of the Association.
- q) To levy fees from affiliated clubs, judges, stewards or exhibitors, to carry out the objectives of the Association.
- r) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.
- s) The Association has the powers of an individual.
- t) The Association may, for example—
 - (i) enter into contracts; and
 - (ii) acquire, hold, deal with and dispose of property; and
 - (iii) make charges for services and facilities it supplies; and
 - (iv) do other things necessary or convenient to be done in carrying out its affairs.

6. Membership types

There shall be provision for the following types of membership:

- a) **Ordinary member** (a **member club**) for the purposes of this Association is a club which is affiliated with the Association and this class may have

unlimited membership. Ordinary members have full voting rights (as exercised through their duly appointed delegate or proxy). An ordinary member must be financial and is bound by the rules of the Association.

- b) **Life member** – any person who, through extensive and exemplary service to the Association, over an extended period of time, shall be elected at an Annual General Meeting to become a life member. This class may have unlimited membership. Life members have no voting rights nor any other entitlements afforded to ordinary members.
- c) **Honorary member** - any person who is granted membership by the management committee for a year or other specific timeframe and purpose to fulfil a specific function of the Association. Honorary members have no voting rights.
- d) **Patron** – a person who contributes financial or other support to an extent that the Annual General Meeting determines qualifies for election as a Patron. Patrons have no voting rights, nor any other entitlements afforded to ordinary members.

7. Affiliation

- a) Membership shall be open to any club, body or other association established for the purposes of improving, maintaining and fostering the interests of breeders or exhibitors of poultry as defined by this Constitution.
- b) Application for membership must be made on the appropriate form and by payment of the prescribed fee, as set at the Annual General Meeting, and forwarded to the secretary of the Association.
- c) This application shall be presented to the management committee of the Association by the secretary, which may then grant or withhold the application. If application is not granted the fee shall be refunded.
- d) The Association may at its discretion, cancel or suspend the affiliation of any club, in which case no refund of the affiliation fee shall be made.
- e) Except as otherwise provided, membership shall be for one (1) calendar year, or portion thereof, and may be renewed annually.
- f) Membership of the Association shall be conditional on the acceptance of the rules of the Constitution.

- g) Any affiliated club shall notify any change in office bearers to the secretary of the Association within 1 calendar month of such change.

8. Membership fees

- a) The management committee may levy membership fees, subscriptions or other payments on members providing the levies have been authorised by an Annual General Meeting or general meeting. Any increases must also be authorised.
- b) Membership and other fees shall fall due on the 1st day of January of each year.

9. Termination of membership

(1) When membership ends

- a) A member may resign from the Association by giving a written notice of resignation to the secretary.
- b) The resignation takes effect at—
- (i) the time the notice is received by the secretary; or
 - (ii) if a later time is stated in the notice—the later time.
- c) The management committee may terminate a member's membership if the member—
- (i) does not comply with any of the provisions of these rules; or
 - (ii) has membership fees in arrears for at least 2 months; or
 - (iii) conducts itself in a way considered to be injurious or prejudicial to the character or interests of the Association.
- d) Before the management committee terminates a member's membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.
- e) If, after considering all representations made by the member, the management committee decides to terminate the membership, the secretary of the Association must give the member a written notice of the decision.

(2) Appeal against rejection or termination of membership

- a) An applicant whose application for membership has been rejected, or whose membership has been terminated, may give the secretary

written notice of the applicant's intention to appeal against the decision.

- b) A notice of intention to appeal must be given to the secretary within 1 month after the person receives written notice of the decision.
- c) If the secretary receives a notice of intention to appeal, the secretary must, within 1 month after receiving the notice, call a general meeting to decide the appeal.

(3) General meeting to decide appeal

- a) A general meeting to decide an appeal must be held within 3 months after the secretary receives the notice of intention to appeal.
- b) At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
- c) Also, the management committee and the members of the committee who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.
- d) An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.
- e) If a club whose application for membership has been rejected does not appeal against the decision within 1 month after receiving written notice of the decision, or the applicant's appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund the membership fee paid by the applicant.

10. Register of members

- a) The Association must keep a register of members of the Association.
- b) The register must include the following particulars for each member—
 - the full name of the member;
 - the postal or residential address of the member;
 - the date of admission as a member;
 - the date of termination, resignation or death (where applicable) of the member;
 - details about the termination or reinstatement of membership;

- any other particulars the management committee or the members at a general meeting decide.
- c) The register must be open for inspection by members of the Association (via their nominated delegate or representative) at any reasonable time.
- d) A member (or their nominated delegate or representative) must contact the secretary to arrange an inspection of the register.
- e) However, the management committee may, on the application of a member of the Association, withhold information about the member (other than the member's full name) from the register available for inspection if the management committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

11. Organisation and management

- a) The Feather Clubs Association of Queensland Inc. shall consist of an unlimited number of ordinary members.
- b) The general running of the Association shall be vested in the body of delegates representing member clubs -
- (i) Each member club of the Association may appoint a delegate or delegates not exceeding two (2) in number, to represent them at Annual General Meetings and other meetings.
 - (ii) The member club shall notify the secretary of the Association, in writing, as to the names of said delegate/s for the upcoming year by the 30th day of January each year.
 - (iii) Each member club, although it may appoint two (2) delegates, shall be entitled to only one (1) vote.
 - (iv) In the event of the appointed delegate/s of a member club being unable to attend any meeting of the Association, the member club shall be entitled to representation by means of a proxy vote. The holder of the proxy vote must be a financial member of a member club of the Association, although not necessarily of the club being represented by them at the meeting. In the event that the delegate has not appointed a proxy, then a committee member of the member club may represent their own club as proxy, providing

the secretary of the Association has been notified of such representation at least 24 hours prior to the meeting.

- (v) An individual person shall only represent a maximum of two member clubs at the one time. The individual person may be a delegate to two member clubs, or the individual may hold a proxy authority and be a delegate to a maximum of one (1) member club.
- (vi) A delegate or proxy must be an adult and capable of appropriately undertaking their responsibilities and obligations pursuant to this Constitution.
- c) The management of the Association shall be vested in the management committee, which shall be composed of delegates filling the following positions:
 - President
 - Senior Vice President
 - Junior Vice President
 - Secretary
 - Treasurer
- d) A member of the management committee, other than a secretary appointed by the management committee under clause 12(d)(i)(b)(iii), must be a financial member of a member club of the Association.
- e) At each Annual General Meeting of the Association, the members of the management committee must retire from office, but are eligible, on nomination, for re-election.
- f) A delegate of a member of the Association may be appointed to a casual vacancy on the management committee under clause 13(d).
- g) The management committee members may recommend to the annual meeting, a change in the numerical strength of the management committee.
- h) All management committee members shall be elected to a term of one (1) year, at the Annual General Meeting.
- i) Except as otherwise provided by this Constitution, and subject to the resolutions of the Association carried at any general meeting, the management committee shall:

- (i) Exercise general control and management of the administration of the affairs and funds of the Association.
 - (ii) Have authority to interpret the meaning of this Constitution and any matters relating to the Association of which this Constitution is silent.
 - (iii) The decisions of the management committee of the Association shall be binding and final on members and registered judges, subject to the rights of appeal as contained herein and no right of action in any court of law shall arise there from.
- j) The management committee may create, operate and disband sub-committees. Such sub-committees shall consist of management committee members, delegates, or other persons considered to have sufficient expertise to assist the management committee manage the affairs of the Association.
 - k) Sub-committees appointed by the management committee shall be empowered to act independently, within their terms of reference approved by the management committee, and shall report to the management committee as directed by it.

12. Appointment of office bearers

- a) All office bearers shall be elected at the Annual General Meetings of the Association on a simple majority vote of delegates present and the exercise of proxy votes.
- b) Resignation by office bearers shall be submitted, in writing, to the secretary or president of the Association.
- c) If a vacancy occurs on the management committee during the year, the remaining management committee members shall have the power to appoint to the management committee one of the member club's delegates to fill the vacancy for the remainder of the year.
- d) Appointment or election of secretary -
 - (1) The secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is—
 - (a) a delegate of a member club of the Association elected by the Association as secretary; or

(b) any of the following persons appointed by the management committee as secretary—

- (i) a member of the Association's management committee;
- (ii) another delegate of a member club of the Association;
- (iii) another person.

(2) If the Association has not elected an interim officer as secretary for the Association before its incorporation, the members of the management committee must ensure a secretary is appointed or elected for the Association within 1 month after incorporation.

(3) If a vacancy happens in the office of secretary, the members of the management committee must ensure a secretary is appointed or elected for the Association within 1 month after the vacancy happens.

(4) If the management committee appoints a person mentioned in subclause (1)(b)(ii) as secretary, other than to fill a casual vacancy on the management committee, the person does not become a member of the management committee.

(5) However, if the management committee appoints a person mentioned in subclause (1)(b)(ii) as secretary to fill a casual vacancy on the management committee, the person becomes a member of the management committee.

(6) If the management committee appoints a person mentioned in subclause (1)(b)(iii) as secretary, the person does not become a member of the management committee.

e) The secretary of the Association shall notify all member clubs of the names of all delegates to the management committee of the Association together with the clubs they respectively represent, together with notification of the Annual General Meeting and call for nominations for positions on the management committee of the Association, by the 30th day of January. These nominations shall be submitted, in writing, to the secretary of the Association no later than the 28th day of February, or at least 21 days before the date of the Annual General Meeting, whichever is the earlier.

f) Nominations must occur as follows –

- (i) any 2 delegates of member clubs of the Association may nominate another delegate of a member club (the **candidate**) to serve as a member of the management committee or other office bearer;

- (ii) The nomination must be—
 - a) in writing; and
 - b) signed by the candidate and the delegates of member clubs who nominated him or her; and
 - c) given to the secretary at least 21 days before the annual general meeting at which the election is to be held.
- (iii) A person may be a candidate only if the person—
 - a) is an adult; and
 - b) is not ineligible to be elected as a member under section 61A of the Act.
- (iv) A list of the candidates' names in alphabetical order, with the names of the delegates of member clubs who nominated each candidate, must be posted in a conspicuous place in the office or usual place of meeting of the Association for at least 7 days immediately preceding the annual general meeting, or published on the Association's website.
- (v) If required by the management committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- (vi) The management committee must ensure that, before a candidate is elected as a member of the management committee, the candidate is advised—
 - (a) whether or not the Association has public liability insurance; and
 - (b) if the Association has public liability insurance—the amount of the insurance.
- g) Election of office bearers shall be decided by simple majority vote of the delegates present and the exercise of proxy votes. Each delegate of a member club of the Association (or their proxy) present and eligible to vote at the Annual General Meeting may vote for 1 candidate for each vacant position on the management committee or other office bearer. If, at the start of the meeting, there are not enough candidates nominated for a particular position, nominations may be taken from the floor of the meeting for that position.
- h) Any office bearer who is absent from three (3) consecutive meetings, without apology or prior leave of absence, shall be deemed to have relinquished office.

- i) In the event of the absence of the secretary or treasurer, any delegate to the management committee of the Association, who regularly attends meetings, can be appointed to temporarily fill the office left open during the absence of the duly appointed office bearer.

13. Resignation, removal or vacation of office of member of the management committee

- a) A member of the management committee may resign from the committee by giving written notice of resignation to the secretary. The resignation takes effect at—
 - (i) the time the notice is received by the secretary; or
 - (ii) if a later time is stated in the notice—the later time.
- b) Removal of a member of the management committee –
 - i. A member may be removed from office at a general meeting of the Association if a majority of the delegates (or their proxies) of member clubs present and eligible to vote at the meeting vote in favour of removing that person from the management committee.
 - ii. Before a vote of delegates of member clubs is taken about removing the member of the management committee from office, that person must be given a full and fair opportunity to show cause why he or she should not be removed from office.
 - iii. That person has no right of appeal against their removal from office under this rule.
 - iv. That person immediately vacates the office of member of the management committee in the circumstances mentioned in section 64(2) of the Act.
- c) Removal of secretary –
 - i. The management committee of the Association may at any time remove a person appointed by the committee as the secretary.
 - ii. If the management committee removes a secretary who is a person mentioned in clause 12(d)(1)(b)(i) the person remains a member of the management committee.
 - iii. If the management committee removes a secretary who is a person mentioned in clause 12(d)(1)(b)(ii) and who has been

appointed to a casual vacancy on the management committee under clause 12(c), the person remains a member of the management committee. 16

d) Vacancies on management committee -

- i. If a casual vacancy happens on the management committee, the continuing members of the committee may appoint another delegate of a member of the Association to fill the vacancy until the next Annual General Meeting.
- ii. The continuing members of the management committee may act despite a casual vacancy on the management committee.
- iii. However, if the number of committee members is less than the number fixed under clause 15(3)(d) as a quorum of the management committee, the continuing members may act only to—
 1. increase the number of management committee members to the number required for a quorum; or
 2. call a general meeting of the Association.

14. Functions of management committee

a) The president shall:

1. Preside at all general and management committee meetings. He/she shall be responsible for the enforcement of the Constitution and any, by-laws or other rules of the Association and for preparation and presentation of reports to general meetings.
2. With the approval of at least a majority of the members of the management committee, deal with urgent matters which may arise before the set date of the next management meeting and shall report such at the following management meeting.

- b) The vice presidents shall assist the president in the execution of his/her function and carry out such duties as may be allocated by the management committee. In the absence of the president, the vice presidents shall assume all duties, powers and responsibilities pertaining to the office of president.

c) The secretary's functions shall include, but not be limited to:

1. 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;
2. attending and keeping minutes of each meeting;
3. keeping copies of all correspondence and other documents relating to the Association;
4. carry out all due instructions of the management committee;
5. maintaining the register of members of the Association.

d) The treasurer shall:

1. Attend all meetings of the management committee and of the Association and be responsible for all financial matters, including records and statements, and shall compile a detailed record of all financial transactions of the Association. This record of transactions is to be presented to the Annual General Meeting.
2. Issue receipts for all monies received no matter from which source derived.

e) General functions of the management committee:

- (1) Subject to these rules or a resolution of the delegates or representatives of members of the Association carried at a general meeting, the management committee has the general control and management of the administration of the affairs, property and funds of the Association.
- (2) The management committee has authority to interpret the meaning of these rules and any matter relating to the Association on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

Note: The Act prevails if the Association's rules are inconsistent with the Act—see section 1B of the Act.

- (3) The management committee may exercise the powers of the Association—

- (a) to borrow, raise or secure the payment of amounts in a way the management committee may decide; and
 - (b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way; and
 - (c) to borrow amounts from members and pay interest on the amounts borrowed; and
 - (e) to mortgage or charge the whole or part of its property; and
 - (f) to invest in a way the management committee may from time to time decide.
- (4) For subrule (3)(c), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by—
- (a) the financial institution for the Association; or
 - (b) if there is more than 1 financial institution for the Association—the financial institution nominated by the management committee.

15. Meetings

(1) Annual General Meeting

- a) The Annual General Meeting must be held at least once a year, and within 6 months after the end date of the Association's reportable financial year.
- b) The Annual General Meeting shall be held during the month of March as shall be determined by the management committee of the Association. All member clubs shall be notified, in writing, of the date and venue for the Annual General Meeting of the Association, by the secretary by the 31st day of January each year.
- c) At any Annual General Meeting, a quorum shall consist of a number being the total membership of the management committee plus a minimum of six (6) other delegates or club representatives eligible to vote.

- d) The business to be transacted at every Annual General Meeting shall include:
- i. Receiving the Association's financial statement and audit report for the preceding financial year
 - ii. Presenting the financial statement and audit to the meeting for adoption.
 - iii. Receiving of sub-committee reports affecting the running of the Association for the preceding year.
 - iv. Election of members of the management committee and any other office bearers.
 - v. Appointment of the auditor to the Association for the forthcoming year.
- e) After the reading of and discussion on the minutes from the previous Annual General Meeting, the president shall present the annual report and conduct all other necessary business.
- f) He/she shall then call for nominations for a returning officer and immediately conduct a vote for this office, the result being decided on a simple majority of those delegates present.
- g) The returning officer shall then conduct the election of office bearers for the year.
- h) The newly elected office bearers shall then take over control of the meeting before any new business is brought forth.

(2) General Meetings

- a) The secretary may call a general meeting of the Association. If the secretary is unable or unwilling to call the meeting, the president must call the meeting.
- b) The management committee may decide the way in which the notice must be given.
- c) However, notice of the following meetings must be given in writing—
1. a meeting called to hear and decide the appeal of a club against the management committee's decision—
 - a. to reject the club's application for membership of the Association; or
 - b. to terminate the club's membership of the Association;

2. a meeting called to hear and decide a proposed special resolution of the Association.
- d) Notice of all general meetings shall be given to member clubs by circular notice not less than fourteen (14) days before the date of any such meeting. Such circular notice is to state the business to be conducted and contain notice of motions put forward for discussion at the general meeting. All matters which a member club wishes raised at any general meeting of the Association shall be put in writing to the secretary of the Association, who shall notify all member clubs of such motions so as delegates to the general committee of the Association can be instructed according to the wishes of the represented club.
 - e) Special general meetings shall be called when, in the opinion of the management committee, it would be in the interests of the Association to do so, or within thirty (30) days on receipt of a letter, addressed and delivered to the secretary of the Association, signed by at least eight (8) delegates to the Association, requesting a general meeting and specifying the purpose for which the general meeting is to be called.
 - f) No business shall be transacted at any general meeting unless a quorum of club representatives is present at the time when the meeting proceeds to business. For the purposes of this rule "club representatives" includes a person attending as either a delegate or a proxy.
 - g) At any general meeting, a quorum shall consist of a number of club representatives, being the total membership of the management committee plus one (1). If within 30 minutes of the time appointed for a general meeting a quorum is not present, the meeting shall be dissolved and stand adjourned either to the same day in the next week, at the same place and time, or to such other place and time which the office bearers may determine. If, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the delegates present shall be quorum.
 - h) Unless otherwise provided for by these rules, at every general meeting:
 1. The president shall preside as chairman, or if he/she is not present within ten (10) minutes after the time appointed for the holding of the meeting, or is unwilling to act, one of the vice presidents shall be the chairman or if the vice presidents are not

present or unwilling to act then the delegates present shall elect one of their number to be chairman of the meeting.

2. The chairman shall maintain order and conduct the meeting in a proper and orderly manner.
3. Every member club represented at the meeting shall be entitled to one vote and in the case of an equality of votes the chairman shall have a second or casting vote, provided that no member club shall be entitled to vote at any general meeting if their annual subscription is more than one month in arrears at the date of the meeting.
 - i) 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.
 - j) If a meeting is adjourned under subclause (i), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
 - k) The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
 - l) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.
 - m) A member may take part and vote in a general meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen. A member who participates in a meeting in this way is taken to be present at the meeting.

(3) Management committee meetings

- a) Meetings of the management committee shall be held as convened by the management committee, but not less than once every four months.
- b) Notice of a meeting is to be given in the way decided by the management committee.

- c) The management committee may hold meetings, or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen. A committee member who participates in the meeting in this manner is taken to be present at the meeting.
- d) At any management committee meeting a quorum shall be a simple majority of the number of members on the management committee. If there is no quorum within 30 minutes after the time fixed for a management committee meeting called on the request of members of the committee, the meeting lapses.
- e) The president shall preside as chairman, or if he/she is not present within ten (10) minutes after the time appointed for the holding of the meeting, or is unwilling to act then one of the vice presidents shall be the chairman or if the vice presidents are not present or unwilling to act then the members present shall elect one of their number to be chairman of the meeting.
- f) A question arising at a committee meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the question is decided in the negative.
- g) A member of the management committee must not vote on a question about a contract or proposed contract with the Association if the member has an interest in the contract or proposed contract and, if the member does vote, the members vote must not be counted.
- h) Special meeting of management committee –
 - i. If the secretary receives a written request signed by at least 33% of the members of the management committee, the secretary must call a special meeting of the committee by giving each member of the committee notice of the meeting within 14 days after the secretary receives the request.
 - ii. If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.
 - iii. 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.

- iv. 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.
 - v. 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.
- i) Resolutions of management committee without meeting –
- i. A written resolution signed by each member of the management committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.
 - ii. A resolution mentioned in subclause (i) may consist of several documents in like form, each signed by 1 or more members of the committee.

(4) Minutes of meetings

- a) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Annual General Meeting, general meeting and management committee meeting are entered in a minute book.
- b) To ensure the accuracy of the minutes a motion must be made at a subsequent meeting that the minutes are accurate and accepted by those that were present at the meeting. Additionally -
 - i. the minutes of each general meeting may be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy;
 - ii. the minutes of each annual general meeting may 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.
- c) If asked by a member club of the Association, the secretary must, within 28 days after the request is made—
 - i. make the minute book for a particular general meeting available for inspection by a representative of the member club at a mutually agreed time and place; and
 - ii. give the member club copies of the minutes of the meeting.
- d) The Association may require the member club to pay the reasonable costs of providing copies of the minutes.

(5) Operation of sub-committees

- a) The management committee may appoint a sub-committee consisting of members of the Association considered appropriate by the committee to help with the conduct of the Association's operations.
- b) A member of the sub-committee who is not a member of the management committee is not entitled to vote at a management committee meeting.
- c) A sub-committee may elect a chairperson of its meetings.
- d) If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be chairperson of the meeting.
- e) A sub-committee may meet and adjourn as it considers appropriate.
- f) A question arising at a sub-committee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.
- g) Sub-committees are required to report back to the management committee as determined by the management committee.

(6) Acts not affected by defects or disqualifications

- a) An act performed by the management committee, a sub-committee or a person acting as a member of the management committee is taken to have been validly performed.
- b) Subclause (a) applies even if the act was performed when—
 - i. there was a defect in the appointment of a member of the management committee, sub-committee or person acting as a member of the management committee; or
 - ii. a management committee member, sub-committee member or person acting as a member of the management committee was disqualified from being a representative of a member club.

16. Voting

- (1) Voting within general committee at Annual General Meetings and general meetings -
 - a) Shall be restricted to delegates representing the wishes of their respective member clubs.
 - b) Each financial member club, although it may appoint two (2) delegates, shall only be entitled to one (1) vote.
 - c) In the event of the appointed delegate of a member club being unable to attend any meeting of the Association, the member club shall be entitled to representation by means of a proxy vote.
 - d) Delegates from member clubs or bodies shall be instructed by members of their own club according to the Constitution or rules and by-laws of the particular club, as to the direction which voting shall take on each question to be raised at a general meeting as notified to the member club by the secretary of the Association.
 - e) No one person may represent more than two (2) member clubs by way of being a delegate or a proxy.
 - f) Every question, matter, or resolution shall be decided by a majority of votes by the delegates present and the counting of proxy votes.
 - g) The president of the Association shall be entitled to a deliberate vote as instructed by his/her host member club, and shall be entitled to a casting vote.
 - h) The method of voting is to be decided by the management committee.
 - i) However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot. If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides. The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

(2) At management committee meetings:

- a) Every question, matter, or resolution at the management committee meeting shall be decided by a majority of votes of management committee members present at that meeting.
- b) The president of the Association shall be entitled to a deliberate vote, and shall be entitled to a casting vote.

(3) Proxy votes:

- a) A member club may vote by delegate or by proxy, and on a show of hands every member club represented personally by a delegate or by a proxy shall have one vote.
- b) A delegate may only hold a proxy if he/she is a delegate to a maximum of one (1) member club .
- c) No delegate may hold more than one (1) proxy authority at any one time.
- d) The instrument appointing a proxy vote shall be valid only for the particular meeting noted thereon or at any adjournment thereof.
- e) A proxy may be a delegate of a member club of the Association or another person.
- f) Each instrument appointing a proxy must be given to the secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- g) Unless otherwise instructed by the appointer, the proxy may vote as the proxy considers appropriate.
- h) The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.

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

[Name of association]: Feather Clubs Association of Queensland Inc

I, _____ of _____, being a delegate of a member club 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

- j) If a delegate of a member club wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the following or similar form—

[Name of association]: Feather Clubs Association of Queensland Inc

I, _____ of _____, being a delegate of a member club 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]

17. Financial year

The financial year of the Association shall be from the 1st day of January to the 31st day of December of a calendar year.

18. Funds and accounts

- (1) Financial control
 - a) The funds of the Association must be kept in an account/s in the name of the Association in a financial institution/s decided by the management committee.
 - b) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.
 - c) All amounts must be deposited in the financial institution account/s as soon as practicable after receipt.
 - d) All expenditure must be approved or ratified at a management committee meeting.
 - e) A payment by the Association of \$100 or more must be made by cheque or electronic funds transfer.
 - f) If a payment of \$100 or more is made by cheque, the cheque must be signed by any 2 of the following—
 - i. the president;
 - ii. the secretary;
 - iii. the treasurer;
 - iv. any member of the management committee who has been authorised by the management committee to sign cheques issued by the Association.However, at least one(1) of the persons who signs the cheque must be either the president, the secretary or the treasurer.
 - g) Cheques, other than cheques for allowances or petty cash recoupment, must be crossed not negotiable.
 - h) The management committee shall, from time to time, approve payment to the secretary and/or treasurer of adequate petty cash funds. These funds shall be drawn from the bank account and not from payments received. The secretary and/or treasurer shall keep petty cash books and receipts.
 - i) The income and property of the Association must be used solely in promoting the Association's objects and exercising the Association's powers.

- j) Prize monies received and paid out by the Association for purposes not strictly related to the objectives of the Association shall be kept in separate accounts and recorded separately from general funds by the treasurer.
- k) The account books of the Association shall be open for inspection by members of the management committee, or other such persons as the management committee may determine.
- l) As soon as practical after the end of each financial year, the treasurer shall cause to be prepared a statement containing particulars of:
 - i. The income and expenditure for the financial year just ended, and
 - ii. The assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.
- m) All accounts shall be audited and certified annually by an accredited auditor appointed by the Annual General Meeting. This auditor's report shall be presented to the Annual General Meeting. This auditor shall not be a member of the management committee.

(2) Fund raising

The management committee shall be empowered to raise finance in the following ways:

- (i) By membership fees and levies.
- (ii) By direct appeal for community (including private) donation and sponsorship.
- (iii) By proceeds from any displays, exhibitions, sales or other lawful fund raising activity.
- (iv) By direct appeal or application to all levels of government.

19. Exhibitor registration

- a) Any person who is a financial member of any member club affiliated with the Association during the current year is eligible to exhibit at

any show or exhibition conducted or under the control of an Association member club, providing such a person has a current Association exhibitor registration number.

- b) The Feather Clubs Association of Queensland Inc exhibitor registration form is to be available from either the secretary of the Association or member club secretaries. Upon completion the form and registration fee are to be forwarded to the Association secretary for processing. Upon receipt of this completed form and fee a registration number will be issued and valid for the year or years as indicated on the exhibitors tag or other form of proof of registration.
- c) The unique registration number is to be quoted on entry forms for any poultry show conducted by any affiliated body.
- d) The registration is a once only issue each year and the source of issue is irrelevant – the exhibitor being able to be a member of as many clubs as desired.
- e) The fee payable upon registration will be as determined at an Annual General Meeting.
- f) Prohibition on use of information on the register of registered exhibitors
 - (1) A member of the Association must not—
 - (a) use information obtained from the register of registered exhibitors to contact, or send material to, another member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes; or
 - (b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes.
 - (2) Subclause (1) does not apply if the use or disclosure of the information is approved by the Association.

20. Exhibitions and shows

- a) Refusal of entries:

1. The committee of any member club shall reserve the right to refuse or return any entries without assigning a reason to the intending exhibitor, provided the decision is made at a properly constituted meeting of the club concerned and such decision is communicated to the intending exhibitor at least three (3) days before the actual date of the exhibition. Note that this requirement for a decision to be made at a properly constituted meeting does not apply if the reason for refusal is one of the following:
 - i. The pavilion or venue has reached its entry capacity; or
 - ii. The entries were received after the closing date nominated on the show schedule.
 2. Entry fees paid for any exhibit so refused shall be refunded in full.
 3. An objection to the refusal of a member club to accept any proposed exhibit can be made by any registered exhibitor of the Association. Such objection must be made in writing to the secretary of the Association no later than seven (7) working days after the occurrence.
 4. The committee of any member club so refusing any exhibit may be asked by the Association to provide its reasons for such action to the Association and must do so if such direction is made.
- b) No exhibit shall be entered in more than one class at any one show or exhibition.
- c) Any bird entered for any show or exhibition must be solely and unconditionally the property of the exhibitor. Such bird must not be shown on loan, hire, or subject to sale.
- d) Birds must be presented at the place of exhibition by the prescribed time, as stated in the schedule for that show or exhibition, as prepared by the member club presenting such show or exhibition.
- e) Control during exhibition:
1. During any show or exhibition held by a member club all birds shall be under the control of the committee of the club staging such show or exhibition.

2. No bird shall be handled during any such show or exhibition unless prior permission has been given by the secretary, chief steward, or show manager of the club concerned.
- f) All exhibits in a class shall be presented, as far as possible, in cages or pens next to or adjoining each other.
 - g) Any member club holding a show or exhibition under the rules of the Association shall not be responsible for any loss or damage, either from sickness or natural causes, and it shall be a condition of entry at any show or exhibition conducted or controlled by member club/s that each exhibitor shall hold the body conducting such shows or exhibitions harmless and indemnify it against any legal proceedings arising from such loss or damage.
 - h) The committee of any member club shall exclude any bird which it considers not fit for exhibition, either because of disease, vermin, or any other reason, from any show or exhibition conducted or controlled by it.
 - i) Annoyances at shows or exhibitions:
 1. Any person causing any annoyance by loud comments on a decision by a judge, or being guilty of un-sportsman like or unseemly actions while in the precincts of a show or exhibition conducted by any member club may be removed from said show or exhibition.
 2. It shall be the duty of the committee of the club concerned to lodge, in writing, within seven (7) working days of the date of the show or exhibition, a report on the matter with all possible evidence of the actions and the names and addresses of those concerned.
 3. The responsibility for investigating and taking appropriate action in connection with such matters shall be the duty of either the management committee or Judges Panel sub-committee of the Association, depending on the circumstances.

21. Adjudication

- a) The management committee of the Association may from time to time be called upon to adjudicate or settle any dispute or to impose a penalty for any improper behaviour or actions which will discredit the aims and objects of the Association.

- b) Members or individuals who may be affected by such decisions will be notified in writing by the secretary of the Association of any objections made to, or to be considered by, the Association's management committee.
- c) Such clubs or persons mentioned in (b) shall have the right to appeal against such decisions within seven (7) working days of the date of such a decision. Providing the appeal is in writing and posted to the secretary of the Association within the prescribed time.
- d) Such decisions made by the Association shall be deemed binding on all member clubs for such time as determined by the Association.
- e) Notices of any decisions and the term and nature of the decision shall be sent to the Association's member clubs.
- f) Notwithstanding anything stated herein the management committee of the Association may at any time call upon any person whom it has reason to suspect of having been guilty of any action or conduct which in the opinion of the management committee of the Association is harmful to, or discredits, the aims and objects of the Association and those involved with the Association.
 - 1. The management committee of the Association may call upon such person or persons to explain their behaviour.
 - 2. Dependent upon the answer to the satisfaction of the management committee, the management committee shall have the power to debar the person or persons from any show or exhibition conducted by any member club and to debar all or any poultry owned or part owned by said person.
 - 3. The penalties shall be assigned by the management committee of the Association and the management committee shall reserve the right to remove, modify or vary in any way any suspension, disqualification or other state of ineligibility.

22. By-Laws

- a) The management committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Association.

- b) A by-law may be set aside by a vote of members at a general meeting of the Association.

23. Alteration of the Constitution

- a) Subject to the Act, this Constitution may be amended, repealed or added to by a special resolution carried at a general meeting. Such resolution must be passed by a majority of not less than three-quarters of delegates present and a count of proxy votes available.
- b) Notice of motion of any proposed repeal, alteration, or amendment must be given, in writing, to the secretary of the Association and signed by at least six (6) delegates of member clubs of the Association. Such notice shall contain the exact nature of the proposed change/s.
- c) The secretary of the Association shall notify all member clubs, by circular notice, of such a motion/s and of the convening of the general meeting at which the motion/s will be considered.
- d) However an amendment, repeal or addition is valid only if it is registered by the Chief Executive as defined under the Act.

24. Custody of documents

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

25. Common seal

- a) The management committee must ensure the Association has a common seal.
- b) The common seal must be—
- i. kept securely by the management committee; and
 - ii. used only under the authority of the management committee.
- c) Each instrument to which the seal is attached must be signed by a member of the management committee and countersigned by—
- i. the secretary; or
 - ii. another member of the management committee; or
 - iii. someone authorised by the management committee.

26. Dissolution of the Association

- a) If at any time a motion for dissolution should be received by the secretary of the Association, submitted in writing and signed by eight (8) delegates of member clubs of the Association, the secretary shall notify all member clubs of the motion and call a special general meeting in the prescribed manner.
- b) If a quorum is obtained at the special general meeting called to consider the motion for dissolution, the motion shall be passed only by a majority of not less than three-quarters of delegates present, and of proxy votes.
- c) If no quorum is obtained, the secretary shall give notice of a second special general meeting in the prescribed manner. No quorum shall be required for this special meeting and the motion shall be passed by not less than a three-quarter majority of delegates present and the counting of proxy votes.

27. Distribution of surplus assets

- a) This clause applies if the Association—
 - i. is wound-up under part 10 of the Act; and
 - ii. has surplus assets.
- b) The surplus assets must not be distributed among the members of the Association.
- c) The surplus assets must be given, as determined by the member clubs of the Association, to another entity—
 - i. having objects similar to the Association's objects; and
 - ii. the rules of which prohibit the distribution of the entity's income and assets to its members.
- d) In this clause— for a meaning of the term **surplus assets** refer to section 92(3) of the Act