



# **THE GREATER BRISBANE CONFERENCE CONSTITUTION**

# The Greater Brisbane Conference

## Constitution

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## 1) Interpretation

In this Constitution **Act** means the *Associations Incorporation Act 1981 (Qld)*.

A word or expression that is not defined in Constitution, but is defined in the Act has, if the context permits, the meaning given by the Act.

## 2) Name

The name of the incorporated association is “The Greater Brisbane Conference Inc.” (Conference).

## 3) Objects

The Conference is a not for profit organisation and the objects are:

- 1) To promote and conduct various forms of inter-school activity at various levels of the school communities of the Greater Brisbane Conference with a view to fostering a spirit of fellowship, sound educational practice and mutual support and assistance among The Greater Brisbane Conference.
- 2) To exercise general supervision and control over the joint activities of the Greater Brisbane Conference.
- 3) To promote the welfare and best interests of the Greater Brisbane Conference.
- 4) To consider, deliberate upon and deal with educational matters and with matters and questions of common policy and principle concerning the Greater Brisbane Conference.
- 5) To promote an environment of tolerance and support for the multi-faith backgrounds of the Greater Brisbane Conference.
- 6) To contribute to and influence the formulation and advancement of educational policy in Queensland.
- 7) To do all such other things as are conducive or incidental to the attainment of the aims and objects above or any of them.

## 4) Powers

The Conference has powers of an individual in agreement with the Management Committee.

The Conference may

- 1) Enter into contracts;
- 2) Acquire, hold, deal with and dispose of property;
- 3) Make charges for services and facilities it supplies;

- 4) Do other things necessary or convenient to be done in carrying out its affairs;  
  
To subscribe to, become a member of and cooperate with any other association, club or organisation whether incorporated or not, whose objects are altogether or in part similar to those of the Conference, provided that the Conference will not subscribe to or support with its funds, any association 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 Conference under or by virtue of rule 33);
- 5) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Conference'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;
- 6) To invest and deal with the money of the Conference not immediately required as may be thought fit;
- 7) To take or otherwise acquire, and hold shares, debentures or other securities of any body corporate;
- 8) To lend advance money or give credit to any person; to guarantee and give guarantees or indemnities for the payment of monies or the performance of contracts or obligations by any person and otherwise to assist any person;
- 9) To borrow or raise money either alone or jointly with any other person in such a 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 or to be borrowed alone or with others 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 Conference's property or assets present or future and to purchase, redeem or pay-off any such securities;
- 10) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Conference but subject always to the proviso in sub-rule (3.4);
- 11) 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 Conference in the shape of donations, annual subscriptions or otherwise;
- 12) To print and publish any newspapers, periodicals, books or leaflets that the Conference may think desirable for the promotion of its objects,
- 13) To amalgamate with any incorporate associations having objects altogether or in part similar to those of the Conference and which will prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Conference under or by virtue of rule 33)11);
- 14) To purchase or otherwise acquire and undertake all parts of the property, assets, liabilities and engagements of any incorporated association with which the Conference is authorized to amalgamate.

- 15) To transfer all or any part of the property, assets, liabilities and engagements of the Conference to any incorporated association with which the Conference is authorized to amalgamate;
- 16) To make donations for patriotic, charitable or community purposes;

## 5) Membership

- 1) There are **three** classes of membership of the Conference:
  - a. Full Members;
  - b. Associate Members;
  - c. **Ordinary Members.**
- 2) Full Members of the Conference must be a co-educational non-government school
- 3) For the purposes of this Constitution, the Principal of a Full Member (or if there is no Principal or the Principal is unable to act, the Delegate) is duly authorised to exercise all the rights of the Full Member without the need to have any other form of authority or appointment.
- 4) Members have the rights set out in this Constitution, including the right to receive notice of, attend and speak at any General Meeting. Only Full Members have the right to vote at General Meetings.
- 5) Students of Full Members **and Ordinary Members** may compete in interschool Greater Brisbane Conference (GBC) competitions and students of Full Founding Members may compete within Junior Associated Schools (JTAS) competitions (subject to the rules of those competitions).
- 6) **Ordinary Members may be a non-government co-educational school or a non-government single sex school.**
- 7) **If an Ordinary Member is a single sex school, then it must combine with another single sex school (of the opposite sex) in order to compete in interschool GBC competitions.**
- 8) The Founding Full Members are:
  - Faith Lutheran College, Plainland Qld
  - Faith Lutheran College, Redlands Qld
  - Redeemer Lutheran College, Rochedale Qld
  - Rivermount College, Yatala Qld
  - Sheldon College, Sheldon Qld

- The Springfield Anglican College, Springfield Qld
- 9) Associate Members shall be the Directors of Sport of each of the Full Member Schools and shall have the rights set out in this Constitution but do not have the right to vote at General Meetings.
  - 10) **Ordinary Members shall have the rights set out in this Constitution but do not have the right to vote at General Meetings.**
  - 11) As a condition of membership, all Members agree to abide by the By-Laws and Policies of the Conference.
  - 12) **Automatic membership**
  - 13) A school which, on the day the Conference is incorporated, was a member of the unincorporated association will be a Founding Full Member.

## 6) Membership Fees

- 1) Membership fees for each **Full Member** and **each Ordinary Member** will be such sum **as determined by the Management Committee.**
- 2) Membership fees will be payable at such time and in such manner as the Management Committee determines.
- 3) **Associate Members will not be charged Membership fees.**

## 7) Admission and Rejection of Members

- 1) Application for Full Membership, Associate Membership **and Ordinary Membership** will be made in writing signed by the applicant, its proposer and seconder and will be in such form that the Management Committee prescribes and be accompanied by such information as the Management Committee requires. The Applicant must be proposed and seconded by a Full Member of the Conference.
- 2) The Management Committee must ensure that, as soon as possible after the application to become a Member of the Conference, and before the Management Committee considers the application, the applicant is advised—
  - (a) whether or not the Conference has public liability insurance; and
  - (b) if the Conference has public liability insurance—the amount of the insurance.
- 3) An application for Membership will be considered at the next General Meeting of the Conference after receipt of the application for membership to determine the acceptance or rejection of the applicant.
- 4) An applicant who receives the approval of at least 80% of the votes of the Full Members will be accepted as a Member of the Conference in the relevant class.

- 5) Upon acceptance or rejection of an application for membership, the Secretary will forthwith give the applicant notice in writing of such acceptance or rejection.

## **8) Termination of Membership**

- 1) A Member may resign from the Conference by giving notice in writing to the Secretary, with effect from the time such notice is received by the Secretary unless a later date is specified in the notice when it will take effect on that later date.
- 2) If a Member:
  - a. Fails to comply with this Constitution; or
  - b. Has membership fees in arrears for a period of three months or more; or
  - c. Conducts itself in a manner considered injurious or prejudicial to the objects or interests of the Conference or
  - d. Fails to provide the required numbers of teams as stipulated in the By-laws without adequate cause and consistently fails to fulfil the required teams for the agreed competitions and appears to not have the future potential to resolve the situation.

a General Meeting will consider whether the membership will be terminated.
- 3) The Member concerned will be given a full and fair opportunity of presenting its case and if the General Meeting resolves by ordinary resolution to terminate membership, it will instruct the Secretary to advise the Member in writing accordingly.

## **9) Appeal Against Rejection or Termination of Membership**

- 1) There will be no appeal against rejection or termination of membership.
- 2) An applicant or Member rejected or terminated may reapply for membership after a period of twelve (12) months from the date of rejection or termination.

## **10) Register of Members**

- 1) The Management Committee must keep a register of Members.
- 2) The register of Members must include the following particulars for each Member:
  - (a) the full name and residential address, phone number and email address (if any) of the member;
  - (b) the date of admission as a Member;
  - (c) the date of death or resignation of the Member;
  - (d) details about the termination or reinstatement of membership;



(e) any other particulars the Management Committee or the Members at a general meeting decide.

- 3) The Register will be open for inspection at all reasonable times by any Member who applies to the Secretary for such inspection.

## **11) Prohibition on use of information on register of members**

A Member of the Conference must not—

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

This does not apply if the use or disclosure of the information is approved by the Conference subject to the Privacy Act 1988 (Cth).

## **12) Secretary**

- 1) The Management Committee may appoint an Executive Officer to act as Secretary to the Conference, the Management Committee, the Executive and any constituted Sub-Committees.
- 2) The Executive Officer will not be a member of the Management Committee.
- 3) The Management Committee of the Conference may at any time remove a person appointed by the Committee as the Secretary subject to any contractual agreements.

## **13) Functions of Secretary**

The Secretary's functions include, but are not limited to—

- (a) calling meetings of the Conference, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the association;
- (b) keeping minutes of each meeting;
- (c) keeping copies of all correspondence and other documents relating to the Conference;
- (d) maintaining the register of Members of the Conference.

## 14) Membership of the Management Committee

- 1) The Management Committee will consist of a Chair, Deputy Chair and Treasurer and any other members of the Conference elected at a general meeting.
- 2) A member of the Management Committee must be a Full Member of the Conference (other than the Secretary appointed under Clause 12 (1)). **Ordinary Members may attend Management Committee meetings but do not have voting rights.**
- 3) At each annual general meeting, the members of the Management Committee must retire from office but are eligible on nomination to be re-elected.
- 4) The Executive of the Conference shall be elected by the Members who are entitled to vote and consist of a Chair, Deputy Chair and Treasurer, each of whom must be a Principal of a Full Member (unless the Management Committee otherwise decides); and

## 15) Election of the Management Committee

- 1) (1) A member of the Management Committee may only be elected as follows—
  - (a) any 2 members of the Conference may nominate another member (the candidate) to serve as a member of the Management Committee;
  - (b) the nomination must be—
    - (i) in writing; and
    - (ii) signed by the candidate and the members who nominated him or her; and
    - (iii) given to the Secretary at least 14 days before the annual general meeting at which the election is to be held;
  - (c) each member of the Conference present and eligible to vote at the annual general meeting may vote for 1 candidate for each vacant position on the management committee;
  - (d) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- 2) A person may be a candidate only if the person—
  - (a) is an adult; and
  - (b) is not ineligible to be elected as a member under section 61A of the Act.
- 3) A list of the candidates' names in alphabetical order, with the names of the members who nominated each candidate, must be 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.

- 4) If required by the Management Committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- 5) The Management Committee must ensure that, before a candidate is elected as a member of the Management Committee, the candidate is advised—
  - (a) whether or not the association has public liability insurance; and
  - (b) if the association has public liability insurance—the amount of the insurance.

## **16) Resignation or Removal from Management Committee**

- 1) A member of the Management Committee who was a Principal of a Member at the time of their appointment to the Management Committee will be deemed to have resigned from the Management Committee on the date that the member ceases to be the Principal of that Member.
- 2) A member of the Management Committee may be removed from office at a General Meeting of the Conference where the Member will be given the opportunity to fully present their case. The question of removal will be determined by a vote of the Full Members present at that General Meeting by a two-thirds majority. There will be no appeal against the decision of the General Meeting for the removal of a member of the Management Committee.

## **17) Vacancies on Management Committee**

- 1) The Management Committee will have the power at any time to appoint any person to fill any casual vacancy on the Management Committee until the next Annual General Meeting;
- 2) The continuing members of the Management Committee may act notwithstanding any casual vacancy in the Management Committee, but if so long as their number is reduced below the number fixed pursuant to these Rules as the necessary quorum of the Management Committee, the continuing member or members may act for the purpose of increasing the number of members of the Management Committee to that number or of summoning a General Meeting of the Conference, but for no other purpose.

## **18) Functions of the Management Committee**

- 1) Except as otherwise provided by these Rules and subject to resolutions by the members of the Conference carried at any General Meeting, the Management Committee:
  - a. will have the general control and management of the affairs, property and funds of the Conference; and

- b. will have the authority to interpret the meaning of these Rules and any matter relating to the Conference on which these Rules are silent.
- 2) The Management Committee may exercise all the powers of the Conference – apart from those powers expressly required to be exercised by the Members in a General Meeting.

## 19) Meetings of the Management Committee

- 1) The Management Committee will meet as often as it considers appropriate. The Management Committee will meet at least once each school term to exercise its functions. These meetings must be at least once every four months.
- 2) A special meeting of the Management Committee will be convened by the Secretary on the request in writing signed by at least one-third of the members of the Management Committee, clearly stating the reasons for the special meeting and the nature of the business to be transacted.
- 3) At every meeting of the Management Committee, a simple majority of the number of **Full** Members of the Management Committee will constitute a quorum.
- 4) The Management Committee may meet and regulate its proceedings as it thinks fit, provided that, unless otherwise provided in these Rules, questions arising at any meeting of the Management Committee will be decided by a majority of votes and, in the case of equality of votes, the question will be deemed to be decided in the negative.
- 5) A member of the Management Committee will not vote in respect of any contract or proposed contract with the Conference in which the member is interested, or in any matter arising thereout, and if the member does so vote, that member's vote will not be counted.
- 6) Not less than seven days' notice will be given by the Secretary to the members of the Management Committee of any meeting of the Management Committee. A notice may be given to a member by electronic means.
- 7) The Chair will preside as Chair of the meeting of the Management Committee, or if there is no Chair present within ten minutes of the time appointed for holding the meeting, the Deputy Chair will chair the meeting. If there is no Deputy Chair present, the members of the Management Committee present may choose one of their number to chair the meeting.
- 8) If within half an hour from the time appointed for the commencement of a Management Committee meeting, a quorum is not present, the meeting will lapse.
- 9) With the consent of the meeting of the Management Committee, a member of the Management Committee may participate in a meeting using technology (including by telephone) that reasonably allows the member to hear and take part in the discussions.

## 20) Resolutions in Writing

A resolution in writing signed by all members of the Management Committee will be as valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and

held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Management Committee. A minute of the resolution apparently signed by a member of the Management Committee and transmitted electronically to the Secretary will, in the absence of any evidence to the contrary, be treated as being duly signed by the member for the purposes of this provision.

## 21) Delegation of Powers

- 1) The Management Committee may delegate specific powers to a Sub-Committee for a specific purpose consisting of such persons appointed by the Management Committee. Any Sub-Committee will in the exercise of the powers delegated to it conform to any regulations that may be imposed on it by the Management Committee.
  - a. As at the date of adoption of this Constitution, the Sub-Committees shall be:
    - i. Directors of Sport Committee (for years 7-12) from each of the member schools;
- 2) A Sub-Committee may meet and adjourn as it thinks proper. Questions arising at the meeting will be determined by a majority of votes of the members of the Sub-Committee present and, in the case of an equality of votes, the question will be deemed to be decided in the negative. All actions to be taken that are considered out of the ordinary business of the Sub-Committee must be ratified by a General Meeting of the Conference prior to implementation.

## 22) Functions of Sub-Committees

- 1) A Sub-Committee will assist the Management Committee in the achievement of the objects of the Conference.
- 2) A Sub-Committee may be involved to:
  - a. Plan, organise and assist with the conduct of Conference activities;
  - b. Make recommendations to the Management Committee on proposed alterations to the Conference's Constitution or By-Laws;
  - c. Carry out all other functions as delegated by the Management Committee.

## 23) Meetings of Sub-Committees

- 1) A Sub-Committee will meet as is deemed necessary to exercise its functions.
  - a. A meeting of the Sub-Committee of the Directors of Sport will convene at least **once** each school term.

- b. **The Directors of Sport Sub-Committee shall consist of the Directors of Sports of Full Members. Directors of Sport of Ordinary Members may attend meetings but are not entitled to vote.**
- 2) Meetings will be called by the Secretary by giving notice in writing at least seven (7) days prior to the meeting or in such other manner as the Management Committee may from time to time decide.
  - 3) At all meetings of a Sub-Committee, if present, the Chair of the Executive Committee will act as Chair. If unable to be present, the members present will determine which of their number will act as Chair unless the Management Committee nominates a Chair for the Sub-Committee.
  - 4) A quorum at a meeting of a Sub-Committee will consist of a simple majority of the delegates entitled to attend.
  - 5) A meeting of a Sub-Committee may make a recommendation to be submitted to the next General Meeting for approval and action.
  - 6) The Chair of the Committee will not be entitled to a vote if he/she is also a member of the Executive Committee. In the case of equality of votes, a motion will be deemed to have failed.

## 24) Committee Acts

All acts done by any meeting of the Management Committee or a Sub-Committee or of any person acting as a member of the Management Committee or Sub-Committee will, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Committee or Sub-Committee or of the person, or that the members of the Committee or Sub-Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was appropriately qualified .

## 25) Annual General Meeting

- 1) The Annual General meeting will be held within three months of the close of the financial year.
- 2) The business to be transacted at every Annual General Meeting will be:
  - a. The receiving of the Management Committee's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Conference for the preceding financial year;
  - b. The auditor's report upon the books and accounts for the preceding financial year;
  - c. The appointment of an auditor

## 26) General Meetings

The Chair will convene a General Meeting when directed to do so by the Management Committee

- 1) The Principal of each Member is expected to attend every General Meeting.
- 2) At a General Meeting, the number of Members required to constitute a quorum will be half the number of Full Members plus one.
- 3) No business will be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- 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 Management Committee or the Conference, will lapse. In any other case, it will stand adjourned to the same day in the next week at the same time and place or to such other time and place as the Management Committee may determine, and if at the adjourned meeting, a quorum is not present within half an hour of the time appointed for the meeting, the members present will be a quorum.
- 5) The Chair (or if the Chair is not present, the Chair of the meeting) may, with the consent of the meeting at which a quorum is present (and will if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business will 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 will be given as in the case of the original meeting. Otherwise, it will not be necessary to give any notice of an adjournment or of the business transacted at any adjourned meeting.

## 27) Notice of Meetings

- 1) The Chair will convene a General Meeting by giving not less than **fourteen (14)** days' notice of the meeting to the Members.
- 2) How the notice is given will be determined by the Management Committee. Notice of a General Meeting will clearly state the nature of the business to be discussed.
- 3) A notice may be given to a Member by electronic means.

## 28) Conduct of Meetings

Unless otherwise provided by these Rules, at a General Meeting:

- 1) The Chair will preside. If the Chair is not present within fifteen minutes after the appointed time for the holding of the meeting or is unwilling to act as Chair, then the Deputy will chair the meeting or if the Deputy Chair is unable/unwilling to preside the members present will elect one of their number to chair the meeting;

- 2) The Chair will maintain order and conduct the meeting in a proper and orderly manner;
- 3) Every question, matter or resolution will be decided by a majority of votes of the members present and who are entitled to vote;
- 4) Every Full Member present will be entitled to one vote and in the case of equality of votes, a motion will be deemed to have failed. Note that no Full Member is entitled to vote at a General Meeting if their annual subscription is more than one month in arrears at the date of the meeting;
- 5) Voting will be by a show of hands or a division of members, unless not less than one-fifth of the Full Members present demand a ballot, in which event there will be a secret ballot. The Chair will appoint two persons to conduct a secret ballot in such manner as they determine, and the result of the ballot as declared by the Chair will be deemed to be the resolution of the meeting at which the ballot was demanded;
- 6) An instrument appointing a proxy must be in writing and be in the following or similar form.  
–



*The Greater Brisbane Conference*

I, \_\_\_\_\_ of \_\_\_\_\_, being principal of a member of this Conference, appoint \_\_\_\_\_ of \_\_\_\_\_ as my proxy to vote for me on behalf of my school which is the Member at the (Annual) General Meeting of the Conference, to be held on the \_\_\_\_\_ day of \_\_\_\_\_ in the year \_\_\_\_\_ and at any adjournment of the meeting.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ in the year \_\_\_\_\_.

Signature: \_\_\_\_\_

- a. The instrument appointing a proxy must –
  - i. Be signed by the Principal of the Member.
- b. A proxy need not be a Member.
- c. The instrument appointing a proxy is taken to confer authority to demand or join in the demand for a secret ballot.
- d. 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.
- e. Unless otherwise instructed by the appointer, the proxy may vote as the proxy considers appropriate.
- f. If a member wants a proxy to vote for against a specific resolution, the instrument appointing the proxy must be in the following or similar form –

*The Greater Brisbane Conference*

I, \_\_\_\_\_ of \_\_\_\_\_, being principal of a member of this Conference, appoint \_\_\_\_\_ of \_\_\_\_\_ as my proxy to vote for me on behalf of my school which is the Member at the (Annual) General Meeting of the Conference, to be held on the \_\_\_\_\_ day of \_\_\_\_\_ in the year \_\_\_\_\_ and at any adjournment of the meeting.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ in the year \_\_\_\_\_.

Signature: \_\_\_\_\_

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

[List relevant resolutions]

- 7) With the consent of the meeting, a Member may participate in a meeting using technology that reasonably allows the Member's representative to hear and take part in the discussions.

## 29) Duties of Office Bearers

- 1) The Secretary will cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee Meeting to be entered in a book to be open for inspection at all reasonable times by any Full Member who previously applies to the Secretary for inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Management Committee Meeting will be signed by the Chair of that meeting or the Chair of the next succeeding Management Committee Meeting to verify their accuracy. Similarly, the minutes of every General Meeting will be signed by the Chair of that meeting or the Chair of the next succeeding General Meeting. Provided that the minutes of any Annual General Meeting will be signed by the Chair of that meeting or the Chair of the next succeeding General Meeting.
- 2) If asked by a member of the association, the Secretary must, within 28 days after the request is made—
  - (a) make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
  - (b) give the member copies of the minutes of the meeting.
- 3) The Secretary of the Conference will:
  - a. Record and keep full and accurate minutes of all questions, matters and resolutions and other proceedings of every General Meeting;
  - b. Record and keep full and accurate minutes of all questions, matters and resolutions and other proceedings of every Sub-Committee;
  - c. Report on appropriate matters raised at Sub-Committee meetings to the next meeting of the Management Committee or General Meeting;
  - d. Maintain all Conference records;
  - e. Use Conference letterhead for all official Conference correspondence; and
  - f. Do all other things considered necessary to assist in the smooth conduct of the Conference and the achievement of the objects.
- 4) The Treasurer will:
  - a. Cause all monies received by the Conference to be receipted and banked; and
  - b. Cause Conference accounts to be prepared annually and presented to the Annual General Meeting;

### **30) By-Laws**

- 1) The Management Committee may from time to time make, amend or repeal By- Laws, not inconsistent with these Rules, for the management and conduct of any interschool competition which is conducted by the Conference.
- 2) A Sub-Committee may by resolution recommend to the Management Committee the making, amending or repealing of any By-Law.
- 3) A date for implementation will accompany any approved alteration of a By-Law.
- 4) Any By-Law may be set-aside by a resolution of a General Meeting.

### **31) Alteration of Rules**

Subject to the provisions of the *Associations Incorporation Act 1981*, this Constitution may be amended, rescinded or added to by a special resolution carried at a General Meeting; provided that no such amendment, rescission or addition will be valid unless the same will have been previously submitted to, and approved as required under the *Association Incorporation Act*.

### **32) Common Seal**

The Management Committee will provide for a Common Seal and for its safe custody. The Common Seal will only be used by the authority of the Management Committee and every instrument to which the Seal is affixed will be signed by the Chair and will be countersigned by the Secretary or by a second person appointed by the Management Committee for the purpose.

### **33) Funds and Accounts**

- 1) The Management Committee may employ a person (either an individual or organisation) to control the financial affairs of the Conference under the direction of the Treasurer.
- 2) The funds of the Conference will be accounted for in the name of the Conference and banked in such a manner as the Management Committee may direct.
- 3) Proper books and accounts will be kept and maintained either in written, printed or electronic form in the English language showing correctly the financial affairs of the Conference.
- 4) All monies will be banked as soon as is practicable after receipt.
- 5) All payments of \$100 or more must be paid by cheque or electronic transfer and must be signed by two of the Chair, Deputy Chair and Treasurer or any one of three other persons authorised from time to time by the Management Committee for that purpose, provided that one of the signatories is the Chair, Secretary or Treasurer.
- 6) Cheques will be crossed "not negotiable" except in those payment of wages, allowances or petty cash recoupment which may be open.

- 7) The Management Committee will determine the amount of petty cash which may be kept on the imprest system.
- 8) All financial transactions since the previous meeting of the Management Committee will be presented by the Treasurer to the next meeting of the Management Committee for ratification.
- 9) As soon as practicable after the end of a financial year, the Treasurer will cause to be prepared a statement containing:
  - 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 Conference at the close of the year.
- 10) All such statements will be examined by the Auditor who will then present his report upon such audit to the Management Committee prior to the holding of the Annual General Meeting next following the financial year the report of which the audit is made.
- 11) The income and property of the Conference must be used and applied solely in the promotion of its objects and in the exercise of its powers and no portion thereof will be distributed, paid or transferred directly or indirectly by way of dividend, bonus otherwise by way of profit to or amongst the Members of the Conference provided that nothing herein contained will prevent the payment in good faith of interest to a Member in respect of monies advanced by the Member to the Conference or otherwise owing by the Conference to the Member or of monies advanced to any officers or servants of the Conference or to any member or other person in return for any services actually rendered to the Conference provided further that nothing herein contained will be construed so as to prevent the payment or repayment to any Member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Conference or reasonable and proper rent for premises demised or let to the Conference.

### **34) Documents**

- 1) The Management Committee will provide for the safe custody of books, documents, instruments of title and securities of the Conference.
- 2) All records and documentation of the Conference are to be kept electronically with routine daily automated and secure back up.

### **35) Financial Year**

The financial year of the Conference closes on the thirty-first day of December each year.

### **36) Distribution of Surplus Assets**

If the Conference is wound up in accordance with the provisions of the Associations Incorporation Act 1981, any surplus remaining, after satisfaction of all debts and liabilities will not be paid to or

distributed among the Members, but will be given or transferred to an association having objects similar to the objects of the Conference, and which prohibits the distribution of its income and property among its members to an extent at least as great as under or by virtue of Rule 33)11), such association or associations to be determined by the Members of the Conference.

### **37) Indemnity**

- 1) The Conference must indemnify each member of the Management Committee or a Sub-Committee, to the maximum extent permitted by law, against any Liability incurred by the member because of their holding that office and acting in that capacity, other than:
  - a. a Liability owed to the Conference or a person related to the Conference;
  - b. a Liability owed in respect of a duty owed to the Conference; or
  - c. a Liability owed to a person other than the Conference that did not arise out of conduct in good faith.
  
- 2) The Conference must indemnify each member of the Management Committee to the maximum extent permitted by law, against legal costs incurred by them because of their holding office as, and acting in the capacity of, a member of the Management Committee of the Conference other than for legal costs incurred:
  - a. in defending or resisting Proceedings, in which the member of the Management Committee is found to have a Liability for which they could not be indemnified under clause 37)1); or
  - b. in defending or resisting criminal Proceedings in which the member of the Management Committee is found guilty.
  
- 3) The Conference may indemnify an employee, who is not a member of the Management Committee of the Conference, to the maximum extent permitted by law, against any Liability incurred by the employee because of their holding that position and acting in that capacity, other than:
  - a. a Liability owed to the Conference or a person related to the Conference;
  - b. a Liability owed in respect of a duty to the Conference; or
  - c. a Liability owed to a person other than the Conference that did not arise out of conduct in good faith.
  
- 4) The Conference may indemnify an employee, who is not a member of the Management Committee of the Conference, to the maximum extent permitted by law, against any legal costs incurred in respect of a Liability as, or because of their holding a position as, and acting in the capacity of, an employee of the Conference other than for legal costs incurred:
  - a. in defending or resisting Proceedings, in which the employee is found to have a Liability for which they could not be indemnified under clause 37)3); or

- b. in defending or resisting criminal Proceedings in which the employee is found guilty.
- 5) In this clause and in the following clause, 'Liability' includes any action, claim, cost, damage, expense, investigation, proceeding or loss.

### **38) Insurance**

- 1) The Conference may pay a premium for a contract insuring a person who is or has been a member of the Management Committee or a Sub-Committee of the Company acting in that capacity against:
- a. costs and expenses in defending any proceedings, whether civil or criminal, whatever their outcome; or
  - b. a Liability arising from negligence or other conduct.
- 2) The Conference may pay a premium for a contract insuring a person who is or has been an employee of the Conference, acting in that capacity, but who is not a member of the Management Committee of the Conference, against:
- a. costs and expenses in defending any proceedings, whether civil or criminal, whatever their outcome; or
  - b. a Liability arising from negligence or other conduct.

### **39) Deed of access and indemnity**

The Conference may enter into a deed of access and indemnity with present and future members of the Management Committee to evidence an agreement to grant access to certain records of the Conference and indemnify against certain Liabilities incurred as a member of the Management Committee.

### **40) Transitional**

As at the date of the adoption of these Rules as the Constitution for the Conference, those Schools who are members of the Conference will continue to be members of the Conference until the individual and the School which the individual represents gives the Conference a written direction (in terms reasonably acceptable to the Conference) to terminate that individual's membership, which will thereupon be terminated.