



Tenpin Bowling Association of QLD (TBAQ) Inc. Constitution 2023 V1

Tenpin Bowling Association of Queensland (TBAQ) Inc.

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Constitution of Tenpin Bowling Association of QLD (TBAQ) Inc.

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Updates 2017:

2.1.12 , 7.1 , 7.7 , 10.9 ,10.10, 24.4, 24.12 - 2017 AGM

Updates 2020:

6.1, 6.2, 16.1, , 19.8, 24.4, remove 24.5 - 2020 AGM

Updates 2021:

Added 7.8 - 2020 AGM

Reviewed 2023

No additions

1. NAME

1.1 The name of the incorporated association shall be: -
Tenpin Bowling Association of Queensland Inc.

2. INTERPRETATIONS

2.1 In These rules, unless the contrary intention appears.

2.1.1 TBA means the company registered as Tenpin Bowling Australia Limited, A.C.N. 085 023 721.

2.1.2 OFFICE BEARERS means the President, Vice President, Secretary and Treasurer.

2.1.3 BOARD OF MANAGEMENT means the Office Bearers of the Association.

2.1.4 BOWLING means the participant sport of Tenpin Bowling and BOWLER shall have a corresponding meaning.

2.1.5 CENTRE means the land, buildings and other improvements on one site used by members of the public for bowling irrespective of the number or method of operation of the bowling lanes provided there.

2.1.6 ASSOCIATION means an organization promoting, fostering and conducting bowling within a given area whether state, region, area or centre and when licensed by TBA, working with the assistance and guidance of TBA and subject to its direction and jurisdiction.

2.1.7 SEAL means the common seal of the Association.

2.1.8 Words importing the singular shall include the plural.

2.1.9 Words importing the plural shall include the singular.

2.1.10 Words importing the masculine gender shall include the feminine gender.

2.1.11 Words importing the feminine gender shall include the masculine gender.

2.1.12 Family means a mother, father (or another in a parenting role) sibling or adult child.

3. OBJECTS

The objects for which the Association is established are: -

3.1 To promote and foster the game of Tenpin Bowling as a competitive sport within the State of Queensland.

3.2 To represent those Associations within the State of Queensland holding a license with TBA.

3.3 To enforce the playing rules and regulations of TBA in any competitions conducted by this Association.

3.4 To obtain TBA accreditation for all bowling competitions promoted, organised and conducted by this Association.

3.5 To conduct the Annual State Championships for Adult and Junior members in good standing, in teams, doubles, singles, all events and any other tournaments which from time to time the Association may choose to conduct or be authorised to conduct.

3.6 To promote, organise and conduct any State Representative Team trials.

3.7 To select State Representative Teams after having provided equality of opportunity to all eligible bowlers within the State for selection.

3.8 To take those steps considered necessary for raising the finance required to meet the expenses likely to be incurred by the State Representative Teams with respect to transport, accommodation, entry fees and any contingency that may arise likely to affect the comfort and well being of the Teams and the reputation, honour and prestige of this State.

3.9 To carry out coaching and other educational programs.

3.10 To affiliate with the State Olympic Committee

3.11 To be responsible for the disbursement of all Government funding received in accordance with designated allocations.

3.12 To provide amenities for bowlers, encourage good fellowship and to advance the mutual interest of bowlers.

3.13 To uphold the Constitution of TBA.

3.14 To comply with instructions of or activities approved by the TBA Board of Management and/or TBA Senior Officers in as much as the instructions or activities do not compromise or conflict with the objectives as listed in the TBA Constitution.

4. POWERS

The powers of the Association are: -

4.1 To operate as the Tenpin Bowling Association of Queensland Inc.

4.2 To subscribe to, become a member of and co-operate with any other association, club or organization, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the Association shall not subscribe to or support with its funds any club, association or organization which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association.

4.3 In furtherance of the Objects of the Association, to buy, sell and deal in all kinds of articles, commodities and provisions, for the members of the Association or persons frequenting the Associations premises.

4.4 To purchase, take on, lease, exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purpose, or capable of being conveniently used in connection with, any Objects of the Association; provided that in case the Association shall take or hold any property which may be subject to any trusts, the Association shall only deal with the same in such a manner as is allowed by law having regard to such trusts.

4.5 To enter into any arrangement with any Government or Authority that are incidental or conducive to the attainment of the Objects and the exercise of the Powers of the Association; to obtain from such Government or Authority any rights, privileges and concessions which the Association may think are desirable and to carry out, exercise and comply with any such arrangements, rights and privileges and concessions.

4.6 To appoint, employ, remove or suspend such staff and other persons as may be necessary or convenient for the purposes of the Association.

4.7 To remunerate any person or body corporate for services rendered, or to be rendered as may be necessary or convenient for the purposes of the Association.

4.8 To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Associations' interests; to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carry out, alterations or control thereof.

4.9 To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit.

4.10 To take or otherwise acquire and hold shares, debentures or other securities of any company or body corporate.

4.11 In furtherance of the Objects of the Association, to lend and advance money or give credit to any person or body corporate; payment of money or the performance of contracts or obligations by any person or body corporate and otherwise to assist any person or body corporate.

4.12 To borrow or raise money either alone or jointly with any other person or legal entity, in such a manner as may be thought proper and whether upon a fluctuating advance account or overdraft or otherwise to represent or secure any monies and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debentured stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the Association's property or assets present or future and to purchase, redeem or pay off any such securities.

4.13 To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of

exchange, bills of lading and other negotiable or transferable instruments.

4.14 In furtherance of the Objects of the Association, sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association.

4.15 To take or hold mortgage, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchases and others.

4.16 To take any gift or property whether subject to any special trust or not, for any one or more of the Objects of the Association but subject always to the proviso in sub rule 4.

4.17 To take such steps by personal or written appeals, public meeting or otherwise, as may from time to time be deemed appropriate for the purpose of procuring contributions to the funds of the Association in the shape of donations, annual subscriptions or otherwise.

4.18 To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its Objects.

4.19 In furtherance of the Objects of the Association, to amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Association.

4.20 In furtherance of the Objects of the Association, to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any or more of the incorporated associations with which the Association is authorised to amalgamate.

4.21 In furtherance of the Objects of the Association, to transfer all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorised to amalgamate.

4.22 To make donations for patriotic, charitable or community purposes.

4.23 To transact any lawful business in aid of the Commonwealth of Australia.

4.24 To do all such things as are incidental or conducive to the attainment of the Objects of the Association and the exercise of the Powers of the Association.

5. MEMBERSHIP

5.1 Membership of this Association shall consist of representative members, honorary members, life members and Sports members

5.2 Representative Members shall be the Voting Delegate/s from those associations that are licensed by TBA in the State of Queensland.

5.3 Honorary Members may be appointed by the Association for such period as it thinks fit and may confer and impose on any Honorary Member such privileges and restrictions as it thinks fit and it may terminate the membership.

5.4 Life Members may be appointed by the Association which may confer on any Life Member such privileges other than the right to vote at a general meeting or any meeting of the Management Committee and impose on any Life Member such restrictions as it thinks fit provided that any such privileges or restrictions shall be suspended while any Life Member is a Representative Member or Office Bearer of the Association. A candidate for appointment as a Life Member shall be nominated at an Annual General Meeting and the question of whether such candidate shall be appointed a Life Member shall be determined at the succeeding Annual General Meeting.

5.5 The names of the Representative Members of the Association shall be advised to the Secretary of the Association by their respective associations at a time decided by the Board of Management and the Secretary shall keep such names and addresses in a membership register which is to be available for inspection at all reasonable times by any member who previously applies to the Secretary for such inspection.

5.6 Sports Membership shall be classified as follows:

a) TBA Members who shall be financial with Tenpin Bowling Australia Ltd in either accredited League or Tournament, and who have access to TBAQ Sports Services.

b) Associate Members shall be persons who bowl in a League structure for 5 weeks or more or who complete a bridging school to Bowling Centre program and have access to TBAQ Sports Services.

6. FEES

6.1 Each Centre Based Association licensed by TBA may be required to pay such sum to the Association as the members from time to time may determine at any general meeting.

6.2 Each Centre affiliated with TBA may be required to pay sum to the Association for to support services provided by the Association from time to time determined at any general meeting.

7. MEMBERSHIP OF THE BOARD OF MANAGEMENT

7.1 The board of Management of the Association shall consist of the following ...

President

Two Vice Presidents

Secretary

Treasurer

Independent Proprietors Representative

Immediate Past President (Non Voting)

7.2 Any bowler in good standing from a TBA Centre Based Association in the State of Queensland may nominate for membership of the Board of Management.

7.3 At the Annual General Meeting of the Association, all members of the Board of Management shall retire from office but shall be eligible upon nomination for re-election.

7.4 The election of Officers and other members of the Board of Management shall be by ballot by those Representative Members present at the AGM and eligible to vote.

7.5 Any member of the Board of Management may resign from the Board by giving written notice to the Secretary. The resignation has effect the day it is received by the Secretary or at a later day if this is stated in the resignation.

7.6 A member may be removed from the Board at a general meeting of the Association if, after the member has been given the opportunity to fully present his case, a majority of the members present vote in favour of removing the member. There is no right of appeal against the members removal from office under this section.

7.7 A maximum of two family members may serve on the management committee at one time.

7.8 A TBAQ paid staff member may hold any executive position on the TBAQ board, however they will be ineligible to hold voting rights.

8. VACANCIES ON THE BOARD OF MANAGEMENT

8.1 If a casual vacancy occurs on the Board of Management, the continuing members may appoint another eligible member to fill the vacancy until the next annual general meeting.

8.2 The continuing members of the Board may act despite a casual vacancy on the Board.

8.3 If the number of Board members is less than the number required under these rules as a quorum, the continuing members may act only to increase the number of Board members to the number required for a quorum or to call a general meeting of the Association.

9. FUNCTIONS OF THE BOARD OF MANAGEMENT

9.1 Except as otherwise provided by these rules and subject to resolution by the members of the Association carried at any general meeting, the Board of Management shall: -

(a) have general control and management of the administration of the affairs, property and funds of the Association; and

(b) have authority to interpret the meaning of these rules and any matter relating to the Association on which these rules are silent.

9.2 The Board of Management may exercise all the powers of the Association to: -

(a) Borrow or raise or secure the payment of money in such a manner as the members of the Association may think fit and secure the same or payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or

any of the Association's property, both present and future, and to purchase, redeem or pay off any such securities.

(b) Invest in such a manner as the members of the Association may from time to time determine.

10. MEETINGS OF THE BOARD OF MANAGEMENT

10.1 The Board of Management shall meet at least once every two calendar months to exercise its functions.

10.2 A special meeting of the Board shall be convened by the Secretary on the requisition in writing signed by not less than one third of the members of the Board. The requisition shall clearly state the reasons why such special meeting is to be convened and the nature of the business to be transacted.

10.3 At every meeting of the Board, more than half of the number of members elected and/or appointed to the Board at the close of the last general meeting shall constitute a quorum.

10.5 A member of the Board shall not vote in respect of any contract or proposed contract with the Association in which he is interested, or any matter arising there from and if he does vote, his vote shall not be counted.

10.6 For any special meeting of the Board, not less than fourteen days' notice to members shall be given by the Secretary. Such notice shall clearly state the nature of business of the business to be conducted.

10.7 The President shall preside as Chairperson at every meeting of the Board, or if there is no President, or if at any meeting he is not present within ten minutes after the time appointed for the meeting, the Vice President shall be Chairperson or if the Vice President is not present, the members may choose one of their number to be Chairperson of the meeting.

10.8 If within a half hour from the time appointed for the commencement of a Board meeting a quorum is not present, the meeting, if convened at the request of the members of the Board, shall lapse. In any other case, it shall stand adjourned to the same day in the next week and at such time and place as the board may determine. If at the adjourned meeting a quorum is not present with a half hour from the time appointed for the meeting, the meeting shall lapse.

10.9 Members of the Board of Management may join any such meeting of the Board of Management through the use of electronic voice or vision technology. The Secretary will record such information in the minutes of the meeting.

10.10 A recording of the meeting of the Board of Management may be carried out by the Secretary, if required, to verify any such meeting discussion.

11. DELEGATION OF BOARD OF MANAGEMENT POWERS

11.1 The Board may delegate any of its powers to a sub committee consisting of such members

as the board thinks fit. Any sub committee so formed may only exercise powers as delegated by the Board.

11.2 A sub committee may elect a Chairperson of its meetings. If no Chairperson is elected or if at any meeting the Chairperson is not present with ten minutes after the time appointed for the meeting, the members present may choose one of their of their number to be Chairperson of the meeting.

11.3 A sub committee may meet and adjourn as it considers appropriate. Questions arising at any meeting shall be determined by a majority of votes of the members present and in the case of an equality of votes, the question shall be decided in the negative.

12. ACTS BY THE BOARD OF MANAGEMENT

12.1 All acts done by any meeting of the Board or of a sub committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board of Management.

13. RESOLUTIONS OF THE BOARD OF MANAGEMENT

13.1 A resolution in writing signed by all members of the Board for the time being entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Board.

14. FIRST GENERAL MEETING

14.1 The first General Meeting shall be held not less than one month nor more than three months after incorporation of the Association, at a place the Board may determine. Business at this first meeting must include the appointment of an auditor.

15. FIRST ANNUAL GENERAL MEETING

15.1 The first Annual General Meeting must be held within eighteen months after incorporation of the Association.

16. BUSINESS OF THE ANNUAL GENERAL MEETING

16.1 Subsequent Annual General Meetings must be held by a date that is in-line with Qld Office of Fair Trading and Incorporation Act.

16.2 Business of these Meetings shall be ...

- (a) Receiving of the Board of Management's report and statement of income and expenditure, assets and liabilities and of mortgages, charges and securities affecting the property of the Association for the preceding financial year;
- (b) Receiving of the Auditor's report on the financial affairs of the Association for the preceding year.
- (c) Presenting the audited statement to the meeting for adoption.
- (d) Election of members to the Board of Management.
- (e) Appointment of an Auditor.
- (f) Such business as decided upon by members of the Association at such Meeting.

17. SPECIAL GENERAL MEETINGS

17.1 The Secretary shall convene a special general meeting ...

- (a) When directed to do so by the Board of Management; or
- (b) On the requisition in writing signed by not less than one third of the members presently on the Board or not less than the number of members of the Association which equals double the number of members presently on the Board plus one. Such requisition shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted.

18. CONVENING GENERAL MEETINGS

18.1 The Secretary shall convene all general meetings of the Association by giving not less than fourteen days notice of any such meeting to the members of the Association.

18.2 The manner in which such notice shall be given shall be determined by the Board and detailed in the By-Laws. Notice of such meeting shall clearly state the nature of the business to be transacted.

19. RULES OF GENERAL MEETINGS

19.1 Unless otherwise provided by these Rules, at every general meeting ...

19.2 The President shall be Chairperson, or if he is not present within fifteen minutes after the appointed time of the meeting or is unwilling to act, the Vice President shall be Chairperson or if the Vice President is not present or unwilling to act, then the members present shall elect one of the own number to be Chairperson of the meeting.

19.3 The Chairperson shall maintain order and conduct the meeting in a proper and orderly manner.

19.4 Every question, matter or resolution shall be decided by a majority of votes of the members present.

19.5 Every member present shall be entitled to one vote and in the case of an equality of votes, the Chairperson shall have a second or casting vote.

19.6 Voting shall be by a show of hands or a division of members, unless not less than one fifth of the members present demand a ballot, in which case there shall be a secret ballot. The chairperson shall appoint two members to conduct the secret ballot in such a manner as he shall determine and the results of the ballot as declared by the Chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded.

19.7 The Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Board meeting, general meeting and annual general meeting to be entered into a book to be open for inspection at all reasonable times by any representative member who previously applies to the Secretary for that inspection. For the purpose of ensuring the accuracy of the recording of such minutes, the minutes of every meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next meeting verifying their accuracy.

19.8 General Meetings can be held via video conference or telecommunication in circumstances where the Board dictate it is acceptable.

20. QUORUMS

20.1 At any general meeting the number of members required to constitute a quorum shall be equal to double the number of members of the Association presently on the Board of Management plus one.

20.2 No business shall be conducted at a general meeting unless a quorum of members is present when the meeting proceeds to business.

20.3 If a quorum is not present within thirty minutes after the time fixed for a general meeting called on request of members of the Board or the Association, the meeting lapses.

20.4 If a quorum is not present within thirty minutes after the time fixed for a general meeting called other than on the request of members of the Board or the Association, the meeting is to be adjourned to the same day, time and place in the next week or a day, time and place decided by the Board of Management.

20.5 If at an adjourned meeting, a quorum under 20.1 is not present within thirty minutes after the time fixed for the meeting, the members present form a quorum.

20.6 The Chairperson may, with the consent of the meeting at which a quorum is present, and must if directed by the meeting, adjourn the meeting from time to time and from place to place. At a meeting adjourned in such a manner, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.

20.7 The Secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless the meeting is adjourned for at least thirty days. If a meeting is adjourned for at least thirty days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

21 BY-LAWS

21.1 The Board of Management may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Association.

21.2 A by-law may be set aside by a vote of members at a general meeting of the Association.

22. ALTERATION OF RULES

22.1 Subject to the Associations Incorporation Act 1981, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.

22.2 No such amendment, rescission or addition is valid unless it has been previously submitted to and approved by the respective Queensland government department.

23. COMMON SEAL

23.1 The Board of Management shall provide for a common seal and its safe custody. The common seal shall only be used by the authority of the Board and every instrument to which the seal is affixed shall be signed by a member of the Board and shall be countersigned by the Secretary or by a second member of the board or by some other person appointed by the Board for the purpose.

24. FUNDS AND ACCOUNTS

24.1 The funds of the Association must be kept in the name of the Association in a financial institution decided by the Board.

24.2 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.

24.3 All moneys must be deposited in the financial institution as soon as practicable after receipt.

24.4 Electronic payments of accounts can be carried out by the use of 2 tokens issued to those responsible for the payments of such accounts.

24.5 A petty cash account must be kept on the imprest system, the Board to decide the amount of petty cash to be kept in the account.

24.6 All expenditure must be approved or ratified at a Board meeting.

24.7 The Treasurer must as soon as practicable after the end of each financial year ensure a statement containing the following particulars is prepared ...

(a) Income and expenditure for the financial year just ended.

(b) Associations assets and liabilities as at the close of the financial year.

(c) Mortgages, charges and securities affecting the property of the Association at the close of the financial year.

24.8 If the Association is incorporated within three months before the end of the Association's financial year, 24.8 does not apply for the financial year the Association is incorporated.

24.9 The Auditor must examine the statement prepared under 24.8 and present a report on it to the Secretary before the next Annual General Meeting following the financial year for which the audit was made.

24.10 The income and property of the Association must be used solely in promoting the Association's objects and exercising the Association's powers.

24.11 When two members of the one family (see definitions) on the management committee at one time, only one shall be an authorised signatory to the accounts

25. DOCUMENTS

25.1 The Board of Management must ensure the safe custody of books, documents, instruments of title and securities of the Association.

26. FINANCIAL YEAR

26.1 The financial year of the Association closes on the 31st December in each year.

27. DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY

27.1 This section applies if the Association is wound up under part 10 of the Act; and

27.2 It has surplus assets

27.3 The surplus assets must not be distributed among the Association members.

27.4 The surplus assets must be given to another entity having similar objects to the Association's objects and the rules of such entity also prohibit the distribution of the entity's income and assets to its members. Surplus assets has the meaning given by section 92(3) of the Act.