

CONSTITUTION & RULES

Version 1.1 August 2018



MUAYTHAI
QUEENSLAND INC

RULES OF MUAYTHAI QUEENSLAND INC

1. Name of the Association

1.1 The name of the association is “*Muaythai Queensland*” Inc.

2. Interpretation Clause

2.1 The specification of the purposes of the association in clause 3, and the powers in clause 4, of these rules, are not in any particular order and are not to be construed so as to lead to the construction that any object or power is more important than any other object or power, nor that any purpose or power which is specified in detail is more important than any purpose or power which has not been specified in detail, and no particular purpose or power will be limited by reference to any other and the rule of construction known as the *ejusdem generis* rule shall not apply.

2.2 If any provision of these rules or any phrase contained in them are invalid or unenforceable in any jurisdiction, the phrase or provision is to be read down for the purpose of that jurisdiction, if possible, so as to be valid and enforceable, and otherwise shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of these rules or affecting the validity or enforceability of that provision in any other jurisdiction.

2.3 In these rules;

2.3.1 a reference to a function includes a reference to a power, authority and duty;

2.3.2 a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty;

2.3.3 words importing the singular include the plural and vice versa;

2.3.4 words importing any gender include the other genders;

2.3.5 references to a person include the legal personal representatives, successors and permitted assigns of that person;

2.3.6 references to persons include corporations and bodies politic; and

2.3.7 a reference to a statute, ordinance code or other law includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them (whether of the same or any legislative authority having jurisdiction).

2.4 Interpretations in these rules, unless the contrary intention appears, are:

2.4.1 “Affiliated Trainer” means a club affiliated with the association under rule 7.1.2;

2.4.2 “Associate Member” means an associate member under rule 7.3.1;

- 2.4.3 “Association” means *Muaythai Queensland Inc*;
- 2.4.4 “Coaching Director” means a voting member and is elected to the council under rule 16;
- 2.4.5 “Council” means the executive council of the Association;
- 2.4.6 “Councillor” means a member of the executive council under rule 14.1;
- 2.4.7 “Financial Year” means the year ended 31 June in each year;
- 2.4.8 “General Meeting” means the annual or a special general meeting of the association;
- 2.4.9 “Trainer” means an individual who is registered as a Trainer with the parent Association;
- 2.4.10 “Intellectual Property” means all rights subsisting in copyright, trade names, trade marks, logos, designs, equipment, images (including photographs, videos or films) or service marks relating to the Association or the art of Muaythai or any event, competition or activity conducted, promoted or administered by the Association;
- 2.4.11 “Life Member” means a Life Member of the Association under rule 7.1.4;
- 2.4.12 “Member” means a member for the time being of the Association under rule 7;
- 2.4.13 “Ordinary Councillor” means a member for the time being of the council elected under these rules and includes the president;
- 2.4.14 “Parent Association” means Muaythai Australia Incorporated;
- 2.4.15 “President” means the president for the time being of the Association;
- 2.4.16 “Technical Director” means a voting member and is elected to the council under rule 16;
- 2.4.17 “Regulations” means any Regulations made by the council under these rules;
- 2.4.18 “Rules” means these rules of the Association;
- 2.4.19 “Seal” means the common seal of the Association and includes any official seal of the Association;
- 2.4.20 “Secretary-General” means the secretary-general of the Association for the time being elected under these rules;

2.4.21 “Special Resolution” means a resolution passed by at least three-quarters of the members present entitles to vote, at a special general meeting called for that purpose;

2.4.22 “the Act” means the Association Incorporations Act 1987; and

2.4.23 “Voting Member” means a voting member of the Association under rule 7.1.1.

2.5 Expressions referring to “writing” shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form, including messages sent by electronic mail.

2.6 The Association is established solely for the purposes set out in these rules.

3. Purposes of the Association

3.1 The purposes for which the Association is established are to:

3.1.1 operate as the Queensland division of a single uniform entity through and by which the art of Muaythai can be conducted, promoted and administered in and throughout Australia;

3.1.2 provide for the conduct, encouragement, promotion and administration of Muaythai through and by the association of individual Muaythai schools;

3.1.3 affiliate and otherwise liaise with Muaythai Australia Inc., the World Muaythai Council (WMC), International Federation of Muaythai Amateur (IFMA) and the Australian Olympic committee in the pursuit of these purposes and the art of Muaythai;

3.1.4 conduct, encourage, promote, advance, standardise and develop the art of Muaythai in Queensland;

3.1.5 ensure that a high standard of the art of Muaythai is maintained;

3.1.6 develop a sense of sportsmanship and a high degree of proficiency in practitioners of the art;

3.1.7 enable practitioners to achieve a high level of physical and mental fitness through the teaching and practice of Muaythai;

3.1.8 use and protect the intellectual property of the Association including, but not limited to logos, trademarks, copyright and names in any equipment, product, publication or event developed by the Association;

3.1.9 collect, distribute and publish information in connection with Muaythai and international tournaments and competitions;

3.1.10 strive for Government, commercial and public recognition of the Association, of the parent Association and Muaythai;

- 3.1.11 promulgate and secure uniformity in such rules as may be necessary for the management and control of the art of Muaythai and related activities;
- 3.1.12 further develop the Association into an organised institution and, with these purposes in view, to foster, regulate, organise and manage examinations, competitions, displays and other activities and to issue badges, medallions and certificates and award trophies to successful members and participants;
- 3.1.13 promote the health and safety of members;
- 3.1.14 encourage members to realise their potential and athletic abilities by extending to them the opportunity of education and participation in the art of Muaythai;
- 3.1.15 encourage and promote performance-enhancing drug free competition; and
- 3.1.16 undertake and/or do all such things or activities which are necessary, incidental or conducive to the advancement of these purposes.

4. Powers of the Association

4.1 Solely for furthering the purposes set out above, the Association has power to:

- 4.1.1 acquire by purchase, exchange or otherwise, whether for an estate in fee simple or for any less estate, lands, tenements or hereditaments of any tenure whether subject or not to any charges or encumbrances and to erect, replace, maintain, reconstruct, adapt and furnish any offices or other buildings thereon and to sell, let, alienate, mortgage, charges or deal with all or any such lands, tenements or hereditaments or any part of them;
- 4.1.2 purchase, take on lease or in exchange or otherwise acquire any real or personal estate which may be deemed necessary or convenient for any of the purposes of the Association and to sell, manage, lease, mortgage, give in exchange, dispose of or otherwise deal with the same or any part thereof;
- 4.1.3 construct, maintain and alter any houses, buildings or works necessary or convenient for the purposes of the Association;
- 4.1.4 borrow and raise money in such manner as the Association may think fit;
- 4.1.5 raise or borrow money on bonds or mortgage or other security of any property held for or on behalf of the Association, or without any such security, and upon such terms as the council shall think fit;
- 4.1.6 receive money on deposit, with or without allowance of interest thereon;
- 4.1.7 invest any monies of the Association, not immediately required for the purposes of the Association, in such manner as may from time to time be determined by the Association;

- 4.1.8 do all or any of the matter authorised either alone or in conjunction with any person, company or unincorporated body or by or through any factors, trustees or agents;
- 4.1.9 take any gift of property, whether subject to any special trust or not, for any one or more of the purposes of the Association;
- 4.1.10 take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purposes of procuring contributions to the funds of the Association in the shape of donations, annual subscriptions or otherwise;
- 4.1.11 print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its purposes;
- 4.1.12 appoint, hire, employ remove, replace or reinstate secretaries, managers, servants, employees and other persons in and for carrying out the purposes of the Association and to pay them in return for services rendered to the Association, salaries, wages and gratuities;
- 4.1.13 subscribe to any charities and to grant donations for any public purpose;
- 4.1.14 produce develop, create, licence and otherwise exploit, use and protect such intellectual publication or event of the Association;
- 4.1.15 establish and maintain corporate entities to carry on and conduct the business affairs and undertakings, or any aspect thereof, of the Association and for that purpose, utilise any of the assets of, or held on behalf of, the Association;
- 4.1.16 promote any other person or company for any purpose calculated to benefit the Association;
- 4.1.17 purchase, or otherwise acquire, and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the companies, institutions, societies or associations whose activities or purposes are similar to those of the Association or generally for any purpose calculated to benefit the association;
- 4.1.18 take and effect insurance; and
- 4.1.19 do all such acts and things as are incidental, conducive or subsidiary to all or any of the purposes of the Association.

5. Application of Income

- 5.1 The income and property of the Association shall be applied solely towards the promotion of the purposes of the Association, as set forth in these rules.
- 5.2 No portion of the income or property of the Association shall be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise by way of profit to any member.

6. **Liability of Members**

6.1 The liability of the members of the Association is limited.

MEMBERSHIP

7. **Members**

7.1 The members of the association shall consist of:

- 7.1.1 voting members, who shall have voting rights at general meetings of the Association;
- 7.1.2 associate members, who are individual members of affiliated clubs, who shall not have any voting rights at general meetings of the Association, nor any rights to attend and debate at such meetings; and
- 7.1.3 life members, who are not otherwise voting members, who shall not have any voting rights at general meetings of the Association, but shall have rights to attend and debate at such meetings.

7.2 Life members may be bestowed upon any member of the Association who, in the opinion of the council, has rendered special service to the Association. Any proposal for life membership shall be nominated to the council and proposed at the annual general meeting. Such proposal must be passed by a special resolution. No more than two life members shall be elected in any one year.

7.3 With the consent of the Board of Muaythai Australia Incorporated, the council has power from time to time to create new classes of membership, even if the effect of this is to alter rights, privileges or obligations of an existing class of members.

7.4 The secretary-general shall maintain a register of members in which shall be entered the full name, address and date of entry of the name of each member and the register shall be available for inspection and copying by members upon request.

7.5 Membership of each class shall be unlimited.

8. **Fees**

8.1 The annual membership subscription (if any) and fees payable by members to the Association, the time for, and manner of payment, shall be as determined by the council from time to time.

9. **Voting Members**

9.1 A voting member must be a member of the Association and must be a member of the parent Association.

10. **Applications for Membership**

- 10.1 An application for membership or affiliation must be:
- 10.1.1 in writing on the form prescribed by the council from time to time, and from the Trainer and lodged with the Association; and
 - 10.1.2 accompanied by the appropriate fee, if any.
- 10.2 Subject to ratification by the National Executive of Muaythai Australia Incorporated, the executive council may accept or reject an application whether the applicant has complied with the requirements in rules 7 or not.
- Where the Association accepts an application, and the Association ratifies such acceptance, the Trainer applicant's club will become an affiliated club. Membership of the Association will commence, however, upon acceptance of the application by the council.
- Where the council rejects an application, it will refund any fees forwarded with the application. An Applicant will have the right to seek a review by the council of a decision by the council rejecting its application. The rejected applicant must initiate such a review in writing to the council within 14 days of being rejected.
- 10.3 Members and trainers must re-affiliate and pay the joining fee annually.
- 10.4 Individual members of clubs must renew their membership of their clubs annually.
- 10.5 A member shall be unfinancial if the annual membership fee has not been paid within one calendar month of the due date. A member who is unfinancial pursuant to this rule or any other rule shall not be entitled to any benefit of the Association or any right including the right to vote except at the direction of the executive council and if unfinancial for more than three months shall cease to be a member and have his/her name removed from the register of members.

11. Effect of Membership

- 11.1 Members acknowledge and agree that:
- 11.1.1 these rules constitute a contract between each of them and the Association and that they are bound by the rules and the regulations;
 - 11.1.2 they shall comply with and observe the rules and regulations and any determination or resolution which may be made or passed by the council or any duly authorised committee or board;
 - 11.1.3 by submitting to these rules and the regulations they are subject to the jurisdiction of the Association;
 - 11.1.4 the rules and regulations are necessary and reasonable for promoting the purposes of the Association; and
 - 11.1.5 they are entitled to all benefits, advantages, privileges and services of Association membership.

- 11.2 Members have the following privileges by virtue of membership of the Association:
- 11.2.1 to express in writing or otherwise their views and opinions through their representatives in any meeting in respect of which they are entitled to participate in accordance with this constitution;
 - 11.2.2 to make proposals or submission to the executive council of the Association either directly or through their representatives;
 - 11.2.3 to engage and participate in any activity approved, sponsored or recognised by the Association; and
 - 11.2.4 to conduct any activity which will promote the purposes of the Association.

12. Discontinuance of Membership

- 12.1 A member, having paid all arrears of fees payable by it or him/her to the Association, may withdraw from membership by giving notice in writing of such withdrawal to the Association, and where an individual member of an affiliated club, also to his/her club.
- 12.2 Membership of the Association may be discontinued by the council upon breach of any of these rules, including, but not limited to, the failure to pay any monies owed to the Association, the regulation or any resolution or determinations made or passed by the council or any duly authorised committee or board.
- 12.3 Membership shall not be discontinued under rule 12.2 without the council first giving the accused member the opportunity to explain the breach and/or remedy the breach.
- 12.4 Where a member fails, in the council's view, to adequately explain or remedy the breach, that member's membership shall be discontinued under rule 12.2 by the Association giving written notice to that effect to the member.
- 12.5 Membership discontinued under rule 12.2 may be reinstated at the discretion of the council.
- 12.6 A member ceasing to be a member shall forfeit all right in and claim upon the Association and its property including intellectual property. Where an affiliated club ceases to be a member it shall also forfeit all representation rights on the council.
- 12.7 The name of such member shall be removed from the register of members.
- 12.8 Notwithstanding rule 13, the council may expel or suspend an affiliated club, which has not re-affiliated with the Association, or an individual member of an affiliated club who has not renewed his/her affiliated club membership, within one month of re-affiliation or membership renewal falling due.
- 12.9 Where an individual member fails to renew his/her club membership within three months of being required to do so his/her membership of the Association lapses.
- 12.10 A member expelled or suspended under rule 12.8 or whose membership has lapsed under rule 12.9 may:

12.10.1.1 Reapply for membership in accordance with these rules; but

12.10.2 May be readmitted at the discretion of the council.

12.11 Membership discontinued under rule 12.2 or 12.8 is subject to appeal and, should the member whose membership has been revoked wish to appeal, that member must present the grounds for their appeal in writing before a general meeting of members.

12.12 Membership of the Association will be discontinued at the direction in writing of Muaythai Australia Incorporated that the Trainer or Member is no longer is a member of Muaythai Australia Incorporated.

13. Discipline of Members

13.1 Where the council is advised or considers that a Trainer or Member has allegedly:

13.1.1 breached, failed, refused or neglected to comply with a provision of these rules, the regulations or a resolution or determination of the council or any duly authorised committee or board; or

13.1.2 acted in a manner unbecoming of a member or prejudicial to the purposes and interests of the Association and/or Muaythai; or

13.1.3 brought the Association, any affiliated club or Muaythai into disrepute;

the council may commence or cause to be commenced, disciplinary proceedings against that member, and that member will be subject to, and submits unreservedly to the jurisdiction, disciplinary procedures and penalties and the appeal mechanisms of the Association as set out in the regulations.

13.2 The council shall appoint a judiciary committee, which need not be comprised of members, to deal with any disciplinary matter referred to it, including, but not limited to, matters arising under rule 13.1 of these rules. The committee shall operate under the principles and procedures set out in the regulations.

13.3 The council will only appoint a judiciary committee to deal with a matter pursuant to Clause 13 if it is advised in writing to do so by the National Executive of Muaythai Australia Incorporated. All disciplinary matters are first to be brought to the attention of the National Executive of Muaythai Australia Incorporated, which will determine whether the matter should be referred to the national disciplinary body.

THE EXECUTIVE COUNCIL

14. Composition of the Council

14.1 There shall be an elected council, which shall comprise:

- 14.1.1 the president;
- 14.1.2 the secretary-general;
- 14.1.3 the technical director;
- 14.1.4 the coaching director; and
- 14.1.5 the treasurer,

all of whom are ordinary councillors and are elected under rule 16.

15. The President

15.1 The president shall be the nominal head of the Association and will chair any council meeting or general meeting at which he/she is present.

In the event of the president not acting as chairperson, the council shall appoint a chairperson from among the members of the council.

16. Election of Ordinary Councillors

16.1 Subject to these rules, councillors elected under these rules shall hold office for a term of two years from their election.

16.2 The secretary-general shall call for nominations 28 days prior to the relevant annual general meeting.

16.3 Nominations must be:

- 16.3.1 in writing;
- 16.3.2 on the prescribed form provided for that purpose;
- 16.3.3 signed by a nominator and a seconder, who must be voting members under these rules; and
- 16.3.4 certified by the nominee expressing his/her willingness to accept the position for which he/she is nominated.

16.4 Nominations must be received by the secretary-general at least 14 days prior to the relevant annual general meeting and shall be sent to voting members with the agenda for that general meeting.

- 16.5 The elections shall be by preferential ballot and, if requested by a member, shall be by secret ballot on papers prepared by the secretary-general, otherwise voting shall be by a simple show of hands when called at the general meeting for that purpose.
- 16.6 Where nominations are not received for a position prior to the meeting, nominations may be called from the meeting floor.
- 17. Qualifications for Office and Nomination**
- 17.1 Any person who holds office or any paid position in any other Muaythai organization which is not a member of, or affiliated to, the Association shall be ineligible to nominate for or hold office in the Association.
- 18. Powers of the Council**
- 18.1 Subject to the Act and the provisions of these rules, the business of the Association shall be managed by, and the council shall exercise the powers of, the Association. In particular, the council, as the state authority for Muaythai in Queensland, shall be responsible for acting on all state issues in accordance with the purposes of the Association and shall operate for the benefit of the members and the community throughout Queensland.
- 19. Vacancies of Councillors**
- 19.1 The office of a councillor becomes vacant if the councillor:
- 19.1.1 becomes bankrupt or makes any arrangement or composition with creditors generally;
 - 19.1.2 becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the laws relating to mental health;
 - 19.1.3 resigns his/her office in writing to the Association;
 - 19.1.4 is absent without the consent of the councillors from three consecutive meetings of the council without good reason;
 - 19.1.5 without the consent of the members in general meeting holds any office of profit under the Association;
 - 19.1.6 is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of his/her interest;
 - 19.1.7 has, by decision of the judiciary committee:
 - 19.1.7.1 acted in a manner unbecoming or prejudicial to the purposes and interests of the Association and/or Muaythai; or
 - 19.1.7.2 brought the Association, any affiliated club, or Muaythai into disrepute.

19.1.8 is prohibited from being a director of a company under the Corporations Law.

19.2 Any vacancy occurring in membership of the council may be filled by the remaining councillors. A councillor filling a vacancy under this rule shall hold office for the balance of the replaced councillor's term.

In the event of a vacancy or vacancies in the office of a councillor or councillors, and notwithstanding the option available under rule 20.2, the remaining councillors may act in order to increase the number of councillors to fill the vacant position/positions.

19.3 In the event of a vacancy or vacancies in the office of a councillor or councillors, the remaining councillors may act, but if the number of remaining councillors is not sufficient to constitute a quorum at a meeting of councillors, they may act only for the purpose of increasing the number of councillors to a number sufficient to constitute such a quorum.

19.4 There is no right of appeal against a member's removal from office under this section.

20. Powers and Duties of the Secretary-General

20.1 The secretary-general shall:

20.1.1 plan, perform and manage the secretarial affairs of the Association;

20.1.2 ensure that the resolutions of the council and the Association are properly and efficiently carried out;

20.1.3 submit a report to the council at each council meeting in relation to the general business and correspondence of the Association.

21. Meetings of the Council

21.1 The council shall meet as often as is deemed necessary in every calendar year for properly conducting the business and operations of the Association, but shall meet at least once in every four calendar months.

21.2 On requisition of councillors, the secretary-general shall convene a meeting of the council.

21.3 Subject to these rules, questions arising at any meeting of the council shall be decided by a majority of votes and determination of a majority of councillors shall, for all purposes, be deemed a determination of the council.

21.4 All councillors shall have one vote on any question. The chairperson may exercise a casting vote where voting is equal.

21.5 In the event that councillors are unable to physically attend a meeting:

21.5.1 a resolution in writing, signed or assented to by telegram, cablegram, radiogram, facsimile, telex or other form of visible or other electronic communication, by all the councillors for the time being present in Australia, shall be as valid and effectual as if it has been passed at a meeting of councillors duly convened and

held. Any such resolution may consist of several documents in like form each signed by one or more of the councillors.

21.5.2 Without limiting the power of the council to regulate their meetings as they think fit, a meeting of council may be held where one or more of the councillors is not physically present at the meeting, provided that:

21.5.2.1 all persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously whether by means of telephone or other form of communication;

21.5.2.2 notice of the meeting is given to all the councillors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the council and such notice specifies councillors are not required to be present in person;

21.5.2.3 in the event that a failure in communications prevents rule 22.5.2.1 from being satisfied by that number of councillors which constitutes a quorum, and none of such councillors are present at the place where the meeting is deemed by virtue of the further provisions of this article to be held then the meeting shall be suspended until rule 22.5.2.1 is satisfied again. If such condition is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have terminated;

21.5.2.4 any meeting held where one or more of the councillors is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a councillor is there present and if no councillor is there present the meeting shall be deemed to be held at the place where the chairperson of the meeting is located.

21.6 At meetings of the council the number of councillors whose presence is required to constitute a quorum is 3.

21.7 Unless all councillors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence) not less than 14 days notice of the meeting of the council shall be given to each councillor.

GENERAL MEETINGS

22. Annual General Meeting

22.1 An annual general meeting of the Association shall be held in accordance with the provisions of the Act and on a date and at a venue to be determined by the council. All general meetings other than the annual general meeting shall be special general meetings and shall be held in accordance with these rules.

23. Notice of General Meetings

23.1 Where it is intended to deal with special business at a special general meeting, at least 30 day's notice of a general meeting shall be given to voting members inviting notice of motions and advising of the procedural requirements under rule 22 with respect to the filing of notice of motion, together with:

23.1.1 the agenda for the meeting; and

23.1.2 to voting members only, forms of authority in blank for proxy votes.

23.2 Where it is intended to call an annual general meeting, 21 days notice specifying the place, day and hour of meeting shall be given together with:

23.2.1 agenda for the meeting stating the business to be transacted at the meeting; and

23.2.2 voting members only, forms of authority in blank for proxy votes.

23.3 The business to be transacted at the annual general meeting includes:

23.3.1 the presentation and consideration of accounts;

23.3.2 the reports of the council and auditors;

23.3.3 appointment of life members (if any);

23.3.4 where an election year, the election of the ordinary councillors in the place of those retiring; and

23.3.5 the appointment and fixing of the remuneration of the auditors.

23.4 Notice of every general meeting shall be given to every voting member at the address appearing in the register kept by the Association.

23.5 No other person shall be automatically entitled as of right to receive notices of general meetings.

24. Business

24.1 All business that is transacted at a general meeting, and also all that is transacted at an annual general meeting, with the exception of the business specified in rule 24.3 shall be special business.

24.2 No business other than that stated on the notice shall be transacted at that meeting.

25. **Notices of Motion**

25.1 All notices of motion for inclusion as special business at a general meeting must be submitted in writing to the secretary-general not less than 21 days (excluding receiving date and meeting date) prior to the general meeting.

26. **Special General Meetings**

26.1 Special general meetings may be convened by a resolution passed by a majority of 75% of the council or on the requisition of 30% of the voting members.

27. **Proceedings at General Meetings**

27.1 No business shall be transacted at any general meeting unless a quorum is present at the time when the meeting proceeds to business.

A quorum for general meetings of the Association shall be 25% of the voting members.

27.2 If, within half an hour from the time appointed for the meeting, a quorum is not present, the meeting shall be adjourned until 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 president may determine.

If, at the adjourned meeting, a quorum is not present within half an hour from the time appointed for the meeting, the meeting will lapse.

27.3 The president shall, subject to these rules, preside as chairman at every meeting of the association.

27.4 Adjournment of meetings or business shall have the following provisions:

27.4.1 The president may, with the consent of any meeting at which a quorum is present, and shall, if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

27.4.2 When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

27.4.3 Except as provided in rule 28.4.2 it shall be necessary to give any notice of any adjournment or the business to be transacted at any adjourned meeting.

- 27.5 At any meeting, a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
- 27.5.1 by the president; or
 - 27.5.2 by 10 voting members.
- 27.6 Unless a poll is so demanded, a declaration by the president that a resolution has on show of hands been carried, or carried unanimously, or by a particular majority, or lost, an entry to that effect in the book containing the minutes of the proceedings of the Association shall be conclusive evidence of the fact, without proof of the number of the votes recorded in favour or against the resolution.
- 27.7 If a poll is duly demanded, it shall be taken in such manner and either at once, or after an interval, or adjournment, or otherwise as the president directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.
28. **Voting at General Meetings**
- 28.1 Each voting member shall have one vote at general meetings and shall be cast by the member being present at the meeting or by postal vote provided it is received by the secretary-general before the commencement of the meeting.
 - 28.2 No other member shall be entitled to vote.
 - 28.3 Where voting at general meetings is equal the president may exercise a casting vote.
29. **Proxy Voting**
- 29.1 Proxy voting shall be permitted at all general meetings and council meetings, provided an approved and executed proxy form is lodged with the secretary-general at or before the commencement of the meeting. No member entitled to vote shall exercise more than 1 proxy vote at any one time.
 - 29.2 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. A councillor or member shall be entitled to instruct his/her proxy to vote in favour of or against any proposed resolution. Unless otherwise instructed, the proxy may vote as the proxy thinks fit.

MISCELLANEOUS

30. **Delegations**

- 30.1 The council may, by instrument in writing, create or establish or appoint from among its own members, or from the members of the Association, or from other selected personnel as occasion may require, special committees, sub-committees, boards, or individual officers and consultants to carry out such duties and functions, and with such powers as the council determines.
- 30.2 The council may, in the establishing instrument, delegate such functions as are specified in the instrument, other than:
- 30.2.1 this power of delegation; and
- 30.2.2 a function imposed on the council by the Act or any other law, or these rules or by resolution of the Association in general meeting.
- 30.3 A function, the exercise of which has been delegated under this rule, may, whilst the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.
- 30.4 A delegation under this rule may be made subject to such conditions or limitations as to the exercise of any function or at the time or circumstances as may be specified in the delegation.
- 30.5 The council may by instrument in writing, revoke wholly or in part any delegation made under this rule.

31. **Regulations**

- 31.1 The council may formulate, issue, adopt, interpret and amend such regulations for the proper advancement, management and administration of the Association, the advancement of the purposes of the Association and Muaythai as it thinks necessary or desirable. Such regulations must be consistent with these rules and any policy directives of the council.
- 31.2 All regulation made under this rule shall be binding on the members of the Association.
- 31.3 Amendments, alterations, interpretations, or other changes to regulations shall be advised to members of the Association by means of bulletins approved by council and prepared and issued by the secretary-general. Bulletins are binding upon all members.

32. **Records and Accounts**

- 32.1 All cheques, promissory notes, bankers drafts, bills of exchange and other negotiable instruments, and all receipts for money paid to the Association, shall be signed, drawn, accepted, endorsed or otherwise executed, as the case may be, by any 2 councillors or in such other manner as the council determines.

- 32.2 The secretary-general shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every council meeting and general meeting to be entered into a book, to be open for inspection at all reasonable times by any financial member who previously applies to the secretary for that inspection.
- 32.3 Proper accounting and other records shall be kept in accordance with the Act. The books of account shall be kept in the care and control of the treasurer and shall be made available for inspection of members upon request. Other records shall be kept in the care and control of the secretary-general and shall be made available for inspection of members upon request.
- 32.4 The Association shall retain such records for seven years after the completion of the transactions or operations to which they relate.
- 32.5 The council will submit to the members at the annual general meeting the audited financial statements of the Association as required under the act and in accordance with these rules.
- 32.6 The statements of account when approved or adopted by an annual general meeting shall be conclusive except as regards any error discovered in them within three months after such approval or adoption.
- 32.7 The treasurer shall cause to be sent to all persons entitled to receive notice of annual general meetings of the Association in accordance with these rules, a copy of the statements of account, the councillor's report, the auditor's report and every other document required by law to be attached to the balance sheet.
33. **Auditor**
- 33.1 A properly qualified auditor or auditors shall be appointed and the remuneration of such auditor or auditors fixed and duties regulated in accordance with the Corporations Law.
34. **Notice**
- 34.1 Service of notices:
- 34.1.1 Notices may be given by the secretary-general to any member by sending the notice by prepaid post or facsimile transmission or where available, by electronic mail, to the member's registered address or facsimile number or electronic mail address.
- 34.1.2 Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting the notice. Service of the notice is deemed to have been effected one day after posting.
- 34.1.3 Where a notice is sent by facsimile transmission, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the facsimile was received at the facsimile number to which it was sent.
- 34.1.4 Where a notice is sent by electronic mail, service of the notice shall be deemed to be effected upon receipt of a confirmation report confirming the electronic mail message was received at the electronic mail address to which it was sent.

34.2 Notice of every general meeting shall be given in the manner authorised in these rules.

35. Common Seal

35.1 The Secretary-General shall provide for safe custody of the common seal.

35.2 The seal shall only be used by authority of the council and every document to which the seal is affixed shall be signed by 2 councillors.

36. Patron

36.1 The Association, at its annual general meeting, may appoint annually, on the recommendation of the council, a patron.

37. Indemnity

37.1 Every councillor, officer, auditor, manager, employee or agent of the Association shall be indemnified of the property and assets of the Association against any liability incurred by him/her in his/her capacity as councillor, officer, auditor, manager, employee or agent in defending any proceedings, whether civil or criminal, in which judgement is given in his/her favour or in which he/she is acquitted or in connection with any application in relation to any such proceedings in which relief is granted to him/her by the court;

37.2 The Association shall indemnify its councillors, officers, managers and employees against all damages and costs (including legal costs) for which any such councillor, officer or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:

37.2.1 in the case of a councillor or officer performed or made whilst acting on behalf of and with the authority, express or implied of the Association; and

37.2.2 in the case of an employee, performed or made in the course of, and within the scope of his/her employment by the association.

38. Addition, Alteration or Amendment

38.1 No additions, alteration or amendment shall be made to the statement of purposes or the rules of the Association unless the same has been approved by a special resolution at a general meeting.

38.2 Any addition, alteration or amendment made to these rules is only valid if registered by the appropriate government body authorised to attend to dealings of incorporated associations.

39. Dissolution

39.1 Every member of the Association undertakes to contribute to the assets of the Association in the event of it being wound up while a member, or within one year after ceasing to be a member for payment of the debts and liabilities of the Association contracted before the time at which he/she ceases to be a member, and the costs, charges and expenses of winding up

and for an adjustment of the rights of contributors among themselves, such amount as may be required not exceeding twenty dollars (\$20.00).

- 39.2 If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members.

The surplus property must be given or transferred to another Association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which Association shall be determined by resolution of the members.

Such body or bodies are to be determined by the members of the Association at or before the time of dissolution, and in default thereof by such judge of the Supreme Court of Queensland as may have or acquire jurisdiction in the matter.

40. **Authority to Trade**

- 40.1 The Association is authorised to trade in accordance with the Act.

41. **Technical Board**

- 41.1 There shall be a technical board which shall both be chaired by and operate under the direction of the technical director.
- 41.2 The technical board shall be composed of registered trainers of the Association.
- 41.3 The technical board shall be comprised of such voting members of the Association nominated to the state board by the technical director and accepted by the state board. The term of office shall be 2 years.
- 41.4 The function of the technical board is to direct technical development.
- 41.5 All matters of a technical nature coming before the Association or the council shall be assigned to the technical board.
- 41.6 Decisions on technical matters before the technical board shall be made by simple majority of its members, and such decisions are to be referred to the council with a recommendation of the technical board for final determination.

42. **Coaching Board**

- 42.1 There shall be a coaching board which shall both be chaired by and operate under the direction of the coaching director.
- 42.2 The coaching board shall be composed of members of the Association.
- 42.3 The coaching board shall be comprised of such voting members of the Association nominated to the state board by the coaching director and accepted by the state board. The term of office shall be 2 years.

- 42.4 The function of the coaching board is to direct coaching development and facilitate state and regional group training sessions.
- 42.5 All matters relating to coaching coming before the Association or the council shall be assigned to the coaching board.
- 42.6 Decisions on coaching matters before the coaching board shall be made by simple majority of its members, and such decisions are to be referred to the council with a recommendation of the coaching board for final determination.

43. **Funds**

- 43.1 The funds of the Association shall be derived from entrance fees, annual subscriptions, donations, and such other sources as the council determines.