



# UQ Football Society Incorporated Constitution

as of 28<sup>th</sup> March 2022

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## PART ONE – PRELIMINARY

### 1. Definitions

1.1. The following terms take the meaning listed for the purposes of this constitution:

- i) “Act” – means the *Associations Incorporation Act 1981*.
- ii) “Associated or Interested Person” – any person who is either a current member, a prospective member, had previously held membership, or never held membership but was related to the association by, for example: accessing, using or viewing any content or services utilised, created or published by the Association; providing, manufacturing or selling products to the Association; providing or selling services to the Association; attending or showing intent to attend an event connected to the Association; or by holding themselves out to be interested, involved, or associated with the Association. This list is not exhaustive, and is to be interpreted generally to encapsulate any person who interacts or has interacted with the Association.
- iii) “Breach” – non-compliance with the relevant terms, regardless of knowledge.
- iv) “Consensus”, “at their discretion”, “decision” – a majority vote of the parties present, given quorum is met.
- v) “Constitution” – this document and the provisions therein.
- vi) “Executive Member” – a member who has been appointed to a role on the Executive.
- vii) “Executive” – the body of the Executive members.
- viii) “Financial Year” – the annual period from 1 September to 31 August the following year.
- ix) “Management Committee Member” – a member who has been appointed or elected to a role on the Executive
- x) “Management Committee” - the committee of the President, Treasurer, Secretary and any Vice Presidents.
- xi) “Member” – any person who has purchased membership within the current year of operation.
- xii) “Membership Year” – the annual period from 1 March to 28 (or 29) February the following year.
- xiii) “Operation Year” - the annual period from 1 November to 31 October the following year.
- xiv) “President”, “Treasurer”, “Secretary”, “Vice President”, “Officer” – roles of the Executive, described in the Bylaws.
- xv) “Serious Breach” – a severe breach of a relevant term, or multiple consistent breaches of relevant terms, despite being given the opportunity to remedy the situation or explain.

- xvi) “T3” – the three members respectively elected into the roles of President, Treasurer and Secretary.

## 2. Details

- 2.1. The name of the incorporated association (“the Association”) is the UQ Football Society Incorporated. This may be abbreviated to UQ Football Society or UQF.
- 2.2. The Association will primarily operate and coordinate at the University of Queensland, in Brisbane, Australia.
- 2.3. The Association’s registered physical address will be Level 2 Union Building (Building 21), 275 Sir Fred Schonell Drive, University of Queensland, St Lucia, 4072.
- 2.4. The Association will be accessible online at [www.uqfootball.com](http://www.uqfootball.com). The Association will be contactable via email at [secretary@uqfootball.com](mailto:secretary@uqfootball.com). This clause may be altered at the discretion of the Management Committee at any time.

## 3. Governance

- 3.1. The Association is an incorporated association (ABN: 59 448 097 922)
- 3.2. The Association is a registered charity with the Australian Charities and Not-for-profits Commission (“ACNC”)
- 3.3. The Association, its Executive, and its members must act in accordance with this Constitution. This Constitution binds the parties to the same extent as if every member and the Association contracted personally.
- 3.4. The Association operates in accordance with the standards of the University of Queensland Union (“UQ Union”) – see <https://www.uqu.com.au/wp-content/uploads/Code-of-Conduct-Clubs-1.pdf>. The Association, its Executive, and its members must act in accordance with the Code of Conduct.
- 3.5. The Association will be overseen by the Clubs and Societies department and answerable to the Clubs and Societies committee of the UQ Union. The association falls under the category of **Hobby**.
- 3.6. The Association will not adopt aims or objectives which would bring it under the jurisdiction of the University of Queensland Sports Association (“UQ Sport”).
- 3.7. All associated or interested persons and the Association must act in accordance with the Terms & Conditions – see [www.uqfootball.com/terms](http://www.uqfootball.com/terms) – and Privacy Policy – see [www.uqfootball.com/privacy](http://www.uqfootball.com/privacy) – of the Association.
- 3.8. The Association, and its Executive members, must act in accordance with the Bylaws – see <http://www.uqfootball.com/getinvolved> – of the Association.

## 4. Aims

- 4.1. The aims of the Association are:
  - i) To provide members with football related events and activities
  - ii) To promote football within the UQ community
  - iii) To provide a social atmosphere to bring lovers of football together

- iv) To advance education by promoting and improving mental health of students through sport within the UQ community
- 4.2. The Association must operate with these aims in mind.
- 4.3. The assets and income of the Association shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed directly or indirectly to associated or interested persons of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

## 5. Powers

- 5.1. The association has the powers of an individual.
- 5.2. The association may, for example—
  - i) enter into contracts; and
  - ii) acquire, hold, deal with and dispose of property; and
  - iii) make charges for services and facilities it supplies; and
  - iv) do other things necessary or convenient to be done in carrying out its affairs.
- 5.3. The association may take over the funds and other assets and liabilities of the present unincorporated association known as the UQ Football Society (“the Unincorporated Association”).
- 5.4. The association may also issue secured and unsecured notes, debentures and debenture stock for the association.

## **PART TWO – MEMBERSHIP**

### 6. General Membership

- 6.1. In order to be a member, a person must pay a membership fee, the value of which is decided by the Management Committee. Membership will be available for purchase at the discretion of the Management Committee. The Management Committee can decide whether to provide memberships in-person via cash or EFTPOS, or via an online medium, or both.
- 6.2. A membership fee registers a member for the remainder of the current membership year. Regardless of the time of purchase, all current memberships will expire on the next 28 (or 29) February 2021. Membership fees are only refunded at the discretion of the T3.
- 6.3. Membership of the Association is open to all, whether UQ students or otherwise.
- 6.4. The Association must register at least thirty (30) members over the course of a membership year. There is no limit to the number of members the Association can have.
- 6.5. No fewer than seventy percent (70%) of the registered members must be University of Queensland students.
- 6.6. The Management Committee must keep a register of the Association’s members. In registering, members must provide personal information for the Association’s records.

As a minimum, members must provide their full name, email address and student number (if applicable). The Management Committee, at their discretion, can alter what information must be provided by members. Any member may view the membership register with a request in writing to the secretary. The T3 at their discretion can refuse this request if they have a suspicion of a potential risk from the disclosure of the enclosed personal information of the register.

- 6.7. A member can resign from membership at any time by giving notice to the Management Committee. Such resignation shall take effect at time such notice is received by the Management Committee, unless a later date is specified in the notice when it shall take effect on that later date.
- 6.8. A member can be expelled from the society if they breach any provision of this Constitution, they are convicted of an indictable offence, or, if they conduct themselves in a manner considered to be injurious or prejudicial to the character or interests of the Association. An expulsion will be made at the T3's discretion.
- 6.9. A person whose membership has been terminated may give the secretary written notice of their intention to appeal against the decision. A notice of intention to appeal must be given to the secretary within one (1) month after the person receives written notice of the decision. If the secretary receives a notice of intention to appeal, the secretary must, within one (1) month after receiving the notice, call a Management Committee meeting to decide the appeal.
- 6.10. A person who, on the day the association is incorporated, was a member of the unincorporated association, will be admitted as a member of the incorporated association automatically. Members of the unincorporated association on the day of incorporation will not be liable to pay a further membership until the end of the current membership year.

## 7. Executive Membership

- 7.1. In this section, where a decision of a body is made in regards to a member of that body, it is interpreted that the member would not be involved in the decision.
- 7.2. In order to be appointed or elected to the Executive of the society, a person must be a current member of the society, over the age of 18, and residing in Queensland. To be on the Management Committee of the society, the member must also be an enrolled student of the University of Queensland. No member may hold more than one position on the Executive. The member cannot be ineligible under section 61A of the Act.
- 7.3. The Management Committee of the Association must consist of, as a minimum, a President, a Secretary and a Treasurer. The Management Committee will also consist of all Vice-President roles.
- 7.4. The T3 will establish the roles of the Executive before the AGM each year. The Management Committee can then resolve to create or destroy any position that is left or becomes vacant.
- 7.5. In the event of a vacancy in the T3, a Special General Meeting must be called to elect a replacement. In the event of a vacancy in the Management Committee, the

Management Committee can elect a replacement at their discretion. In the event of a vacancy in an officer role, the T3 can elect a replacement at their discretion.

- 7.6. Before the start of an operation year, the Management Committee members can only be elected at an AGM. Officers can be elected by a decision of the T3 at any time.
- 7.7. A member can resign from the Executive at any time by giving notice to the T3. Such resignation shall take effect at time such notice is received by the Management Committee, unless a later date is specified in the notice when it shall take effect on that later date.
- 7.8. A member can be terminated from the society if they breach any provision of this Constitution, commit a serious breach of the Bylaws, or if they conduct themselves in a manner considered to be injurious or prejudicial to the character or interests of the Association.
- 7.9. Termination of an officer can occur at the discretion of the T3. A termination of a Management Committee member will be made at the Management Committee's discretion.
- 7.10. A member terminated from the executive may give the secretary written notice of the person's intention to appeal against the decision. A notice of intention to appeal must be given to the secretary within one (1) month after the person receives written notice of the decision. If the secretary receives a notice of intention to appeal, the secretary must, within three (3) months after receiving the notice, call a Special General Meeting to decide the appeal.
- 7.11. In exceptional circumstances, the T3 can decide to terminate a member of the Management Committee before a decision of the Management Committee can be made if the member poses a risk to the Association or its interests. This must be ratified by the Management Committee at the next possible opportunity.
- 7.12. The Executive's term is one (1) operation year, commencing on November 1 and ending on October 31 of the following year.

## **PART THREE – FUNCTIONS**

### 8. Executive Function

- 8.1. The Management Committee shall have the general control and management of the administration of the affairs and funds of the Association. The Management Committee may exercise all the power of the club or society, including to raise or secure the payment of money; secure the payment or performance of any debt, liability or other engagement incurred or to be entered into by the club or society in any way; enter into contracts that bind the Association; acquire, hold, deal with and dispose of property; or do anything necessary or convenient in order to carry out the Association's affairs.
- 8.2. The Management Committee will take full responsibility for all publications produced by the club or society or by any of its members.
- 8.3. The Management Committee can pass decisions informally in person or electronically. The T3 must pitch the motion to the Management Committee, and return a majority in

favour for it to pass. The Secretary must make a record of the resolution for it to be effective.

- 8.4. The Management Committee shall meet at occasional intervals to exercise its functions and pass motions on matters. Meetings can be completed in-person or online, or using both methods. A meeting must have quorum of a majority of the Management Committee in attendance. Resolutions will pass given they return a majority of the quorum in favour.
- 8.5. Voting on resolutions will be done transparently, via technology or by a raise of hands.
- 8.6. The Secretary, or another Management Committee member in their absence, shall take minutes of the key discussion topics and all resolutions passed at every Management Committee meeting. Any general member may view the minutes of any Management Committee meeting with a request in writing to the secretary. The President, or another Management Committee member in their absence, shall preside as the chairperson of every meeting. To ensure the accuracy of the minutes, the minutes of each management committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next management committee meeting, verifying their accuracy.
- 8.7. The Management Committee in their role and in their power to vote on matters, must exercise impartial judgement, favouring only the interests of the Association.

## 9. General Meetings

- 9.1. The Association may hold Special General Meeting/s (“SGM”) and will hold an Annual General Meeting (“AGM”). General meetings involve the members of the society. All current members of the Association, and the UQU Clubs and Societies Department, must be notified by giving no less than seven (7) days’ notice. Notification can be via physical documents, email, online notice or any other written medium decided by the Management Committee.
- 9.2. The Secretary, or another Management Committee member in their absence, shall take minutes of the key discussion topics and all resolutions passed at every general meeting. The President, or another Management Committee member in their absence, shall preside as the chairperson of every meeting.
- 9.3. General Meetings should be held at a campus of the University of Queensland or through video conference. The medium of the meeting will be decided by the Management Committee. Voting on resolutions other than the election of Executive will be done transparently, via technology or by a raise of hands. Proxies are not allowed for resolutions other than the election of Executive.
- 9.4. Proxies may be appointed by general members through writing to the secretary. The proxy may be a member of the association or another person. The proxy must make it clear before the vote that they are voting on behalf of the relevant member.
- 9.5. For quorum at any general meeting, AGM or otherwise, there must be fifteen percent (15%) of all current members in attendance. Resolutions will pass given they return a majority of the quorum in favour.

- 9.6. The Association may hold an SGM for the purposes of electing a vacancy in T3, or for constitutional amendments.
- 9.7. The Association must hold an AGM once per operation year, in September or October each year. The AGM must be held after the submission and approval of the financial audit to the UQU Clubs and Societies Department.
- 9.8. The AGM shall resolve to confirm the minutes of the previous AGM and any past general meetings within the operation year. The President, Secretary and Treasurer must each present a report at the Annual General Meeting. The Treasurer's report must include the auditor's report on the financial affairs of the Association and a summary of the Association's financial reports for the last financial year. The AGM shall resolve to pass any constitutional amendments or other motions as required.
- 9.9. The AGM shall resolve to elect the Management Committee to the roles decided by the T3. All members of the Executive will be retired from office, but are eligible upon nomination for re-election, or re-appointment after the AGM. The Association must elect a President, Secretary, and Treasurer at the meeting as a minimum.
- 9.10. Nominations can be submitted in advance in writing (via technology or a physical medium) or be accepted from the floor. A nomination must be accompanied by the support of another member ("endorsement"). If a nominee is the only nominee for that position, after seeking nominations from the floor, they automatically succeed in election. Every nomination, if contested, will be granted one (1) minute to advocate their application. Votes will be determined by preferential voting, performed secretly, either by in-person ballot or via technology. The vote of every member of the Association shall be of equal weight. In the case of a tie, another round of voting will occur, with only the tied candidates appearing on the ballot. In the case of a consistent deadlock, the Returning Officer will split the break.
- 9.11. The residing President, or another Management Committee member in their absence, will be elected to the role of Returning Officer, responsible for ensuring the election is fair and run in an orderly manner. They will be responsible for counting votes and making an announcement with the results of the motions. They will also be responsible for ensuring a clean handover to the incoming executive, remaining in the role until the end of October after the AGM. The Returning Officer cannot run for a position on the Management Committee for the next operating year.

## 10. Legal Requirements

- 10.1. The Management Committee must provide a copy of the Association's financial records to the Clubs and Societies Department of the UQU within twenty-eight (28) days of the Association's financial year closing.
- 10.2. Once the financial audit has been approved, the T3 must submit the Annual Information Statement ("AIS") and the Association's financial reports to the ACNC each year.
- 10.3. The Management Committee must provide a copy of their Membership Register to the Clubs and Societies Department of the UQU within twenty-eight (28) days of classes commencing in semester one.



- 10.4. The Management Committee must provide full minutes of the AGM, the attendees list, the contact details for incoming Executive, a copy of your Constitution with any amendments, and a copy of the Membership Register, to the Clubs and Societies Department within fourteen (14) days of the meeting.
- 10.5. The membership register of the Association must remain with the Management Committee and UQ Union and must not to be given or sold to any other person without permission of the members.
- 10.6. The Association must comply with all anti-discrimination legislation in all its activities and procedures.
- 10.7. The Association will not use a common seal.

## 11. Dissolution

- 11.1. Dissolution can occur involuntarily through extended periods of insolvency or inactivity, wherein the Association is insolvent or inactive for twelve (12) months, or voluntarily through a majority vote of all current members.
- 11.2. In the event of the Association being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to any association with similar purposes which is not carried on for the profit for gain of its individual members.
- 11.3. All assets of the Association are to be distributed by UQU to an organisation with similar goals or objectives. This organisation may be nominated at the dissolution meeting of the Association and ratified by the Clubs and Societies Committee. If no other legitimate organisation is nominated, the Clubs and Societies Committee shall select an organisation.

## 12. Finance & Accounts

- 12.1. The Association must keep the funds of the Association in one (1) bank account in the name of the Association, at the Commonwealth Bank. The Association may operate online accounts for processing transactions. All monies unsettled, undeposited or in escrow must be deposited as soon as practicable.
- 12.2. Transactions can be completed via cash or bank transfer, or, automated direct debit or another online transaction method authorised by the Management Committee.
- 12.3. All expenditure and financial commitments must be approved by the Management Committee. The T3 can approve expenditure and financial commitments before a decision of the Management Committee can be made, but it must be ratified by the Management Committee at the next possible opportunity.
- 12.4. The Management Committee shall determine the amount of petty cash that shall be kept.
- 12.5. The Association's financial year will be from the 1<sup>st</sup> of September to the 31<sup>st</sup> of August.
- 12.6. Proper books and accounts shall be kept and maintained either in written, printed or digital form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature.

- 12.7. The Treasurer must keep a record of individual transactions (“Transaction Ledger”), and a statement of the Association’s financial position (“Income Statement” and “Balance Sheet”).
- 12.8. The financial records will be audited by the auditor nominated by the UQU Clubs and Societies Department. The Management Committee shall vote to approve said auditor as an Approved Person under S59E of the Act.
- 12.9. In the instance where the annual income during the financial year of the Association totals more than one hundred and thirty thousand dollars (\$130,000), or the Association is deemed to be a Level 1 Association under the Act, the accounts will be audited by an independent auditor appointed by the Management Committee
- 12.10. The income and property of the Association must be used solely in promoting the objectives of the Association and exercising the powers of the Association.

### 13. Validation, Interpretation & Alteration

- 13.1. This version is valid as the official Association constitution upon being passed by motion on 27<sup>th</sup> August 2021.
- 13.2. The Management Committee shall have authority to interpret the meaning of these provisions and any matter relating to the Association on which these provisions are silent. However, any interpretation must have regard to the Act, including any regulation made under the Act.
- 13.3. In the instance where a matter is governed but not settled by this Constitution, the model rules and the Act will be used to supplement these principles.
- 13.4. Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.
- 13.5. However, an amendment, repeal or addition is valid only if it is registered by the chief executive.
- 13.6. Any amendments must be supplied to and be ratified by the Clubs and Societies Committee.