



Community Legal Centres Queensland

Statement of Objects and Rules of Community Legal Centres Queensland Inc.

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Objectives and Rules for Community Legal Centres Queensland Inc.

incorporated under the *Associations Incorporation Act 1981*

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PART 1 – NAME, OBJECTIVES AND POWERS

1. Name

The name of the incorporated association is Community Legal Centres Queensland Inc (*the Association*).

2. Purposes

The Association is established for the public charitable purposes of assisting disadvantaged and marginalised members of the Queensland community to obtain access to legal services, legal representation and other related services, by means including, but not limited to: ‘

- (a) assisting those disadvantaged and marginalised people to resolve legal problems by providing information and referral services to legal assistance services and facilities;
- (b) acting as a peak body for Queensland community legal centres and supporting and assisting community legal centres to provide and improve legal assistance services to disadvantaged and marginalised persons;
- (c) collaborating with other organisations with similar objects;
- (d) advocating for the interests of the disadvantaged and marginalised people who are in need of legal services and the interests of community legal centres within Queensland; and
- (e) all other means and activities which are incidental or ancillary to the achievement of these purposes.

3. Powers

- (a) The Association has the powers of an individual.
- (b) The Association may, for example –
 - (i) enter into contracts;
 - (ii) acquire, hold, deal with and dispose of property;
 - (iii) make charges for services and facilities it supplies; and
 - (iv) do other things necessary or convenient to be done in carrying out its affairs.

PART 2 – DEFINITIONS

4. Definitions

In these Rules:

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

Association means Community Legal Centres Queensland Inc.

Community Legal Centre means a centre which is:

- (a) an organisation, the service provision of which, is independent from government, commercial and professional bodies;
- (b) located in or operates in Queensland;
- (c) a non-profit, incorporated community based organisation whose goals and priorities are established in response to the geographic community and/or community of interest it serves;
- (d) an organisation which aims to:
 - (i) provide free of charge or predominantly free of charge legal and support services to the community or a section of the community;
 - (ii) develop effective ways of informing members of the community of their legal rights and responsibilities;
 - (iii) provide disadvantaged and/or vulnerable sections of the community with access to legal and related information and/or services;
 - (iv) advocate for the development of laws, administrative practices and a legal justice system which are fair, just and accessible; and
 - (v) develop and maintain close links with the community it serves to ensure that areas of unmet needs are detected and appropriate services developed; and
- (e) an organisation which has developed, and continues to develop management and operational structures which enable the involvement of the community or communities it serves.

Confidential Information of a Member means, whether or not in material form:

- (a) all information with respect to that Member disclosed (orally, in writing, by electronic or other media, by visual observation or by other means) by that Member to the Association including past, current and prospective financial data; client, supplier or stakeholder lists or data; business, marketing or communications plans, information relating to projects or competitive strategies; technical or strategic information; economic or commercially sensitive information; precedents, trade secrets; drawings, specifications, software or business information; information about a Member's employees and any other non-public material or information relating to the activities, communications, or operations of that Member;
- (b) that part of all notes and other records prepared by the Association based on or incorporating the information referred to in paragraph (a) of this definition; and

- (c) all copies of the information and those parts of the notes and other records referred to in paragraphs (a) and (b) of this definition.

Director General means the Director General of the Queensland State Government Department with responsibility for the Act

Director means the person for the time being employed by the Association to be responsible for the day to day management of the Association

General Meeting means any meeting of the members of the Association (including, but not limited to, Annual General Meetings and Special General Meetings).

ITAA 97 means the *Income Tax Assessment Act 1997* (Cth).

Management Committee means the Management Committee of the Association.

Member means a person who:

- (a) was an 'Ordinary Member' of the Association immediately preceding the adoption of these Rules; or
- (b) meets the requirements of Rule 7(b) and is approved by the Management Committee (which approval may be revoked from time to time in accordance with Rule 15) as a member of the Association.

NACLC means the National Association of Community Legal Centres.

NACLC Accreditation means accreditation as a community legal centre in accordance with NACLC's accreditation criteria and procedures for accreditation from time to time.

Officer means a member of the Association's Management Committee.

Personal Information means information or an opinion about an individual whose identity is apparent or reasonably ascertainable from that information or opinion.

PII Scheme means the NACLC Professional Indemnity Insurance Scheme or any replacement of that scheme from time to time.

President means either the Officer elected or appointed as the Association's President who usually presides at the Management Committee meetings.

Regulation means the *Associations Incorporation Regulation 1999* (Qld).

Rules means this Statement of Objects and Rules of the Association.

Secretary means the person holding office under these Rules as Secretary of the Association.

Special General Meeting means a General Meeting of the Association other than an Annual General Meeting.

Treasurer means the Officer holding office as the treasurer of the Association Treasurer under these Rules and who is responsible for the finances of the Association.

5. Words and Expressions

In these Rules:

- (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, if the function is a duty, a reference to the performance of the duty; and
- (c) a reference to something being “written” or “in writing” includes by way of email or other electronic form, unless otherwise stated.

6. Words and Expressions to Have Meaning in Act

A word or expression that is not defined in these Rules but is defined in the Act has, if the context permits, the meaning given by the Act.

PART 3 – MEMBERS AND MEMBERSHIPS

7. **Classes of Members**

- (a) The membership of the Association shall consist of one class of members known as 'Members'.
- (b) Membership of the Association is only open to Community Legal Centres as defined in Rule 4.
- (c) The number of Members is unlimited.

8. **Voting Rights**

Every Member of the Association will be entitled to one vote at general and special meetings of the Association.

9. **Membership is Not Transferable**

A right of membership is not transferable to another organisation or person and terminates on cessation of membership.

10. **Members' Obligations**

- (a) Members must comply with the following obligations;
 - (i) adherence to these Rules;
 - (ii) support for the purposes of the Association;
 - (iii) compliance with all policies of the Association;
 - (iv) promotion of the aims and interests of Members;
 - (v) payment of membership fees and such additional levies as may be decided by the Association and NACLC from time to time;
 - (vi) cooperation with other Community Legal Centres in furthering the purposes, objectives, aims and interests of the Association;
 - (vii) provision to the Association such information as it may reasonably request from time to time for the purpose of the Association's functions as a peak body preventing duplication and enhancing cooperation between Community Legal Centres, such as details of the Member's activities, proposed funding and project submissions, subject to Rule 44;
 - (viii) commitment to review, discuss, and give due consideration to the decisions of the Association; and
 - (ix) compliance with the NACLC Accreditation Criteria or satisfy the Association that they are working towards complying with the Accreditation Criteria.
- (b) In addition, Members that are part of the PII Scheme are obliged to comply with the requirements of that PII Scheme.

11. **Membership Fees**

(a) **Types of Fees**

There are three different annual fees for which Members are or may be liable:

- (i) Members must pay annual membership fees of the Association.

- (ii) Members must pay an annual contribution to NACLC.
- (iii) Members that also seek membership of the PII Scheme are liable to pay an annual PII Scheme premium and levy.

(b) **Date of Payment**

- (i) Each Member must pay the annual fees to the Association in advance prior to the first day of the financial year or such other date as is determined by the Association.
- (ii) The Management Committee may determine differing due dates for various individual Members in recognition of the time and process that may be required in order to calculate the membership fees payable for those Members.

(c) **Effect of non-payment of Fees**

A Member whose subscription is not paid within 60 days after the due date ceases to be a Member following the next Management Committee Meeting unless the Management Committee determines otherwise.

12. Nominations for Membership

- (a) An application for membership of the Association, other than by the members of the unincorporated association mentioned in Rule **Error! Reference source not found.**, must be proposed by one Member of the Association (the *proposer*) and seconded by another Member (the *seconder*).
- (b) An application for membership must be –
 - (i) on the nomination form approved by the Management Committee; and
 - (ii) signed by the applicant and the applicant's proposer and seconder; and
 - (iii) accompanied by evidence reasonably satisfactory to the Management Committee that applicant has achieved, or is taking steps towards achieving, NACLC Accreditation.
- (c) The completed form and evidence may be sent by email or other electronic means
- (d) Where required by the Association, the application must include payment of the application or joining fee.

13. Admission and Rejection of Members

- (a) The Management Committee must consider an application for membership at the next meeting of the Management Committee after it receives the application and the appropriate membership fee for the application.
- (b) The Management Committee must decide within six months of receipt of an application whether to accept or reject the application.
- (c) If a two-third majority of the Officers who are
 - (i) present at the meeting; and
 - (ii) eligible to vote in accordance with Rule 19(c),votes to accept the applicant as a Member, the applicant is accepted as a Member.

- (d) The Secretary of the Association or a person delegated by the Secretary must, as soon as practical after the Management Committee decides to accept or reject an application, give the applicant a written notice of the decision.
- (e) The Management Committee will, in its sole discretion, determine whether the applicant is qualified to become a Member. The Management Committee will provide reasons for its determination.
- (f) An organisation or person whose application for membership has been rejected may not re-apply for membership within 12 months of receiving the notice of the rejection.

14. Appeal Rights

- (a) An applicant who is notified that the Management Committee has decided to reject their application for membership, may appeal against that rejection by giving notice in writing to the Secretary within one month from the date of the letter advising them of the rejection decision. The applicant must state in writing the grounds for appeal.
- (b) If a two-third majority of the Officers who are:
 - (i) present at the meeting to determine the appeal; and
 - (ii) eligible to vote in accordance with Rule 19(c),votes to accept the applicant as a Member, the applicant is accepted as a Member.
- (c) The decision of the Management Committee upon the appeal is at the Management Committee's sole discretion and is final.

15. Resignation, Discipline, Suspension or Expulsion

- (a) A Member may resign from the Association by giving a written notice of resignation to the Secretary.
- (b) The resignation takes effect on the day and at the time the notice is received by the Secretary or, if a later date is stated in the notice, the later day.
- (c) The Management Committee may reprimand, suspend or terminate a Member's membership if the Management Committees determines, in its sole discretion, that the Member has –
 - (i) failed to comply with any of the provisions of these Rules;
 - (ii) failed to comply with the policies of the Association;
 - (iii) had membership fees in arrears for a period of 60 days or more;
 - (iv) conducted itself in a manner considered to be injurious or prejudicial to the character or interest of the Association;
 - (v) become insolvent; or
 - (vi) otherwise ceased to satisfy the requirements of membership or NACLC Accreditation (other than as provided for under Rule 16 below).
- (d) Before the Management Committee suspends or terminates a Member's membership, the Management Committee must give the Member a full and a fair opportunity to show why the membership should not be suspended or terminated.

- (e) If, after considering all representations made by the Member, the Management Committee decides to suspend or terminate the membership, the Secretary must give the Member a written notice of the decision.
- (f) A right of membership is not transferable to another organisation or person and terminates on cessation of membership.

16. Automatic Termination of Membership

- (a) A Member's membership terminates automatically immediately upon the occurrence of:
 - (i) the Member's loss of its NACLC Accreditation; or
 - (ii) the Member ceasing to exist.

17. Appeal Against Suspension or Termination of Membership

- (a) An organisation whose membership has been suspended or terminated may give the Secretary written notice of their intention to appeal against the decision within one month after receiving written notice of the decision. The appellant must include a written explanation for the appeal.
- (b) If the Secretary receives a notice of intention to appeal, the Secretary must, within one month after the date of receipt, call a General Meeting to decide the appeal. The General Meeting must be held within three months of receipt of the notice of intention to appeal. At the meeting, the appellant must be given a full and fair opportunity to show why the membership should not be suspended or terminated. Also, the Management Committee and its members must be given an opportunity to show why the membership should be suspended or terminated.
- (c) An appeal must be decided by a simple majority of the Members present at the meeting.
- (d) The Association must by resolution either confirm or set aside the decision to suspend or expel the Member.
- (e) The appellant will be informed in writing within 2 working days of the appeal decision.
- (f) The decision of the Association upon the appeal is final.
- (g) The decision takes effect seven days after the resolution is made.

18. Register of Members

- (a) The Management Committee must keep a register of Members.
- (b) The register of Members must include the following particulars for each Member -
 - (i) the full name of the Member;
 - (ii) the Member's registered office and physical street address;
 - (iii) An email contact for the Member;
 - (iv) the date of admission as a Member;
 - (v) the category of membership;
 - (vi) the date the membership ends;
 - (vii) details about the termination or reinstatement of membership;
 - (viii) any other particulars the Association decides.

- (c) The register must be open for inspection by Members at the Association's office on giving of reasonable notice to the Secretary on behalf of the Management Committee at a mutually agreed time and place.
- (d) The register of Members may be kept in any manner or form the Association thinks fit, so long as it is readily convertible to written or printed form and complies with the Act.
- (e) All persons may treat the register of Members as complete and accurate. Nothing done in good faith based on the completeness and accuracy of the register of Members will be rendered ineffective, void or voidable by any subsequently discovered omission from, or inaccuracy in, the register of Members.

PART 4 – MANAGEMENT COMMITTEE

19. Membership of Management Committee

- (a) The Management Committee of the Association consists of the President, the Treasurer and a maximum of six other Officers elected or appointed at an Annual General Meeting, and each Officer is entitled to one vote in relation to Management Committee decisions.
- (b) The Secretary attends Management Committee meetings but is not a member of the Management Committee.
- (c) Officers are elected or appointed to the Management Committee for two-year terms.
- (d) At each Annual General Meeting of the Association, all Officers who have served their two-year term must retire from office, but are eligible, on nomination, for re-election.

20. Secretary

- (a) The Management Committee will appoint the Secretary, and may appoint the Director of the Association to the office of Secretary provided that person complies with Rule 20(d) and only for as long as the person is the Director of the Association.
- (b) The Secretary has the right to be heard but does not have voting rights at Management Committee meetings.
- (c) If a vacancy happens in the office of Secretary, the Officers must ensure that a Secretary who complies with Rule 20(d) is appointed or elected for the Association within one month after the vacancy happens.
- (d) The Secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border who is appointed by the Management Committee as Secretary.
- (e) The Management Committee may remove and replace the Secretary at any time.

21. Treasurer

It is the duty of the Treasurer of the Association to ensure that:

- (a) all money due to the Association is collected and received and that all payments authorised by the Association are made; and
- (b) correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.

22. Election of Management Committee

- (a) An Officer may only be elected as follows –
 - (i) any Member of the Association may nominate an employee, officer or volunteer of another Member to serve as a member of the Management Committee;
 - (ii) the nomination must be:
 - (A) on the nomination form approved by the Management Committee;
 - (B) signed by the nominee;

- (C) signed by the Director or Office Bearer of the Member making the nomination;
- (D) mailed or sent by email or other electronic form to reach the Secretary at least 14 days before the Annual General Meeting at which the election is to be held; and
- (iii) each Member present at the Annual General Meeting may vote for any number of nominees, but not more than the number of vacancies; and
- (iv) if, at the start of the meeting, there are not enough nominees, nominations may be taken from the floor of the meeting; and
- (v) the Annual General Meeting shall elect in order the position of President, Treasurer and other Officers.
- (b) If required by the Management Committee, balloting lists must be prepared containing the names of the nominees in alphabetical order.

23. Resignation or Removal of Officer or Secretary

- (a) An Officer may resign from the Management Committee by giving written notice of resignation to the Secretary.
- (b) The Secretary may resign from the Management Committee by giving written notice of resignation to the President.
- (c) The resignation takes effect on the day and at the time the notice is received by the Secretary (or President if the resigning Officer is the Secretary) or, if a later day is stated in the notice, the later day.
- (d) An Officer may be removed from office at a General Meeting of the Association if a two-third majority of the Members present at the meeting vote in favour of removing the Officer.
- (e) Before a vote of Members is taken about removing the Officer from office, the Officer must be given a full and fair opportunity to show cause why he/she should not be removed from office.
- (f) An Officer has no right of appeal against their removal from office under this Rule 23.
- (g) The office of an Officer shall be automatically vacated if the Officer:
 - (i) dies;
 - (ii) becomes bankrupt, or compounds with creditors or otherwise takes advantage of the laws in force for the time being relating to bankruptcy;
 - (iii) is –
 - (A) convicted of an offence under the Act; or
 - (B) convicted of an indictable offence punishable on summary conviction for which the person is sentenced to imprisonment, other than in default of payment of a fine; or
 - (iv) has been convicted on indictment or summarily and sentenced to imprisonment, other than in default of payment of a fine, and the rehabilitation period (as defined) in relation to the conviction has not expired; or

- (v) is prohibited by any law or order made under law from being a director of a company or officer of an association; or
- (vi) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- (vii) fails to attend three consecutive Management Committee meetings without arranging a leave of absence with the Management Committee; or
- (viii) ceases to be nominated by the relevant nominating member; or
- (ix) holds any office of profit with the Association; or
- (x) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of the interest as required by the Association's policies or the law.

24. Vacancies on the Management Committee

- (a) If a casual vacancy occurs on the Management Committee, the continuing members of the Management Committee may appoint a nominee of a Member until the next General Meeting. However if the casual vacancy is one of the positions of President or Treasurer, the Management Committee must appoint one of its continuing Officers to fulfil that position until the next General Meeting.
- (b) The continuing Officers of the Management Committee may act despite a casual vacancy on the Management Committee.
- (c) However, if the number of Officers is less than the number fixed under these Rules as a quorum of the Management Committee, the continuing Officers may act only to increase the number of Management Committee members to the number required for a quorum or to call a General Meeting of the Association.

25. Functions of the Management Committee

- (a) Subject to these Rules or a resolution of the Association carried by Members at a General Meeting, the Management Committee has –
 - (i) the general control and management of the administration of the affairs, property and funds of the Association; and
 - (ii) authority to interpret the meaning of the Rules and any matter relating to the Association on which the Rules are silent.
- (b) The Management Committee may, with the prior approval of the General Meeting, and in accordance with the charitable objects and purposes of the Association, exercise all of the powers of the Association, namely to –
 - (i) borrow, raise or secure the payment of amounts in a way the Members decide; and
 - (ii) secure the amounts mentioned in paragraph 25(b)(i) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the Association's property, both present and future; and

- (iii) purchase, redeem or pay off any securities issued; and
 - (iv) borrow amounts from Members and pay interest on the amounts borrowed; and
 - (v) mortgage or charge the whole or part of its property; and
 - (vi) issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association; and
 - (vii) provide and pay off any securities issued; and
 - (viii) invest the funds of the Association in a way the Members may from time to time decide.
- (c) For Rule 25(b)(iv), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by:–
- (i) the financial institution for the Association; or
 - (ii) if there is more than one financial institution for the Association – the financial institution nominated by the Management Committee for the purposes of this Rule 25.

26. Meetings of the Management Committee

- (a) Subject to subsections 26(b) to 26**Error! Reference source not found.**, the Management Committee may meet and conduct its proceedings as it considers appropriate.
- (b) The Management Committee must meet at least once every two calendar months to exercise its functions.
- (c) A notice of a meeting of the Management Committee must state the day, time and place of the meeting, and the business to be conducted at the meeting.
- (d) The Management Committee may hold meetings, or permit an Officer to take part in its meetings, by using any technology that reasonably allows the Officer to hear and take part in discussions as they happen.
- (e) An Officer who participates in the meeting as mentioned in Rule 26(d) is taken to be present at the meeting.
- (f) Notice of meetings and copies of all agendas and minutes shall be sent to all Officers.
- (g) At every meeting of the Management Committee a simple majority of a number equal to the number of Officers elected and/or appointed to the Management Committee and eligible to vote in accordance with Rule 19(c) as at the close of the last General Meeting of Members shall constitute a quorum.
- (h) A question arising at a Management Committee meeting is to be decided by a majority vote of Officers present at the meeting and eligible to vote in accordance with Rule 19(c), and if the votes are equal, the question is decided in the negative.
- (i) An Officer must not vote on a question about a contract or proposed contract with the Association if the Officer, or an organisation with which the Officer is associated, has an interest in the contract or proposed contract, and if the Officer does vote the Officer's vote must not be counted.
- (j) The President is to act as chairperson of meetings of the Management Committee, but if there is no President or if the President is not present within 10 minutes after the time

fixed for a Management Committee meeting, the members of the Management Committee may choose one of their number to preside as chairperson of the meeting.

- (k) If a quorum is not present within 30 minutes after the time fixed for a Management Committee meeting called on the request of Management Committee members, the meeting lapses.
- (l) If a quorum is not present within 30 minutes after the time fixed for a Management Committee meeting called other than on request of Management Committee members, 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 Management Committee.
- (m) If, at an adjourned meeting mentioned in subsection 26(l), a quorum is not present within 30 minutes after the time fixed for the meeting, the meeting lapses.
- (n) The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Management Committee meeting are entered into a minute book.

27. Minutes

To ensure the accuracy of the minutes recorded under Rule 26(n) above, the minutes of each Management Committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next Management Committee meeting, verifying their accuracy.

28. Special Meetings of the Management Committee

- (a) If the Secretary receives a written request signed by at least 33% of the members of the Management Committee, the Secretary must call a special meeting of the Management Committee.
- (b) A request for a special meeting must state why the special meeting is being called and the business to be conducted at the special meeting.
- (c) The Secretary must give each Officer at least 14 days' notice of a special meeting of the Management Committee which must state the day, time and place of the meeting, and the business to be conducted at the meeting.
- (d) Special meetings of the Management Committee must otherwise comply with the general rules for meetings of the Management Committee at Rule 26 above.

29. Delegation of the Management Committee Powers to Sub-committees

- (a) The Management Committee may delegate the whole or part of its powers to a sub-committee consisting of persons nominated by or associated with Members of the Association, who are considered appropriate by the Management Committee.
- (b) A sub-committee must only exercise delegated powers in the way that is in accordance with the Management Committee's directions from time to time.
- (c) A sub-committee must elect a chairperson of its meetings.
- (d) If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the sub-committee members present may choose one of their number to be chairperson of the meeting.

- (e) A sub-committee may meet and adjourn as it considers appropriate.
- (f) A question arising at a sub-committee meeting is to be decided by a majority vote of the sub-committee members present at the meeting and, if the votes are equal, the question is decided in the negative.

30. Delegation of the Management Committee Powers to the Director

- (a) The Management Committee may delegate the whole or any part of its powers considered appropriate by the Management Committee and allowed by law to the Director.
- (b) The Director must only exercise delegated powers in accordance with any limitations or conditions specified by the Management Committee from time to time.

31. Acts Not Affected By Defects or Disqualifications

- (a) An act performed by the Management Committee, the Secretary, a sub-committee or a person acting as a member of the Management Committee or an authorised representative of the Management Committee is taken to have been validly performed.
- (b) Subsection 31(a) applies even if the act was performed when there was a defect in the appointment of an Officer or a person acting as an Officer, a member of a sub-committee or an authorised representative.
- (c) Subsection 31(a) does not apply when an Officer, a person acting as an Officer, was disqualified from being an Officer.

32. Resolutions of Management Committee Without Meeting

- (a) A written resolution approved in writing by a two-thirds majority of Management Committee members for the time being entitled to receive notice of a Management Committee meeting and eligible to vote in accordance with Rule 19(c) is as valid and effectual as if it had been passed at a Management Committee meeting that was properly called and held, provided that it complies with this Rule 32.
- (b) All Management Committee members must have been provided with the resolution.
- (c) A written resolution or approval in writing in relation to this Rule 32 may be in writing and signed or by email or other electronic notification without the need for signature provided that it is from an address which is known to be associated with that member.

PART 5 – GENERAL MEETINGS

33. Annual General Meeting

- (a) Annual General Meetings must be held at least once each year and within six months of the end of the Association's previous financial year.
- (b) The following business must be conducted at each Annual General Meeting –
 - (i) the receiving of the Management Committee's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities effecting the property of the Association for the last financial year; and
 - (ii) the receiving of the auditor's report on the financial affairs of the Association for the last financial year; and
 - (iii) the receiving of any sub-committee report; and
 - (iv) the election of Officers of the Management Committee; and
 - (v) the appointment of an auditor.

34. Special General Meeting

- (a) The Secretary may only call a Special General Meeting by giving each Member notice of the meeting within 14 days after –
 - (i) being directed to call the meeting by the Management Committee; or
 - (ii) being given a written request signed by at least 33% of the current Officers or at least the number of Members equal to double the number of Officers eligible to vote in accordance with Rule 18(b) plus 1.
- (b) A request mentioned in Rule 34(a)(ii) must state –
 - (i) why the Special General Meeting is being called; and
 - (ii) the business to be conducted at the meeting.

35. Notice of General Meeting

- (a) The Secretary may call a General Meeting of the Association.
- (b) The Secretary must give at least 14 days' notice of the meeting to each Member.
- (c) The Management Committee may decide the way in which notice must be given however, notice of the following General Meetings must be given in writing –
 - (i) a meeting called to hear and decide an appeal against termination of a Member's membership by the Management Committee; or
 - (ii) a meeting called to hear and decide a proposed special resolution of the Association.
- (d) A notice of the General Meeting must state the business to be conducted at the meeting.

36. Quorum for, and Adjournment of, General Meetings

- (a) Every Member is entitled to attend General Meetings.
- (b) No business shall be conducted at a General Meeting unless a quorum of Members is present when the meeting proceeds to business.

- (c) General Meetings shall be open to employees, Officers and Members of the Association and Members' employees, officers and volunteers, and each of them shall have a right to attend and be heard.
- (d) Subject to subsection 36(g), at a General Meeting the number of Members equal to half the number of Members of the Association plus one shall constitute a quorum.
- (e) If a quorum is not present within 30 minutes after the time fixed for a General Meeting called on the request of Members or Management Committee members, the meeting lapses.
- (f) If a quorum is not present within 30 minutes after the time fixed for a General Meeting called other than on the request of Members or Management Committee members, the meeting is to be adjourned to the same day, time and place in the next week for a day, time and place decided by the Management Committee.
- (g) If, at an adjourned meeting, a quorum under subsection 36(d) is not present within 30 minutes after the time fixed for the meeting, the Members present form a quorum.
- (h) The chairperson may, with the consent of a simple majority of the Members at any meeting at which a quorum is present, and must if directed by a resolution passed at that meeting, adjourn the meeting from time to time and from place to place.
- (i) If a meeting is adjourned under subsection 36(h), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (j) 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 30 days.
- (k) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.
- (l) In this Rule –
Member includes a person attending as a proxy for a Member, and any authorised person attending on behalf of a Member and also attending as a proxy for another Member or Members shall be counted as having one vote for each relevant Member.

37. Procedure at a General Meeting

- (a) The President shall preside as chairperson of a General Meeting, or, if there is no President or if the President is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, then the representatives present shall elect one of their number to be chairperson of the meeting.
- (b) The chairperson must conduct the meeting in a proper and orderly way in accordance with these Rules.
- (c) Each question, matter or resolution must be framed in the positive and must be decided by a majority of votes of the Members present, and, if the votes are equal, the chairperson has a casting vote.
- (d) Each Member present is entitled to one vote.

- (e) Voting may be by a show of hands or a division of Members, unless at least 20% of the Members present demand a secret ballot.
- (f) The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot is held.
- (g) In the event of some Members attending by telephone linkup or other electronic means and a secret ballot being called, those Members shall inform one of the persons appointed to conduct the ballot of their vote which shall be kept confidential.
- (h) A Member may vote by proxy if they are unable to attend. On any vote every Member which is present or has a proxy appointed is entitled to one vote.
- (i) An instrument appointing a proxy must be in writing, and be signed by a properly authorised officer or agent of the Member.
- (j) A proxy must be an authorised representative of a Member.
- (k) The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- (l) The instrument appointing a proxy must be the same or as similar to the form in Appendix 1 as circumstances permit.
- (m) Each instrument appointing a proxy must be given to the Secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote and may be provided by electronic means.
- (n) The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each General Meeting are kept at the premises of the Association.
- (o) The Secretary must ensure the minutes for each General Meeting are available for inspection at all reasonable times by any financial Member who previously applies to the Secretary for the inspection.
- (p) In this Rule –
Member includes a person attending as a proxy and any authorised person attending on behalf of a Member and also attending as a proxy for another Member or Members shall be counted as having one vote for each relevant Member.

38. Minutes

To ensure the accuracy of the minutes recorded under Rule 37(n) above –

- (a) the minutes of each General Meeting must be signed by the chairperson of the meeting, or the chairperson of the next General Meeting, verifying their accuracy; and
- (b) the minutes of each Annual General Meeting must be signed by the chairperson of the Annual General Meeting, or the chairperson of the next meeting of the Association that is a General Meeting or Annual General Meeting, verifying their accuracy.

PART 6 – MISCELLANEOUS

39. By-laws

- (a) The Management Committee may make, amend or repeal by-laws for the internal management of the Association provided that such by-laws are not inconsistent with these Rules.
- (b) A by-law may be set aside or amended by a two-third majority vote of Members at a General Meeting of the Association.

40. Alteration of Rules

- (a) These Rules may only be altered in accordance with the Act.
- (b) A special resolution making a material alteration to, or materially affecting, Rules 1, 2, 47 or 51 must be notified in writing to a Deputy Commissioner of Taxation.
- (c) A special resolution making an alteration to or affecting the Rules is of no effect until the notice has been lodged with the Director General in accordance with the Act.

41. Common Seal

- (a) The Management Committee must ensure the Association has a common seal.
- (b) The common seal must be –
 - (i) kept securely by the Management Committee; and
 - (ii) used only under the authority of the Management Committee.
- (c) Each instrument to which the seal is attached must be signed by an Officer and counter-signed by a second Officer or by some other person authorised by the Management Committee for the purpose.

42. Contracts

- (a) The Association may enter into or vary contracts in accordance with the Act and these Rules as follows:
 - (i) where a contract is required by law to be in writing and under seal shall be made in writing and under the Association's common seal;
 - (ii) written contracts may be signed on behalf of the Association by:
 - (A) any two Officers;
 - (B) any Officer and the Secretary; or
 - (C) any person to whom authority to sign the relevant contract has been granted by the Management Committee.
- (b) A document or proceeding requiring authentication by the Association may be signed by the Secretary and need not be under its common seal.

43. Service of Notices

- (a) For the purpose of these Rules, a notice may be served by or on behalf of the Association upon any Member personally or by sending it by pre-paid post to the Member at the Member's address shown in the register of Members, or by sending it by facsimile

transmission or some other form of electronic transmission to an address specified by the Member for giving or serving of notices.

- (b) For the purpose of these Rules, a notice is taken, unless the contrary is proved, to have been given or served:
 - (i) if delivered personally, at the time of delivery; or
 - (ii) if faxed, when a confirmation report that all pages of the facsimile have been transmitted to the facsimile number, is received but if transmission or receipt is after 5.00 pm, it is taken as received on the next business day; or
 - (iii) if sent electronically, on the next business day; or
 - (iv) if posted, on the second business day after it was posted.

44. Confidential information & Privacy

- (a) If a Member provides Confidential Information to the Association (whether or not at the request of the Association) which is clearly marked as confidential, the Association will:
 - (i) keep such Confidential Information confidential by exercising a degree of care not less than the care used by the Association to protect its own confidential information; and
 - (ii) only disclose such Confidential Information to the Management Committee in a form which ensures that it is not obvious which Member provided the Confidential Information, nor to which Member the Confidential Information relates.
- (b) Rule 44(a) above does not prevent the Association from disclosing Confidential Information:
 - (i) which at the time of the Member's disclosure of the Confidential Information to the Association was already in the Association's possession having been lawfully obtained;
 - (ii) which is or becomes generally available to the public otherwise than by disclosure in breach of these Rules;
 - (iii) which becomes available to the Association from a third person who, at the time of use or disclosure, the Association believes on reasonable grounds is legally entitled to possess the information and to provide it to the Association without breaching any obligation of confidentiality owed to the Member in relation to such information;
 - (iv) which is developed or derived by the Association independently of and without reference to any Confidential Information; and
 - (v) where such disclosure or use is required by law, rule, regulation, or legal, judicial or administrative process (including an order of a court, a government authority, or a judicial body), provided that the Association makes reasonable attempts to consult with the Member and to endeavour to agree the content of any announcement or disclosure that the Association is required to make prior to making such disclosure.
- (c) If, and to the extent that, any of the Confidential Information disclosed to the Association contains any Personal Information, the Association must:

- (i) comply with all applicable privacy or data protection laws regulating the collection, storage, use and disclosure of Personal Information, as if it were subject to those laws;
- (ii) promptly notify the relevant Member if it becomes aware of any misuse, loss, unauthorised access or disclosure of Personal Information disclosed to it by that Member, or of any complaint or investigation under, or relating to, any of the laws referred to in Rule 44(c)(i) above in relation to the Personal Information; and
- (iii) cooperate with the relevant Member in the resolution of any such complaint or investigation.

45. Income and Property

- (a) The Association's income and property must be applied solely towards promoting the Association's purposes and exercising its powers as set out in these Rules. No part of the income or property may be paid, transferred or distributed, directly or indirectly, by way of dividend, bonus, fee or otherwise, to any of the Members.
- (b) Subsection (a) does not prohibit making a payment in good faith for:
 - (i) out-of-pocket expenses incurred by a Member; or
 - (ii) a service rendered to the Association by a Member in a professional or technical capacity where:
 - (A) the provision of the service has the prior approval of the Management Committee; and
 - (B) the amount payable is not more than an amount which commercially would be reasonable payment for the service.
- (c) Subsection (a) does not prohibit making a payment:
 - (i) in good faith to any Member for goods supplied in the ordinary and usual course of business; or
 - (ii) of reasonable and proper interest on money borrowed from a Member; or
 - (iii) of reasonable and proper rent for premises let by any Member to the Association.

46. Accounts

- (a) The funds of the Association must be kept in an account in the name of the Association in a financial institution decided by the Management Committee.
- (b) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.
- (c) The Management Committee must approve or ratify the Association's expenditure and record such approval or ratification in the Association's minute book.
- (d) At intervals decided by the Management Committee, but in any event not less frequently than once every Financial Year, the Management Committee must consider and approve a budget of all expenditure that may be incurred during the period covered by the budget (**Budget**).
- (e) All amounts must be deposited in the financial institution accounts as soon as practicable after receipt.
- (f) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt.

- (g) A payment by the Association of \$100 or more must be made by cheque or electronic funds transfer.
- (h) Any cheques of any value or payments of \$100 or more against the Association's accounts (with the exception of the Association's credit card account) must be authorised by two people, being one of the following –
 - (i) the President;
 - (ii) the Secretary; or
 - (iii) the Treasurer;
 together with an Officer or employee authorised by the Management Committee to approve payments and sign cheques (up to a maximum of three Officers with such authority).
- (i) The Association may operate a credit card account, and only the director may authorise payments against that account.
- (j) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed 'not negotiable'.
- (k) A petty cash account and a petty cash book must be kept, and the Management Committee must decide the amount of petty cash to be kept in the account.
- (l) The Treasurer must, as soon as practicable after the end of each financial year, ensure a statement containing the following particulars is prepared –
 - (i) the income and expenditure for the financial year just ended; and
 - (ii) the Association's assets and liabilities at the close of the year; and
 - (iii) the mortgages, charges and securities affecting the property of the Association at the close of the year.
- (m) The auditor must examine the statement prepared under Rule 47(l) and present a report about it to the Secretary before the next Annual General Meeting following the financial year for which the audit was made.

47. Source of Funds

The funds of the Association are to be derived from application or joining fees, annual membership fees, levies, grants, donations and, subject to any resolution passed by the Association in General Meeting, such other sources as the Management Committee determines.

48. Documents

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

49. Financial Year

The financial year of the Association closes on 30 June in each year.

50. Auditor

- (a) The Association is to appoint an auditor or auditors.
- (b) The auditor or auditors are to be appointed at the Annual General Meeting, or at an earlier meeting if necessary. They are to examine all the Association's financial records for the

relevant financial year including, but not limited to, accounts, vouchers, receipt books and financial statements and furnish a report on those records to the Members to be presented at the Annual General Meeting. Audits are to be conducted each financial year or at a lesser interval if so determined by the Members at a General Meeting of the Association or the Management Committee.

- (c) An auditor is not to be a member or closely related to any member of the Association or Management Committee.

51. Winding Up

- (a) On winding up or dissolution of the Association, the liability of Members will be limited to the amount, if any, unpaid by way of subscription, membership fee or other levy.
- (b) If, on the winding up or dissolution of the Association, any property remains after satisfaction of all its debts and liabilities, this property must only be given or transferred to an institution:
 - (i) which is charitable at law; and
 - (ii) whose constitution prohibits distributions or payments to its Members and Management Committee Members to an extent at least as great as is outlined in Rule 45; and
 - (iii) is a deductible gift recipient under Subdivision 30-BA of the ITAA 97.
- (c) The identity of the institution referred to in Rule 51(b) must be decided by the Management Committee at or before the time of winding up or dissolution of the Association and, if the Management Committee cannot or does not decide, the Registrar General (Qld).

52. Procedural Irregularity

To the extent permitted by the Act and the Regulation, no General Meeting or meeting of the Management Committee, nor any act, proceeding or business of any such meeting is or will be rendered voidable or invalid merely because of:

- (a) the failure of any person to receive notice of the meeting; or
- (b) any other procedural irregularity.

