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*Associations Incorporation Act 1981*

Incorporated Association

**CONSTITUTION**

**OF**

**QUEENSLAND ASSOCIATION FOR HEALTHY COMMUNITIES INC.**

**INTRODUCTION**

**1. Name**

- 1.1 The name of the Incorporated Association will be “Queensland Association for Healthy Communities Inc.”.

**2. Definitions and Interpretation**

**2.1 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.

**2.2 Definitions**

In these Rules:

- (1) “**Act**” means the *Associations Incorporation Act 1984 (QLD)* and includes any amendment or re-enactment of it or any legislation passed in substitution for it;
- (2) “**Association**” means Queensland Association for Healthy Communities Inc.;
- (3) “**Authority**” means any local, State or Federal Government authority;
- (4) “**Board**” means the assembly of all of the Board Members of the Association;
- (5) “**Board Members**” means the persons known as members of the management committee under the Act, elected or appointed as board members for the time being of the Association under Rules 24 to 26;
- (6) “**Brisbane Region**” means localities in the Brisbane area with the postcodes 4000 - 4018, 4030 - 4113, 4115 - 4116, 4120 - 4123, 4151 – 4156 and 4169 - 4179; inclusive;
- (7) “**Brisbane Region Member**” means a Member who ordinarily resides in the Brisbane Region;

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- (8) **“Brisbane Region Board Member”** means a person who ordinarily resides in the Brisbane Region who is elected to be a Board Member in accordance with Rules 23-25.
- (9) **“business day”** means a day that is not a Saturday, a Sunday or a public holiday or bank holiday in the place where the Association has its registered office;
- (10) **“Central Region”** means localities in the Central Queensland area with the postcodes 4019 – 4022, 4472, 4478, 4481, 4482, 4500 – 4608, 4610 – 4613, 4615 – 4705, 4714 – 4720, 4722 – 4736 and 4829 inclusive;
- (11) **“Central Region Member”** means a Member who ordinarily resides in the Central Region;
- (12) **“Central Region Board Member”** means a person who ordinarily resides in the Central Region and who is elected to be a Board Member in accordance with Rules 23-25;
- (13) **“Complete application for membership”** means an application for membership of the Association that meets all of the requirements set out in these Rules and any additional requirements of the Board;
- (14) **“corporation”** means a company that is a corporation within the meaning of the *Corporations Act 2001 (Cth)*;
- (15) **“Corporate Member”** means a local authority, incorporated association or other body corporate admitted to be a corporate member of the Association under Rules 10 and 15 which has not resigned from membership of the Association and whose membership of the Association has not ceased or been terminated under Rule 16;
- (16) **“Financial Member”** means an Honorary Life Member and an Ordinary Member, Corporate Member or Financial Life Member in respect of whose membership, all membership fees and other money currently due to the Association has been paid;
- (17) **“Financial Life Member”** means a person or body corporate admitted to be a financial life member of the Association under Rules 11 and 15 who has not resigned from membership of the Association and whose membership of the Association has not ceased or been terminated under Rule 16;
- (18) **“General Board Member”** means a person who is elected to be a Board Member in accordance with Rules 23-25;
- (19) **“General Meeting”** means any meeting of Members;
- (20) **“Honorary Life Member”** means an individual admitted to be an honorary life member of the Association under Rules 12 and 15 who has not resigned from membership of the Association and whose membership has not ceased or been terminated under Rule 16;

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- (21) **“Insolvency Event”** means:
- (a) the Member becomes an externally-administered body corporate under the *Corporations Act 2001*;
  - (b) steps are taken by any person towards making the Member an externally-administered body corporate (but not where the steps taken consist of making an application to a court and the application is withdrawn or dismissed within 14 days);
  - (c) a controller (as defined in section 9 of the *Corporations Act 2001*) is appointed of any of the property of the Member or any steps are taken for the appointment of such a person (but not where the steps taken are reversed or abandoned within 14 days);
  - (d) the Member is taken to have failed to comply with a statutory demand within the meaning of section 459F of the *Corporations Act 2001*;
- (22) **“Members”** means all of the members of the Association who have not resigned from membership of the Association and whose membership has not ceased or been terminated under Rule 16;
- (23) **“Northern Region”** means localities in the Northern Queensland area with the postcodes 4707, 4709, 4721, 4737 – 4828 and 4830 - 4891 inclusive;
- (24) **“Northern Region Member”** means a Member who ordinarily resides in the Northern Region;
- (25) **“Northern Region Board Member”** means a person who ordinarily resides in the Northern Region and who is elected to be a Board Member in accordance with Rules 23-25;
- (26) **“Ordinary Member”** means a person admitted to be an ordinary member of the Association under Rules 9 and 15 who has not resigned from membership of the Association and whose membership has not ceased or been terminated under Rule 16;
- (27) **“Patron”** means a person or body corporate who is appointed as the patron of the Association by the Board under Rule 35;
- (28) **“President”** means the Board Member appointed to be the president of the Association by the Board under Rule 25;
- (29) **“Rules”** mean these Rules and all amendments or additions to these Rules contained in this Constitution;
- (30) **“Secretary”** means the person appointed to perform the duties of a secretary of the Association under Rule 20;
- (31) **“special general meeting”** means a general meeting of members called to consider a special resolution;

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- (32) “**special resolution**” means a resolution which requires the approval of at least  $\frac{3}{4}$  of the Financial Members present in order to be passed;
- (33) “**Southern Region**” means localities in the Southern Queensland area with the postcodes 4025,4114, 4117 – 4119, 4124 – 4133, 4157 – 4165, 4183 – 4468, 4470, 4474, 4480, 4486 – 4498 and 4614 inclusive;
- (34) “**Southern Region Member**” means a Member who ordinarily resides in the Southern Region;
- (35) “**Southern Region Board Member**” means a person who ordinarily resides in the Southern Region and who is elected to be a Board Member in accordance with Rules 23-25;
- (36) “**Staff Representative Board Member**” means a person who is currently employed by the Association and who has been elected as a Board Member in accordance with Rule 23-25 to represent the employees of the Association;
- (37) “**Treasurer**” means the person appointed to perform the duties of treasurer of the Association under Rule 25;
- (38) “**Unincorporated Association**” means an organised group of individuals or bodies corporate, pursuing a common object which is not recognised as a separate legal entity; and
- (39) **Vice President** means the person appointed to be the vice-president of the Association under Rule 25.7.

### 2.3 Interpretation

- (1) Reference to:
- (a) one gender includes the others;
  - (b) the singular includes the plural and the plural includes the singular; and
  - (c) a person means an individual natural person and does not include a body corporate.
- (2) Except so far as the contrary intention appears in these Rules:
- (a) an expression has in these Rules the same meaning as in the Act; and
  - (b) if an expression is given different meanings for the purposes of different provisions of the Act, the expression has, in a provision of these Rules that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.
- (3) “Including” and similar expressions are not words of limitation.
- (4) Headings and any table of contents or index are for convenience only and do not form part of these Rules or affect their interpretation.

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### **3. Objects**

3.1 The objects for which the Association is established are:

- (1) To promote the prevention of HIV infection among those in the public at risk.
- (2) To promote the prevention of disease among lesbian, gay, bisexual and transgender people.
- (3) To provide care, support and practical assistance and relief to those living with HIV/AIDS.
- (4) To provide care, support and practical assistance and relief to lesbians, gay men, bisexuals and transgender people suffering from disease.
- (5) To reduce disadvantage and discrimination suffered by people living with HIV/AIDS.
- (6) To reduce disadvantage and discrimination suffered by lesbian, gay, bisexual and transgender people.
- (7) To provide information and training on the prevention and treatment of HIV/AIDS to people with HIV, their carers, health professionals and the general public.
- (8) To provide information and training on the prevention and treatment of disease among lesbians, gay man, bisexuals and transgender people to lesbian, gay, bisexual and transgender people, their carers, health professionals and the general public.
- (9) To undertake, participate in and/or promote research into the prevention of HIV transmission and the treatment and care of those living with HIV/AIDS.
- (10) To undertake, participate in and/or promote research into the prevention of disease in lesbians, gay men, bisexuals and transgender people and the care or those living with diseases.
- (11) To engage and collaborate with organisations, institutions or bodies, whether corporate or not, which in the opinion of the Association have been or are actively pursuing any of the Association's objects.
- (12) To provide general health and community services to the public in a manner which best serves the needs of the community.

3.2 Notwithstanding the objects described in Rule 3.1, the Association is not established for the purpose of and is not empowered to provide legal assistance or advice to persons or organisations who have breached or who are alleged to have breached the *Criminal Code Act 1899 (Qld)* or any other law of the State of Queensland or of the Commonwealth of Australia.

3.3 The Association must pursue only the charitable purposes described above and must apply its income in promoting only those purposes.

### **4. Powers**

4.1 The Association has all the powers of an individual and can do all things which are considered incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

4.2 Without limiting the generality of Rule 4.1, and subject to Rule 4.3 the Association has the power to:

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- (1) co-operate with, amalgamate with, become a member of or subscribe to any other incorporated or unincorporated association, club or organisation whose objects are altogether or in part similar to those of the Association and whose governing rules or constitution prohibit the distribution of income and property to its members in the same way that Rule 6.1 does;
  - (2) to purchase and otherwise acquire and undertake all or 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;
  - (3) subject to the requirements of any laws of the State of Queensland or the Commonwealth of Australia, to transfer all or part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated associations with which the Association is authorised to amalgamate;
  - (4) buy, sell and deal in all kinds of property, articles, commodities and provisions both liquid and non-liquid from and to the Members and persons frequenting the Association's premises;
  - (5) to enter into, carry out and comply with any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects of the Association and the exercise of the powers of the Association;
  - (6) to obtain, exercise and comply with any conditions imposed on any rights, privileges and concessions from any Government or Authority that the Association thinks fit;
  - (7) to remunerate by whatever means the Board deems appropriate, any person or body corporate for services rendered or to be rendered or products provided or to be provided to the Association;
  - (8) to invest and deal with the money of the Association which is not required to meet any liabilities incurred by the Association in any manner which the Board may from time to time deem appropriate, subject to the requirements of the Act and any other laws of the State of Queensland and the Commonwealth of Australia;
  - (9) to lend and advance money, give credit and to give guarantees and indemnities for the payment of money or the performance of obligations by any person or body corporate to any person or body corporate;
  - (10) to borrow or raise money either alone or in conjunction with any person or legal entity on such terms, including as to security, as the Board thinks fit;
  - (11) to mortgage, charge or otherwise encumber the property or assets of the Association;
  - (12) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;

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- (13) to purchase 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;
  - (14) to take or hold mortgages, liens, or charges, on whatever terms to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Association's property sold by the Association, or any money due to the Association;
  - (15) to accept and hold any gift of property for one or more of the objects of the Association;
  - (16) to appeal to the public for contributions, donations or subscriptions to the funds of the Association in whatever way the Board thinks fit, and subject to the provisions of any law of the State of Queensland and the Commonwealth of Australia;
  - (17) to print and publish, or to procure the printing and the publication of any newspapers, periodicals, articles, books or leaflets; and
  - (18) to make donations for charitable or community purposes; and to do all things that are incidental or conducive to the attainment of the objects of the Association and the exercise of the powers of the Association.
- 4.3 Where the Association has purchased, leased, been given or otherwise acquired any property which is subject to any trust, the Association must take, hold and deal with that property subject to the terms of and as provided by the trusts and the law relating to such trusts.
- 4.4 Despite Rules 4.1 and 4.2 the powers of the Association are ancillary to and exercisable only to pursue the objects of the Association set out in Rule 3.

## **5. Application of Income and Property**

- 5.1 The income and property of the Association, from wherever it is derived, must be applied solely towards the promotion of the objects of the Association set out in Rule 3.

## **6. No Distribution to Members**

- 6.1 No portion of the income or property of the Association may be paid directly or indirectly, by way of dividend, bonus or otherwise to the Members of the Association.
- 6.2 Rule 6.1 does not prevent payments made in good faith to:
- (1) remunerate any employee or member of the Association in return for any services actually rendered to the Association or for goods supplied in the ordinary and usual way of business;

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- (2) pay interest at a rate not exceeding commercial market rates of interest for money lent by trading banks from time to time on money borrowed from any Member of the Association;
  - (3) pay reasonable and proper rent by the Association to a member of the Association for premises leased by the Member to the Association; or
  - (4) reimburse out of pocket expenses to any of the Board Members, officers, Members or volunteers of the Association for expenses incurred in the conduct of services rendered to the Association. Receipts for expenses incurred must be supplied to the Association for any entitlement to reimbursement to arise.

### 6.3 Board Members

Board Members shall not be remunerated in their capacity as management committee members of the Association but nothing prevents the payment in good faith of out-of-pocket expenses incurred in carrying out the duties of a Board Member where the payments do not exceed an amount previously approved by the Board;

### 6.4 Gift Fund

- (1) The Association will seek:
  - (a) endorsement as a deductible gift recipient in its own right in order to further its objects; or
  - (b) to be mentioned by name in an item of a table in Subdivision 30-B of the Income Tax Assessment Act 1997.
- (2) If endorsed as a deductible gift recipient in its own right, or mentioned by name in an item of a table in Subdivision 30-B of the Income Tax Assessment Act 1997, the Association shall ensure that its activities are carried out for the purposes in respect of which the Association has been endorsed as a deductible gift recipient.
- (3) If endorsed as a deductible gift recipient in its own right, or mentioned by name in an item of a table in Subdivision 30-B of the Income Tax Assessment Act 1997, the Association must maintain a fund for that purpose ("**Gift Fund**"):
  - (a) to which all gifts of money or property for those purposes are made;
  - (b) to which all money received by the Association because of gifts are credited; and
  - (c) which does not receive any other money or property.
- (4) The Association must use the Gift Fund only for its objects.
- (5) The Association must not directly or indirectly distribute any part of the Gift Fund to individuals except as bona fide compensation for services rendered

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by the individual to the Association or except as payment of bona fide expenses incurred by the individual on behalf of the Association.

- (6) The Association must maintain a separate bank account entitled "Gift Fund Account" to be used solely for the purposes of the Gift Fund.
- (7) The Association will invite members of the general public to make gifts to the Association for the purpose of carrying out the objects of the Association, for which the Association has been endorsed as a deductible gift recipient in its own right or mentioned by name in an item of a table in Subdivision 30-B of the *Income Tax Assessment Act 1997*.
- (8) The Association must issue receipts for gifts made to the Gift Fund and these receipts must be in the name of the Association.
- (9) The Gift Fund is subject to the provisions of the *Associations Incorporation Act 1981* and the resolutions of the Board of the Association.

## **MEMBERSHIP**

### **7. Membership**

- 7.1 The members of the Association are persons and bodies corporate admitted to membership of the Association in accordance with these Rules:

### **8. Classes of Membership**

- 8.1 The membership of the Association consists of:

- (1) Ordinary Members;
- (2) Corporate Members;
- (3) Financial Life Members; and
- (4) Honorary Life Members.

- 8.2 If recommended by the Board, additional classes of membership of the Association can be created by a resolution of the Members made in a general meeting.

### **9. Ordinary Members**

- 9.1 The number of Ordinary Members is unlimited.
- 9.2 Any individual natural person can apply to be admitted as an Ordinary Member.
- 9.3 Except as otherwise provided in these Rules, each Ordinary Member is entitled to one vote on each matter being considered by the Members whether by a show of hands or by a secret ballot.

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## **10. Corporate Members**

- 10.1 The number of Corporate Members is unlimited.
- 10.2 Any local authority, incorporated association or corporation can apply to be admitted as a corporate member.
- 10.3 Each Corporate Member must nominate a person to be the authorised representative of the Corporate Member.
- 10.4 A Corporate Member's authorised representative will act for and on behalf of his or her appointing Corporate Member in respect of all matters connected with the Association.
- 10.5 Each Corporate Member must provide the Secretary with written notice of its appointment of an authorised representative in such form as the Board may from time to time require, provided that the written notice includes:
- (1) the name of the authorised representative;
  - (2) the contact addresses and telephone numbers of the authorised representative; and
  - (3) the authorised representative's signed acceptance of its appointment as an authorised representative.
- 10.6 Where a Corporate Member revokes its appointment of a person as its authorised representative, or where an authorised representative resigns from that position, the relevant Corporate Member must notify the Secretary of the revocation or resignation as soon as possible and must provide notification of the Corporate Member's replacement authorised representative in the manner provided in these Rules as soon as possible.
- 10.7 Except as otherwise provided in these Rules, each Corporate Member is entitled to one vote on each matter being considered by the Members whether by show of hands or by secret ballot.

## **11. Financial Life Members**

- 11.1 The number of Financial Life Members is unlimited.
- 11.2 Any person, society, group, local authority, incorporated association or body corporate can apply to become a Financial Life Member.
- 11.3 Where a Financial Life Member is not a person, that Financial Life Member must nominate an individual natural person to be the authorised representative of the Financial Life Member.
- 11.4 A Financial Life Member's authorised representative will act for and on behalf of his or her appointing Financial Life Member in respect of all matters connected with the Association.

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11.5 Each Financial Life Member must provide the Secretary with written notice of its appointment of an authorised representative in such form as the Board may from time to time require, provided that the written notice includes:

- (1) the name of the authorised representative;
- (2) the contact addresses and telephone numbers of the authorised representative; and
- (3) the authorised representative's signed acceptance of its appointment as an authorised representative.

11.6 Where a Financial Life Member revokes its appointment of a person as its authorised representative, or where an authorised representative resigns from that position, the relevant Financial Life Member must notify the Secretary of the revocation or resignation as soon as possible and must provide notification of the Financial Life Member's replacement authorised representative in the manner provided in these Rules as soon as possible.

11.7 Except as otherwise provided in these Rules, each Financial Life Member is entitled to one vote on each matter being considered by the Members whether by a show of hands or by secret ballot.

## **12. Honorary Life Members**

12.1 The number of Honorary Life Members is unlimited.

12.2 A person who has rendered outstanding services in the pursuit of the objects of the Association may be nominated to be admitted as an Honorary Life Member provided that the person is not an employee of the Association and is not in a contractual or other financial relationship with the Association.

12.3 Except as otherwise provided in these Rules, each Honorary Life Member is entitled to one vote on each matter being considered by the Members whether by a show of hands or by secret ballot.

12.4 Honorary Life Members are entitled to receive notice of, attend and participate in discussions conducted at all Board meetings, but are not entitled to vote on matters considered at Board meetings.

## **13. Membership Fees**

13.1 The application fee payable by each applicant for membership of the Association is the sum for each category of membership determined by the Board from time to time.

13.2 No application fee is payable by any Honorary Life Member.

13.3 The membership fees for Ordinary Members, Corporate Members and Financial Life Members will be the amount decided by the Members in a general meeting from time to time.

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- 13.4 Honorary Life Members are not required to pay any membership fee.
- 13.5 Unless otherwise determined by the Members at a general meeting, membership fees will be payable annually.
- 13.6 Unless otherwise determined by the Board, each applicant for membership of the Association must pay the appropriate membership fee upon application for membership of the Association.
- 13.7 On the first day of July in the year immediately following the year of the Member's first admission to membership of the Association and on the first day of July in each subsequent year that the Member retains its membership of the Association, the Member must pay the appropriate membership fee to the Association.
- 13.8 If a Member is admitted as a member of the Association between 1 April and 30 June in any year, and that Member pays the appropriate membership fee to the Association, the Member retains its membership until 30 June of the following year

#### **14. Application for Membership**

- 14.1 An individual, local authority, society, group, incorporated association or body corporate that wants to be admitted as an Ordinary Member, Corporate Member or Financial Life Member must be proposed by one Financial Member and seconded by another Financial Member and must submit an application for membership of the Association in accordance with Rule 14.3.
- 14.2 To be admitted as an Honorary Life Member an individual must be proposed by a Financial Member who has been a Financial Member for not less than 5 continuous years and must be seconded by another Financial Member who has been a Financial Member for not less than 5 continuous years who must submit a nomination in accordance with Rule 14.3
- 14.3 An application or nomination for membership of the Association must be in the form determined by the Board from time to time and must:
- (1) be in writing;
  - (2) state the class of membership for which the applicant is applying or person is being nominated;
  - (3) be signed by the applicant and, in the case of an applicant that is not an individual natural person, be accompanied by a notice of appointment of an authorised representative as required under Rule 10.5;
  - (4) be signed by the proposing Financial Member and the seconding Financial Member;
  - (5) be accompanied by the appropriate application fee determined under Rule 13.1 (if applicable);

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- (6) be accompanied by the appropriate membership fee for the current year (if applicable); and
  - (7) be submitted to the Secretary.

## **15. Admission and Rejection of Members**

- 15.1 Applications for Ordinary membership, Corporate membership and Financial Life membership will be determined by way of an ordinary resolution of the Board.
- 15.2 Applications for Ordinary membership, Corporate membership and Financial Life membership must be considered by the Board at the next scheduled meeting held after the receipt of a complete application for membership of the Association.
- 15.3 Nominations for Honorary Life Membership must be discussed by the Board at the next scheduled Board meeting held after the receipt of a complete nomination for Honorary Life Membership.
- 15.4 At the Board meeting contemplated in Rule 15.3 the Board must determine whether or not it will recommend the acceptance of the nomination for Honorary Life Membership to the Members at the next general meeting.
- 15.5 Nominations for Honorary Life membership will be determined by an ordinary resolution of the Members to be taken at the next scheduled general meeting of Members after the Board has considered the nomination.
- 15.6 As soon as possible after an application or nomination for membership of the Association has been determined in accordance with Rules 15.2 and 15.5, the Secretary must give written notice of the outcome of the application to the applicant.
- 15.7 A successful applicant or nominee becomes a Member from the later in time of:
  - (1) the date on which the applicant pays the application fee, if any, and the membership fee; and
  - (2) the date on which the applicant or nominee receives notice of the outcome of its application or nomination in accordance with Rule 15.6.
- 15.8 The Secretary must enter the name and details of a successful applicant or nominee into the register of members as soon as possible after the applicant or nominee becomes a Member.

## **16. Termination of Membership**

- 16.1 A Member can resign from membership of the Association by giving written notice of that resignation to the Secretary.
- 16.2 The resignation of a Member contemplated in Rule 16.1 will take effect from the later in time of:

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- (1) 5 pm on the date specified in the notice of resignation; and
  - (2) 5 pm on the date that the Secretary receives the notice of resignation.
- 16.3 A Member who is a person automatically ceases to be a Member upon their death.
- 16.4 A Member that is a body corporate automatically ceases to be a Member if it becomes subject to an Insolvency Event.
- 16.5 Unless the Board otherwise determines, if, on the 61<sup>st</sup> day after the date on which a Member's membership fee became due, the Member has not paid the total membership fee payable by that Member, that Member ceases to be a Financial Member of the Association.
- 16.6 If a Member ceases to be a Financial Member under Rule 16.5, the Secretary must give the Member written notice that the Member is no longer a Financial Member of the Association and must update the Members register accordingly.
- 16.7 Unless the Board otherwise determines, if, on the 91<sup>st</sup> day after the date on which a Member's membership fee became due, the Member has not paid the total membership fee payable by that Member, that Member ceases to be a Member of the Association.
- 16.8 If a Member ceases to be a Member under Rule 16.7 the Secretary must give the former member written notice that they are no longer a Member and must update the Members register accordingly.
- 16.9 A former member of the Association whose membership of the Association ceased under Rule [16.7] does not have the right to appeal the termination of their membership of the Association.
- 16.10 The Board can, by way of an ordinary resolution terminate the membership of a Member if the Member:
- (1) is convicted of an indictable offence;
  - (2) fails to comply with any of the provisions of these Rules; or
  - (3) behaves in a manner reasonably considered to be injurious or prejudicial to the character or interests of the Association.
- 16.11 Where the Board proposes to terminate the membership of a Member on the basis of the circumstances described in Rule 16.10 the Member whose membership is proposed to be terminated must be given a full and fair opportunity in accordance with Rule 16.15 to show why its membership should not be terminated.
- 16.12 Where the Board proposes to terminate a Member's membership on the basis of the circumstances set out in Rule 16.10 the Secretary must give at least 7 days written notice of the Board meeting at which the termination will be considered to the Member whose membership is proposed to be terminated.

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- 16.13 The written notice referred to Rule 16.12 must include an invitation to the Member whose membership is proposed to be terminated to attend the meeting of the Board at which the termination will be considered to present its case.
- 16.14 Where a member receives a notice that the Board proposes to terminate its membership, as contemplated in Rule 16.13, it must as soon as possible advise the Secretary whether or not it will attend the Board meeting referred to in the notice.
- 16.15 A Member whose membership is proposed to be terminated as contemplated in Rule 16.10 can present its case to the Board verbally by attending the Board meeting at which the termination is being considered or in writing by preparing a statement to the Board which must be received by the Secretary not less than 24 hours before the commencement of the Board meeting.
- 16.16 Where the Secretary receives a written statement from a Member whose membership is proposed to be terminated and is advised that the Member whose membership is proposed to be terminated will not be attending the Board meeting, the Secretary must ensure that the statement is circulated to all of the Board members before or at the Board meeting.
- 16.17 The Secretary must give written notice of the Board's decision whether to terminate the Member's membership to the Member whose membership was proposed to be terminated as soon as possible after the Board has made its decision.
- 16.18 If, by an ordinary resolution of Board Members, the Board decides to terminate the membership of a Member in accordance with this Rule 16, the Secretary must enter the appropriate details in the register of Members.

## **17. Notification by Members**

- 17.1 Each Member must promptly notify the secretary in writing of any change in their qualification to be a member of the Association.
- 17.2 Each Corporate Member and Financial Life Member that is a body corporate must promptly notify the secretary in writing of any change in the person nominated as its nominated representative under Rules 10.3 and 11.3.
- 17.3 A person nominated as a nominated representative must consent to the nomination in writing.

## **18. Appeal against Rejection or Termination of Membership**

- 18.1 An applicant whose application for membership has been rejected, or whose membership has been terminated under Rule 16, may give the Secretary written notice of its intention to appeal against the decision.
- 18.2 A notice of intention to appeal referred to in Rule 18.1 must be given to the Secretary within 1 month after the applicant receives written notice of the decision to reject their application or terminate their membership.

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- 18.3 The Secretary must convene a general meeting within 3 months of receiving a notice of intention to appeal for the purpose of determining the appeal.
- 18.4 Appeals against the rejection of an application for membership will be deemed to have been successful if more than 50% of the Members attending the meeting in person or by proxy vote in favour of the appeal.
- 18.5 Appeals against the termination of membership will be deemed to have been successful unless at least  $\frac{3}{4}$  of the Members attending the meeting, in person or by proxy, vote to reject the appeal.
- 18.6 At a general meeting convened under Rule 18.3 before the appeal is determined:
- (1) the applicant must be given full and fair opportunity to show why their application for membership of the Association should not be rejected, or why their membership should not be terminated; and
  - (2) the members of the Board that resolved to reject the application for membership of the Association or terminate the membership must be given full and fair opportunity to show why the application for membership of the Association should be rejected, or why the applicant's membership should be terminated.
- 18.7 For the purposes of this Rule 18, "**applicant**" means the party making the appeal.
- 18.8 Despite anything to the contrary contained in these Rules, for the purposes of this Rule [18], "**Members attending the meeting**" means Members who are themselves, or through an authorised representative or attorney, physically present at the meeting.
- 18.9 The Secretary must, as soon as practical after the appeal is determined, refund any membership fees paid by an applicant who has unsuccessfully appealed against the rejection of their membership application.
- 18.10 If directed by the Board, the Secretary must, as soon as practical after being notified of the Board's determination, refund, on a pro rata basis, the membership fees paid for the current year by an applicant who has unsuccessfully appealed against the termination of their membership of the Association.

## **19. Register of Members**

- 19.1 A register of Members of the Association must be kept in accordance with the Act.
- 19.2 The following must be entered in the register of Members in respect of each Member:
- (1) the full name of the Member;
  - (2) the residential address, facsimile number and electronic mail address, if any, of the Member;
  - (3) the category of membership;

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- (4) the date of admission to, and cessation of membership;
  - (5) the date of last payment of the Member's annual subscription;
  - (6) in the case of a Member that is not an individual natural person, the full name, address, facsimile number and electronic mail address, if any, of its authorised representative; and
  - (7) such other information as the Board or the Members require.
- 19.3 Each Member and authorised representative must notify the secretary in writing of any change in that Member or person's name, address, facsimile number or electronic mail address within 1 month after the change.
- 19.4 A Financial Member can apply to inspect the register of Members by making a reasonable written application to the Secretary.
- 19.5 The Secretary must make the register of Members available for inspection during ordinary business hours to any Financial Member who makes a reasonable request in accordance with Rule 19.4.

## **SECRETARY**

### **20. Secretary**

- 20.1 The Board will determine whether the Secretary should be appointed by the Board or elected by the Members.
- 20.2 If there is a vacancy in the office of Secretary, the Board must appoint a person to be the Secretary within 1 month after the vacancy first occurs.
- 20.3 The Secretary must be an individual residing in Queensland, or in another State but not more than 65 km from the Queensland border, who is one of the following persons appointed by the Board:
- (a) Member or a Member's authorised representative; or
  - (b) another person.
- 20.4 The Board may appoint and remove the Secretary at any time.
- 20.5 Upon appointment or election, the Secretary automatically becomes a member of the Board.

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## APPOINTMENT OF DIRECTORS

### 21. Board Members

21.1 Subject to Rule 21.3 the Association has 10 Board Members elected by the Members in accordance with Rules 24 to 25.

21.2 The 10 Board Members will comprise:

- (1) a President;
- (2) a Secretary;
- (3) a Treasurer; and
- (4) 7 other Board Members

21.3 The Association can, by resolution made in a general meeting and without requiring an amendment to these Rules, increase or reduce the number of Board Members provided that the number of Board Members cannot be reduced below 3.

21.4 Of the Board Members referred to in Rule 21.2(4);

- (1) 1 must be a Staff Representative Board Member;
- (2) 1 Board Member must be a Northern Region Board Member;
- (3) 1 Board Member must be a Central Region Board Member;
- (4) 1 Board Member must be a Southern Region Board Member;
- (5) 1 Board Member must be a Brisbane Region Board Member; and
- (6) 2 Board Members must be General Board Members.

### 22. Board Members' Qualifications

22.1 To be eligible to be nominated as a candidate for the position of Northern Region Board Member, the person must ordinarily reside in the Northern Region.

22.2 To be eligible to be nominated as a candidate for the position of Central Region Board Member, the person must ordinarily reside in the Central Region.

22.3 To be eligible to be nominated as a candidate for the position of Southern Region Board Member, the person must ordinarily reside in the Southern Region.

22.4 To be eligible to be nominated as a candidate for the position of Brisbane Region Board Member, the person must ordinarily reside in the Brisbane Region.

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### **23. Nomination for Election as a Board Member**

- 23.1 Not less than 54 days before each annual general meeting is scheduled to occur, the Secretary must send a notice to each Financial Member inviting them to nominate representatives for the following Board positions:
- (1) President;
  - (2) Secretary;
  - (3) Treasurer.
- 23.2 Not less than 54 days before each annual general meeting is scheduled to occur, the Secretary must send a notice to each Financial Member inviting them to nominate up to 2 candidates for General Board Members.
- 23.3 Not less than 54 days before each annual general meeting is scheduled to occur, the Secretary must send a notice to each Brisbane Region Member inviting them to nominate up to 1 candidate for Brisbane Region Board Member.
- 23.4 Not less than 54 days before each annual general meeting is scheduled to occur, the Secretary must send a notice to each Central Region Member inviting them to nominate up to 1 candidate for Central Region Board Member.
- 23.5 Not less than 54 days before each annual general meeting is scheduled to occur, the Secretary must send a notice to each Northern Region Member inviting them to nominate up to 1 candidate for Northern Region Board Member.
- 23.6 Not less than 54 days before each annual general meeting is scheduled to occur, the Secretary must send a notice to each Southern Region Member inviting them to nominate up to 1 candidate for Southern Region Board Member.
- 23.7 Not less than 38 days before each annual general meeting is scheduled to occur, employees of the Association must nominate 1 candidate for the position of Staff Representative Board Member.
- 23.8 Nominations for all positions on the Board must be received by the Secretary no later than 38 days before each annual general meeting.
- 23.9 A nomination of a candidate for election as a Board Member must:
- (1) be in writing;
  - (2) state the position for which the candidate is being nominated;
  - (3) be signed by the candidate;
  - (4) be signed by 2 Financial Members; and
- be in the form determined by the Board.

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- 23.10 A list of the candidates' names in alphabetical order together with the position for which they are nominated must be sent to Members with the notice of the annual general meeting.
- 23.11 Rules 23 to 25 do not apply to appointments made to fill casual vacancies on the Board under Rule 26.

#### **24. Election of Board Members**

- 24.1 The Board Members are elected at each annual general meeting of the Association.
- 24.2 Subject to this Rule 24 Board Members hold office as Board Members for approximately 1 year.
- 24.3 The election of a Board Member takes effect from the close of the meeting at which the Board Member was elected.
- 24.4 An elected Board Member holds office until the termination of the next annual general meeting held after his or her election.
- 24.5 Each Board Member must resign at the annual general meeting immediately following the general meeting at which they were elected.
- 24.6 A Board Member who resigns in accordance with Rule 24.5 is eligible for re-election.
- 24.7 The resignation of a Board Member pursuant to Rule 24.5 takes effect from the close of the meeting at which the Board Member is required to resign.

#### **25. Election Procedure – Board Members**

- 25.1 If the number of candidates for election as Board Members is less than the number of vacancies on the Board the chairperson must call for candidates from the floor of the annual general meeting.
- 25.2 Candidates taken from the floor of the annual general meeting under Rule 25.1 must, as far as possible, meet the qualifications for the position for which they are nominated set out in Rule 22.
- 25.3 Subject to Rules 25.1 and 25.4, Board Members are elected by way of an ordinary resolution of Members made at an annual general meeting of the Association.
- 25.4 Voting for the election of Board Members can be carried out by way of a written ballot carried out at the annual general meeting.
- 25.5 Where there are more candidates than there are vacancies on the Board, the candidate elected for each position is the candidate who received the greatest number of votes in their favour and, in the case of candidates for the general positions contemplated in Rule 21.4(6), the candidates elected are the 2 candidates who received the greatest number of votes in their favour.

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25.6 If an equality of votes would otherwise prevent the successful candidate for a vacancy from being determined, the chairperson, prior to the declaration of the result of the ballot, in addition to his or her deliberative vote (if any) is entitled to a casting vote, except that if the chair:

- (1) does not exercise a casting vote; or
- (2) is one of the candidates who received the same number of votes;

then the names of the candidates who received the same number of votes must be put to a further ballot immediately.

25.7 Immediately after each annual general meeting the newly elected Board Members must hold a Board Meeting to elect one of their number to fill the position of Vice President.

### **APPOINTMENT OF BOARD MEMBERS BETWEEN AGMS**

#### **26. Casual Vacancies**

26.1 The Association in general meeting may by resolution and the Board Members may at any time appoint a person who is a Financial Member to be a Board Member, to fill a casual vacancy.

26.2 Any Board Member appointed under Rule 26.1 holds office until the termination of the next annual general meeting of the Association and is then eligible for re-election.

26.3 In the event of a vacancy in the office of a Board Member, the remaining Board Members may act, but if the number of remaining Board Members 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 Board Members to a number sufficient to constitute a quorum or convening a general meeting of the Association.

### **RESIGNATION AND REMOVAL OF DIRECTORS**

#### **27. Resignation of Board Member**

27.1 A Board Member may resign as a Board Member of the Association by giving a written notice of resignation to the Secretary.

27.2 The resignation of a Board Member referred to in Rule 27.1 will take effect from the later in time of:

- (1) 5 pm on the date that the Secretary receives the notice of resignation; and
- (2) 5 pm on the date specified in the notice of resignation.

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## **28. Removal of Board Member**

28.1 If a majority of Board Members consider that a Board Member has acted in a manner that seriously hinders the effective operation of the Board, or has behaved in a manner considered to be injurious or prejudicial to the character or interests of the Association, the Board may, by way of an ordinary resolution, propose the removal of that Board Member.

28.2 If:

- (1) the Board resolves to propose the removal of a Board Member as contemplated in Rule 28.1 and directs the Secretary to convene a general meeting; or
- (2) the Secretary receives a request from at least 27 Financial Members to convene a general meeting for the purpose of removing a Board Member,

the Secretary must convene a general meeting to consider the removal of the Board Member.

28.3 A Board Member whose removal is being considered, must be given the same notice of the general meeting referred to in Rule 28.2 that Members are given.

28.4 A Board Member whose removal is being considered, must be given a full and fair opportunity to present their case as to why they should not be removed from office in person at the meeting referred to in Rule 28.2 or by way of written submission.

28.5 At the meeting referred to in Rule 28.2, the Board Members who proposed the removal of the Board Member must present their case as to why the Board Member should be removed.

28.6 A Board Member can be removed from their position as a Board Member if, after the presentation of the cases for and against the removal as contemplated in Rules 28.4 and 28.5, a special resolution of the Financial Members present at the general meeting resolves to remove the Board Member.

28.7 For the purposes of this Rule 28, "Members present at the special general meeting" means Members physically present at the meeting, or in the case of Members that are not persons, Members whose authorised representatives are physically present at the meeting.

## **29. Vacation of Office of Board Member**

29.1 In addition to any other circumstances in which the office of a Board Member becomes vacant under the Act, the office of a Board Member becomes vacant if the Board Member:

- (1) becomes bankrupt or suspends payment or compounds with his or her creditors;

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- (2) 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;
  - (3) is removed by resolution in accordance with Rule 28; or
  - (4) resigns from office in accordance with Rule 27.

## **POWERS OF DIRECTORS**

### **30. Validation of Acts of Board Members and Secretaries**

- 30.1 The acts of a Board Member or Secretary of the Association are valid despite any defect that may afterwards be discovered in his or her appointment or qualification.
- 30.2 Where a person whose office as Board Member of the Association is vacated under a provision of the Act purports to do an act as a Board Member of the Association, that act is as valid, in relation to a person dealing with the Association in good faith and for value and without actual knowledge of the matter because of which the office was vacated, as if the office had not been vacated.

### **31. General Business Management**

- 31.1 The Board has general control of and responsibility for the affairs, property and funds of the Association.
- 31.2 Without limiting the generality of Rule 31.1 the Board has the powers set out in Rules 32-39.
- 31.3 The Board Members may exercise all the powers of the Association except any powers that the Act or these Rules require the Association to exercise in general meeting.
- 31.4 A Rule made or resolution passed by the Association in general meeting does not invalidate any prior act of the Board Members which would have been valid if that Rule or resolution had not been made or passed.

### **32. By-laws**

- 32.1 Subject to this Rule 32, the Board can make, amend or repeal by-laws for the internal management of the Association.
- 32.2 The by-laws referred to in Rule 32.1 cannot be inconsistent with these Rules.
- 32.3 Any by-law can be repealed by an ordinary resolution of Members made at a general meeting.

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### **33. Interpretation**

- 33.1 Any question relating to the interpretation of a Rule or by-law must be determined by an ordinary resolution of the Board.

### **34. Borrowing, Investing and Negotiable Investments**

- 34.1 The Board can exercise all the powers of the Association to borrow money from any person or body corporate (including Members), to change any property or business of the Association, to issue debentures or give any other security for a debt, liability or obligation of the Association on whatever terms the Board thinks fit.
- 34.2 The Board can invest funds of the Association from time to time in any way the Board thinks fit.
- 34.3 Subject to Rule 63.3 any 2 Board Members may sign, draw, accept, endorse or otherwise execute a negotiable instrument.
- 34.4 Subject to Rule 63.3 the Board Members may determine that a negotiable instrument, including a class of negotiable instrument, may be signed, drawn, accepted, endorsed or otherwise executed in a different way.

### **35. Patron**

- 35.1 The Board can appoint any person to be the Patron of the Association and can remove any person from the position of Patron.
- 35.2 The Board determines the terms and conditions governing the Patron's appointment.

### **36. General Manager**

- 36.1 The Board can appoint any person, not being a Board Member, to the position of general manager of the Association for the period and on the terms (including as to remuneration) the Board thinks fit.
- 36.2 The general manager is not a Board Member but is entitled to receive notice of, attend and participate in discussions at meetings of the Board except where the Board Members otherwise request.
- 36.3 The Board may, upon terms and conditions and with any restrictions they see fit, confer on a general manager any of the powers that the Board can exercise.
- 36.4 Any powers so conferred may be concurrent with the powers of the Board but cannot be to the exclusion of the powers of the Board.
- 36.5 The Board Members may revoke or vary:
- (1) an appointment; or
  - (2) any of the powers conferred on a general manager.

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36.6 If a general manager becomes incapable of acting in that capacity the Board Members may appoint any other person, not being a Board Member, to act temporarily as general manager.

### **37. Subcommittees**

37.1 The Board may delegate any of their powers to one or more subcommittees and working groups.

37.2 A subcommittee and working group must exercise the powers delegated to it in accordance with any directions of the Board.

37.3 The Board can make by-laws to govern the meetings and proceedings of subcommittees and working groups.

### **38. Employees**

38.1 The Board may delegate any of their powers to employees and may determine the terms and conditions of the employment of employees.

### **39. Regional Branches and Administration**

39.1 The Board may provide for the management and administration of the affairs of the Association in any specified region or locality in the manner they see fit.

39.2 Without limiting the operation of Rule 39.1 the Board may:

- (1) establish any regional or local committees or branches;
- (2) appoint any Members or any nominated representative of a Corporate Member to be a member of the local committee or branch;
- (3) appoint any managers or agents, fix their remuneration and delegate to them any of the powers vested in the Board; and
- (4) authorise the members for the time being of the local committee or branch to fill any vacancies on it and to act despite vacancies.

## **DIRECTORS' INTERESTS**

### **40. Prohibition on Being Present or Voting**

40.1 A Board Member who has a personal interest in a matter that is being considered at a meeting of the Board:

- (1) must not be counted in a quorum;
- (2) must not vote on the matter; and

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- (3) must not be present while the matter is being considered at the meeting.

#### **41. Board Member to Disclose Interests**

- 41.1 A Board Member who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Association must, as soon as practicable after the relevant facts have come to the Board Member's knowledge, declare the nature of the interest at a meeting of the Board Members or by written notice to the secretary of the Association.
- 41.2 A Board Member who holds any office or possesses any property by which, whether directly or indirectly, duties or interests might be created in conflict with his or her duties or interests as Board Member must declare at a meeting of the Board Members of the Association or by written notice to the secretary of the Association the fact and the nature, character and extent of the conflict.
- 41.3 For the purposes of Rules 40 and 41, a Board Member's interest or any conflict must be disregarded if it arises from or relates solely to the Board Member being a recipient of services provided by the Association.

#### **42. Effect of Interest in Contract**

- 42.1 If a Board Member has an interest in a contract or proposed contract with the Association (other than as a Member), or a conflicting interest or duty in relation to any other matter being considered by the Board Members, and the Board Member discloses the nature and extent of the interest or duty at a meeting of the Board Members or by written notice to the secretary of the Association:
- (1) the contract may be entered into; and
  - (2) if the disclosure is made before the contract is entered into:
    - (a) the Board Member may retain benefits under the contract even though the Board Member has an interest in the contract;
    - (b) the Association cannot avoid the contract merely because of the existence of the interest; and
    - (c) the Board Member is not disqualified from the office of Board Member.
- 42.2 For the purposes of Rule 42.1 "**contract**" includes an arrangement, dealing or other transaction.

#### **43. Other Board Memberships and Shareholdings**

- 43.1 A Board Member of the Association may be or become a Board Member, officer, employee or member of any incorporated association or body corporate promoted by the Association or in which the Association may be interested as a vendor, shareholder or otherwise and is not accountable for any reasonable benefits received

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as a Board Member, officer, employee or member of the other incorporated association or body corporate.

## **REMUNERATION OF DIRECTORS**

### **44. No Board Members' Remuneration**

44.1 Despite Rule 6.2 no Board Member may receive any remuneration for his or her services in his or her capacity as a Board Member of the Association.

### **45. Board Members' Expenses**

45.1 Despite Rule 44 the Association may pay the Board Members' travelling and other expenses that they properly incur:

- (1) in attending Board meetings or any meetings of subcommittees or working groups;
- (2) in attending any general meetings of the Association; and
- (3) in connection with the Association's business;

where reimbursement is provided under the by-laws or policies of the Association.

### **46. Financial Benefit**

46.1 To the extent, if any, required by the Act, a Board Member must ensure that the requirements of the Act and the Australian income tax assessment acts are complied with in relation to any financial benefit given by the Association to the Board Member or to any other related party of the Board Member.

## **BOARD MEETINGS**

### **47. Circulating Resolutions**

47.1 The Board may pass a resolution without a Board meeting being held if no less than two thirds of the Board Members entitled to vote on the resolution (except a Board Member absent from Australia who has not left a facsimile number at which he or she may be given notice) sign a document containing a statement that he or she is in favour of the resolution set out in the document.

47.2 Separate copies of a document may be used for signing by Board Members if the wording of the resolution and statement is identical in each copy.

47.3 The resolution is passed when the last Board Member whose vote takes the votes in favour of the resolution to two thirds of the Board Members entitled to vote signs.

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47.4 A facsimile addressed to or received by the Association and purporting to be signed or sent by a Board Member for the purpose of this Rule 47 must be treated as a document in writing signed by that Board Member.

#### **48. Meetings of Board Members**

48.1 The Board Members may meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they see fit.

#### **49. Calling Board Members' Meetings**

49.1 The Secretary must convene ordinary meetings of the Board at regular intervals and at least once every 4 months.

49.2 The Secretary must convene an additional special meeting of the Board if he or she receives a request from:

- (1) any 2 of the President, Secretary and General Manager; or
- (2) not less than  $\frac{1}{3}$  of the Board Members.

49.3 The Secretary need not convene an additional special meeting of the Board unless the request is:

- (1) in writing;
- (2) signed by the people requesting the meeting; and
- (3) clearly states the reason why the meeting is being called and the business to be conducted at the meeting.

#### **50. Notice of Meeting**

50.1 Subject to Rule 50.2 reasonable notice of every Board meeting must be given to each Board Member except that it is not necessary to give notice of a meeting of Board Members to any Board Member who:

- (1) has been given special leave of absence; or
- (2) is absent from Australia and has not left a facsimile number at which he or she may be given notice.

50.2 At least 48 hours notice of a Board meeting convened under Rule 49.2 must be given to each Board Member and other person entitled to receive notice of Board meetings.

50.3 Any notice of a meeting of Board Members may be given in writing or orally, and whether by facsimile, telephone, electronic mail or any other means of communication.

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## **51. Technology Meeting of Board Members**

- 51.1 A Board meeting may be held using telephone or, if consented to by all Board Members, other technology. The consent may be a standing one. A Board Member may only withdraw the consent within a reasonable period before the meeting.
- 51.2 If a Board meeting is held using any technology and all the Board Members take part in the meeting, they must be treated as having consented to the use of the technology for that meeting.
- 51.3 The following provisions apply to a technology meeting:
- (1) each of the Board Members taking part in the meeting must be able to hear and be heard by each of the other Board Members taking part in the meeting; and
  - (2) at the commencement of the meeting each Board Member must announce his or her presence to all the other Board Members taking part in the meeting.
- 51.4 If the Secretary is not present at a technology meeting one of the Board Members, or their nominee present must take minutes of the meeting.
- 51.5 A Board Member may not leave a technology meeting by disconnecting his or her link to the meeting unless that Board Member has previously notified the chair of the meeting.
- 51.6 A Board Member is conclusively presumed to have been present and to have formed part of a quorum at all times during a technology meeting unless that Board Member has previously obtained the express consent of the chair to leave the meeting.

## **52. Chairing Board Members' Meetings**

- 52.1 The President may prepare a roster of Board Members who will fulfil the role of chairperson of each Board meeting.
- 52.2 The chairperson of each Board meeting will be the Board Member appointed as chairperson according to the Presidents roster referred to in Rule 52.1.
- 52.3 If the Board Member rostered on to perform the role of chairperson for a Board meeting is not present within 10 minutes after the time appointed for the commencement of the Board meeting, the Board Member rostered on to perform the role of chairperson at the next scheduled Board meeting will be the chairperson.
- 52.4 If the Board Members rostered on to perform the role of chairperson at the current meeting and at the next scheduled meeting are both not present within 10 minutes of the time appointed for the commencement of the Board meeting, the Board Members who are present must elect one of their number to be the chairperson.

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### **53. Quorum**

- 53.1 The quorum for a Board Members' meeting is 50% of current Board Members eligible to vote on resolutions considered by the Board. The quorum must be present at all times during the meeting.
- 53.2 If, within 30 minutes after the time appointed for the commencement of a Board meeting convened under Rule 49.2 a quorum is not present that Board meeting will lapse. In any other case the Board meeting will be adjourned to the same time, day and place in the next week or to such other time and place as the Board Members present determine.
- 53.3 If a Board meeting is adjourned under Rule 53.2, the Secretary must give notice of the new time, date and place for the next meeting to all Board members and all other persons entitled to receive notice of Board meetings.
- 53.4 If, within 30 minutes after the time approved for the commencement of a Board meeting adjourned under Rule 53.2, a quorum is not present then the Board meeting will lapse.

### **54. Passing of Board Members' Resolutions**

- 54.1 All matters arising at a Board meeting must be decided by a resolution of Board Members.
- 54.2 Unless a resolution is approved by more than 50% of the Board Members present at the meeting, the resolution is decided in the negative.

## **MEETINGS OF MEMBERS**

### **55. Calling of General Meetings**

- 55.1 Except as permitted by law, a general meeting to be called the "annual general meeting" must be held at least once every 12 months.
- 55.2 The annual general meeting must be held within 6 months of the close of the Association's financial year.
- 55.3 The Secretary must convene a general meeting if:
- (1) directed to do so by the Board;
  - (2) he or she receives a request from at least  $\frac{1}{3}$  of the current Board Members;
  - (3) he or she receives a request from at least 27 Financial Members; and
  - (4) he or she receives a written notice of intention to appeal against the rejection of a membership application or the termination of membership.

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55.4 The Secretary is not required to convene a general meeting unless the requests referred to in Rules 55.3(2) and 55.3(3) are in writing, signed by the Board Members or Financial Members requesting the meeting and clearly states the reason the meeting is requested and the business to be conducted at the general meeting.

## **56. Notice of General Meetings**

56.1 At least 28 clear days' written notice of a general meeting must be given to those persons and bodies corporate who are entitled to receive notice of general meetings.

56.2 Written notice of a general meeting must be given to:

- (1) each Member;
- (2) each Board Member; and
- (3) any other person determined by the Board.

56.3 Notice of a general meeting may be given:

- (1) personally;
- (2) by sending it by post to the address for the Member in the register of members or the alternative address (if any) nominated by the Member; or
- (3) by sending it to the facsimile number or electronic address (if any) nominated by the Member.

56.4 A notice of a general meeting sent by post is taken to be given 3 days after it is posted.

56.5 Except as provided by Rule 56.3, a notice of meeting sent by facsimile, or other electronic means, is taken to be given, if sent before 5 p.m. on a business day at the place of receipt, on the day it is sent, and otherwise on the next business day at the place of receipt.

56.6 Service by facsimile or electronic mail is not effective if:

- (1) in the case of service by facsimile, the Association's facsimile machine issues a transmission report that the transmission was unsuccessful;
- (2) in the case of service by electronic mail, the Association's computer reports that delivery has failed; or
- (3) in either case the addressee notifies the Association that the notice was not fully received in a legible form within 3 hours after the transmission ends or by 12 noon on the business day on which it would otherwise be treated as given, whichever is later.

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56.7 A certificate signed by any manager, Secretary or other officer of the Association that the notice was given in accordance with this Rule 56 is conclusive evidence that the notice was given in accordance with this Rule 56.

## **57. Members Motions**

57.1 Any 2 Financial Members of the Association may propose a resolution to be put before a general meeting by giving the Secretary written notice of the resolution.

57.2 The written notice referred to in Rule 57.1 must set out the proposed resolution and must be signed by both Financial Members who propose the resolution.

57.3 Upon receipt of a notice that complies with Rules 57.1 and 57.2 the Secretary must add the proposed resolution to the agenda for the next scheduled general meeting.

57.4 If the next scheduled general meeting referred to in Rule 57.3 is not scheduled to be held for more than 28 days from the date on which the Secretary receives the notice, the Secretary must advise the Financial Members who proposed the resolution.

57.5 Financial Members who are notified under Rule 57.4 can elect to approach the Board to ask them to direct the Secretary to call another general meeting under Rule 55.3(1) or can, with the agreement of 26 other Financial Members requisition a general meeting under Rule 55.3(3).

## **58. Proceedings of General Meetings**

58.1 The Secretary must send the agenda for a general meeting to all persons who received notice of the general meeting at least 14 days before the date on which the general meeting is scheduled to occur.

58.2 No business may be transacted at any general meeting unless a quorum is present.

58.3 Subject to Rule 58.6 at a general meeting the number of Financial Members present in person, (and, in the case of Members who are bodies corporate, by their authorised representative) or by proxy required to constitute a quorum is twice the current number of Board Members plus 1.

58.4 If, within 30 minutes after the appointed time for the commencement of the general meeting convened under Rule 55.3(3), a quorum is not present, the meeting will lapse.

58.5 If, within 30 minutes after the time appointed for the commencement of a general meeting convened under Rules 55.1, 55.3(1), 55.3(2) and 55.3(4), a quorum is not present, the meeting will be adjourned to the same day, time and place in the next week or such other time that the Board may determine.

58.6 Within 30 minutes after the time appointed for the commencement of a general meeting resumed after an adjournment, the Financial Members present in person (or in the case of a Financial Member who is a body corporate by their authorised representative) or by proxy will constitute a quorum.

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- 58.7 The agenda for a general meeting must:
- (1) set out the place, date and time for the meeting (and, if the meeting is to be held in 2 or more places, the technology that will be used);
  - (2) state the general nature of the meeting's business;
  - (3) if a special resolution is to be proposed at the meeting, set out an intention to propose the special resolution and state the resolution; and
  - (4) contain a statement setting out the following information:
    - (a) that the member has a right to appoint a proxy; and
    - (b) that the proxy need not be a member of the Association.
- 58.8 When a meeting is adjourned, new notice of the resumed meeting must be given if the meeting is adjourned for 1 month or more.
- 58.9 The accidental omission to give notice of any general meeting to or the non-receipt of the notice by any person entitled to receive notice of a general meeting under these Rules does not invalidate the proceedings at or any resolution passed at the meeting.
- 58.10 At any general meeting at which a quorum is present, the chairperson can, with the consent of a majority of the Financial Members present in person or by proxy, adjourn the meeting.
- 58.11 The only business that can be conducted at a meeting resumed after an adjournment is the business that was left unfinished at the meeting at which the adjournment took place.
- 58.12 The President shall preside as chairperson of all general meetings.
- 58.13 If the President is not present within 15 minutes after the time appointed (or the commencement of a general meeting), the Vice President shall preside as chairperson of the general meeting, or if the Vice President is not present then the Members present in person shall elect one of their number to act as chairperson of the meeting.
- 58.14 Every question, matter or resolution shall be decided by an ordinary majority of votes cast by the Financial Members present in person or by proxy unless the question is one that requires a special resolution.
- 58.15 A special resolution shall be decided by a  $\frac{3}{4}$  majority of votes cast by the Financial Members present in person or by proxy.
- 58.16 Each Financial Member present in person or by proxy at a general meeting is entitled to one vote.
- 58.17 A resolution put to the vote at a meeting of the Association's Members must be decided on a show of hands unless a ballot is demanded.

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- 58.18 On a show of hands, a declaration by the chairperson is conclusive evidence of the result. Neither the chairperson nor the minutes need to state the number or proportion of the votes recorded in favour or against.
- 58.19 If, at a general meeting, the number of votes cast for and against a resolution are equal, the resolution will be deemed to have been defeated.
- 58.20 Subject to Rule 58.21 at a general meeting, voting shall occur by a show of hands or a division of members.
- 58.21 If, at a general meeting,  $\frac{1}{5}$  or more of the Financial Members present in person, demand a ballot, a secret ballot will be conducted in accordance with the by-laws governing secret ballots.
- 58.22 The Association may hold a meeting of its members at 2 or more venues using any technology that gives the members as a whole a reasonable opportunity to participate.
- 58.23 A ballot may be demanded on any resolution.
- 58.24 A demand for a ballot may be withdrawn.
- 58.25 At a meeting of the Members, a ballot may be demanded by:
- (1) at least  $\frac{1}{5}$  of the Financial Members present in person or by proxy.
  - (2) the chairperson.
- 58.26 The ballot may be demanded:
- (1) before a vote is taken;
  - (2) before the voting results on a show of hands are declared; or
  - (3) immediately after the voting results on a show of hands are declared.
- 58.27 A ballot demanded on a matter other than the election of a chairperson or the question of an adjournment must be taken when and in the manner the chairperson directs.
- 58.28 A ballot on the election of a chairperson or on the question of an adjournment must be taken immediately.
- 58.29 The demand for a ballot does not prevent the continuance of a meeting for the transaction of any business other than the question on which a ballot has been demanded.
- 58.30 The result of the ballot is the resolution of the meeting at which the ballot was demanded.

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## **59. Proxies**

- 59.1 Where these Rules permit Members present in person or by proxy to vote, a Member can appoint a person as the Member's proxy to attend and vote for the Member at the meeting.
- 59.2 The proxy appointed by a Member need not be a Member himself/herself.
- 59.3 A validly appointed proxy will have one vote on each matter being considered at the meeting for which they have been appointed whether voting is conducted by a show of hands, division of Members or by a secret ballot.
- 59.4 A proxy's authority to speak and vote for a Member is suspended while the appointing Member is present in person at the meeting.
- 59.5 If a proxy is appointed only for a single meeting, that appointment may also be used at any postponement or adjournment of the meeting unless the form of appointment states otherwise.
- 59.6 The appointment of a proxy may be revoked at any time by giving written notice to the Secretary.
- 59.7 Proxies can only be used to vote on resolutions noted on the instruments appointing the proxy.
- 59.8 Proxies cannot be used to vote on resolutions that have been substantially amended.
- 59.9 For the purposes of this Rule 59, what constitutes a substantial amendment will be determined by the Board Members present at the meeting.
- 59.10 A Member appointing a proxy can direct the proxy how to vote on each resolution being considered at the meeting if the instrument appointing the proxy contains those directions.
- 59.11 In order to be a valid appointment of a proxy, the instrument appointing the proxy must:
- (1) be in writing;
  - (2) be signed by the appointer, or if the appointor is a body corporate, signed by an authorised officer;
  - (3) contain the appointing Member's name and address;
  - (4) contain the Association's name;
  - (5) contain the full name and contact details of the proxy;
  - (6) state the meetings at which the appointment may be used;
  - (7) be in the form set out in Rule 59.12 or as otherwise directed by the Board; and

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- (8) be received by the Secretary at least 7 days before the meeting is scheduled to occur.

59.12 Unless the Board otherwise directs, the instrument appointing a proxy must be in the following form:

**QUEENSLAND ASSOCIATION FOR HEALTHY COMMUNITIES INC.**

**PROXY FORM**

I/We, \_\_\_\_\_ of \_\_\_\_\_, being a member of the Queensland Association for Healthy Communities Inc. (**Association**) appoint \_\_\_\_\_ of \_\_\_\_\_ or in their absence, \_\_\_\_\_ of \_\_\_\_\_ or, failing them both, the chairman of the meeting as my/our proxy to vote for me/us on my/our behalf at the \*annual general/\*general meeting of the Association to be held on \_\_\_\_\_ and at any adjournment of that meeting.

I/We direct my/our proxy to vote on each resolution being considered at the meeting as indicated in the attached schedule of resolutions.

**(Note:** If you do not indicate how your proxy should vote in respect of any resolutions your proxy will be instructed to vote on those resolutions as he/she thinks fit.)

Signed on \_\_\_\_\_ .

Date \_\_\_\_\_ .

\* Strike out whichever is not desired.

**60. Business of an Annual General Meeting**

60.1 The business of an annual general meeting may include any of the following, even if not referred to in the notice of meeting:

- (1) the consideration of the annual financial report, Board Members' report and auditor's report;
- (2) the election of Board Members; and
- (3) the appointment of the auditor.

All other business transacted at an annual general meeting and all other business transacted at any other general meeting is special business.

60.2 The business of the annual general meeting also includes any other business which under these Rules or the Act ought to be transacted at an annual general meeting.

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- 60.3 The chairperson of the annual general meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask questions about or make comments on the management of the Association.
- 60.4 If the Association's auditor or the auditor's representative is at the meeting, the chairperson of an annual general meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask the auditor or that representative questions relevant to the conduct of the audit and the preparation and content of the auditor's report.

## MINUTES

### 61. Minutes to be Kept

- 61.1 The Secretary must ensure that complete and accurate minutes recording:
- (1) proceedings and resolutions of meetings of the Members;
  - (2) proceedings and resolutions of Board meetings (including meetings of a committee of Board Members);
  - (3) resolutions passed by the Board without a meeting;
- are kept.
- 61.2 To verify the accuracy of the minutes the Board Members must ensure that minutes of a meeting are signed within a reasonable time after the meeting by the following:
- (1) the chairperson of the meeting or the chairperson of the next meeting; and
  - (2) the Secretary.
- 61.3 The Board Members must ensure that minutes recording the passing of a resolution without a meeting are signed by the President and the Secretary within a reasonable time after the resolution is passed.
- 61.4 Without limiting Rule 61.1 the Secretary must ensure that the minutes also record:
- (1) all appointments of officers and executive employees;
  - (2) the names of the Board Members present at all meetings of the Board and of the Association; and
  - (3) in the case of a technology meeting, the nature of the technology.

### 62. Financial Year

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

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## **63. Funds and Accounts**

- 63.1 Subject to Rule 6.4, the funds received by the Association must be banked in the name of the Association as soon as practicable after the receipt of the funds.
- 63.2 All expenditure of the Association must be ratified by the Board.
- 63.3 All amounts of \$100 or more that are being paid by the Association must be paid by electronic funds transfer or a cheque, crossed not negotiable and signed by any 2 of:
- (1) the President;
  - (2) the Secretary;
  - (3) the Treasurer; and
  - (4) any other Member authorised by the Board.
- 63.4 The Board must ensure that proper books and accounts showing the correct financial position of the Association must be kept in accordance with the requirements of the Act and Australian accounting standards.
- 63.5 As soon as practicable, after the end of each financial year and, in any event, no later than 3 months after the end of each financial year, the Treasurer must ensure that the following statements are prepared:
- (1) the income and expenditure of the Association during the financial year just ended;
  - (2) the assets and liabilities of the Association at the close of the financial year just ended; and
  - (3) the mortgages, charges and securities of any description affecting any property of the Association as at the close of the financial year just ended.
- 63.6 The Treasurer must ensure that the financial affairs of the Association are audited annually by a person registered as an auditor under the *Corporations Act 2001* (Cth) or other person who meets the qualifications set out in the Act.
- 63.7 The Treasurer must present the audited statements to the Members at the annual general meeting immediately following the close of the financial year in respect of which the audit was conducted.

## **64. Safe Custody and Common Seal**

- 64.1 The Board must provide for the safe custody of the books, documents, instruments of title and securities of the Association.
- 64.2 The Board must also provide for the safe custody of the common seal of the Association.

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64.3 The Board must ensure that the common seal of the Association is used only with the express authority of the Board.

64.4 Each affixing of the common seal of the Association must be witnessed by a Board Member (who must sign the document) and must be countersigned by the Secretary or another Board Member appointed by the Board for that purpose.

## **65. Formalities Omitted**

65.1 If some formality required by these Rules is inadvertently omitted or is not carried out the omission does not invalidate anything, including any resolution, which but for the omission would have been valid unless it is proved to the satisfaction of the Board that the omission has directly prejudiced the rights of any Financial Member. The decision of the Board is final and binding on all Members.

## **66. Alterations**

66.1 Subject to the requirements of the Act these Rules can be amended or rescinded from time to time by a special resolution made at a general meeting.

66.2 Any amendment to or rescission of these Rules effected under Rule 66.1 is not effective unless it is registered by the Chief Executive under the Act.

66.3 If the Association is approved as a deductible gift recipient or an income tax exempt entity under the Australian income tax assessment legislation, the Board must ensure that the Australian Tax Office is advised in writing of any changes to these Rules.

## **67. Change of Status**

67.1 If, during its lifetime, the Association ceases to be endorsed as a deductible gift recipient or ceases to be endorsed as an income tax exempt entity under the Australian income tax assessment legislation, any surplus assets of the Gift Fund must be transferred to a fund, authority or constitution:

- (1) which is charitable at law; and
- (2) which is endorsed as a deductible gift recipient.

## **68. Winding Up**

68.1 The Association will be wound up if a special resolution to that effect is made at a general meeting convened to consider that resolution.

68.2 If:

- (1) the Association ceases to be endorsed as a deductible gift recipient under subdivision 30-BA of the *ITAA*; or

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- (2) the Association is wound up and, at that time, the Association is endorsed as a deductible gift recipient under subdivision 30-BA of the *ITAA*;

any surplus assets of the Gift Fund must be transferred to a fund, authority or institution:

- (3) which is charitable at law; and
- (4) gifts to which can be deducted under division 30 of the *ITAA*.

68.3 Subject to Rule 67.1, if at the time of the winding-up or dissolution of the Association any property remains, other than in the Gift Fund, after satisfaction of all its debts and liabilities, that property must not be paid to or distributed among the Members but must be given or transferred to some other institution or institutions determined by the Members at or before the time of dissolution which:

- (1) has similar objects to the Association; and
- (2) is endorsed by the Commissioner of Taxation as a public benevolent institution for the purposes of the *ITAA*.

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# **Queensland Association for Healthy Communities Inc.**

## **Constitution**

**As at 15th August, 2006**