



CONSTITUTION

| | |
|-------------------------------------------------------------------|----|
| 1 - Name..... | 2 |
| 2 - Objects | 2 |
| 3 - Powers..... | 2 |
| 4 - Classes of Membership | 4 |
| 5 - Membership | 5 |
| 6 - Fees | 5 |
| 7 - Admission and Rejection of Membership | 6 |
| 8 - Termination of Membership | 7 |
| 9 - Appeal Against Rejection or Termination of Membership..... | 7 |
| 10 - Register of Members..... | 8 |
| 11 - Membership of Management Committees..... | 8 |
| 12 - Resignation and Removal of Management Committee Members..... | 9 |
| 13 - Vacancies on The TTQ Board..... | 10 |
| 14 - Functions of the TTQ Board..... | 10 |
| 15 - Meetings of the TTQ Board..... | 11 |
| 16 - Delegations..... | 12 |
| 17 - Acts Not Affected By Defects or Disqualifications | 12 |
| 18 - Resolutions of TTQ Board Without Meeting | 13 |
| 19 - Annual General Meeting Requirements | 13 |
| 20 - Special General Meetings..... | 14 |
| 21 - Notice of General Meeting | 14 |
| 22 - Quorum for, and Adjournment of, General Meeting..... | 14 |
| 23 - Procedure at a General Meeting | 15 |
| 24 - By-Laws..... | 17 |
| 25 - Alteration of Rules..... | 17 |
| 26 - Common Seal..... | 17 |
| 27 - Funds and Accounts | 17 |
| 28 - Documents | 18 |
| 29 - Financial Year..... | 18 |
| 30 - Distribution of Surplus Assets | 18 |



1 - NAME

The name of the incorporated association shall be Table Tennis Queensland Incorporated (hereinafter referred to as TTQ).

2 - OBJECTS

The objects for which TTQ is established are:

- 2.1 To promote and manage the sport of table tennis within Queensland, and to contribute to the administration and promotion of the sport in other areas where appropriate.
- 2.2 To maintain the laws of table tennis as laid down by Table Tennis Australia (hereinafter referred to as TTA) and the International Table Tennis Federation (hereinafter referred to as the ITTF) as set out in the TTA constitution and ITTF handbook.

3 - POWERS

The powers of TTQ are:

- 3.1 To take over funds and other assets and the liabilities of the present unincorporated association known as Queensland Table Tennis Association.
- 3.2 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 TTQ, provided that TTQ 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 TTQ under or by virtue of rule 27 (10).
- 3.3 In furtherance of the objects of TTQ to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of TTQ or persons frequenting TTQ's premises.
- 3.4 To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and 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 objects of TTQ provided that in case TTQ shall take or hold any property which may be subject to any trusts TTQ shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- 3.5 To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of TTQ.
- 3.6 To obtain from any Government or Authority any rights, privileges and concessions which TTQ may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.

- 3.7 To appoint, employ, remove or suspend such managers, clerks, secretaries, employees and other persons as may be necessary or convenient for the purposes of TTQ.
- 3.8 To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the incorporated association, or in or about the incorporated association or promotion of the incorporated association or in the furtherance of its objects.
- 3.9 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 TTQ's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- 3.10 To invest and deal with the money of TTQ not immediately required in such manner as may from time to time be thought fit.
- 3.11 To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate.
- 3.12 In furtherance of the objects of TTQ to lend and advance money or give credit to any person or body corporate.
- 3.13 To guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate.
- 3.14 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 or to be 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 incorporated association's property or assets present or future and to purchase, redeem or pay-off any such securities.
- 3.15 To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- 3.16 In furtherance of the objects of TTQ 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 TTQ.
- 3.17 To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the TTQ's property of whatsoever kind sold by TTQ, or any money due to TTQ from purchasers and others.
- 3.18 To take any gift of property whether subject to any special trust or not, for any one or more of the objects of TTQ but subject always to the exception in clause 3.4.

- 3.19 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 TTQ, in the shape of donations, annual subscriptions or otherwise.
- 3.20 To print and publish any newspapers, periodicals, books or leaflets that TTQ may think desirable for the promotion of its objects.
- 3.21 In furtherance of the objects of TTQ to amalgamate with any 1 or more incorporated associations having objects altogether or in part similar to those of TTQ and which shall 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 TTQ under or by virtue of rule 27 (10).
- 3.22 In furtherance of the objects of TTQ to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which TTQ is authorised to amalgamate.
- 3.23 In furtherance of the objects of TTQ to transfer all or any part of the property, assets, liabilities and engagements of TTQ to any one or more of the incorporated associations with which TTQ is authorised to amalgamate.
- 3.24 To make donations for patriotic, charitable or community purposes.
- 3.25 To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of TTQ.

4 - CLASSES OF MEMBERSHIP

TTQ shall consist of the following classes of members:

- 4.1 Member Organisations
 - 4.1.1 TTQ membership shall consist of those organisations within the state of Queensland, who wish to offer their members or customers the opportunity to participate in the sport of table tennis.
 - 4.1.2 TTQ shall admit to membership any organisation situated outside Queensland provided that the State or Territory Table Tennis Association in the area in which they are situated and TTA first sanctions their application for membership of TTQ.
 - 4.1.3 The number of member organisations shall be unlimited.
 - 4.1.4 Member Organisations shall have a minimum of seven registered individual members with Table Tennis Queensland by 31 December to maintain affiliation.
- 4.2 Life Members
 - 4.2.1 The annual general meeting of TTQ may grant life membership to any person who has rendered significant service to TTQ and to the sport of table tennis.
 - 4.2.2 To nominate a person for life membership a individual member or member organisation may submit to the Executive Officer, the name and history of service of any individual deemed eligible to become a life member, 21 days prior to the AGM.

- 4.2.3 Only one person may be awarded life membership at any annual general meeting. If one or more persons are nominated, a vote shall be taken by secret ballot to determine who, if any, shall be named as a life member.
- 4.2.4 Life members will be entitled to attend and speak at all general meetings of TTQ but will not have voting rights.
- 4.2.5 Life Members shall have all the rights and privileges of membership of TTQ, without payment of fees.
- 4.3 Individual Members
 - 4.3.1 Shall be those persons who are accepted as a member of a TTQ member organisation. Individual members shall be entitled to attend any general meeting of TTQ, but shall not be entitled to speak or to vote, unless they are elected as their member organisation's delegate to the general meeting.
 - 4.3.2 The number of individual members shall be unlimited.
- 4.4 Member Schools
 - 4.4.1 Member Schools shall consist of those schools within the state of Queensland, who wish to offer their students the opportunity to participate in the sport of table tennis.
 - 4.4.2 Schools accepted into membership in the Member Schools class shall not be eligible to vote at any general meeting of TTQ.
 - 4.4.3 Schools may elect to join TTQ in the Member Organisation class.
 - 4.4.4 TTQ shall admit to membership any school situated outside Queensland provided that the State or Territory Table Tennis Association in the area in which they are situated and TTA first sanctions their application for membership of TTQ.
 - 4.4.5 The number of Member Schools shall be unlimited.

5 - MEMBERSHIP

- 5.1 Applications for organisation membership of TTQ shall be made on the prescribed form, signed by a member of the management committee of the applicant organisation, a proposer and a seconder and be accompanied by the appropriate fee.
- 5.2 Applications for individual membership of TTQ shall be made on the prescribed form, and be accompanied by the appropriate fee.
- 5.3 Applications for Member Schools class membership shall be made on the prescribed form, and be accompanied by the appropriate fee.

6 - FEES

- 6.1 All member organisations shall pay the affiliation fee and such fees and levies laid down by the members at the annual general meeting. They shall also register with TTQ all table tennis participants within their organisation at the appropriate player registration level as outlined in the TTQ By-Laws.

- 6.2 The TTQ component of the individual member fee will be fixed by the delegates at the annual general meeting and the TTQ component of the individual member fee shall be payable at such time and in such manner as the TTQ Board shall determine.
- 6.3 Member Schools shall pay the membership fee and such fees and levies as laid down by the members at the annual general meeting.

7 - ADMISSION AND REJECTION OF MEMBERSHIP

7.1 Member Organisations

- 7.1.1 The TTQ Board shall consider any application for an organisation's membership at the next TTQ Board meeting after the receipt of the application on the prescribed form. The TTQ Board shall at that meeting decide whether to accept or reject the application.
- 7.1.2 If the majority of TTQ Board members present at the meeting vote to accept the applicant as a member the applicant shall be accepted as a member organisation.
- 7.1.3 No organisation shall become a member unless the Constitution thereof makes its members subject to the provisions of the Constitution and By-Laws of TTQ and the Constitution and Rules of TTA and the ITTF.
- 7.1.4 The applicant organisation shall, at the time of application, provide to TTQ the following documents if in existence: the most recent copy of its audited accounts; incorporation certificate; constitution; and documents made there under.
- 7.1.5 The Executive Officer shall as soon as practicable after the TTQ Board decides to accept or reject an application, give the applicant written notice of the decision.

7.2 Individual members

- 7.2.1 The Executive Officer shall consider applications for individual members received with the applicable fee for such membership, within 14 days of receipt. The Executive Officer shall then determine the admission or rejection of the applicant.
- 7.2.2 Upon rejection of an application to be an individual member, the Executive Officer shall give the applicant, and the applicant's member organisation notice in writing of such rejection.

7.3 Member Schools

- 7.3.1 The TTQ Board shall consider any application for a Member Schools class membership at the next TTQ Board meeting after the receipt of the application on the prescribed form. The TTQ Board shall at that meeting decide whether to accept or reject the application.
- 7.3.2 If the majority of TTQ Board members present at the meeting vote to accept the applicant as a member the applicant shall be accepted as a member school.
- 7.3.3 The Executive Officer shall as soon as practicable after the TTQ Board decides to accept or reject an application, give the applicant written notice of the decision.

- 7.4 The TTQ Board may suspend the membership of any member organisation, member school or individual member due to failure to pay the prescribed fees and levies agreed to within the application for membership. The TTQ Board may suspend the membership of any member organisation, member school or individual due to failure to pay any monies due and payable to TTQ outstanding for a period of one-hundred and twenty days or more from the date of issue of invoice. Suspension of membership shall remain until monies owed are paid in full.
- 7.5 A member of any class who has not paid membership fees within four months of them falling due shall cease to be a member.

8 - TERMINATION OF MEMBERSHIP

- 8.1 A member of any class may resign from TTQ at any time by giving notice in writing to the State Manger. Such resignation shall take effect at the time such notice is received by the Executive Officer unless a later date is specified in the notice when it shall take effect on that later date.
- 8.2 The TTQ Board shall consider if membership shall be terminated if the member:
- 8.2.1 Is convicted of an indictable offence;
 - 8.2.2 Fails to comply with any of the provisions of these rules;
 - 8.2.3 Has fees in arrears for a period of 2 months or more; and/or
 - 8.2.4 Conducts himself/herself in a manner considered to be injurious or prejudicial to the character or interests of TTQ.
- 8.3 The member concerned shall be given a full and fair opportunity to present their case and if the TTQ Board resolves to terminate the membership it shall instruct the Executive Officer to advise the member in writing accordingly.

9 - APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

- 9.1 A person, member organisation or member school whose application for membership has been rejected or whose membership has been terminated may within one month of receiving written notification thereof, lodge with the Executive Officer written notice of the person's or organisation's intention to appeal against the decision of the TTQ Board or the decision of the Executive Officer.
- 9.2 Upon receipt of a notification of intention to appeal against rejection or termination of membership the Executive Officer shall convene, within 3 months of the date of receipt by the Executive Officer of such notice, an Appeals Committee meeting to determine the appeal.
- 9.3 At any such meeting the applicant shall be given the opportunity to fully present the applicant's case and the TTQ Board members who rejected or terminated the membership shall likewise have the opportunity to present their case.
- 9.4 The appeal shall be decided by the majority vote of the Appeals Committee members present at such meeting, with no further appeal being possible except for appeal against termination of a member organisation's membership.

- 9.5 If a member organisation's appeal against termination of membership is unsuccessful, they may, within one month of receiving written notification thereof, lodge with the Executive Officer written notice of their organisation's intention to appeal against the decision of the Appeals Committee.
- 9.6 Upon receipt of a notification of intention to appeal against termination of membership the Executive Officer shall convene, within 3 months of the date of receipt by the Executive Officer of such notice, a general meeting of TTQ to determine the appeal. At any such meeting both the member organisation and the Appeals Committee members who terminated the membership shall be given the opportunity to fully present their case.
- 9.7 The appeal shall be determined by the majority vote of the members present at such meeting, with no further appeal being possible.
- 9.8 Where a person, member organisation or member school, whose application is rejected, does not appeal against the decision of the Appeals Committee, within the time prescribed by these rules or so appeals but the appeal is unsuccessful, the Executive Officer shall forthwith refund the amount of any fee paid.
- 9.9 Where a person, member organisation or member school's membership is terminated no refund of fees is possible.

10 - REGISTER OF MEMBERS

- 10.1 The TTQ Board shall cause a register to be kept in which shall be entered the names and addresses of all persons and organisations admitted to membership of TTQ and the dates of their admission.
- 10.2 Particulars shall also be entered into the register of winding ups in the case of an association, deaths, resignations, terminations and reinstatements of membership and any further particulars as the TTQ Board or the members at any general meeting may require from time to time.
- 10.3 The register shall be open for inspection at all reasonable times by any individual member who previously applies to the Executive Officer for such inspection.

11 - MEMBERSHIP OF MANAGEMENT COMMITTEES

- 11.1 The TTQ Board shall consist of a president, vice-president, secretary, treasurer and four elected board members, two from member organisations situated in and/or north of Rockhampton and two from member organisations situated south of Rockhampton, all of whom shall be individual members of TTQ, each of these shall be called the office bearers of TTQ.
- 11.2 The election of officer bearers of the TTQ Board shall take place in the following manner: -
- 11.2.1 The Executive Officer shall forward to all member organisations the prescribed forms for nomination at least 60 days prior to the date fixed for the annual general meeting.

- 11.2.2 Any 2 individual members of TTQ may nominate another individual member to serve as an office bearer of the TTQ Board. The nomination shall be in writing on the prescribed form, signed by the member and the member's proposer and seconder, and shall be lodged with the Executive Officer at least 21 days before the annual general meeting at which the election is to take place.
- 11.2.3 A list of the candidates' names in alphabetical order, with the proposers' and seconds' names shall be forwarded to all member organisations at least 14 days immediately preceding the annual general meeting.
- 11.2.4 Election to positions shall take place according to the procedure outlined in Section 23 – Procedure at General Meetings.
- 11.2.5 For the purposes of their election, the office bearers of TTQ shall consist of two groups consisting of the President, Secretary, one member from member organisations situated in and/or north of Rockhampton and one member from member organisations situated south of Rockhampton ("TTQ Board Group 1") and the Vice President, Treasurer and one member from member organisations situated in and/or north of Rockhampton and one member from member organisations situated south of Rockhampton ("TTQ Board Group 2"). The members from TTQ Board Group 1 and TTQ Board Group 2 shall be elected in the manner set out below at alternate annual general meetings. Each office bearer of TTQ shall hold their position for a period of 2 years. TTQ Board Group 1 shall be elected in odd years and TTQ Board Group 2 shall be elected in even years.
- 11.3 The newly elected TTQ Board members shall assume their positions at the end of the annual general meeting at which they are elected. The TTQ Board shall then remain in office for a period of 2 years until the close of the next annual general meeting at which time their Board Group is required to resign.

12 - RESIGNATION AND REMOVAL OF MANAGEMENT COMMITTEE MEMBERS

- 12.1 Any elected member of the TTQ Board may resign from membership of the TTQ Board at any time by giving notice in writing to the Executive Officer. Such resignation shall take effect at the time such notice is received by the Executive Officer unless a later date is specified in the notice when it shall take effect on that later date.
- 12.2 A member may be removed from office at any general meeting of TTQ if a majority of the members present at the meeting vote in favour of removing the member.
- 12.3 Before a vote of members is taken about removing the member from office, the member must be given full and fair opportunity to show cause as to why s/he should not be removed from office.
- 12.4 There shall be no right of appeal for a person removed from office in the manner outlined in 12.2 and 12.3.
- 12.5 The TTQ Board can remove one of its members if the majority of the voting members present vote in favour of removing the member, and the person to be removed has full and fair opportunity to show cause as to why s/he should not be removed from office.

- 12.6 The Executive Officer shall as soon as practicable after the TTQ Board decides to remove a member, give the removed Board member written notice of the decision.
- 12.7 Any member of the TTQ Board, who has been removed from office by virtue of 12.5, shall have the right to appeal to a general meeting of members, provided that such appeal is lodged with the Executive Officer within 7 days of receiving written advice of their removal from the Executive Officer.

13 - VACANCIES ON THE TTQ BOARD

- 13.1 The TTQ Board shall have the power at any time to appoint any individual member of TTQ to fill any casual vacancy on the TTQ Board until the next annual general meeting at which the that TTQ Board Group position would have been up for election.
- 13.2 In the event of one of the TTQ Board positions becoming vacant, and where it is necessary to fill such vacancy before the next annual general meeting, the procedure shall be as follows:
 - 13.2.1 The Executive Officer shall give notice to the TTQ Board that the position is or will be vacant from a certain date and shall call for nominations for the vacant position. The call for nominations shall be by means of a circular letter to all member clubs noting the closing date for nominations. If more than one nomination is received, Board members shall vote on their choice of candidate by correspondence vote or at the next TTQ Board meeting.
- 13.3 Where it may be necessary to appoint an office bearer in a lesser time than the foregoing allows, the Executive Officer or the President shall take whatever steps s/he considers necessary and feasible to expedite the procedure.
- 13.4 The continuing members of the Board may act despite a casual vacancy on the Board. If the membership of the Board falls below the quorum according to Clause 15.2, the continuing members may only act to increase the number of Board members to that required for a quorum, or to call a general meeting of TTQ.

14 - FUNCTIONS OF THE TTQ BOARD

- 14.1 Except as otherwise provided by these rules and subject to resolution of the members of TTQ carried at any general meeting the TTQ Board:
 - 14.1.1 Shall have the day to day control and management of the administration of the affairs, property and funds of TTQ.
 - 14.1.2 Shall have the authority to interpret the meaning of these rules and any matter relating TTQ on which these rules are silent.

14.2 May exercise all the powers of TTQ:

14.2.1 To borrow or raise or secure the payment of money in such manner as the members of TTQ may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by TTQ in any way and in particular by the issue of debentures, perpetual or otherwise charged upon all or any of the TTQ's property, both present and future, and to purchase, redeem or pay off any such securities.

14.2.2 To borrow money from members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Brisbane for overdrawn accounts on money lent, whether the term of the loan be short or long, and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of TTQ, and to provide and pay off any such securities

14.2.3 To invest in such manner as the members of TTQ may from time to time determine.

14.3 The TTQ Board shall have the power to:

14.3.1 Appoint Team Officials for Queensland Teams attending National Championships.

14.3.2 Appoint one of their number as the TTQ delegate to TTA.

14.3.3 Set playing conditions for conduct of TTQ controlled tournaments.

15 - MEETINGS OF THE TTQ BOARD

15.1 The TTQ Board shall meet at least once every two calendar months to exercise its functions.

15.2 At every meeting of the TTQ Board 50% of its members as outlined in 11.1, plus one shall constitute a quorum.

15.3 The president shall preside as chairperson at every meeting of the TTQ Board, or if there is no president, or if at any meeting s/he is not present within ten minutes after the time appointed for holding the meeting, the vice-president shall be chairperson, or if the vice-president is not present then the members may choose 1 of their number to be chairperson of the meeting.

15.4 Subject to clause 15.1, the TTQ Board may meet together and regulate its proceedings as it thinks fit provided that questions arising at any meeting of the TTQ Board shall be decided by a majority of votes and, in the case of equality of votes, the question shall be decided in the negative.

15.5 A member of the TTQ Board shall not vote in respect of any contract or proposed contract with TTQ in which s/he is interested, or any matter arising therefrom, and if s/he does so vote his/her vote shall not be counted.

15.6 Not less than seven days notice shall be given by the Executive Officer to members of the TTQ Board of any special meeting of the Board. Such notice shall clearly state the nature of the business to be discussed thereat.

- 15.6.1 If within half an hour from the time appointed for the commencement of the Board meetings a quorum is not present the meeting, if convened upon requisition the meetings shall lapse.
- 15.6.2 In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.
- 15.7 The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each TTQ Board meeting are entered in a minute book.
- 15.7.1 To ensure the accuracy of the minutes recorded under section 15.7 the minutes of all TTQ Board meetings shall be signed by the chairperson of the meeting or the chairperson of the next TTQ Board meeting, verifying their accuracy.
- 15.7.2 The ratified minutes of all meetings of the TTQ board be circulated to all member organisations as soon as practicable after each such meeting and that a summary of outcomes of each meeting of the TTQ Board be provided to each member organisation within 10 working days of each such meeting.

16 - DELEGATIONS

- 16.1 The TTQ Board may appoint sub-committees of two or more persons from among its own office bearers and / or individual members otherwise, and / or other persons to carry out such functions as the TTQ Board determines.
- 16.2 Any sub-committee so appointed has the authority to make recommendations to the TTQ Board for consideration.
- 16.3 A subcommittee may elect a chairperson of its meetings.
- 16.4 If no such chairperson is elected, or if at any meeting the chairperson is not present within 10 minutes after the time appointed for holding the meeting, the members present may choose 1 of their number to be the chairperson of the meeting.
- 16.5 A subcommittee may meet and adjourn, as it thinks proper.
- 16.6 Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be decided in the negative.

17 - ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS

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

18 - RESOLUTIONS OF TTQ BOARD WITHOUT MEETING

A resolution in writing signed by all the members of the TTQ Board entitled to receive notice of a meeting of the TTQ Board shall be as valid and effectual as if it had been passed at a meeting of the TTQ Board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the TTQ Board.

19 - ANNUAL GENERAL MEETING REQUIREMENTS

- 19.1 The annual general meeting of TTQ shall be held within 3 months of the close of the financial year.
- 19.2 Notices calling the annual general meeting shall be forwarded by the Executive Officer to all member organisations at least sixty days prior to the date set for the meeting.
- 19.3 Notices of motions, recommendations and other business to be dealt with at the meeting shall be forwarded to the Executive Officer by member organisations no later than 21 days prior to the date of the meeting.
- 19.4 The agenda and financial statement to date must be forwarded by the Executive Officer to reach all TTQ Board members and member organisations at least 14 days prior to the date of the meeting.
- 19.5 Each member organisation shall elect one of its members to attend and vote at any annual general meeting and each member organisation shall notify the Executive Officer in writing 21 days prior to the annual general meeting of the name of the member so elected. All voting is as per Rule 23.5.
- 19.6 The business to be transacted at every annual general meeting shall be:
 - 19.6.1 Elect office bearers as per Rule 11.1, a patron or patrons, an auditor, and a solicitor;
 - 19.6.2 Appoint committees, including an Appeals Committee, which shall consist of the President, the Chairman of the Officials Committee and a Life Member of TTQ to be appointed to this committee at the AGM;
 - 19.6.3 Receive and adopt the Annual Report, including the financial reports, the audited financial statements, and the auditor's report upon financial affairs for the preceding financial year;
 - 19.6.4 Fix levies and fees;
 - 19.6.5 Transact any other business for which notice of motion has been duly given; and
 - 19.6.6 Deal with matters raised from the floor at the president's discretion.

20 - SPECIAL GENERAL MEETINGS

- 20.1 The secretary shall call a special general meeting within 14 days after one of the following:
- 20.1.1 When directed to do so by the TTQ Board;
 - 20.1.2 On the requisition in writing by a member of the TTQ Board;
 - 20.1.3 On being given notice in writing of an intention to appeal against the decision of the TTQ Board
 - 20.1.4 On requisition in writing signed by at least 50% plus one of the member organisations.
- 20.2 A requisition mentioned in clause 20.1.2 or 20.1.4 shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat.

21 - NOTICE OF GENERAL MEETING

- 21.1 The Executive Officer shall convene all general meetings of TTQ by giving not less than 60 days notice of any such meeting to all member organisations.
- 21.2 Written notice of a general meeting shall be issued to all member organisations, life members, TTQ Board members and the appointed auditor, by any means the TTQ Board sees fit.
- 21.3 The notice of meeting shall be issued on TTQ letterhead, shall state the date, place and time of the meeting, and state the type of meeting and the business to be discussed thereat.

22 - QUORUM FOR, AND ADJOURNMENT OF, GENERAL MEETING

- 22.1 Each member organisation is entitled to appoint one of its members, who is not an office bearer of the TTQ Board, to act as a delegate for the purpose of attending and voting on its behalf at any General Meeting. Each member organisation shall notify the Executive Officer of the appointed delegate from time to time but no later than 21 days prior to any General Meeting.
- 22.2 At any general meeting, the number of delegates required to constitute a quorum shall be 50% of the member organisations entitled to voting rights, plus one.
- 22.3 No business shall be transacted at any general meeting unless a quorum of members is present.
- 22.4 If a quorum is not present within 30 minutes after the time appointed for the commencement of a general meeting called on the request of members of the TTQ Board or of TTQ, the meeting shall lapse.
- 22.5 If a quorum is not present within 30 minutes after the time fixed for a general meeting called other than on the request of members of the TTQ Board or TTQ, the meeting is adjourned to the same day, time and place in the next week, or to such day, time and place decided by the TTQ Board.

- 22.6 If at an adjourned meeting a quorum is not present within 30 minutes after the time appointed for the meeting, the members present shall form a quorum.
- 22.7 The chairperson may, with the consent of any meeting at which a quorum is present and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- 22.8 If a meeting is adjourned under clause 22.6, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- 22.9 The Executive Officer is not required to give the members notice of an adjournment or the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- 22.10 If a meeting is adjourned for at least 30 days, notice of the adjourned meeting shall be given in the same way notice is given for an original meeting.
- 22.11 For the purposes of rule 22 -"member" includes a person attending as a proxy or as representing a member organisation.

23 - PROCEDURE AT A GENERAL MEETING

Unless otherwise provided by these rules, at every general meeting:

- 23.1 The president, or if there is no president or if the president is not present within 15 minutes after the time appointed for the meeting or is unwilling to act, the vice-president shall preside as chairperson.
- 23.2 If the vice-president is absent or unwilling to act as a chairperson, the members present shall elect 1 of their number to be chairperson of the meeting.
- 23.3 The chairperson shall maintain order and conduct the meeting in a proper and orderly manner.
- 23.4 Every question, matter or resolution shall be decided by a majority of votes of the members present.
- 23.5 Each member organisation's delegate present is entitled to one vote.
- 23.6 No member organisation shall be entitled to vote at any general meeting while that year's affiliation fee remains unpaid at the date of the meeting. No member organisation shall be entitled to vote at any general meeting while any monies due and payable to TTQ and outstanding from the previous financial year remain unpaid at the date of the meeting.
- 23.7 Voting shall be by a show of hands with voting rights, as per clause 23.5, of each delegate taken into consideration.
- 23.8 Any contested position shall be determined by secret ballot, with each delegate being given one voting slip for each vote to which they are entitled as per clause 23.5. If there is only one nomination for any position, that person shall be deemed elected to the relevant position.

- 23.9 If at the commencement of the meeting there are no nominations for a position, nominations may be taken from the floor of the meeting.
- 23.10 Voting for other matters may be conducted by secret ballot if at least 20% of delegates present demand it.
- 23.11 When voting is to be conducted by secret ballot the meeting must elect 3 persons present who do not have voting rights and are not nominees for the position, to act as voting officers.
- 23.12 The result of the ballot shall be handed by the voting officers to the chairperson and the chairperson shall then declare the result to the meeting, and such result shall be considered a resolution of the meeting.
- 23.13 Those candidates who receive the highest number of votes shall be elected. In the event of two or more candidates receiving the same number of votes, a supplementary ballot shall be conducted. Any such supplementary ballot shall be limited to those candidates who received an equal number of votes. If after a supplementary ballot the vote remains tied the chairperson shall be entitled to the casting vote provided that s/he does not have a personal interest in the outcome.
- 23.14 In the event of a tied vote, which cannot be decided by the chairperson, the chairperson shall vacate the chair and the meeting shall appoint a chairperson who is not a candidate for the position. This chairperson shall then have the right to the casting vote.
- 23.15 A delegate may vote in person or by proxy and on a show of hands every person present who is a voting member or a representative of a voting member shall have the votes accorded them by rule 23.5 and in a secret ballot every voting member present in person or by proxy shall have the votes accorded them by rule 23.5
- 23.15.1 A proxy delegate can only represent that organisation for which s/he is proxy and may not be a delegate for another organisation;
- 23.15.2 The instrument appointing a proxy shall be in writing, in the common or usual form, under the hand of the appointor or the appointor's attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised;
- 23.15.3 A proxy does not have to be a member of the organisation which s/he is representing provided always that s/he is an individual member of TTQ;
- 23.15.4 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot;
- 23.15.5 Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the form appearing in the TTQ By-Laws or a form as near thereto as circumstances permit; and
- 23.15.6 The instrument appointing a proxy shall be deposited with the Executive Officer prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- 23.16 The secretary shall ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of every general meeting and TTQ Board meeting are entered in a minute book.

- 23.17 The secretary must ensure the minutes record for each general meeting is open for inspection at all reasonable times by any financial member who previously applies to the secretary for that inspection.
- 23.18 To ensure the accuracy of minutes recorded under 23.16 the minutes of each general meeting shall be signed by the chairperson of that meeting or the chairperson of the next meeting of TTQ that is a general meeting or annual general meeting verifying their accuracy.

24 - BY-LAWS

The TTQ Board may make, amend or repeal by-laws and policies not inconsistent with these rules, for the internal management of TTQ. Any by-law or policy may be set aside by a general meeting of members.

25 - ALTERATION OF RULES

- 25.1 Subject to the Associations Incorporation Act 1981, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.
- 25.2 An amendment, repeal or addition is valid only if it is registered by the Chief Executive of the Department administering the Act.

26 - COMMON SEAL

- 26.1 The TTQ Board shall provide for a common seal and its safe custody.
- 26.2 Every instrument to which the seal is attached shall be signed by either two members of the TTQ Board or a member of the Board and the Executive Officer.

27 - FUNDS AND ACCOUNTS

- 27.1 The funds of TTQ must be kept in the name of TTQ in a financial institution decided by the TTQ Board.
- 27.2 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
- 27.3 All monies shall be deposited in the financial institution account as soon as practicable after receipt.
- 27.4 A negotiable instrument issued by the association must be signed by any two of the following association members: the President; the Secretary; the Treasurer or another member approved by the association's management committee.
- 27.5 Cheques other than cheques for wages, allowances or petty cash recoupment shall be crossed "not negotiable".

- 27.6 The TTQ Board shall determine the amount of petty cash which shall be kept on the imprest system.
- 27.7 All expenditure shall be approved or ratified at a TTQ Board meeting.
- 27.8 The Treasurer shall, as soon as practicable after the end of each financial year, ensure a statement containing the following particulars is prepared:
- 27.8.1 The income and expenditure for the financial year just ended;
 - 27.8.2 TTQ's assets and liabilities at the close of the year;
 - 27.8.3 The mortgages, charges and securities affecting the property of TTQ at the close of the year.
- 27.9 The auditor must examine the statement prepared under 27.8 and present a report about it to the secretary before the next annual general meeting following the financial year for which the audit was made.
- 27.10 The income and property of TTQ whencesoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein. No portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of TTQ provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of monies advanced by the member to TTQ or otherwise owing by TTQ to the member or of remuneration to any officers or servants of TTQ or to any member of TTQ or other person in return for any services actually rendered to TTQ provided further that nothing herein contained shall 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 TTQ or reasonable and proper rent for premises demised or let to TTQ.

28 - DOCUMENTS

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

29 - FINANCIAL YEAR

The financial year of TTQ closes on 31st December in each year.

30 - DISTRIBUTION OF SURPLUS ASSETS

If TTQ is wound up in accordance with the provisions of the *Associations Incorporation Act 1981*, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of TTQ, but shall be given or transferred to some other institution or institutions having objects similar to the objects of TTQ, and the rules of which prohibit the distribution of the entity's income and assets to its members.