



Constitution

South Queensland Budgerigar Breeders Association Inc
(IA07813)

JJM:158806

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MULLINSLAWYERS.COM.AU

P 07 3224 0210 E jmullins@mullinslawyers.com.au A Level 21, Riverside Centre, 123 Eagle Street, Brisbane Q 4000
F 07 3224 0333 ABN 84 073 684 093 Mullins Lawyers P GPO Box 2026, Brisbane Q 4001

ASSOCIATIONS INCORPORATION ACT 1981 (QLD)

CONSTITUTION

of

SOUTH QUEENSLAND BUDGERIGAR BREEDERS' ASSOCIATION INC (IA07813)

1. NAME OF ASSOCIATION

The name of the association is South Queensland Budgerigar Breeders Association Inc (IA07813).

2. INTERPRETATION

2.1 In these rules unless the contrary intention appears:

Act means the *Associations Incorporation Act 1981* (Qld).

Association means the association known as South Queensland Budgerigar Breeders Association Inc (SQBBA) or such other name as determined by the Management Committee.

Chairperson means the chairperson for the time being of the Association.

Constitution means this constitution of the Association.

Executive Officer means the Executive Officer of the Association (if any) for the time being appointed under **clause 60**.

Financial Year means the year ending 30 June in each year.

General Meeting includes the Annual General meeting or any Special General Meeting of the Association.

Life Member means an individual appointed as a Life Member of the Association under **clause 9**.

Management Committee means the Management Committee of the Association (if any) for the time being elected under **clause 40**.

Member means a member for the time being of the Association.

Member Delegate means a natural person who is over 18 years of age and is the registered Member Delegate as set out in **clause 8.2**.

Objects means the objects referred to in **clause 3**.

Ordinary Member Body means a member referred to in **clause 8.1**.

Participant means a participant of Budgerigar Breeding pursuant to **clause 10**.

Register means the register of Members which shall be kept by the Association in accordance with the Act.

Regulations means any Regulations made by the Management Committee pursuant to **clause 72**.

Associations Incorporation Act 1981
Registered on
14 APR 2026
Delegate of the Chief Executive

Special Resolution means a resolution made which is passed by at least three quarters (75%) of the votes of those Members who, being entitled to vote at the meeting.

Budgerigar Breeding means the hobby of budgerigar breeding participated in under the rules determined or adopted from time to time by the Australian National Budgerigar Council or any other suitable body.

- 2.2 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.
- 2.3 In this Constitution:
- (a) a reference to a function includes a reference to a power, authority and duty.
 - (b) 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.
 - (c) a word importing the singular includes the plural and vice versa.
 - (d) a word importing any gender includes all other genders.
 - (e) a reference to persons includes corporations and bodies politic.
 - (f) a reference to a person includes the legal personal representatives, successors and permitted assigns of that person.
 - (g) 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 If any provision of this Constitution or any phrase contained in it is invalid or unenforceable in any jurisdiction, that phrase or provision is to be read down for the purpose of that jurisdiction, if possible, to be valid and enforceable. If it cannot be read down, the phrase or provision shall be severed to the extent of the invalidity or unenforceability, without affecting the remaining provisions of the Constitution or affecting the validity or enforceability of that provision in any other jurisdiction.
- 2.5 Except where the contrary intention appears in this Constitution, an expression in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Act has the same meaning as that provision of the Act.
- 2.6 The model rules referred to in the Act are displaced by this Constitution.
- 2.7 The Association is established solely for the Objects.

3. OBJECTS

The Association is established to:

- (a) promote improvement and education in the hobby and to promote feelings of good fellowship and sportsmanship amongst Members of the Association and all other persons interested in budgerigars.
- (b) arrange a Zone team selection (Interclub Young Birds) show to be held prior to the Australian Championship Show and to select a team of birds to be entered in the Australian Championship Show and to co-ordinate and control

the care and transport of birds to and from the show (acknowledging that when the Association hosts the Championship Show other arrangements may prevail);

- (c) host the Australian Championship Show when requested by the Australian National Budgerigar Council.
- (d) arrange Interclub Challenge Shows, from time to time but not less than one per year.
- (e) provide special Association awards at South Queensland Club Shows where prior negotiation has been made between the Club concerned and the Association.
- (f) vigorously attempt to suppress any fraudulent and dishonest conduct in matters of breeding, exhibiting, judging and administration that may occur within the hobby.
- (g) adopt and promote The Standard as adopted, from time to time by the Australian National Budgerigar Council.
- (h) adopt and promote the use of the Australian National cage as adopted by the Australian National Budgerigar Council and to supervise the standard of manufacture of such cage.
- (i) when necessary, seek legislation beneficial to the hobby.
- (j) exercise strict control over rings issued by the Association.
- (k) encourage the membership of clubs, associations and societies provided they have a like interest and lie within the Association's boundaries as defined by the Australian National Budgerigar Council.

(Objects).

4. POWERS OF THE ASSOCIATION

Solely for furthering the Objects, the Association has all the rights, powers and privileges of an individual.

5. APPLICATION OF INCOME

- 5.1 The income and property of the Association shall be applied solely towards the promotion of the Objects.
- 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 to any Member.
- 5.3 No remuneration or other benefit in money or money's worth shall be paid or given by the Association to any Member who holds any office of the Association.
- 5.4 Nothing contained in **clauses 5.2 or 5.3** shall prevent payment in good faith of or to any Member:
 - (a) for any services rendered to the Association whether as an employee or otherwise.
 - (b) for goods supplied to the Association in the ordinary and usual course of business.
 - (c) of interest on money borrowed from any Member.

- (d) of rent for premises demised or let by any Member to the Association.
- (e) for any out-of-pocket expenses incurred by the Member on behalf of the Association.
- (f) as an honorarium for any services rendered to the Management Committee of the Association.

provided that any such payment shall not exceed the amount ordinarily payable between ordinary commercial parties dealing at arm's length in a similar transaction.

6. LIABILITY OF MEMBERS

The liability of the Members is limited.

7. MEMBERS

7.1 Membership of the Association shall be divided into the following classes:

- (a) Ordinary Member Bodies.
- (b) Life Members; and
- (c) Participants.

7.2 The Management Committee has power from time to time to create new categories of membership so long as the effect of this is not to alter the rights, privileges or obligations of an existing category of Members.

7.3 Membership of a class is unlimited.

8. ORDINARY MEMBER BODIES

8.1 Each Ordinary Member Body being a club, association or society which participates in the activity of Budgerigar Breeding and:

- (a) lies within the bounds of the South Queensland Zone as defined by The Australian National Budgerigar Association and
- (b) is interested in the improvement of the budgerigar and the welfare of the hobby; and
- (c) issues ANBC approved ring, conducts budgerigar shows and promotes the keeping of birds in situations where the welfare of the bird is paramount, and
- (d) has a minimum of seven members
- (e) and has signed off on the constitution.

8.2 Each Ordinary Member Body shall appoint their president as delegate. (Also refer to 36.1 – where the normal delegate unable to attend)

8.3 Each Ordinary Member Body is entitled to one vote. This vote will relate to the Ordinary Member Body and shall be cast by the Member Delegate.

8.4 Each Member Delegate will provide an email address for notices to be provided to their Ordinary Member Body.

- 8.5 No Member Delegate (being the president) shall be entitled to vote unless the Ordinary Member Body has paid in full all fees and other monies owing to the Association.
- 8.6 A Member Delegate must be a minimum of eighteen (18) years of age.
- 8.7 A Member Delegate must be a member of the Management Committee.
- 8.8 The voting rights exercisable at the Annual General or any other General or special general meeting shall be those voting rights applicable to the Ordinary Member Body for the previous Financial Year.

9. LIFE MEMBERS

- 9.1 The Management Committee may recommend to the Annual General Meeting that any person who has rendered distinguished or special service to the Association, may be granted Life Membership.
- 9.2 A resolution of the Annual General Meeting to confer Life Membership on the recommendation of the Management Committee must be passed by a Special Resolution. The vote on such resolution will be taken by a show of hands, or if requested by secret ballot.
- 9.3 Conditions, obligations and privileges of Life Membership shall be as prescribed in the Regulations.
- 9.4 All persons appointed as Life Members prior to the adoption of this Constitution shall continue as Life Members following its adoption.
- 9.5 A Life Member shall be entitled to:
 - (a) If as a President of SQBBA Member Body, be part of the Management Committee.
- 9.6 A Life Member shall be exempt from payments and fees.

10. PARTICIPANTS

- 10.1 A Participant is a person who is a member of an Ordinary Member Body that participates in, or is a volunteer or official of, Budgerigar Breeding organised, controlled or sanctioned by the Association.
- 10.2 A Participant is not entitled to:
 - (a) notice of meetings of the Association; nor
 - (b) vote.
- 10.3 Participants are not entitled to:
 - (a) nominate and second nominations for election of the members of the Management Committee; and
 - (b) be nominated for election as a member of the Management Committee unless they are an SQBBA club president.
- 10.4 Participants agree to be bound by the Constitution and Regulations of the Association.

11. APPLICATION FOR MEMBERSHIP

- 11.1 An application for membership to SQBBA must be:
- (a) in writing on the form prescribed by the Management Committee from time to time; and
 - (b) accompanied by the appropriate fee, if any.
- 11.2 The Management Committee may accept or reject an application whether the applicant has complied with the requirements in **clause 11.1** or not. Where the Association accepts an application, the applicant will become a member. Membership of the Association will commence upon acceptance of the application by the Association. If the Management Committee rejects an application, any fees forwarded with the application will be refunded, and the application will be deemed rejected. Reasons for any membership decision are not required to be given and there is no appeal.

12. EFFECT OF MEMBERSHIP

- 12.1 All Members acknowledge and agree that:
- (a) the Constitution constitutes a contract between each of them and the Association.
 - (b) they are bound by the Constitution and the Regulations.
 - (c) they must comply with and observe the Constitution, the Regulations and any determination or resolution which may be made or passed by the Management Committee in respect of Budgerigar Breeding in the Association's area.
 - (d) by submitting and signing of the Constitution and the Regulations they are subject to the jurisdiction of the Association.
 - (e) the Constitution is made in the pursuit of a common object, namely the mutual and collective benefit of the Association, the Members and Budgerigar Breeding.
 - (f) the Constitution is necessary and reasonable for promoting the Objects and particularly the advancement and protection of Budgerigar Breeding; and
 - (g) they are entitled to all benefits, advantages, privileges and services of Association membership.

13. SUBSCRIPTION AND FEES

- 13.1 The annual subscription (if any) and fees payable by Members to the Association and the time for, and manner of, payment shall be as determined by the Management Committee from time to time.
- 13.2 Members whose subscriptions and/or fees have not been paid and received by the time set by the Management Committee in any year shall not be entitled to receive any of the benefits, advantages, privileges or services of Association membership (including the right to vote) unless otherwise approved in writing by the Management Committee.

14. DISCONTINUANCE OF MEMBERSHIP

- 14.1 A Member may resign their membership by notice in writing to the Association.

- 14.2 A Member, who is a person, ceases to be a Member of the Association if that person dies.

The Management Committee may terminate or suspend a member or participant member's membership of the SQBBA or Member body membership if they:

- (a) are convicted of an indictable offence; or
 - (b) do not comply with any of the provisions of these rules; or
 - (c) have membership fees in arrears for at least 2 months; or
 - (d) conduct themselves in a way considered to be injurious or prejudicial to the character or interests of the association, or
 - (e) have performed any fraudulent act in regards to the exhibiting of budgerigars, contravening SQBBA published show rules, and the By Laws of the ANBC with which the SQBBA is affiliated.
- 14.3 Before the Management Committee terminates a Member's membership under **clause 0**, the Management Committee must give the Member a full and fair opportunity to show why the membership should not be terminated or suspended.
- 14.4 If, after considering all representations made by the Member, the Management Committee decides to terminate or suspend the membership, the Secretary of the Management Committee must give the Member a written notice of the decision.
- 14.5 There is no appeal against termination or suspension of a member's membership.

GRIEVANCE PROCEDURE

15. GRIEVANCE PROCEDURE

- 15.1 This rule sets out a grievance procedure for dealing with a dispute under the rules between:
- (a) a Member and another Member; or
 - (b) a Member and the Management Committee; or
 - (c) a Member and the Association.
 - (d) a Member body and the Management Committee.
- 15.2 A Member (the aggrieved party) initiates the grievance procedure in relation to the dispute by giving a notice in writing of the dispute to:
- (a) the other party; and
 - (b) if the other party is not the Management Committee, the Management Committee.
- 15.3 If 2 or more Members initiate a grievance procedure in relation to the same subject matter, the Management Committee may deal with the disputes in a single process, and the Members must choose 1 of the Members (also the aggrieved party) to represent the Members in the grievance procedure.
- 15.4 Subject to **clause 16**, the parties to the dispute must, in good faith, attempt to resolve the dispute.

- 15.5 If the parties to the dispute cannot resolve the dispute within 14 days after the aggrieved party initiates the grievance procedure, the aggrieved party may, within a further 21 days, ask the Association's Secretary to refer the dispute to mediation.
- 15.6 Subject to **clause 16**, if the aggrieved party asks the Association's Secretary to refer the dispute to mediation under **clause 15.5**, the Management Committee must refer the dispute within 14 days after the request.
- 15.7 If the aggrieved party does not ask the Association's Secretary to refer the dispute to mediation under **clause 15.5**, the grievance procedure in relation to the dispute ends.

16. GRIEVANCE PROCEDURE NOT CONTINUED IN PARTICULAR CIRCUMSTANCES

16.1 This clause applies if:

- (a) a member initiates a grievance procedure in relation to a dispute, and the Association or Association's Management Committee is the other party to the dispute; or
- (b) the aggrieved party asks the Association's Secretary to refer the dispute to mediation under **clause 15.5**.

16.2 The Management Committee does not have to act under **clause 15.4** or **15.6** if:

- (a) the aggrieved party has, within 21 days before initiating the grievance procedure, behaved in a way that would give the Management Committee grounds for taking disciplinary action under the rules against the aggrieved party in relation to the matter the subject of the grievance procedure; or
- (b) before the grievance procedure was initiated, a process had started to act under the rules against the aggrieved party to terminate or suspend the aggrieved party's membership, as provided for under the rules, and the dispute relates to that process or to a matter relevant to that process; or
- (c) the dispute relates to an obligation under the *Liquor Act 1992* (Qld) or any other State law to prevent the entry of the aggrieved party to, or to remove the aggrieved party from, premises used by the Association, or to refuse to serve liquor to the aggrieved party at the premises; or
- (d) the dispute could reasonably be considered frivolous, vexatious, misconceived or lacking in substance, or relates to a matter that has already been the subject of the grievance procedure.

17. APPOINTMENT OF MEDIATOR

17.1 If a dispute under **clause 15** is referred to mediation:

- (a) the parties to the dispute must choose a mediator to conduct the mediation; or
- (b) if the parties are unable to agree on the appointment of a mediator within 14 days after the dispute is referred to mediation, the mediator must be:
 - (i) for a dispute between a Member and another Member, a person appointed by the Management Committee; or
 - (ii) for a dispute between a Member and the Management Committee or the Association, an accredited mediator or a mediator appointed by the director of a dispute resolution centre.

- 17.2 An accredited mediator may refuse to be the mediator, or the director of a dispute resolution centre may refuse to appoint a mediator, to mediate the dispute.
- 17.3 If **clause 17.2** applies, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

18. CONDUCT OF MEDIATION

- 18.1 If a mediator is appointed under **clause 17**, the mediator must start the mediation as soon as possible after the appointment and try to finish the mediation within 28 days after the appointment.
- 18.2 **Clause 18.1** does not apply if the mediator is a mediator appointed by the director of a dispute resolution centre.
- 18.3 The mediator:
- (a) must give each party to the dispute an opportunity to be heard on the matter the subject of the dispute; and
 - (b) must comply with natural justice; and
 - (c) must not act as an adjudicator or arbitrator; and
 - (d) during the mediation may see the parties with or without their representatives, together or separately.
- 18.4 The parties to the dispute must act reasonably and genuinely in the mediation and help the mediator to start and finish the mediation within the period mentioned in **clause 18.1**.
- 18.5 The costs of the mediation, if any, are to be shared equally between the parties unless otherwise agreed.
- 18.6 If the mediator cannot resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

19. REPRESENTATION FOR GRIEVANCE PROCEDURE

- 19.1 A party to a dispute may appoint any qualified person to act on behalf of the party in the grievance procedure.
- 19.2 For **clause 19.1**, a person is qualified to act on behalf of a party if the person:
- (a) has sufficient knowledge of the matter the subject of the dispute to be able to represent the party effectively; and
 - (b) is authorised to negotiate an agreement for the party.
- 19.3 If a party appoints a person under **clause 19.1** to act on the party's behalf, the party must give written notice of the appointment to each of the following entities:
- (a) the other party to the dispute.
 - (b) the Management Committee.
 - (c) if a mediator has been appointed before the party appoints the person, the mediator.

20. ELECTRONIC COMMUNICATION FOR GRIEVANCE PROCEDURE

- 20.1 Any meeting or mediation session required under the grievance procedure may be conducted by electronic means if the parties to the dispute and, for a mediation, the mediator agree.

GENERAL MEETINGS

21. ANNUAL GENERAL MEETING

- 21.1 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 Management Committee within six months of the end of the Financial Year.
- 21.2 All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with this Constitution.

22. CONVENING SPECIAL GENERAL MEETINGS

The Management Committee will call a Special General Meeting if requisitioned in writing to do so by not less than fifty percent (50%) of the Members who have the right to vote.

23. NOTICE OF GENERAL MEETING

Subject to an agreement for shorter notice:

- (a) Notice of every General Meeting must be given to every person entitled to receive notice under **clause 24** at the address appearing in the Register kept by the Association. No other person shall be entitled as of right to receive notices of meetings.
- (b) Notice of a General Meeting must be given at least 14 days prior to the meeting and shall specify the place and day and hour of meeting.
- (c) The agenda for the General Meeting stating the business to be transacted at the meeting shall be available to every Member entitled to vote at least 7 days prior to meeting, together with any notice of motion received from Members.
- (d) If a Special Resolution is to be proposed at the General Meeting, the notice of the meeting shall set out an intention to propose the Special Resolution and state the resolution.
- (e) For all intents and purposes General Meetings will be held bi-monthly and can be by electronic means.

24. ENTITLEMENT TO NOTICES

Notice of every General Meeting will be given in any manner authorised by this Constitution to:

- (a) every Ordinary Member Body.
- (b) the members of the Management Committee.

25. PLACE OF GENERAL MEETING

The Association may hold a General Meeting at two or more venues using any technology that gives the Members a reasonable opportunity to participate.

26. WRITTEN RESOLUTIONS

- 26.1 The Association may pass a resolution without a General Meeting being held if a majority of all Members who have the right to vote sign a document containing a statement that they are in favour of the resolution set out in the document. All Members who have the right to vote must be served with any document to be considered under this clause. The provisions of this clause do not apply to a Special Resolution or a resolution to remove the auditor.
- 26.2 Separate copies of the document may be used for signing by voting Members if the wording of the resolution statement is identical on each copy. The resolution is passed when the last voting Member of the majority in favour signs.

27. QUORUM

No business shall be transacted at any General Meeting unless a quorum is present at the time when the meeting proceeds to business. The quorum for a General Meeting shall be fifty percent (50% plus one) of Members who have the right to vote. The quorum must always be present during the meeting.

28. ADJOURNMENT FOR LACK OF QUORUM

If a General Meeting does not have a quorum present within thirty minutes after the time for the meeting set out in the notice of meeting, the meeting shall be adjourned to the date, time and place the Management Committee specifies. If the Management Committee does not specify one or more of these things, then the meeting shall be adjourned to:

- (a) if the date is not specified – the same day in the next week; and
- (b) if the time is not specified – the same time; and
- (c) if the place is not specified – the same place.

29. LACK OF QUORUM AT ADJOURNED MEETING

If no quorum is present at the resumed meeting within thirty minutes after the time specified for the meeting, then the meeting is dissolved.

30. CHAIRPERSON OF GENERAL MEETINGS

The Chairperson shall be entitled to act as chairperson at every General Meeting. If the Chairperson is not available within ten minutes after the time appointed for holding the meeting or declines to act for the meeting or part of the meeting, the Management Committee shall appoint another member of the Management Committee to act as Chairperson of that meeting or part of it.

31. ADJOURNMENT GENERALLY

The Chairperson of the meeting may, with the consent of any General Meeting at which a quorum is present (and will if so, directed by the meeting), adjourn the meeting from time to time and from place to place. No business will be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for one month or more, notice of the adjourned meeting must be given as in the case of an original meeting. Otherwise, it is not necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

32. PUTTING OF RESOLUTIONS

A resolution put to the vote at a General Meeting must be decided on a show of hands unless a secret ballot is demanded. A secret ballot may be demanded by:

- (a) a majority of those persons present and entitled to vote at such meeting; or
- (b) the Chairperson of the meeting.

The secret ballot may be demanded before a vote is taken or before the voting results on a show of hands are declared.

33. RESULT ON SHOW OF HANDS

On a show of hands, a declaration by the Chairperson is conclusive evidence of the result provided that the declaration reflects the show of hands. Neither the Chairperson nor the minutes need state the number or proportion of the votes recorded in favour or against.

34. DEMAND FOR POLL

A poll may be demanded on any resolution including the election of the Chairperson or the adjournment of a meeting. A poll demanded on a matter other than the election of the Chairperson or the question of adjournment must be taken when and in the manner the Chairperson directs. A poll on the election of the Chairperson or on the question of an adjournment must be taken immediately. A demand for a poll may be withdrawn.

35. NO CASTING VOTE

In the case of an equality of votes, whether on a show of hands or on a poll, there will be no casting vote, and the resolution will be lost for want of a majority.

36. VOTING AT GENERAL MEETINGS

- 36.1 Member Delegates shall be entitled to one vote at meetings. Each Member President present and entitled to vote shall be entitled to one vote for the Ordinary Member Body they represent. If due to extenuating circumstances a Member Body's President is unable to be present at any meeting, upon advising the Chairperson and upon acceptance by majority of other delegates, a Member Body Vice President can be accepted to be present at the meeting and have full voting rights. (This is to ensure that each member body has an opportunity to be represented).
- 36.2 The Association may hold a postal or electronic ballot, as determined by the Management Committee, to decide any matter.
- 36.3 A Member cannot cast a vote by proxy, however can cast an electronic vote prior to the meeting by advising the SQBBAQ Secretary.
- 36.4 Life Members are not entitled to vote, unless the appointed club delegate is president of the member body.

37. DISALLOWANCE OF VOTE

A challenge to a right to vote at a General Meeting:

- (a) can only be made at the meeting; and
- (b) must be determined by the Chairperson whose decision is final.

Every vote not so disallowed is valid for all purposes.

THE MANAGEMENT COMMITTEE

38. EXISTING MEMBERS OF THE MANAGEMENT COMMITTEE

The members of the administrative body (by whatever name called) of the Association in place immediately prior to approval of this Constitution under the Act shall continue in those positions until the next Annual General or Special General Meeting following such approval, and thereafter the positions of the members of the Management Committee shall be filled, vacated and otherwise dealt with in accordance with this Constitution.

39. COMPOSITION OF THE MANAGEMENT COMMITTEE

39.1 The Management Committee shall be made up of the, Presidents of each SQBBA Affiliated club signed off to the Constitution.

39.2 The Management Committee must, at the first meeting of the Management Committee after the Annual General Meeting, elect

(a) Chairperson (who will be the President of the Association for the requirements of the Act); and

(b) Treasurer

(c) Secretary

Create a by law which states that if Treasurer or Secretary not be a President of member body they have no voting rights as members of the management committee.

40. MEMBERS OF THE MANAGEMENT COMMITTEE

40.1 the Management Committee will be the SQBBA club presidents in accordance with this Constitution for a term, which shall commence in accordance with **clause 40.6**.

40.2 Each Ordinary Member Body president will make up the Management Committee.

40.3 Confirmation must be received by the Association.

40.4 Management committee is compiled of SQBBA Ordinary Member Body presidents.

40.5 After each Ordinary Member Body's Annual General Meeting, each Member Body is to advise the SQBBA within 7 days of their AGM who their club President is for the following 12 months.

40.6 Subject to this Constitution, the office of a member of the Management Committee shall commence from the conclusion of the Special General Meeting at which they are elected until the conclusion of the Annual General Meeting following.

41. TERM OF MEMBERS OF THE MANAGEMENT COMMITTEE

41.1 The term of members of the Management Committee shall commence from the Special General Meeting at which they are elected until the Ordinary Members Body's Annual General Meeting.

41.2 There is no limit on the number of consecutive terms for which a Management Committee member may hold office.

42. VACATION OF OFFICE OF MEMBER OF THE MANAGEMENT COMMITTEE

42.1 In addition to the circumstances in which the office of a member of the Management Committee becomes vacant by virtue of the Act, the office of a member of the Management Committee shall be automatically vacated if the member:

- (a) dies.
- (b) becomes bankrupt or makes any arrangement or composition with his or her creditors generally.
- (c) becomes of unsound mind or a person whose person or estate is liable to be dealt with in anyway under the law relating to mental health.
- (d) resigns his or her office in writing to the Association.
- (e) where a member of the Management Committee, is absent without the consent of the Management Committee from three consecutive meetings of the Management Committee.
- (f) holds any office of employment with the Association without the approval of the Association in General Meeting.
- (g) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of his or her interest.
- (h) is removed by Special Resolution.
- (i) would otherwise be prohibited from being a director of a corporation under the *Corporations Act (2001) Cth*; or
- (j) is no longer a member of the Ordinary Member Body that nominated them to the Management Committee.

42.2 A member of the Management Committee has no right of appeal against their removal from office under this **clause 42**.

43. CASUAL VACANCIES

As the President of each member body is a member of the Management Committee, and in the event that he/she steps down or is removed from that position, it is the responsibility of that Member Body to advise the SQBBA who the replacement President will be, within 14 days of the change in their club structure. This is in order that Member body to have continual presence on the Management Committee.

44. MANAGEMENT OF THE ASSOCIATION

Subject to this Constitution the business of the Association is to be managed by or under direction of the Management Committee.

45. GENERAL POWERS OF THE MANAGEMENT COMMITTEE

The Management Committee may exercise all the powers of the Association except any powers that the Act or this Constitution requires the Association to exercise in a General Meeting.

46. HOLDING OF MANAGEMENT COMMITTEE MEETINGS

The Management Committee must meet every two calendar months and otherwise as often as is deemed necessary and may adjourn and, subject to this Constitution, regulate its meetings as it thinks fit. The Chairperson, or a majority of members of the Management

Committee may at any time call a meeting of the Management Committee by reasonable notice individually to each member of the Management Committee.

47. HOLDING OF OTHER OFFICES

A member of the Management Committee must not hold any place of profit or position of employment in the Association in conjunction with the office of a member of the Management Committee without the consent of the Association in General Meeting.

48. DISCLOSURE OF INTERESTS

48.1 The nature of any conflict of interest must be declared by the member of the Management Committee at the meeting of the Management Committee at which the conflicting contract or arrangement is first taken into consideration if the interest then exists or in any other case at the first meeting of the Management Committee after the acquisition of the interest. If a member of the Management Committee becomes interested in a contract or arrangement after it is made or entered into the declaration of the interest must be made at the first meeting of the Management Committee held after the member of the Management Committee becomes so interested.

48.2 A member of the Management Committee must not hold any position of employment in any entity involved with the management or operation of Budgerigar Breeding in conjunction with the office of a member of the Management Committee without the consent of the Association in General Meeting.

49. GENERAL DISCLOSURE

A general notice that a member of the Management Committee is a member of any specified firm or company and is to be regarded as interested in all transactions with that firm or company is sufficient declaration under **clause 48** as regards such member of the Management Committee and the said transactions. After such general notice it is not necessary for such member of the Management Committee to give a special notice relating to any particular transaction with that firm or company.

50. RECORDING DISCLOSURES

The minutes must record any declaration made or any general notice given by a member of the Management Committee under **clauses 48** and **49**.

51. INTERESTED MEMBER OF THE MANAGEMENT COMMITTEE CANNOT VOTE

A member of the Management Committee, notwithstanding the interest, may be counted in the quorum present at any meeting but cannot vote in respect of any contract or arrangement in which the member of the Management Committee is interested. If they do vote their vote must not be counted.

52. QUORUM

52.1 The quorum for a Management Committee meeting is a majority of members of the Management Committees, or such other number as may be fixed by the Management Committee from time to time. The quorum must always be present during the meeting.

52.2 In the event of a vacancy or vacancies in the office of a member or members of the Management Committee, the remaining members of the Management Committee may act but, if the number of remaining members of the Management Committee is not sufficient to constitute a quorum at a Management Committee meeting, they can act only for the purpose of ensuring the number of members of the Management Committee is a number sufficient to constitute a quorum. Vacancies must be filled in accordance with this Constitution.

53. CHAIRPERSON OF MANAGEMENT COMMITTEE MEETINGS

The Chairperson shall act as chairperson at all Management Committee meetings. If the Chairperson is not available within fifteen minutes after the time appointed for holding the meeting or declines to act for the meeting or part of the meeting, the remaining members of the Management Committee shall appoint another member of the Management Committee to chair the meeting or part of it.

54. DELEGATIONS

Other than its power of delegation under this clause and powers under **clause 72** (Regulations) the Management Committee may delegate any of its powers to individuals or groups consisting of such persons as the Management Committee thinks fit. Any such individual or group must conform to this Constitution where applicable and or any Regulations that may be imposed on it by the Management Committee in the exercise of the powers so delegated. Any such individual or group must exercise the powers delegated to it in accordance with any directions of the Management Committee. The effect of the committee exercising a delegated power in this way is the same as if the Management Committee exercised the power.

55. CONDUCT OF COMMITTEE MEETINGS

The Management Committee shall appoint the chairpersons and members of all sub committees, and the chairpersons are to report back to the Management Committee. If at any meeting the chairperson is not present within fifteen minutes after the time appointed for holding the meeting, the members present may elect one of their number to be chair of the meeting. A sub-committee may meet and adjourn, as it thinks proper.

56. VOTES AT MANAGEMENT COMMITTEE MEETINGS

Each member of the Management Committee shall be entitled to one vote on each resolution at Management Committee meetings. A resolution of the Management Committee must be supported by a majority of votes cast by those present and entitled to vote on the resolution. In the case of an equality of votes there will be no casting vote, and the resolution will be lost for want of a majority.

57. VALIDITY OF ACTS OF MEMBERS OF THE MANAGEMENT COMMITTEE

All acts done by any meeting of the Management Committee or of any committee or by any person acting as a member of the Management Committee shall be considered valid even if it is afterwards discovered that:

- (a) there was some defect in the appointment of any such member of the Management Committee or commission or committee or person; or
- (b) they or any of them were disqualified.

58. WRITTEN RESOLUTION

The Management Committee may pass a resolution without a Management Committee meeting being held if the majority of all the members of the Management Committee entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. All members of the Management Committee must be served with any document to be considered under this clause.

Separate documents may be used for signing by members of the Management Committees if the wording of the resolution and statement is identical in each copy. The resolution is passed when the last member of the Management Committee signs.

59. MANNER OF HOLDING MEETINGS

A Management Committee meeting may be called or held using any technology consented to by all the members of the Management Committee. The consent may be a standing one. A member of the Management Committee shall only withdraw the member's consent within a reasonable period before the meeting.

60. EXECUTIVE OFFICER

- 60.1 An Executive Officer may be appointed by the Management Committee for such term, and upon such conditions as the Management Committee thinks fit.
- 60.2 If appointed, the Association shall be managed by the Executive Officer who may exercise such powers of the Association as are delegated to him or her from time to time by the Management Committee in its absolute discretion and which is not retained to the Management Committee by the Act or by this Constitution.
- 60.3 If appointed the Executive Officer must administer the Association in accordance with this Constitution, the Regulations and all policy directions of the Management Committee.
- 60.4 If appointed the Executive Officer must attend Management Committee meetings and General Meetings at the invitation of the Management Committee.

MISCELLANEOUS**61. NEGOTIABLE INSTRUMENTS**

Any two members of the Management Committee may sign, draw, accept, endorse or otherwise execute a negotiable instrument. This provision is subject to the Management Committee determining that a negotiable instrument must be signed, drawn, accepted, endorsed or otherwise executed in a different way.

62. MINUTES

- 66.1 The Management Committee must cause minutes to be kept in which the Association records within one month:
- (a) proceedings and resolutions of all General Meetings; and
 - (b) proceedings and resolutions of Management Committee meetings (including meetings of all committees); and
 - (c) resolutions passed by Members without a meeting; and
 - (d) resolutions passed by the Management Committee without a meeting.

The Management Committee must ensure that minutes of a meeting are signed within a reasonable time after the meeting by the chairperson of the meeting or the chairperson of the next meeting. The Management Committee must ensure that minutes of the passing of a resolution without a meeting are signed by a member of the Management Committee within a reasonable time after the resolution was passed.

- 62.2 If a member requests access to the minute books of the Association to inspect the minutes of a General Meeting or any resolutions passed by Members without a General Meeting, the Management Committee must, within 28 days of the request:

- (a) make the relevant minute book available for inspection by the Member at a reasonably agreed time and place; and
- (b) provide the Member with copies (at the Member's expense) if requested.

63. COMMON SEAL

The Association may have a common seal. The common seal:

- (a) must comply with the Act.
- (b) the Management Committee must provide for the safe custody of the seal.
- (c) the seal must only be used by the authority of the Management Committee or of a committee of the Management Committee authorised by the Management Committee; and
- (d) every document to which the seal is affixed must be signed by two members of the Management Committee.

64. BOOKS AND ACCOUNTS

- 64.1 The Management Committee must ensure that proper records and minutes concerning all transactions, business, meetings and dealings of the Association and the Management Committee are established and maintained and shall produce these as appropriate at each Management Committee meeting and General Meeting.
- 64.2 The Register, proper accounting and other records must be kept in accordance with the Act, generally accepted accounting principles and/or any applicable code of conduct. The books of account shall be kept in the care and control of the Management Committee.
- 64.3 The Association must retain such records for seven years after the completion of the transactions or operations to which they relate.

65. INSPECTION OF RECORDS AND BOOKS

- 65.1 The following documents must be available for inspection, free of charge, by Members of the Association at a reasonable time:
 - (a) this Constitution,
 - (b) minutes of meetings and General Meetings of the Association, and
 - (c) financial documents relating to the Association.
- 65.2 A Member may inspect a document referred to in **clause 65.1**:
 - (a) in hard copy, or
 - (b) in electronic form, if available.
- 65.3 The Management Committee may refuse to allow a member to inspect a copy of a document under this clause:
 - (a) that relates to confidential, personal, commercial, employment or legal matters, or
 - (b) if the Management Committee considers it would be prejudicial to the interests of the Association for the Member to do so.

66. REGISTER OF MEMBERS

- 66.1 The Management Committee must cause a Register to be kept in which it shall enter the name and address of all Members admitted to membership of the Association.
- 66.2 Subject to the provisions of the *Privacy Act 1988 (Cth)*, the Register must be open for inspection at all reasonable times by any Member who previously applies to the Management Committee for such inspection.
- 66.3 The Register may be kept and maintained in a written form or by/on a suitable computer system that is always adequately maintained.

67. INTERESTS OF MEMBERS OF THE MANAGEMENT COMMITTEE

A member of the Management Committee must not sign a document to which the seal of the Association is fixed where the member of the Management Committee is interested in the contract or arrangement to which the document relates.

68. ACCOUNTS

True accounts must be kept of the sums of money received and expended by the Association and the manner in respect of which such receipt and expenditure take place and of the property, assets and liabilities of the Association. Once at least in every year the accounts of the Association must be examined by one or more properly qualified auditor or approved person who must report to the Members in accordance with the provisions of the Act.

69. AUDITOR

A properly qualified auditor or auditors or approved person must be appointed and the remuneration of such auditor or auditors or approved person be fixed and duties regulated in accordance with the Act and the *Corporations Act 2001 (Cth)*.

70. GIVING OF NOTICES

The Association may give notice to any member of the Management Committee or Member:

- (a) by sending it by post to the address of the member of the Management Committee as notified to the Management Committee or the address for the Member in the Register of Members or the alternative address (if any) nominated by the member of the Management Committee or Member; or
- (b) by sending it to the email address (if any) nominated by the member of the Management Committee or by the Member.

Any notice sent by post is taken to have been given seven days after it is posted. Any notice sent by other electronic means is taken to be given on the business day after it is sent.

71. EXTENT OF INDEMNITY

The Association will indemnify (either directly or through one or more interposed entities) any person who is or has been a member of the Management Committee of the Association and, if so resolved by the Management Committee, the auditor of the Association, out of the funds of the Association against the following:

- (a) any liability to another person (other than the Association or a related body corporate) unless the liability arises out of conduct involving a lack of good faith or negligence.
- (b) any liability for costs and expenses incurred by that person:

- (i) in defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted; or
- (ii) in connection with an application, in relation to such proceedings, in which the court grants relief to the person under the Act save for any liability that arises from the negligence of that person.

but only where the relevant liability has arisen whilst the person was acting in their capacity as member of the Management Committee, or, if applicable, auditor of the Association.

72. REGULATIONS

- 72.1 The Management Committee may from time to time as circumstances dictate, formulate, interpret, adopt, make, alter and amend Regulations for the proper advancement, management and administration of the Association, the advancement of the Objects as it thinks necessary or desirable. Such Regulations must be consistent with this Constitution. Such Regulations are binding on all Members.
- 72.2 The Management Committee must bring to the notice of all Members all Regulations and any formulation, interpretation, amendment, alteration and repeal of them. Notices are binding upon all Members.
- 72.3 All rules and regulations of the Association in force at the date of the approval of this Constitution shall continue in force under this Constitution until amended or repealed by the Management Committee. All such rules and regulations are subject to and are to be interpreted in accordance with this Constitution.

73. SOURCES OF FUNDS

The Association's funds may be derived from membership or affiliation fees, registration fees, ground fees, capitation fees, levies, grants, donations or other sources as determined by the Management Committee.

74. DISTRIBUTION OF PROPERTY ON WINDING UP

If upon winding up or dissolution of the Association (other than for the purposes of reconstruction or amalgamation) there remains after satisfaction of all its debts and liabilities any assets or property, the same must not be paid to or distributed amongst the Members but must be given or transferred to some body or bodies having objects similar to the Objects and which prohibits the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Association by **clause 5** of this Constitution. Such body or bodies to be determined by the Members at or before the time of dissolution, and in default thereof by such judge of a Supreme Court as may have or acquire jurisdiction in the matter.

75. ADDITION, ALTERATION, AMENDMENT OR RESCISSION

No addition, alteration, amendment or rescission shall be made to this Constitution unless the same has been approved by Special Resolution. An addition, alteration, amendment or rescission to this Constitution is only valid if it is registered in accordance with the Act.

Once the constitution has been approved the Management Committee will then begin on drafting by laws to then go out to the Member bodies for their approval.