



Brisbane Girls  
Debating Association  
Constitution and  
Statement of Objects

Present edition amended 20/9/2021

# Statement Of Objects

1. We, the members of the Brisbane Girls Debating Association Incorporated do hereby ordain an association of these members with the following objects:
  - (1) To encourage the practice and pursuit of debating amongst girls' schools,
  - (2) To provide extra support for girls' debating complementary to the existing work for all genders of the Queensland Debating Union Inc.,
  - (3) To empower girls to engage in debates about culture, domestic and foreign policy and other important issues,
  - (4) To help bridge the gender gap that currently exists in debating in the state of Queensland,
  - (5) To at all times not contribute to the erecting of further barriers in education or the perpetuation of privilege, but rather to break down barriers and decrease discrimination.
2. In achieving our objects we will:
  - (1) Run an annual debating competition for girls in the state of Queensland,
  - (2) Liaise with appropriate schools and interested parties about how to bridge the existing gender gap in debating,
  - (3) Do such other things as may seem proper to fulfil our objects.
3. Our members are a combination of a volunteer executive, adjudicators, school representatives and individuals who are genuinely committed to furthering the state of girls' debating and engagement in public issues in the state of Queensland.
4. We do recognise that there has been persistent discrimination against women and girls throughout history, particularly in modern times in the form of implicit discrimination. Modern education has tended to be biased in favour of 'male' students, in particularly because of entrenched male privilege.
5. We will allow full participation by those who do not identify as either gender or identify as a gender that is neither male nor female. We will actively seek as an Association to not discriminate, both under relevant legislation and as decent citizens of a pluralistic society.

# Chapter I

## Preliminaries and External Relations

### Name

1. The name of the Association is “The Brisbane Girls Debating Association Inc.” or “The Brisbane Girls Debating Association Incorporated”, which may be abbreviated to “BGDA Inc.”.

### Powers And Functions Of The Association

2. The Association shall have the objects, purposes, powers, and functions granted to it by the Act, *the Australian Charities and Not-for-profits Commission Act 2012 (Cth)*, other laws, this Constitution and the preceding Statement of Objects.

### Relationships With Other Debating Associations

3. The Association will maintain a working relationship with the Queensland Debating Union in order to further the Statement of Objects.

### Interpretation

4. In this Constitution, unless inconsistent with law or context:
  - (1) “The Act” is the *Associations Incorporation Act 1981* of the State of Queensland,
  - (2) “The Constitution” is this document, which constitutes the official Constitution and Rules of the Association under that Act,
  - (3) The “Statement of Objects” which precedes this Constitution is the Statement of Objects and Statement of Purposes for the Association for the purposes of the Act,
  - (4) “The Association” is Brisbane Girls Debating Association Inc.,
  - (5) “The Competition Rules” are the Rules set out to run the debating competition of the Association,
  - (6) The “Executive” is the management committee of the Association as understood in the Act,
  - (7) A “Director” is one of the voting members of the Executive,
  - (8) “Consumer Affairs Legislation” includes, but is not limited to, the *Competition and Consumer Act 2010 (Cth)*,
  - (9) “Gender diverse” is a term used to recognise people who do not fall within the traditional binary notions of sex and gender (male and female). This may include people who identify as a gender different to their birth sex or as neither male nor female. Other terms commonly associated with gender diverse people include trans, transgender, transsexual, gender queer, pan-gendered,

- androgynous and inter-gender. Some cultures may have their own terms for gender identities outside male and female,
- (10) “Indeterminate gender” is a term used to classify a person who identifies as neither male nor female,
- (11) A “natural person” is a human being in the ordinary sense, as opposed to artificial persons or entities such as companies which are recognised as legal persons,
- (12) “Predecessor Organisation” is the Brisbane Girls Debating Competition that operated prior to the incorporation of the Brisbane Girls Debating Association,
- (13) “Registered Address” is the address of the organisation as declared by the Office of Fair Trading,
- (14) “Ordinary Resolution” means a resolution passed either at a general meeting of the association, an executive meeting of the association or by a circular motion of the executive of the association by a plurality of votes of the members who are present and entitled to vote on the resolution,
- (15) “Special Resolution” means a resolution passed at a general meeting of the association by the votes of three-quarters of the members who are present and entitled to vote on the resolution,
- (16) “Material Personal Interest” is an interest of a director or member, other than in their capacity as a director or member of the association, that given its substance, nature and capacity would impact upon the ability of a director or member to discharge their fiduciary duty,
- (17) “Simple, Preferential Voting System” is a system of voting where:
- 1) If a candidate / motion gains an absolute majority of the votes, the candidate is elected / the motion option passes,
  - 2) If no candidate / motion has more than half of the first preference votes, the candidate with the fewest votes is excluded. This candidate’s / this motion option’s votes are transferred to the other candidates / motion options according to the second preferences shown by the voters on the ballot papers for the excluded candidate / excluded motion option,
  - 3) If a candidate / motion option still does not have more than half the votes, the next candidate / motion option is excluded and the votes are transferred according to the next preference shown. This process continues until one candidate / motion option has more than half the total votes and is declared elected / passed,
- (18) “Reasonable Care and Diligence” means the care and attention that is expected from and is ordinarily exercised by a reasonable and prudent person under the circumstances,
- (19) “Good Faith” means an obligation to act honestly and with fidelity and to act reasonably and with fair dealing, having regard to the interests of all parties and the aims and objectives of the association,

- (20) The “Best Interest” of the Association is the fulfilment of the Statement of Objects,
- (21) “Proper Purpose” is a specific purpose defined by this Constitution, the Act or, where not specified, for the general fulfilment of the Statement of Objects of the Association,
- (22) An “Absentee Ballot” is a valid vote in either an election or on a motion where a member or director makes their voting intention known to the appropriate person(s) outlined in this Constitution prior to the holding of the motion or election. The vote on an absentee ballot is only valid to the extent to which the options that the member or director votes on are the same as the options voted for at the time of the counting of the votes. Therefore:
- 1) For an election, this means that an absentee ballot is valid if the field changes between the transmission of the absentee ballot and the counting of ballots. If a candidate withdraws, the absentee ballot’s preferences should be reordered appropriately. If a new candidate emerges, the ballot cannot be altered without the nullification of the current absentee ballot and submission of a new absentee ballot. If the ballot is not altered after a new candidate emerges, it shall simply be taken that that member or director did not preference that candidate,
  - 2) For a motion, an absentee ballot’s vote is only valid if all motion options’ wording are identical from the time the ballot was submitted to the time the vote was counted. If the wording of any of the options has been altered, that ballot must be taken to be invalid,
- (23) Each individual point of this Constitution shall be referred to as a “Rule” such that this Rule is Rule 4(23),
- (24) Unless otherwise stated, any expression defined in the Act, or in the *Acts Interpretation Act 1954* of the State of Queensland shall have the same meaning in this Constitution as it does in either Act.

## Status Of This Constitution

5. Subject to the Act and the laws of the land, this Constitution shall be the ultimate authority of the Association, and overrules conflicting decisions made by the Executive, or the members in a general meeting, or any regulation, external motion, or other directive.
6. Subject to the Act, this Constitution and Statement of Objects may be amended, altered, rescinded or added to only by a special resolution approved by the members at a general meeting. Changes to the Constitution or Statement of Objects take effect only if they are registered in accordance with the Act. Modifications cannot be made in any other way.
7. Subject to the Act, in the event of any doubt or dispute as to the meaning or interpretation of this Constitution, the Executive shall determine any such meaning

or interpretation. This determination shall be binding on all members, though the General Members may, by way of special resolution at a general meeting, overrule the Executive's determination.

## Financial Year

8. The Financial Year for the Association shall end on June 30.

## The Status Of Gender

9. Where necessary to define gender, this Association will use relevant legislation as guiding principles. This Association will do its level best to be sensitive to issues of gender identification and rejects the reductive male-female binary.
10. The Association and its Executive are prohibited from preventing an individual from participating in its activities who identifies as gender diverse or an individual who has an indeterminate gender.

## Debating Format

11. Debates are to be conducted according to a set of Competition Rules administered by the Executive subject to this Constitution and any relevant legislation.
12. The Executive may also charge fees from schools, which the Executive must set, subject to consumer affairs legislation.
13. It is recommended, though not required, that debates be conducted in the standard Australasian Debating style.

# Chapter II Membership

14. There is only one class of membership, always called a 'member'.
15. A person is eligible for membership in the Association if they:
  - (1) Are a natural person, and
  - (2) Support the aims and ideals of the Statement of Objects, and
  - (3) Are seventeen years old or older and are not currently completing secondary education, and
  - (4) Are a resident of the State of Queensland, and
  - (5) Have not been expelled from the Association and failed to have this expunged by a special resolution of the members.
16. An eligible person who lodges a membership application form prescribed by the Executive, at the similarly prescribed location(s) (or online), shall, upon the approval of their application by the Executive, become a member as of the date of that approval.

17. The Executive may, subject to the below subrules, approve or reject any membership application. In the consideration of a membership application:
  - (1) The Executive must approve or reject an application no later than three weeks following that application's submission,
  - (2) The Executive must provide a reason to any applicant whose application is rejected, indicating the circumstances under which an application might be approved (if any),
  - (3) In considering an application for membership, it is the responsibility of the Executive to ensure their eligibility as outlined in this Chapter. In regards to these eligibility requirements, all are a statement of fact. Therefore, in order to support the aims and ideals of the Statement of Objects, this requirement will be satisfied by the following criteria:
    - (1) Selection to adjudicate for the Association, or
    - (2) Demonstration of a genuine interest to improve female debating in Queensland, or
    - (3) Being the Head of Debating of a participating school or a person delegated this responsibility by the Head of Debating of a participating school in writing, or
    - (4) Previous participation in the Association's Competition or the predecessor organisation's competition,
  - (2) Membership shall last for a period of twelve months or until the adjournment of the next AGM, whichever is longer. The executive may, reaffirming the eligibility for membership of that member, extend the membership of a member for a period of twelve months from the date of the reaffirmation.
2. The Secretary must, subject to the requirements of the Act:
  - (1) As soon as practicable after a person applies to become, but before the person becomes or is rejected from being, a member of the association be advised of whether or not the Association has public liability insurance and, if the Association has public liability insurance, the amount of the insurance,
  - (2) Advise all membership applicants of the approval or rejection of their application as soon as is practicable after the decision of the Executive,
  - (3) Keep at the registered address of the Association, in an up-to-date condition, a register of the members of the Association, their postal or residential address, and their date of joining (and if applicable resigning from) the Association in keeping with the requirements under the Act,
  - (4) Make the register available for the inspection of any member upon request. The member may make a copy of, or take an extract from, the register but shall have no right to remove the register for that purpose.
3. There is no limitation to the number of members.

## Membership Fees

4. There shall be no monetary contribution, either in the form of a subscription or an entry fee, imposed upon any person as a condition of membership.

## Sustaining, Retaining And Terminating Membership

5. Membership of the Association is extinguished if a member:
  - (1) Dies, or
  - (2) Is expelled from the Association, or
  - (3) Their membership lapses, or
  - (4) They resign their membership in writing to the Secretary,
    - (1) A member is taken to have resigned if they give notice of their resignation in writing to the Secretary,
    - (2) The member is taken to have resigned from the date the Secretary receives the notice of the member's resignation.

## Rights And Obligations Of Members

6. Any right, privilege, or obligation of a person as a member of the Association cannot be transferred to another person and terminates, except in the case of a member's debt (if any) owed to the Association, on a person's cessation of membership.
7. A member who has a material personal interest in a matter that is being considered at a general meeting, or by the Executive, or by another committee, must disclose the nature of this interest to the Executive as soon as practicable after the relevant facts come to the member's attention, and neither be present while the matter is being considered nor vote on the matter.
8. The liability of a member to contribute towards the payment of the debts and liabilities of the Association, or the costs, charges and expenses of the winding up of the Association is limited to the amount of debt (if any) the member owes to the Association.
9. Any officers, employees and members of the Association are personally liable for any loss, expense or liability they may incur in the performance of their duties as a member, officer or employee. While the Association will do its best to reimburse officers of the Association for their expenses incurred and liability incurred by their bona fide performance of such duties, it can make no financial guarantee that it will do so.
10. Only members of or above the age of 18 may be elected to the Management Committee.

## Disputes And Mediation

11. Any member has the right to have a dispute with another member settled by mediation.

12. The mediator must be chosen by the Executive, in consultation with the relevant parties.
13. The mediator may not be a member of the Executive, nor have any relationship with any of the parties to the dispute.
14. The mediator may not settle the dispute, but may work together with the parties to achieve a resolution to the conflict.
15. If mediation fails, any party has recourse to appeal to the Executive, or a Special General Meeting or take legal action.
16. Nothing in this section shall prevent the operation of the Association's procedure for expulsion or suspension of a member or dismissal of an officer.

## Expulsion And Suspension

17. Subject to this Constitution, if the Executive is of the opinion that a member has refused or neglected to comply with this Constitution, is no longer eligible for membership of the Association, or has been guilty of conduct unbecoming a member or prejudicial to the interests of the Association, the Executive may by a resolution where two-thirds of the Directors vote to expel that member from the Association.
18. A resolution of the Executive to expel a member (hereafter "the respondent") does not take effect unless:
  - (1) At a meeting held at least 14 days following notice to the respondent of the passage of the resolution to expel them, the Executive confirms the resolution; and,
  - (2) If the member exercises a right of appeal to the members in a general meeting under this rule, the members in a general meeting confirm the resolution in accordance with this constitution.
19. At a meeting of the Executive to confirm or revoke the initial resolution to expel the respondent, the Executive must:
  - (1) Give the respondent, or their representative, an opportunity to be heard, and
  - (2) Give due consideration to any written statement submitted by the respondent, and
  - (3) Furnish the respondent with the latest copy of this Constitution, and
  - (4) Determine by resolution whether to confirm or to revoke the resolution.
20. If at the meeting of the Executive, the Executive confirms the resolution, the member may, not later than 48 hours after that meeting, give the Secretary a notice to the effect that he or she wishes to appeal to the members in general meeting against the resolution. If the Secretary receives this notice, they must notify the Executive and the Executive must convene a general meeting of the Association to be within 45 days after the date on which the Secretary received the notice.
21. At a general meeting of the Association convened to consider the expulsion:
  - (1) No business other than the question of the appeal may be conducted, and,

- (2) The Executive may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution, and,
  - (3) The member, or their representative, must be given an opportunity to be heard, and
  - (4) The members present must vote by secret ballot on the question whether the resolution should be confirmed or revoked. This question is a special resolution and shall be governed by the rules thereby.
22. A resolution to suspend or expel is confirmed if, at the general meeting, the members approve the special resolution by two-thirds of the members voting in favour of the resolution to confirm the suspension or expulsion. In any other case, the resolution is revoked.

## Chapter III

# General Meetings Of The Members

### Powers Of The Members In A General Meeting

23. Subject to the Act and this Constitution, the members of the Association, assembled in a valid general meeting, may exercise any power of the Association, including powers delegated by this Constitution to the Executive.
24. A resolution of the members in a general meeting may not be altered or overturned except by subsequent resolution of the members, and resolutions of the members in a general meeting shall override any conflicting resolution, decision, or action of the Executive.
25. The members may not delegate to any other body any power vested in them by this Constitution.

### Calling Of General Meetings

26. One general meeting a year is the Annual General Meeting of the Association. The Executive shall schedule the AGM to fall within twelve weeks of the end of the Association's financial year.
27. Special General Meetings shall be called:
- (1) By the Executive, at their discretion, or
  - (2) On the requisition in writing of at least 5 members, or
  - (3) By a resolution of the members at a General Meeting.
28. A requisition for a general meeting must state the proposed objects for such a meeting, be signed by each of the requisitionists in turn, be deposited at the registered address of the Association in printed form and may consist of multiple documents in similar form signed by each of the requisitionists. The Executive must allow meeting requests that appear to comply with this Rule even if there is some

dispute as to the similitude of the documents that compose the requisition, within reason.

29. If the Executive does not hold a special general meeting within a month from the day on which a requisition is deposited at the office of the Association, the requisitionists as a group, or any of them individually, may convene the meeting within 3 months from the day of the deposit of the requisition, without the requirement of permission of the Executive.
30. Notice must be given to all members not less than 3 weeks prior to a General Meeting, by the Secretary, President or in the case of the above Rule, the Requisitionists.
31. Notice of a general meeting must:
  - (1) Specify the date, time and place of the meeting, and
  - (2) Indicate the general nature of each item of business to be considered at the meeting, and
  - (3) If a special resolution is to be proposed:
    - (1) State in full the proposed resolution, and
    - (2) State the intention to propose the resolution as a special resolution, and
    - (3) Be sent via either pre-paid post or electronically to the last known address of each member.
32. In regard to all notices communicated to the members, if notice is communicated either by pre-paid post or electronically to the last known address of a member, notice is deemed to have been given.

## The Annual General Meeting

33. The business of the AGM shall be to:
  - (1) Confirm the minutes of the last preceding annual general meeting and of any general meeting/s held since that meeting, and
  - (2) To receive and vote upon the validity any statements or accounts submitted by the Association in accordance with the Act; and
  - (3) Receive reports, written and oral, from Directors of the Association and ask questions of those Directors, and
  - (4) Elect all Directors of the Executive, and
  - (5) Have schools be able to ask questions publicly of the Directors of the Association, and
  - (6) Consider whether the Association is fully achieving its aims, and
  - (7) Consider any other business required by the Act or which may properly be brought before the meeting.

## Conduct And Procedure For All General Meetings

34. Quorum for a general meeting shall be 10 members, at least four (4) of whom are not Directors. Should quorum not be present within one hour after the appointed starting time of a general meeting, the chairperson shall adjourn the meeting to a time and place they think proper.
35. Persons may use electronic technology such as Internet telephony or webcams in order to participate in the meeting and communicate with other members and such members shall count as present at the meeting for the purposes of quorum.
36. Interested members of the public may attend meetings but may not vote.
37. All members of the Association have the right to attend and vote at any general meeting. Any member may bring business before a general meeting, but all required by the Act, as well as all special resolutions, shall take priority over any other business. Non-members, may, in writing either electronically or in print, suggest business to the Executive, but the Executive may disregard such requests, provided they write back to the non-member/s about their decision and give full reasoning.
38. The President shall ordinarily be the Chair of all general meetings. If the Chair is or becomes vacant, the members present at the general meeting shall elect one of their number to the Chair. In the case of a meeting called by Requisitionists, they shall appoint from within their number one person to be the Chair.
39. Meetings shall have all important points minuted by the Secretary, or some other person delegated that role by the Executive, or, in the case of a meeting called by Requisitionists, a person delegated that role from within their number, who is not the chairperson of the meeting or the subject of any of the resolution during their tenure as minuter. The role of minuter may be transferred during a meeting by way of simple resolution.
40. Minutes of each general meeting shall be provided to those recipients required by the Act, as well as to all of the members, within 21 days of the meeting.
41. At a general meeting in which the membership dismisses the entire Executive, or any individual Executive officer, the meeting shall not adjourn until the members have filled the vacancy or vacancies, following where possible the procedure outlined in this Constitution for the election of directors.
42. The chairperson may at their discretion, subject to the principles of natural justice, cut off speaking when they feel that members or others are making irrelevant contributions, in the interest of time.

## Resolutions In General Meetings

43. Each member shall have one vote except the chairperson, who shall not ordinarily have a vote except in the event of an equality of votes. The chairperson is required by this Constitution to maintain the status quo (which ordinarily involves voting 'no'), unless the resolution is required to comply with relevant legislation or any binding legal judgment, in which case they must vote 'yes'.

44. A member may delegate their vote to any other member (known as a “proxy vote”) subject to the following conditions:
- (1) A member may only be delegated one other member’s vote,
  - (2) If a member tries to cast proxy votes for more than one member, they must elect which member they are casting a proxy vote for and the other members will be regarded as not having voted or delegated a vote in an election,
  - (3) Members must through written or electronic means notify the returning officer of their intent to delegate their vote by proxy. If the returning officer receives no such communication, the delegation of a member’s vote shall be held to be void by the returning officer.
45. No resolution may be voted on by means of a postal vote.
46. Members may vote by absentee ballot on any resolution, by lodging their vote with the President and the Secretary prior to the general meeting.

## Ballot Procedure And The Status Of Votes On Amendments

47. A question arising at a general meeting is to be determined in one of three ways:
- (1) Ordinarily, voting will be by a show of hands, unless a poll is requested by 3 members present or as decided by a simple majority resolution of the Executive,
  - (2) If a poll is demanded, the poll will be taken immediately (in the form of a secret ballot) and the result of the poll shall be taken to be the resolution of the meeting on that question,
  - (3) All voting is by a simple majority, except for as otherwise provided in this Constitution.
48. For resolutions with more than two possible results, a poll must be enacted. Such a poll shall be based on a simple, preferential voting system.
49. No general meeting may make resolutions, which are contrary to the Act or other Australian or Queensland laws. If any resolution is deemed to be illegal by consulting such relevant legislation or by court or other legal order, that resolution is to be treated as never having been passed, and is retrospectively annulled.
50. For all votes, an exact count of the show of hands or poll taken must be minuted and recorded exactly by the Secretary or designated minuter.

# Chapter IV

## The Executive Committee

### The Executive Committee, Their Powers And Functions

51. With respect to General meetings:
- (1) General meetings may be conducted either in person or by using any technology that gives the members as a whole a reasonable opportunity to participate; and

- (2) Any person may attend and participate fully in a General meeting using appropriate technology, whether the meeting is held in person or wholly online, and such members shall count as present at the meeting for the purposes of quorum.
52. The Executive is the committee, or management committee, of the Association as understood in the Act.
53. The Executive may exercise all the powers and perform all the functions of the Association, other than those powers and functions that are required by the Act or this Constitution to be exercised and performed by the members of the Association at a General Meeting.
54. The Executive shall consist of the Directors of the Association, which:
- (1) Must include the following:
    - (1) One President,
    - (2) One Secretary,
    - (3) One Treasurer,
  - (2) May include up to six other Directors, where:
    - (1) Each position must be opened by the passing of a motion by simple majority at each AGM, and
    - (2) At least two positions must be opened up at each AGM.
55. At each AGM, the members shall elect all Directors in the Association. All Directors, irrespective of the time of their election, shall ordinarily hold office until the adjournment of the next AGM.

## Duties Of All Directors

56. The Executive is collectively responsible for ensuring that the Association complies with the Act and that individual Directors comply with these Rules.
57. Directors must exercise their powers and discharge their duties:
- (1) With reasonable care and diligence, and
  - (2) In good faith in the best interests of the Association, and
  - (3) For a proper purpose.
58. A Director who has a material personal interest in a matter being considered at an Executive meeting must disclose the nature and extent of that interest to the Executive. The Director must not be present while the matter is being considered at the meeting and must not vote on the matter. This rule does not apply to a material personal interest:
- (1) That exists only because the member belongs to a class of persons for whose benefit the Association is established, or
  - (2) That the member has in common with all, or a substantial proportion of, the members of the Association.

59. Directors and former Directors must not make improper use of their position or information acquired by virtue of holding their position so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

60. In addition to any duties imposed by this Constitution, a Director must perform any other duties imposed from time to time by resolution of the Executive.

## Duties Of Particular Directors

61. The roles and powers of each Executive member are:

(1) The President, who:

- (1) Is the head of the Executive, and ordinarily chair of General Meetings and meetings of the Executive Committee,
- (2) Has oversight over the organisation as a whole and the Executive. The President has the responsibility to reprimand Executive members for not doing their roles satisfactorily,
- (3) Has no other special powers except afforded to them in their capacity as the ordinary Chair of Meetings in this Constitution.

(2) The Secretary, who:

- (1) Is the Secretary of the Association as understood in the Act and accordingly has all duties and powers granted to that position under the Act,
- (2) Must ensure compliance with relevant legislation of a non-financial nature including, but not limited to, the Act, the *Australian Charities and Not-for-profits Commission Act 2012* (Cth), the *Australian Charities and Not-for-profits Commission Regulation 2013* (Cth) and this Constitution,
- (3) Ordinarily takes official minutes,
- (4) Is the official custodian of the common seal of the Association and all official documents of the Association,
- (5) Must keep a register of all the members and is responsible for ensuring compliance with the membership application process as outlined in this Constitution,
- (6) Handle any other paperwork of the Association that is non-financial in nature,
- (7) Is responsible for ensuring the Association retains all records for a period of seven years.

(3) The treasurer, who:

- (1) Must ensure compliance with relevant financial legislation including, but not limited to, the Act, the *Australian Charities and Not-for-profits Commission Act 2012* (Cth), the *Australian Charities and Not-for-profits Commission Regulation 2013* (Cth) and Chapter V of this Constitution,
- (2) Is responsible for reimbursing people for legitimate expenses, the financial health of the Association and financial compliance,

- (3) Must submit to the Executive a profit and loss statement and a balance sheet for approval at least every eight weeks,
- (4) Must submit an annual profit and loss statement and balance sheet to the AGM,
- (4) For Directorships opened at the AGM:
  - (1) Must be declared at each AGM before the opening of such a position for election,
  - (2) Are precluded from holding powers that overlap with those of the Directors in this Rule.

## Term Of Office And Dismissal

62. All Directors hold office until the adjournment of the next AGM after their election or appointment, unless they are removed from office at a Special General meeting, or fulfil any of the criteria for cessation of office in this Constitution or the Act.
63. The members in a special general meeting may, by resolution, for any reason, dismiss any Director. No resolution of dismissal shall be effective if the respondent(s) are not:
- (1) Given at least twenty-one days notice of the pending resolution to dismiss them, and
  - (2) Given an opportunity to be heard at the meeting considering their dismissal or have an opportunity to submit a written statement to the meeting to which due consideration is given, and
  - (3) Furnished with the latest copy of this Constitution.

## Limits On Office Holding

64. Only a member may be elected a Director, and no person shall hold more than one Director position, nor shall two (2) or more people hold the same Director position. All Directors are eligible for re-election.

## Elections

65. Prior to a general meeting during which an election shall be held, the Executive shall designate an impartial Returning Officer, who shall not run for any office at that general meeting, to chair the elections portion of the general meeting, and count and certify all elections that take place at that meeting.
66. All positions open to election must be voted for by secret ballot; no-one may be elected without a ballot.
67. Elections shall occur through a simple, preferential voting system. Therefore, a candidate with a minority of votes may not be elected in preference to a candidate with a majority of votes (either initially or after the distribution of preferences).

68. The candidates for each election shall, at the General Meeting, mutually agree upon a single scrutineer from the members present. The scrutineer shall witness the entirety of the counting of votes, including absentee votes, for that position's election. If candidates cannot decide upon a scrutineer, the Returning Officer shall appoint one from the members present at that General Meeting.
69. Members may vote in an election by absentee ballot by transmitting their vote to the Returning Officer. Such absentee votes may, if the member wishes, indicate preferences for candidates to be invoked should the first preference candidate be eliminated as a consequence of the electoral procedure.

## Meetings Of The Executive

70. The Executive shall ordinarily meet at least once every three calendar months at any time and place the Executive determines.
71. The quorum for such a meeting is greater than half of the number of currently filled Director positions. Business may not be transacted unless a quorum is present.
72. Ordinarily, at least one week notice must be given. However, the President or any two Directors may call any meeting of the Executive. No meeting of the Executive may be called without 24 hours notice to all Directors by post, email or telephone.
73. The President shall ordinarily hold the chair at all Executive meetings. The procedure to be followed at a meeting of the Executive must be determined from time to time by the Executive. The Directors present at the meeting may determine the order of business.
74. The meetings of the Executive may be conducted either in person or using any technology that allows members to clearly and simultaneously communicate with each other participating member.
75. A Director who is not physically present at an Executive meeting may participate in the meeting by the use of technology that allows that Director and the Directors present at the meeting to clearly and simultaneously communicate with each other. A Director participating in an Executive meeting in this way is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.
76. The Executive may close its meeting to all but the Directors, as it thinks fit.

## Decisions Of The Executive

77. All decisions of the Executive shall be made by resolution:
  - (1) All resolutions shall be agreed to only with the approval of a majority of the Directors currently holding office and entitled to vote at the time (as distinct from a majority of Directors present at the Executive meeting),

- (2) If owing to vacant Directorships or recusals owing to a conflict of interest the Executive cannot approve a resolution, the resolution may only be determined by a general meeting of the members,
  - (3) Only Directors may vote and each Director shall have one vote but the President may exercise a second casting vote if they are evenly divided.
78. A Director may vote by an absentee ballot lodged with the Secretary on any matter before the Executive, but a Director may not designate a proxy or otherwise delegate their vote to another person.
79. The Executive may approve resolutions either at a meeting or via circular resolution. A resolution approved by circular resolution has the same effect as a resolution approved at a valid, quorate Executive meeting. A circular resolution is made by the following procedure:
- (1) A Director circulates the precise text of the proposed resolution to each other Director by either pre-paid post or email,
  - (2) Each Director votes on the resolution by circulating their vote via email or pre-paid post to each other Director,
  - (3) The resolution is approved only with the assent of a majority of the total number of Directors given within five days of the circulation of the motion,
  - (4) If the resolution is approved, it shall be entered into the minutes of the next Executive meeting.

## Committees Within The Association

80. The Executive may establish committees to facilitate the work of the Association and shall appoint their membership, define their terms of reference, and determine their rules of procedure, including how committee meetings are called, the notice required for committee meetings, their quorum, their voting procedure, and their chair.
81. The Executive may delegate, in writing, to one or more committees (consisting of such member or members of the association as the Executive thinks fit) the exercise of such functions of the Executive as are specified in the delegation other than:
- (1) This power of delegation, and
  - (2) The Executive's powers and duties over financial matters (broadly defined), and
  - (3) The Executive's power to appoint officers, employees, or fill casual vacancies, and
  - (4) A function which is specifically imposed on the Executive by the Act, or any applicable law.
82. Any delegation made by the Executive to a committee shall be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation, and the Executive may

continue to exercise any function delegated. The Executive may revoke the delegation wholly or in part at any time.

## Cessation Of Director

83. A director shall permanently cease to hold office if they:

- (1) Resign in writing to the Executive, or
- (2) Die, or
- (3) Become bankrupt or compound with creditors or otherwise take advantage of the laws in force for the time being relating to bankruptcy, or
- (4) Are convicted of an offence under the Act, or
- (5) Are convicted of an indictable offence or an offence punishable on summary conviction for which the person is sentenced to imprisonment, other than in default of payment of a fine, or
- (6) Are otherwise disqualified from office by the Act, or
- (7) Are absent from three consecutive meetings of the Executive, without prospective permission by simple resolution from the Executive.

84. The Executive may grant a Director a leave of absence from Executive meetings for a period not exceeding 3 months. The Director shall:

- (1) Only be granted a leave of absence only on written request of the Director in question and have the effect of rendering the Directorship temporarily vacant for the duration of the leave granted.
- (2) Resume their office upon the end of the leave of absence.
- (3) Not be granted a leave of absence retrospectively.

## Removal Of A Director

85. The members in a general meeting may, by resolution, for any reason, dismiss any Director, Officer, or the entire Executive. No resolution of dismissal shall be effective if the respondent(s) are not:

- (1) Given at least fourteen days notice of the pending resolution to dismiss them,
- (2) Given an opportunity to be heard at the meeting considering their dismissal or have an opportunity to submit a written statement to the meeting to which due consideration is given, and
- (3) Furnished with the latest copy of this Constitution.

86. Subject to this Constitution, if the Executive is of the opinion that an Officer has acted in a manner prejudicial to the interests of the Association, the Executive may by resolution dismiss that member from their office.

87. A resolution of the Executive to dismiss an officer (hereafter "the respondent") does not take effect unless at a meeting held at least 14 days following notice to the respondent of the passage of the resolution to dismiss them, the Executive

confirms the resolution. There is no appeal permitted to an officer dismissed by the Executive.

88. At a meeting of the Executive to confirm or revoke the initial resolution to dismiss the officer, the Executive must:
- (1) Give the respondent, or their representative, an opportunity to be heard, and
  - (2) Give due consideration to any written statement submitted by the respondent, and
  - (3) Furnish the respondent with the latest copy of this Constitution, and
  - (4) Determine by resolution approved by 75% of the total number of Directors whether to confirm or to revoke the resolution.
89. A resolution of the Executive or the members in a general meeting to dismiss an officer shall, upon taking effect, render the position vacant. The office shall be filled in accordance with the provisions of filling a permanent casual vacancy unless the members in a general meeting have dismissed a Director, in which case the members at that general meeting shall proceed immediately to elect a replacement.

## Filling Casual Vacancies Among The Directors

90. If any Director resigns or is terminated, the Executive may make a recess appointment by a simple majority vote of the remaining Executive members. Such an appointment must be made within fourteen (14) days of the recess. That member will become a director until a general meeting is held. A general meeting must be held within three (3) months of the recess to replace that person.
91. The Executive shall fill any permanent casual vacancy among the directors using the following procedure:
- (1) All members must have an opportunity to submit applications for the position, and
  - (2) Notice of the vacancy must be sent to all members at least seven (7) days before the close of applications, and
  - (3) All members must be given notice of the appointment once it is made, although
  - (4) The Executive need not obey the requirements of subrules (1), (2) and (3) of this Rule when appointing a member to fill a vacancy, permanent or temporary, in the office of the Secretary. Any vacancy in the role of Secretary must be filled within seven (7) days of the creation of the vacancy.
92. Any casual vacancies created by a temporary vacancy of a Directorship created by a leave of absence may be filled, or not filled, by the Executive as it thinks fit (except in the case of the Secretary); but such an appointment shall expire upon the rehabilitation of the suspended director to the Executive.
93. If the casual vacancy is that of the President, another Director in the order described below shall fill that vacancy, if available, and the office of that Director shall become temporarily vacant. The Executive must then convene a general meeting between 21 and 36 days following the creation of the casual vacancy, to

hold a special election for the office of President, who shall fill the position until the adjournment of the next AGM. The order of precedence must be determined at each AGM by the general members by way of resolution after all Directorships are opened but prior to the elections of those directors. However, the Secretary must always be last in the order of precedence.

## Chapter V

# Financial Matters

### The Drawing Of Monies

94. The Executive, in accordance with standard accounting practices, the Act and the provisions of this Constitution, shall manage the funds of the Association. The Association shall spend no monies except by appropriations made by the Executive.
95. True accounts are to be kept of each receipt or payment of money by the Association and the matter in respect of which the money was received or paid, and each asset and liability of the Association.
96. The President, Treasurer and Secretary must be the exclusive signatories of all Association bank accounts with two signatories required to draw or sign cheques or otherwise withdraw funds from any Association bank account.
97. An attendance record, to verify that people have actually attended debates, must accompany all adjudications. A verifiable invoice must accompany all expenses, except hobbyist payments.

### Sources Of Monies And Methods For Acquiring Funds

98. The Association may get funds by the following methods:
  - (1) Fees paid by schools for the competition/s run, but not for membership,
  - (2) Donations,
  - (3) Sponsorship funds,
  - (4) Government or not for profit funds,
  - (5) Bank Interest.
99. The Association is prevented from making money off property, or charging membership fees or investing in the stock market, shares or any other kind of investment including but not limited to term deposits, derivatives, trust funds, any business venture of any kind.
100. The Association is prevented from accepting any of the above investments as donations.
101. The Association may not accept donations from political groups, although it may accept donations from individual MPs, as long as they are for non-political purposes and may not display any party material anywhere in promotional or other material.

102. The Association shall not buy residential or commercial property of any kind.

## Not For Profit Status And Reimbursements

103. The income and property of the Association (including any surplus) must be applied solely towards the promotion of the objects contained in the Statement of Objects and no portion shall be paid or transferred directly or indirectly by way of profit to members of the Association.

104. Nothing herein contained shall prevent:

- (1) The payment of out-of-pocket expenses, or
- (2) The payment for goods supplied in the usual way of business, or
- (3) The payment of reasonable rent let to the Association for premises or provision of goods or services by any member of the Association if this is done in good faith on terms no more favourable than if the member was not a member.

# Chapter VI

## Records Of The Association And Dissolution Procedure

### Record Keeping

105. All records of the association, including this Constitution, financial records, minutes of general meetings, and all certifications and transmissions communicated in accordance with the Act, shall be:

- (1) Kept at the registered address of the Association for not less than seven (7) years after their composition, and
- (2) Laid before the members at the Annual General Meeting, and
- (3) Made available for inspection by a member any other time, on such conditions as imposed by the Executive.

106. The Secretary must ensure full and accurate minutes of all resolutions and other proceedings of each Executive and general meeting are entered in the minute book of the Association. Verifying the minutes' accuracy, the chairperson of the meeting, or the chairperson of the next Executive meeting, the minuter of that meeting, usually the Secretary, and another Director, must sign the approved copy of the minutes of each Executive and general meeting.

### Common Seal

107. There shall be a common seal that shall be kept at the offices of the Association. The Executive shall determine the disposition of the seal, and its striking and breaking.

108. The Common Seal shall only be affixed to a document by authority of a resolution of the Executive. The affixing of the common seal shall only be of effect when two Directors sign it.

## Winding Up

109. The Association may be dissolved by a simple majority vote at a General meeting or a unanimous vote of the full Executive. The Association may also be wound up by a court or other legal order.

110. If upon the winding up of the Association, there remains after satisfaction of all its debts and liabilities any monies whatsoever, the same shall not be paid or distributed amongst the members or former members, but shall be given or transferred to the Queensland Debating Union Inc. or if that Association no longer exists, any association who:

- (1) Is eligible under the Act for the distribution of surplus assets upon the Association's winding up, and
- (2) Has similar purposes to the Association, and
- (3) Is not carried on for the profit or gain of its individual members, and
- (4) Is specified by the Association by special resolution or Executive by unanimous resolution.