

ASSOCIATIONS INCORPORATIONS ACT 1981 (QUEENSLAND)

**PADDLE
QUEENSLAND
INCORPORATED**

CONSTITUTION

Approved 24 May 2019

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PART I – OBJECTS, POWERS AND INTERPRETATION

1. NAME OF THE ASSOCIATION

The name of the association is Paddle Queensland Incorporated (“The Association”). The Association, with Board approval, may adopt a trading name as identified in the By- Laws, without affecting the powers or interpretation of this constitution.

2. OBJECTS OF ASSOCIATION

Paddle Queensland Incorporated is the peak body recognised by Paddle Australia for the administration of competition and recreation paddling activities in Queensland. The objects for which Paddle Queensland is established and maintained are to:

- (a) promote, encourage and develop participation in Paddlesports and related activities as a lifelong contribution to deliver healthy and safer communities;
- (b) enhance the sustainability of the Association and its membership;
- (c) align infrastructure development and access to facilities with growth of participation;
- (d) increase the profile of paddling in Queensland;
- (e) progressively and inclusively lead paddling in Queensland through good governance and management;
- (f) unite those organisations in Queensland that have paddling as part of their activities;
- (g) promote the most sustainable and effective use of the natural environment for all paddle sports; and
- (h) promote such other strategic intentions that are adopted by the Board from time to time.

3. POWERS OF ASSOCIATION

The Association has the powers of an individual. The Association may, for example:

- (a) enter into contracts; and
- (b) acquire, hold, deal with and dispose of property; and
- (c) make charges for services and facilities it supplies; and
- (d) do other things necessary or convenient to be done in carrying out its affairs.

The Association may also issue secured and unsecured notes, debentures and debenture stock for the Association.

4. NOT FOR PROFIT

The property and income of the Association must be applied solely towards promoting the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any Member, except in good faith in promoting those objects or purposes.

5. INTERPRETATION

5.1 Definitions

In this Constitution unless the contrary intention appears, these words shall have the following meanings:

“**Act**” means the Queensland Associations Incorporation Act 1981.

“**Affiliated Club**” means an incorporated club which is a member of Paddle Queensland.

“**Association**” hereafter Paddle Queensland.

“**Board**” means the body consisting of the Directors under clause 23.

“**By-Law**” means any by-law, regulation or policy made by the Board under clause 30.

“**Constitution**” means this Constitution of the Association also referred to as "Rules".

“**Delegate**” means the person elected or appointed from time to time by an Affiliated Club to act for and on behalf of that Affiliated Club and represent the Affiliated Club at General Meetings or otherwise.

“**Director**” means a member of the Board elected or appointed in accordance with this Constitution and includes the Representative Directors and the Special Skills Directors.

“**Executive Officer**” means the person who is appointed under this Constitution to carry out the duties set out in clause 28, whether known as the Executive Officer or otherwise.

“**Financial Year**” means the year commencing 1 July and ending 30 June in any year.

“**General Meeting**” means the annual or any special general meeting of Paddle Queensland.

“**Individual Member**” means a registered financial individual member of the Association and an Affiliated Club.

“**Intellectual Property**” means all rights or goodwill subsisting in copyright, business names, names, trade marks (or signs), logos, designs, patents or service marks (whether registered or registrable) relating to Paddle Queensland or any event, competition or activity of or conducted, promoted or administered by Paddle Queensland.

“**Life Member**” means an individual upon whom life membership of Paddle Queensland has been conferred under clause 7.3.

“**Member**” means a member for the time being of Paddle Queensland under clause 7 of this Constitution.

“**Paddle Australia**” means Paddle Australia Ltd, being the national peak body for Paddlesports in Australia.

“Paddlesports” means all sporting and recreational activities performed in a buoyant craft on water, with the individual facing forward and using a paddle as the means of propulsion. This includes, but is not limited to: canoes, kayaks, surf skis, outrigger canoes, and stand-up paddleboards.

“Registered Instructors, Guides, Coaches or Officials” means an individual with a current Paddle Australia Instructional or Guiding Award or relevant industry award, and a coach or official with National Coaching Accreditation Scheme or National Officiating Accreditation Scheme accreditation, who meets the updated policy as adopted by Paddle Australia from time to time.

“Representative Director” means a Director elected as a Representative Director in accordance with clause 24.

“Seal” means the common seal of Paddle Queensland and includes any official seal of the Association.

“Special Skills” means specialist skills in the fields of any of commerce, finance, marketing, law, governance or business generally.

“Special Skills Director” means a Director elected as a Special Skills Director in accordance with clause 24.

5.2 Interpretation

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) words importing the singular include the plural and vice versa;
- (d) words importing any gender include the other genders;
- (e) references to persons include corporations and bodies politic;
- (f) references to a person include 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); and
- (h) a reference 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.

5.3 Severance

If any provision of this Constitution or any phrase contained in them is 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. If the clause or phrase cannot be so read down it shall be severed to the extent of the invalidity or unenforceability. Such severance shall not affect the remaining provisions of this Constitution or affect the validity or enforceability of any provision in any other jurisdiction.

5.4 Expressions in the Act

Except where the contrary intention appears, in this Constitution, an expression that deals with a matter covered by a particular provision of the Act, has the same meaning as that provision of the Act.

PART II – ASSOCIATION AND AFFILIATED CLUB CONSTITUTIONS

6. AFFILIATED CLUB COMPLIANCE

The Affiliated Clubs acknowledge and agree that each of them shall:

- (a) be incorporated under the Act or similar legislation;
- (b) provide Paddle Queensland with copies of its audited accounts, annual report and other associated documents within 30 days of such request by Paddle Queensland, in a form as requested by Paddle Queensland;
- (c) generally, have regard to the objects of Paddle Queensland, and in particular the object to create a single uniform entity for the conduct, promotion, encouragement and administration of Paddlesports in any matters of the Affiliated Club pertaining to Paddlesports;
- (d) ensure its documents are amended in conformity with future amendments made to this Constitution;
- (e) have a transition period, as determined by the Board, from the time of approval of this Constitution under the Act in which to amend their Constitution in accordance with this Constitution, and for such time as their Constitutions do not conform shall not be unduly penalised for such non-compliance, to the extent that such non-compliance is not wilful or calculated to cause harm or prejudice to Paddle Queensland.

PART III – MEMBERSHIP

7. MEMBERS

7.1 Category of members

The Members of Paddle Queensland shall consist of:

- (a) Affiliated Clubs – Incorporated Associations, which have been approved by the Board – who subject to this Constitution, shall be represented by their Delegate who shall have the right to attend, debate and vote at General Meetings for and on behalf of the Affiliated Club;
- (b) Life Members – who are appointed in accordance with the criteria and procedure set out from time to time, by the Board, in the By-Laws – who subject to this Constitution, may attend, debate but shall not have the right to vote at General Meetings;
- (c) Individual Members – who subject to this Constitution, may attend, debate but shall not have the right to vote at General Meetings;
- (d) Registered Instructors, Guides, Coaches and Officials – who reside in Queensland, who subject to this Constitution, may attend, and debate but have no right to debate or vote at General Meetings;
- (e) Such new categories of Members, created in accordance with clause 7.2 below.

7.2 Creation of New Categories

The Board has the right and power from time to time to create new categories of membership with such rights, privileges and obligations as are determined applicable (other than voting rights), even if the effect of creating a new category is to alter rights, privileges or obligations of an existing category of Members. No new category of membership may be granted voting rights.

7.3 Life Members

- (a) Members may nominate through the Board any person, who has rendered distinguished or special service to Paddlesports at the state level, for life membership. The nomination must be on the prescribed form (if any) and must be submitted to the Executive Officer at least fourteen (14) days before the date set down for the Annual General Meeting.
- (b) The nomination for Life Member shall be considered at the Annual General Meeting. A resolution of the Annual General Meeting to confer life membership must be passed by Special Resolution. The vote on such resolution will be taken by secret ballot.
- (c) Conditions, obligations and privileges of life membership shall be as prescribed in the By-Laws.

8. AFFILIATED CLUBS AND MEMBERSHIP

8.1 Affiliated Clubs

To be eligible for membership, an Affiliated Club must be incorporated, or in the process of incorporation, which process shall be complete within 2 years of applying for membership under this Constitution.

8.2 Application for Membership

An application for membership by an organisation or individual (if applicable) must be:

- (a) In writing on the form prescribed in the By-Laws and lodged with the Executive Officer for Board acceptance;
- (b) In the case of an application for Affiliated Club membership, accompanied by a copy of the applicant's constitution (which must be acceptable to the Association and be substantially in conformity with this Constitution) and register of members; and
- (c) Accompanied by the appropriate fee, if any.

8.3 Discretion to Accept or Reject Application

- (a) Paddle Queensland may accept or reject an application. If the application is rejected, upon request from the applicant, the reason for the rejection of the application shall be provided.
- (b) Where Paddle Queensland accepts an application, the applicant shall become a Member. Membership of Paddle Queensland shall be deemed to commence upon acceptance of the application by Paddle Queensland. The Executive Officer shall amend the register accordingly as soon as practicable.
- (c) Where Paddle Queensland rejects an application, Paddle Queensland shall refund any fees forwarded with the application and the application shall be deemed rejected by Paddle Queensland.

8.4 Membership Renewal

Affiliated clubs shall:

- (a) Renew their membership with Paddle Queensland in accordance with the procedures applicable from time to time;
- (b) Otherwise remain financial members of Paddle Queensland in accordance with the procedures applicable from time to time;
- (c) Pay the annual fees as prescribed by Paddle Queensland from time to time.

9. SUBSCRIPTIONS AND FEES

9.1 Annual Membership Subscription

As required, fees and any levies payable by Members (or any category of members) to Paddle Queensland, the basis of, the time for and manner of payment shall be as determined by the Board from time to time.

9.2 Monies Due and Payable

- (a) Any Member which or who has not paid all monies due and payable by that Member to Paddle Queensland shall (subject to the Board's discretion) have all rights under this Constitution immediately suspended from the expiry of the time prescribed for payment of those monies.
- (b) Such rights will be suspended until such time as the monies are fully paid or otherwise in the Board's discretion. In the meantime, the Member shall have no automatic right to resign from Paddle Queensland, and shall be dealt with in the Board's discretion, which includes the right to expel, suspend, disqualify, fine, discipline or retain that Member as a Member, or impose such other conditions or requirements as the Board considers appropriate.

10. REGISTER OF MEMBERS

10.1 Executive Officer to Keep Register

The Executive Officer shall keep and maintain a register of Members in which shall be entered such information as is required under the Act from time to time.

10.2 Inspection of Register

Having regard to the Act, confidentiality considerations and privacy laws, an extract of the Register, excluding the address or other direct contact details of any Individual Member, shall be available for inspection (but not copying) by Members, upon reasonable request.

10.3 Use of the Register

Subject to the Act, confidentiality considerations and privacy laws, the Register may be used to further the Objects, in such manner as the Board considers appropriate.

11. EFFECT OF MEMBERSHIP

11.1 Binding on Members

Members acknowledge and agree that:

- (a) this Constitution constitutes a contract between each of them and Paddle Queensland and that they are bound by this Constitution and the By-Laws as amended;

- (b) they shall comply with and observe this Constitution and the By-Laws and any determination, resolution or policy, which may be made or passed by the Board or any duly, authorised committee;
- (c) by submitting to this Constitution and the By-Laws they are subject to the jurisdiction of Paddle Queensland;
- (d) this Constitution is made in pursuit of a common object, namely the mutual and collective benefit of Paddle Queensland, the Members and its related disciplines;
- (e) they are entitled to all benefits, advantages, privileges and services of Paddle Queensland membership.

11.2 Notices Binding on Members

Amendments, alterations, interpretations or other changes to By-Laws shall be advised in writing to Affiliated Clubs by means of notices approved by the Board and prepared and issued by the Executive Officer. Affiliated Clubs shall be obliged to draw such notices to the attention of their respective Members. Notices are binding upon all Members.

11.3 Obligations of Affiliated Clubs

It is a condition that each Affiliated Club shall agree:

- (a) to act in good faith and loyalty to each other to ensure the maintenance and enhancement of Paddlesports and related disciplines, standards, quality and reputation for the collective and mutual benefit of the Members and Paddlesports;
- (b) not to do or permit to be done, any act or thing which might adversely affect or derogate from the standards, quality and reputation of Paddlesports or its related disciplines;
- (c) to make full and proper disclosure to each other of all matters of importance to Paddle Queensland and Paddlesports or its related disciplines;
- (d) not to acquire a private advantage at the expense of Paddle Queensland or any other association or Paddlesports or its related disciplines;
- (e) to register all individuals of the club, as defined as members under the Club's constitution, with Paddle Queensland;
- (f) to act for and on behalf of the interests of Paddlesports and its related disciplines, Paddle Queensland and the Members.

11.4 Membership Entitlements Not Transferable

A right, privilege or obligation, which a Member has by reason of being a Member of Paddle Queensland:

- (a) is not capable of being transferred or transmitted; and

- (b) ceases upon termination of membership.

12. DISCONTINUANCE OF MEMBERSHIP

12.1 Notice of Resignation

- (a) A Member having paid all arrears of fees payable, and having no other liability, to the Association may resign or withdraw from membership of the Association by giving one month's notice in writing to the Association of such resignation or withdrawal.
- (b) Upon the Association receiving notice of resignation of membership given under clause 12.1(a), an entry in the Register shall be made recording the date on which the Member who or which gave notice ceased to be a Member.

12.2 Discontinuance for Breach

- (a) Membership of the Association may be discontinued by the Board upon breach of any clause of this Constitution or the Regulations, including but not limited to the failure to pay any monies owed to the Association, failure to comply with the Regulations or any resolutions or determinations made or passed by the Board or any duly authorised committee.
- (b) Membership shall not be discontinued by the Board under clause 12.2(a) without the Board first giving the accused Member the opportunity to explain the breach and/or remedy the breach.
- (c) Where a Member fails, in the Board's view to adequately explain the breach, that Member's membership shall be discontinued under clause 12.2(a) by the Association giving written notice of the discontinuance to the Member. The Register shall be amended to reflect any discontinuance of membership under this clause 12.2 as soon as practicable.

12.3 Discontinuance for Failure to Re-Affiliate

- (a) Membership of the Association may be discontinued by the Board if an Affiliated Club or Individual Member has not re-affiliated with the Association within one month of re-affiliation falling due. The Register shall be amended to reflect any discontinuance of membership under this clause 12.3 as soon as practicable.
- (b) Where an Affiliated Club ceases to be a Member in accordance with this Constitution or the Act, the Individual Members of that Affiliated Club may cease or remain Members to the extent (if any) and for such time (if any) as is determined in the sole discretion of the Board.

12.4 Member to Re-Apply

A Member whose membership has been discontinued under clauses 12.2 or 12.3:

- (a) may seek renewal or re-apply for membership in accordance with this Constitution; and
- (b) may be re-admitted at the discretion of the Board.

12.5 Forfeiture of Rights

A Member who or which ceases to be a Member, for whatever reason, shall forfeit all rights in and claims upon the Association and its property and shall not use any property of the Association including Intellectual Property. Any Association documents, records or other property in the possession, custody or control of that Member shall be returned to the Association immediately.

12.6 Delegate Position Lapses

The position of Delegate shall lapse immediately on cessation of membership of an Affiliated Club.

12.7 Membership may be Re-instated

Membership which has been discontinued under this clause 12 may be reinstated at the discretion of the Board, with such conditions as it deems appropriate.

13. DISCIPLINE OF MEMBERS

13.1 Disciplinary Action

Where the Board is advised or considers that a Member has allegedly:

- (a) breached, failed, refused or neglected to comply with a provision of this Constitution, the By-Laws or any resolution or determination of the Board or any duly authorised committee; or
- (b) acted in a manner unbecoming of a Member or prejudicial to the objects and interests of Paddle Queensland, Paddlesports or related disciplines; or
- (c) brought Paddle Queensland, Paddlesports, or related disciplines into disrepute;

the Board 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, procedures, penalties and appeal mechanisms (if any) of Paddle Queensland set out in the By-Laws.

14. DELEGATES

14.1 Appointment of Delegates

Each Affiliated Club may be represented by one (1) Delegate, who may vote on behalf of the Affiliated Club.

A Delegate must:

- (a) Be a member over the age of 18 years of the Affiliated Club and the Affiliated Club must be a current financial member of Paddle Queensland;
- (b) Be appropriately empowered by the appointing Affiliated Club, as per the Clubs Constitution, to consider, make decisions and vote in proceedings so provided by the Paddle Queensland Constitution;
- (c) Not be a Director of Paddle Queensland;
- (d) Not be an employee of Paddle Queensland;
- (e) Not be a Delegate for more than one Affiliated Club.

14.2 Notification of Delegate

An Affiliated Club shall advise Paddle Queensland at least seven (7) days prior to a nominated meeting of the Delegate shall represent the Affiliated Club at that meeting. Nominations may include an alternate Delegate where the nominated delegate is unable to fulfil the role. Notification should be in the approved form including the name, address and contact details of the Delegate.

PART IV - GENERAL MEETINGS

15. GENERAL MEETINGS

15.1 Annual General Meeting

An Annual General Meeting of Paddle Queensland shall be held in accordance with the provisions of the Act and this Constitution and on a date and at a venue to be determined by the Board.

The Association must convene an Annual General Meeting each calendar year, within 6 months after the end of the Association's Financial Year.

15.2 General Meetings

All General Meetings other than the Annual General Meeting shall be Special General Meetings and shall be held in accordance with this Constitution.

16. NOTICE OF GENERAL MEETING

16.1 Notice of General Meetings

- (a) Notice of every General Meeting shall be given to the Affiliated Clubs at the address appearing in the register kept by the Association. No other person shall be entitled as of right to receive notices of General Meetings.
- (b) Notice of General Meeting shall be given at least twenty-one (21) days prior to the General Meeting and shall specify the place and day and hour of the General Meeting. The agenda for the General Meeting stating the business to be transacted at the General Meeting shall be given at least seven (7) days prior to the General Meeting, together with any notice of motion received from the Affiliated Clubs.

16.2 Entitlement to Attend General Meeting

Notwithstanding any other clause, no Member shall be represented at, or take part in a General Meeting, unless all monies (set in accordance with clause 9) then due and payable to Paddle Queensland are paid.

17. BUSINESS

17.1 Business of General Meetings

- (a) The business to be transacted at the Annual General Meeting includes the consideration of audited accounts, reports of the Board (including in relation to the activities of Paddle Queensland during the last preceding Financial Year) and auditors and the election of Directors and Life Members.
- (b) All business that is transacted at a General Meeting, and also all that is transacted at the Annual General Meeting, with the exception of those matters set out in clause 17.1(a) shall be special business. Any business of which a notice of motion has been submitted in accordance with clause 18 is special business.

17.2 Business Transacted

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

18. NOTICES OF MOTION

All notices of motion for inclusion as special business at a General Meeting must be submitted in writing (in the required form) to the Executive Officer not less than fourteen (14) days (excluding receiving date and meeting date) prior to the General Meeting.

19. SPECIAL GENERAL MEETINGS

19.1 Special General Meetings May be Held

The Board may, whenever it thinks fit, convene a Special General Meeting of Paddle Queensland and, where, but for this clause more than 15 months would elapse between

Annual General Meetings, shall convene a Special General Meeting before the expiration of that period.

19.2 Requisition of Special General Meetings

- (a) The Board shall on the requisition in writing of at least 30% of the Affiliated Clubs convene a Special General Meeting.
- (b) The requisition for a Special General Meeting shall state the object(s) of the meeting, shall be signed by the Affiliated Clubs making the requisition and be sent to Paddle Queensland. The requisition may consist of several documents in a like form, each signed by one (1) or more of the Affiliated Clubs making the requisition.
- (c) If the Board does not cause a Special General Meeting to be held within three (3) months after the date on which the requisition is sent to Paddle Queensland, the Affiliated Clubs making the requisition, or any of them, may convene a Special General Meeting to be held not later than 3 months after that date.
- (d) A Special General Meeting convened by Affiliated Clubs under this Constitution shall be convened in the same manner, or as nearly as possible as that, in which meetings are convened by the Board.

20. PROCEEDINGS AT GENERAL MEETINGS

20.1 Quorum

No business shall be transacted at any General Meeting unless:

- (a) at least one Director; and
- (b) a quorum,

is present at the time when the meeting proceeds to business. A quorum for General Meetings of Paddle Queensland shall be the lesser of:

- (c) 15% of the Affiliated Clubs; and
- (d) the number of Directors elected or appointed to the Board at the close of the last Annual General Meeting, less 1.

20.2 Chair of Board Preside

The Chair of the Board shall, subject to this Constitution, preside as Chair at every General Meeting of Paddle Queensland. If the Chair is not present, or is unwilling or unable to preside, the Directors shall choose one of their number present who shall, subject to this Constitution, preside as Chair for that meeting only.

20.3 Adjournment of Meeting

- (a) If within half an hour from the time appointed for the General Meeting a quorum is not present, the meeting shall be adjourned to such other day and at such other time and place as the Chair 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.

- (b) The Chair may, with the consent of any General 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.
- (c) When a General Meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (d) Except as provided in clause 20.3(c) it shall not be necessary to give any notice of an adjournment or the business to be transacted at any adjourned meeting.

20.4 Voting Procedure

At any General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless this Constitution specifies otherwise or a secret ballot is (before or on the declaration of the result of the show of hands) demanded:

- (a) by the Chair; or
- (b) by the majority of Delegates.

20.5 Recording of Determinations

Unless a poll is required by this Constitution or demanded under clause 20.4, a declaration by the Chair that a resolution has, on a show of hands been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the book containing the minutes of the proceedings of Paddle Queensland shall be conclusive evidence of the fact without proof of the number of the votes recorded in favour of or against the resolution.

20.6 Where Poll Demanded

If a poll is duly demanded under clause 20.4 it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chair directs and the result of the poll shall be the resolution of the meeting at which the poll was demanded.

20.7 Resolutions at General Meetings

Except where a Special Resolution is required, all resolutions at General Meetings shall be determined by the majority of votes (as set out in clause 20.4). Except as otherwise provided in this Constitution, in the case of an equality of votes on a question at a General Meeting, the Chair is entitled to a casting vote.

20.8 Special Resolution

Special Resolutions means a Resolution passed:

- (a) at a General Meeting of Paddle Queensland of which 21 days' notice, accompanied by notice of intention to propose a resolution as a special resolution, has been given

to each Member entitled to vote in accordance with this Constitution; and

- (b) by at least three quarters of votes (75%) of those Members who, being entitled to vote, vote in person at the meeting, or in the case of a postal ballot under clause 22.2, by mail.

20.9 Minutes

- (a) The Executive Officer shall keep minutes of the resolutions and proceedings of each General Meeting in books provided for that purpose, together with a record of the names of persons present at all meetings.
- (b) The Executive Officer must make available, or provide a copy of, the minutes of a General Meeting to a member of Paddle Queensland within 28 days of receipt of a request.
- (c) Within one (1) calendar month after each General Meeting the Executive Officer shall supply to the Secretary of each Affiliated Club a copy of the draft minutes of the General Meeting.

21. VOTING AT GENERAL MEETINGS

- (a) Subject to this Constitution, Affiliated Clubs, through their nominated Delegate, shall be entitled to one (1) vote at General Meetings.
- (b) Subject to this Constitution, Affiliated Club votes shall be exercised by their Delegate. No other Member shall be entitled to vote, but shall subject to this Constitution have, and be entitled to exercise, those rights set out in clause 7.1.
- (c) All votes shall be given personally or by mail as provided in clause 22.2.

22. PROXY AND POSTAL VOTING

22.1 Proxy Voting Not Permitted

Proxy voting shall not be permitted at General Meetings.

22.2 Postal Ballot

- (a) Should an issue arise between General Meetings which requires a decision or ratification by Affiliated Clubs, the Board may call a postal vote in such manner as it considers necessary.
- (b) Any such postal vote shall be in accordance with the following procedure:
 - (i) The Executive Officer shall, upon receipt of the directive as aforesaid, as soon as practicable, dispatch a copy of the proposed resolution to each Affiliated Club.
 - (ii) Such dispatch shall be, at the discretion of the Chair, either by post or by electronic mail and shall be accompanied by a notice stating the date on which

the voting shall close and indicating whether voting is by post or electronic mail.

- (iii) The dispatch of the proposed resolution and notice shall be deemed to have been received by each Affiliated Club.
 - 1) in the case of dispatch by post five (5) working days after posting;
 - 2) in the case of dispatch by electronic mail – on successful delivery to the entities nominated electronic mail address.
- (iv) All votes shall be received by the Executive Officer in the case of:
 - 1) postal votes - within fourteen (14) days of dispatch of the proposed motion and notice, unless otherwise advised;
 - 2) electronic mail- (including facsimile and e-mail) no later than midday on the normal working day preceding the meeting.
- (c) Upon the close and counting of voting, the Chair shall examine the votes as tallied and advise each Affiliated Club the result of the voting so received.
- (d) A vote on any proposed motion captured by authenticated electronic voting system/s via an independent registered organisation, convening an authorised election on behalf of Paddle Queensland, shall be valid and binding in all respects.

PART V - THE BOARD

23. POWERS OF THE BOARD

The Board, subject to the Act and this Constitution, shall have full power, jurisdiction and authority to do all things necessary to carry out the business, the affairs and the objects of Paddle Queensland.

23.1 Board Composition

The Board shall comprise seven Directors:

- (a) Five (5) Representative Directors elected in accordance with clause 24;
- (b) Two (2) Special Skills Directors that shall be elected in accordance with clause 24.

23.2 Role and Responsibilities Of Board Members

- (a) The Board must take all reasonable steps to ensure the Association complies with its obligations under the Act and these Rules.
- (b) A Board member must exercise his or her powers and discharge his or her duties with a degree of care and diligence that a reasonable person would exercise in the circumstances.

- (c) A Board member must exercise his or her powers and discharge his or her duties in good faith in the best interests of the Association and for a proper purpose.
- (d) A Board member or former Board member must not improperly use information obtained because he or she is a Board member to:
 - (i) gain an advantage for himself or herself or another person; or
 - (ii) cause detriment to the Association.
- (e) A Board member or former Board member must not improperly use his position to:
 - (i) gain an advantage for himself or another person; or
 - (ii) cause detriment to the Association.
- (f) A Board Member having any material personal interest in a matter being considered at a Board Meeting must:
 - (i) as soon as he becomes aware of that interest, disclose the nature and extent of his or her interest to the Board;
 - (ii) disclose the nature and extent of the interest at the next General Meeting of the Association; and
 - (iii) not be present while the matter is being considered at the Board Meeting or vote on the matter.
- (g) Clause 23(f) does not apply in respect of a material personal interest that:
 - (i) exists only because the Board member belongs to a class of persons for whose benefit the Association is established; or
 - (ii) the Board member has in common with all, or a substantial proportion of, the Members of the Association.
- (h) The Executive Officer must record every disclosure made by a Board member under clause 23(f) in the minutes of the Board Meeting at which the disclosure is made.
- (i) No Board member shall make any public statement or comment or cause to be published any words or article concerning the conduct of the Association unless the person is authorised by the Board to do so and such authority is recorded in the minutes of the Board Meeting.

23.3 Election of the Chair

- (a) The Chair shall be elected by Board.
- (b) The Chair shall hold a two-year term in accordance with clause 24.3.

23.4 Chair of Board

The Chair shall preside at every meeting of the Board. If the Chair is not present, or is unwilling or unable to preside, the Directors shall choose one of their number present to preside as Chair for that meeting only. Where the Chair is granted a leave of absence by the Board a single Chair may be appointed for the duration of the absence.

24. ELECTION OF DIRECTORS

24.1 Qualifications for Directors

- (a) A person will be ineligible for election to the Board if the person:
 - (i) has been convicted on indictment, or summarily and sentenced to imprisonment (other than in default of a fine), and the rehabilitation period under the Criminal Law (Rehabilitation of Offenders) Act 1986 has not expired;
 - (ii) is bankrupt or has compounded with creditors or otherwise taken advantage of the laws in force for the time being relating to bankruptcy;
 - (iii) is 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;
- (b) Nominees for Director positions on the Board must meet the qualifications as prescribed from time to time by the Board and set out in the By-Laws.
- (c) Representative Directors should have knowledge of Paddlesports or related disciplines, its strategic direction, its stakeholders and a commitment to the development of the sport.
- (d) Special Skills Directors should have expertise in a Special Skill but need not have experience in Paddlesports or be a Member.
- (e) Nominees for Director positions on the Board must declare any position they hold in an Affiliated Club, including as an office bearer, director or a paid appointee, and any intention to remain in such position if elected to the Association Board.
- (f) Nominees for Director positions on the Board may not be employees of Paddle Queensland.

24.2 Nominations Directors

- (a) The Executive Officer shall call for nominations for Directors twenty-one (21) days before the date of the Annual General Meeting. All Affiliated Clubs shall be notified of the call for nominations.
- (b) A nominee shall be a Member of Paddle Queensland over the age of 18 years;
- (c) Nominations for Directors must:
 - (i) identify whether the nominee is nominating as a Representative Director or Special

Skills Director;

- (ii) be in writing;
 - (iii) be on the prescribed form (if any) provided for that purpose; and
 - (iv) be certified by the nominee expressing a willingness to accept the position for which they have applied.
- (d) If the nomination is for the position of Representative Director:
- (i) the nominee must be a Member; and
 - (ii) the nomination must be signed by a Delegate of an Affiliated Club.
- (e) If the nomination is for the position of Special Skills Director the nomination must identify the Special Skill(s) held by the nominee.
- (f) Nominations must be received by the Executive Officer at least fourteen (14) days prior to the Annual General Meeting.
- (g) Directors will be elected from nominees nominated in accordance with previous paragraphs of this clause by way of secret ballot, the procedure for which will be detailed in By- Laws, or if not detailed, in such usual and proper manner as the Chair directs.
- (h) Ballot results will be determined by a majority of votes.
- (i) If there are insufficient nominations received to fill all vacancies for Directors on the Board, any remaining vacant positions are to be taken as casual vacancies, to be dealt with in accordance with clause 25.3, except that the Director's appointment must be confirmed by the Members at a General Meeting held within 60 days of their appointment. Pending confirmation of appointment directors may participate in meetings but cannot cast a vote on business presented to the Board.

24.3 Term of Appointment

- (a) Directors shall be elected in accordance with this Constitution for a term of two (2) years, which shall commence from the conclusion of the Annual General Meeting at which the election occurred until the conclusion of the second Annual General Meeting following.
- (b) No person who has served as a Director (Representative or Special Skills) for a period of six (6) consecutive years shall be eligible for election as a Director until after the expiration of twelve (12) months following the date of conclusion of the most recent term as a Director.
- (c) As far as possible the rotation of Directors should be so that:
 - (i) three Representative Directors are elected in one year and two in the following year;

- (ii) one Special Skills Director is elected each year.
- (d) Should any adjustment to the term of Directors elected under this Constitution be necessary to ensure rotational terms in accordance with this Constitution, this shall be determined by the Board.

25. VACANCIES OF BOARD MEMBERS

25.1 Grounds for Termination of Director

In addition to the circumstances (if any) in which the office of a Director becomes vacant by virtue of the Act, the office of a Director becomes vacant if the Director:

- (a) dies;
- (b) is convicted of an offence against the Act;
- (c) is convicted on indictment, or summarily and sentenced to imprisonment (other than in default of a fine);
- (d) becomes bankrupt or compounds with creditors or otherwise takes advantage of the laws in force for the time being relating to bankruptcy;
- (e) 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;
- (f) resigns their office in writing to Paddle Queensland;
- (g) is absent without the consent of the Board from three (3) consecutive meetings of the Board;
- (h) holds any office of employment of Paddle Queensland;
- (i) without the prior consent or later ratification of the Members in General Meeting holds any office of profit under Paddle Queensland;
- (j) is directly or indirectly interested in any contract or proposed contract with Paddle Queensland and fails to declare the nature of his interest;
- (k) is removed from office by Special Resolution under clause 25.2;
- (l) would otherwise be prohibited from being a director of a corporation under the Corporations Act or is disqualified from office under the Act;
- (m) breaches Board confidentiality such that the breach poses serious and indefensible circumstances with regards to the Directors fiduciary duty to Paddle Queensland or the Board's good governance of Paddle Queensland;
- (n) is in breach of the Directors Code of Conduct & Agreement.

A Director has no right of appeal against his or her removal from office under this clause.

25.2 Removal of a Director

- (a) Paddle Queensland in a General Meeting may by Special Resolution remove any Director, before the expiration of their term of office. If a Director is removed in accordance with this clause, the office of the Director becomes vacant and shall be filled in accordance with the procedure set out in clause 25.3.
- (b) Where the Director to whom a proposed resolution referred to in clause 25.2(a) makes representations in writing to the Executive Officer and requests that such representations be notified to the Members, the Executive Officer may send a copy of the representations to each Affiliated Club or, if they are not so sent, the Director may require that they be read out at the meeting, and the representations shall be so read.
- (c) Any written communication must be of reasonable length and must not contain any illegal, offensive or defamatory material.
- (d) At the Special General Meeting, the person whose removal is proposed; shall have the right to address the Meeting.
- (e) Removal of any Director shall be without prejudice to any legal claim against Paddle Queensland or that Paddle Queensland may have against the Director in respect to matters arising from such removal.
- (f) No person shall be entitled to hold a position on the Board if the person:
 - i) is convicted of an offence under the Act, or
 - ii) has been convicted an indictable offence or has been sentenced to imprisonment (other than for non-payment of a fine) and the rehabilitation period (as defined in the *Criminal Law (Rehabilitation of Offenders) Act 1986 (Qld)*) in relation to the conviction has not expired.

25.3 Casual Vacancies

- (a) In the event of a casual vacancy of a Director the Board shall identify a successor, within the parameters of the applicable paragraphs of clause 24.1, and appoint a suitable person for the remainder of the vacating Director's natural term.
- (b) In the event of a casual vacancy of a Special Skills Director the Board shall identify a successor from among appropriately qualified persons, with due consideration to the applicable paragraphs of clause 24.1 and appoint a suitable person for the remainder of the vacating Director's natural term.

25.4 Remaining Directors May Act

In the event of a casual vacancy or vacancies in the office of a Director, the remaining Directors may act but, if the number of remaining Directors is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the

number of Directors to a number sufficient to constitute such a quorum.

26. MEETINGS OF THE BOARD

26.1 Board to Meet

The Board shall meet at least once every three (3) calendar months or as often as is deemed necessary for the dispatch of business and may adjourn and, subject to this Constitution otherwise regulate, its meetings as it thinks fit. The Executive Officer shall, on the requisition of two (2) Directors, convene a meeting of the Board within a reasonable time.

26.2 Decisions of Board

Subject to this Constitution, questions arising at any meeting of the Board shall be decided by a majority of votes and all questions so decided shall for all purposes be deemed a determination of the Board.

All Directors in attendance, other than Directors who are awaiting confirmation of their appointment pursuant to clause 24.2 (j), shall have one (1) vote each on any question. The Chair shall also have a casting vote where voting is equal.

26.3 Resolutions not in Meeting

- (a) A resolution in writing, signed or assented to by electronic mail or other form of visible or other electronic communication by all the Directors shall be as valid and effectual as if it had been passed at a meeting of Directors duly convened and held. Any such resolution may consist of several documents in like form each signed by one (1) or more of the Directors.
- (b) Without limiting the power of the Board to regulate their meetings as they think fit, a meeting of the Board may be held where one (1) or more of the Directors is not physically present at the meeting, provided that:
 - (i) 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;
 - (ii) notice of the meeting is given to all the Directors entitled to notice in accordance with the usual procedures agreed upon or laid down from time to time by the Board and such notice specifies that Directors are not required to be present in person;
 - (iii) in the event that a failure in communications prevents condition (i) from being satisfied by that number of Directors which constitutes a quorum, and none of such Directors are present at the place where the meeting is deemed by virtue of the further provisions of this clause to be held, then the meeting shall be suspended until condition (i) is satisfied again. If such condition is not satisfied within 15 minutes from the interruption the meeting shall be deemed to have terminated;

- (iv) any meeting held where one (1) or more of the Directors is not physically present shall be deemed to be held at the place specified in the notice of meeting provided a Director is there present and if no Director is there present, the meeting shall be deemed to be held at the place where the Chair is located.

26.4 Quorum

At meetings of the Board the number of Directors whose presence (or participation under clause 26.3) is required to constitute a quorum is the majority of the Directors but shall be a minimum of three (3) Directors entitled to vote.

26.5 Notice of Board Meetings

Unless all Directors agree to hold a meeting at shorter notice (which agreement shall be sufficiently evidenced by their presence) not less than 7 days' oral or written notice of the meeting of the Board shall be given to each Director by the Executive Officer. The agenda shall be forwarded to each Director not less than 3 days prior to such meeting.

26.6 Validity of Board Decisions

A procedural defect in decisions taken by the Board shall not result in such decision being invalidated.

27. CONFLICTS

27.1 Directors' Interests

A Director is disqualified by holding any place of profit or position of employment in Paddle Queensland, any Affiliated Club or in any company or incorporated association in which Paddle Queensland is a shareholder or otherwise interested or from contracting with Paddle Queensland either as vendor, purchaser or otherwise except with express resolution of approval of the Board. Any such contract or any contract or arrangement entered into by or on behalf of Paddle Queensland in which any Director is in any way interested will be voided for such reason.

27.2 Conflict of Interest

A Director shall declare his or her interest in any:

- (a) contractual matter;
- (b) selection matter;
- (c) judicial or disciplinary matter;
- (d) sponsorship matter; or
- (e) other financial matter;

in which a conflict of interest arises or may arise, and shall, unless otherwise determined by the Board, absent himself from discussions of such matter and shall not be entitled to vote in respect of such matter. If the Director votes, the vote shall not be counted. In the event of any uncertainty as to whether it is necessary for a Director to absent himself from discussions and refrain from voting, the issue should be immediately determined by vote of

the Board, or if this is not possible, the matter shall be adjourned or deferred.

27.3 Disclosure of Interests

The nature of the interest of such Director must be declared by the Director at the meeting of the Board at which the contract or other matter is first taken into consideration if the interest then exists or in any other case at the first meeting of the Board after the acquisition of the interest. If a Director becomes interested in a contract or other matter after it is made or entered into, the declaration of the interest must be made at the first meeting of the Board held after the Director becomes so interested.

27.4 Recording Disclosures

Directors are to complete the Conflicts of Interest register on election or appointment, and register shall be noted at the next Board meeting. Conflicts of Interest shall be a standing agenda item at meetings of the Board during which Directors must advise any new or changed Conflict of Interest. It is the duty of the Executive Officer to ensure that any declaration made or any general notice given by a Director in accordance with these Rules is recorded in the minutes.

28. EXECUTIVE OFFICER

28.1 Appointment of Executive Officer

- (a) The Executive Officer shall be appointed by the Board for such term and on such conditions as it thinks fit. The Executive Officer, shall be entitled to notice of, attend and participate in debate at, all meetings of the Board, but shall have no entitlement to vote.
- (b) If an Executive Officer is not appointed by the Board, the Board shall appoint a member of the Board to fulfil the obligations of the Executive Officer under this Constitution.

28.2 Executive Officer to Act as Secretary

The Executive Officer shall act as and carry out the duties of secretary (and unless prohibited by law), public officer of Paddle Queensland and shall administer and manage Paddle Queensland in accordance with this Constitution.

28.3 Specific Duties

The Executive Officer shall:

- (a) as far as practicable attend all Board meetings and General Meetings;
- (b) prepare the agenda for all Board meetings and all General Meetings;
- (c) record and prepare minutes of the proceedings of all meetings of the Board and Paddle Queensland; and
- (d) regularly report on the activities of, and issues relating to, Paddle Queensland.

28.4 Broad Power to Manage

Subject to the Act, this Constitution, the By-Laws and any directive of the Board, the Executive Officer has power to perform all such things as appear necessary or desirable for the proper management and administration of Paddle Queensland.

28.5 Executive Officer may employ

The powers of the Executive Officer to employ are outlined in the By-Laws.

PART VI - MISCELLANEOUS

29. DELEGATIONS

29.1 Board may Delegate Functions to Committees

The Board may by instrument in writing create or establish or appoint from among its own members, the Members, or otherwise, committees to carry out such duties and functions, and with such powers, as the Board determines.

29.2 Delegation by Instrument

The Board may in the establishing instrument delegate such functions as are specified in the instrument, other than:

- (a) this power of delegation; and
- (b) a function imposed on the Board by the Act or any other law, or this Constitution.

29.3 Delegated Function Exercised in Accordance with Terms

A function, the exercise of which has been delegated under these Rules, may whilst the delegation remains unrevoked, be exercised from time to time in accordance with the terms of the delegation.

29.4 Procedure of Delegated Entity

- (a) The procedures for any committee established shall, with any necessary or incidental amendment, be the same as that applicable to meetings of the Board under clause 26. The quorum shall be determined by the committee but shall be no less than the majority of the total number of committee members.
- (b) Notwithstanding the specific construct of a committee, a Director or the Executive Officer shall be ex-officio members of any committee so appointed.
- (c) Within 7 days of any meeting of any committee, the committee shall send a copy of the minutes and any supporting documents to the Executive Officer.

29.5 Delegation may be Conditional

A delegation under this clause 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.

29.6 Revocation of Delegation

The Board may by instrument in writing, revoke wholly or in part any delegation made under this clause, and may amend, repeal or veto any decision made by such committee under this clause where such decision is contrary to this Constitution, the By-Laws, the Act, the objects of Paddle Queensland or the committee's delegation.

29.7 Right to Co-opt

It is expressly acknowledged that Board of Directors shall have the right to co-opt any person with appropriate experience or expertise to assist a Board Committee or the Board, in respect to such matters and on such terms as the Board of Directors thinks fit. Any person so co-opted shall not exercise the rights of a Committee member or Director but shall act in an advisory role only.

30. BY-LAWS

30.1 Board to Formulate By-Laws

The Board may (by itself or by delegation to a committee) formulate, approve, issue, adopt, interpret and amend such by-laws, regulations and policies ("By-Laws") for the proper advancement, management and administration of Paddle Queensland, the advancement of the objects of Paddle Queensland as it thinks necessary or desirable. Such By-Laws must be consistent with this Constitution.

30.2 By-Laws Binding

All By-Laws made under this clause shall be binding on Paddle Queensland and Members.

30.3 By-Laws Deemed Applicable

All By-Laws, regulations and policies of Paddle Queensland in force at the date of the approval of this Constitution under the Act in so far as such By-Laws, regulations and policies are not inconsistent with, or have been replaced by this Constitution, shall be deemed to be By-Laws under this clause.

30.4 Notices Binding on Members

Amendments, alterations, interpretations or other changes to By-Laws shall be advised to Affiliated Clubs by means of notices approved by the Board and prepared and issued by the Executive Officer. Affiliated Clubs shall be obliged to draw such notices to the attention of their respective Members. Notices are binding upon all Members.

31. RECORDS AND ACCOUNTS

31.1 Executive Officer to Keep Records

The Executive Officer shall establish and maintain proper records and minutes concerning all transactions, business, meetings and dealings of Paddle Queensland and the Board and shall produce these as appropriate at each Board meeting or General Meeting.

31.2 Records Kept in Accordance with Act

Proper accounting and other records shall 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 Executive Officer.

31.3 Negotiable Instruments

All payments to be made by Paddle Queensland are to be signed or endorsed (electronically or by hand), by two (2) persons appointed in writing by the Board. All receipts for money paid to Paddle Queensland shall be signed by one (1) person appointed in writing by the Board.

32. AUDITOR

A properly qualified auditor or auditors shall be appointed and the remuneration of such auditor or auditors fixed by the Board. The auditor's duties shall be regulated in accordance with the Act, or if no relevant provisions exist under the Act, in accordance with generally accepted accounting principles and/or any applicable codes of conduct.

33. NOTICE

33.1 Manner of Notice

- (a) Notices may be given by the Executive Officer to any Member by sending the notice by post or facsimile transmission or where available, by electronic mail, to the Member's registered address, facsimile number or electronic mail address.
- (b) Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing and posting the notice. Service of the notice is deemed to have been effected 2 days after posting.
- (c) 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 sent to/or received at the facsimile number to which it was sent.
- (d) 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. SEAL

34.1 Safe Custody of Seal

The Executive Officer shall provide for safe custody of the Seal.

34.2 Affixing Seal

The Seal shall only be used by authority of the Board and every document to which the seal is affixed shall be signed by two (2) Directors or a Director and the Executive Officer.

34.3 Director's Interest

A Director may not sign a document to which the seal of Paddle Queensland is fixed where the Director is interested in the contract or arrangement to which the document relates.

35. INDEMNITY

35.1 Directors to be Indemnified

Every Director, auditor, manager, employee or agent of Paddle Queensland shall be indemnified to the extent provided under the directors and officers insurance policy of Paddle Queensland (if any) against any liability incurred by that person in their capacity as Director, auditor, manager, employee or agent in defending any proceedings, whether civil or criminal, in which judgment is given in their favour or in which they are acquitted or in connection with any application in relation to any such proceedings in which relief is, under the Act, granted to them by the Court.

35.2 Association to Indemnify

Paddle Queensland shall indemnify its Directors and employees to the extent provided under the directors and officers insurance policy of Paddle Queensland (if any) against all damages and costs (including legal costs) for which any such Director or employee may be or become liable to any third party in consequence of any act or omission except wilful misconduct:

- (a) in the case of a Director performed or made whilst acting on behalf of and with the authority, express or implied of Paddle Queensland; and
- (b) in the case of an employee, performed or made in the course of, and within the scope of his employment by Paddle Queensland.

36. CANCELLATION AND DISTRIBUTION OF SURPLUS PROPERTY

36.1 Winding up of the Association

The Association may be wound up in accordance with the provisions of the Act.

36.2 Distribution of Surplus Assets to Another Entity

- (a) This clause applies if the Association —
 - (i) is wound-up under part 10 of the Act; and
 - (ii) has surplus assets.
- (b) The surplus assets must not be distributed among the Members of the Association.
- (c) The surplus assets must be given to another entity —
 - (i) having objects similar to the Association's objects; and;
 - (ii) the clauses of which prohibit the distribution of the entity's income and assets to its Members.
- (d) In this clause “surplus assets” has the meaning in section 92(3) of the Act.

37. ALTERATION OF CONSTITUTION

- (a) This Constitution shall not be altered except by Special Resolution, and
- (b) An amendment, repeal or addition to this Constitution is valid only if it is registered by the chief executive of the Department administering the Act.

38. RESOLVING DISPUTES

38.1 Disputes Arising under the Rules

- (a) This clause applies to:
 - (i) Disputes between Members; and
 - (ii) Disputes between the Association and one or more Members that arise under this clause or relate to the Rules of the Association.
- (b) In this clause “Member” includes any former Member whose membership ceased not more than six (6) months before the dispute occurred.
- (c) The parties to a dispute must attempt to resolve the dispute between themselves within fourteen (14) days of the dispute coming to the attention of each party.
- (d) If the parties are unable to resolve the dispute, any party to the dispute may initiate a procedure under this clause by giving written notice to the Executive Officer of the parties to, and details of, the dispute.
- (e) Within twenty one (21) days of the Executive Officer receiving a notice of dispute under clause 38.1(d), the Board must establish a Disputes Committee to hear and determine the dispute. The Disputes Committee must be an odd number of

individuals, of which the majority must be Directors.

- (f) The Disputes Committee must meet within a further seven (7) days (28 days from the Executive Officer receiving notice of the dispute) to hear and determine the dispute.
- (g) At the Disputes Committee meeting to determine the dispute, all parties to the dispute must be given a full and fair opportunity to state their respective cases orally, in writing or both.
- (h) The Executive Officer must inform the parties to the dispute of the Disputes Committee's decision and the reasons for the decision within seven (7) days after the Committee meeting referred to in clause 38.1(e).
- (i) If any party to the dispute is dissatisfied with the decision of the Disputes Committee, they may elect to initiate further dispute resolution procedures as set out in these Rules.

38.2. Mediation

(a) This clause applies:

- (i) where a person is dissatisfied with a decision made by the Disputes Committee under clause 38.1; or
- (ii) where a dispute arises between a Member or more than one Member and the Association and any party to the dispute elects not to have the matter determined by the Disputes Committee.

(b) Where the dispute relates to a proposal for the suspension or expulsion of a Member this clause does not apply until the procedure under clause 13 in respect of the proposed suspension or expulsion has been completed.

(c) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by clause 38.1(c), or a party to the dispute is dissatisfied with a decision made by the Disputes Committee under clause 38.1(g) a party to a dispute may:

- (i) Provide written notice to the Executive Officer of the parties to, and the details of, the dispute;
- (ii) Agree to, or request the appointment of, a mediator.

(d) The party, or parties requesting the mediation must pay the costs of the mediation.

(e) The mediator must be:

- (i) a person chosen by agreement between the parties; or
- (ii) in the absence of agreement:

- A. if the dispute is between a Member and another Member – a person appointed by the Disputes Committee; or
 - B. if the dispute is between a Member or more than one Member and the Association, the Disputes Committee or a Disputes Committee Member then an independent person who is a mediator appointed to, or employed with, a not for profit organisation.
- (f) A Member can be a mediator, but the mediator cannot be a Member who is a party to the dispute.
- (g) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (h) The parties are to exchange written statements of the issues that are in dispute between them and supply copies to the mediator at least 5 days before the mediation session.
- (i) The mediator, in conducting the mediation, must:
 - (i) give the parties to the mediation process every opportunity to be heard;
 - (ii) allow all parties to consider any written statement submitted by any party; and
 - (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (j) The mediator must not determine the dispute and the mediation must be confidential. Information provided by the parties in the course of the mediation cannot be used in any other legal proceedings that may take place in relation to the dispute.