

# CONSTITUTION

## MACKAY WOMENS CENTRE

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## **1. NAME**

The name of the incorporated association is Mackay Women's Centre Inc. ("the association").

## **2. OBJECTIVES**

2.1. The dominant objects/goals of the association are: –

- To provide direct services to relieve suffering, distress, misfortune, sickness and helplessness for all women, children and young people in the Mackay Region who access the service;
- To offer a range of services, activities and facilities, appropriate to the needs of women, children and young people to alleviate suffering, distress, misfortune, sickness and helplessness;
- To offer support, practical assistance and counselling, appropriate to the needs of women, children and young people affected by suffering, distress, misfortune, sickness and helplessness;
- To assist all women in need on a non-discriminatory basis;
- To have a Women's Centre which fosters a safe and trusting atmosphere, encouraging women of the Mackay Region to feel confident in accessing the services provided there, and by inviting them to participate in identifying, maintaining and enhancing these services.

2.2. The ancillary objects/goals of the association are –

- To promote and advocate for social justice and its components of access, equity, participation, and equality, for all women;
- To contribute to an enhanced understanding within the community of issues affecting women;
- To work collaboratively with other service-providers to address the needs of women;
- To actively encourage and support the participation of women in the development of services, facilities, planning processes, and policies that affect their lives; and
- To have a service for women, which operates from a broad feminist philosophy.

## **3. POWERS**

3.1. The powers of the association are:-

3.2. To take over the funds and other assets and liabilities of the present incorporated association.

3.3. To subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objectives are altogether or in part similar to those of the association provided that the association shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the association under or by virtue of rule 32 (11).

- 3.4. In furtherance of the objectives of the association to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the association or persons frequenting the association's premises.
- 3.5. To purchase, take on lease or in exchange, hire and otherwise acquire any lands, building, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objectives of the association: provided that in any case where the association shall take or hold any property which may be subject to any trusts the association shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- 3.6. To enter into any arrangements with any government or authority that are incidental or conducive to the attainment of the objectives and the exercise of the powers of the association; to obtain from any such government or authority and rights, privileges and concessions which the association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights privileges and concessions.
- 3.7. To appoint, employ, remove or suspend such managers, clerks, secretaries, and other persons as may be necessary or convenient for the purposes of the association.
- 3.8. To remunerate any person or body corporate for the services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the incorporated association or in or about the incorporated association or promotion of the incorporated association or in the furtherance of its objectives.
- 3.9. To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the association's interests, and to contribute to subsidise or otherwise assist and take part in the constructional, improvement, maintenance, development, working, management, carrying out alteration or control thereof.
- 3.10. To invest and deal with the money of the association not immediately required in such manner as may from time to time be thought fit.
- 3.11. To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate.
- 3.12. In furtherance of the objective of the association to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate.
- 3.13. To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with other as afore said by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the

incorporated association's property or assets present or future and to purchase, redeem or pay-off any such securities.

- 3.14. To draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- 3.15. In furtherance of the objectives of the association to 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.
- 3.16. To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the association's property of whatsoever kind sold by the association, or any money due to the association from purchasers and others.
- 3.17. To take any gift or property whether subject to any special trust or not, for any one or more of the objectives of the associations but subject always to the provision sub-rule (4).
- 3.18. to take such steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the association, in the shape of donations, annual subscriptions or otherwise.
- 3.19. To print and publish any newspapers, periodicals, books or leaflets that the association may think desirable for the promotion of its objectives.
- 3.20. In furtherance of the objectives of the association to amalgamate with any one or more incorporated associations having objectives altogether or in part similar to those of the association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the association under or by virtue of rule 32(11).
- 3.21. In furtherance of the objectives of the association to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the association is authorized to amalgamate.
- 3.22. In furtherance of the objectives of the association to transfer all or any 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 authorized to amalgamate;
- 3.23. To make donations for patriotic, charitable or community purposes;
- 3.24. To transact any lawful business in aid of the commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged;
- 3.25. To do all such other things as are incidental or conducive to the attainment of the objectives and the exercise of the powers of the association.

#### **4. CLASSES OF MEMBERS**

4.1. The membership of the association shall consist of-

- (a) ordinary members – open to all individuals of the Mackay region who support the objects of the association;
- (b) associate members – open to all other organisations, and groups which support the objects of association; and
- (c) honorary members – determined by the Board.

4.2. (a) The number of ordinary members is unlimited.

(b) The number of associate members is unlimited.

(c) The number of honorary members is unlimited.

4.3 (a) Each ordinary member shall be entitled to one vote in relation to any motion moved at any general meeting of the association.

(b) Associate members and Honorary members do not have voting rights.

#### **5. MEMBERSHIP**

5.1. A person who, on the day the association is incorporated, was a member of the above-named incorporated associations and who, on or before a day fixed by the Board, agrees in writing to become a member of the incorporated association, must be admitted by the Board to the same class of membership of the association as the member held in the previous incorporated association.

5.2. An applicant for membership of the association, other than the members of the incorporated associations mentioned in subsection (1), must be proposed by 1 member of the association (the “proposer”) and seconded by another member (the “seconder”).

5.3. An application for membership must be-

(a) in writing; and signed by the applicant and the applicant's proposer and seconder;  
and

(b) in the form decided by the Board.

5.4. The assets and income of the organisation shall be applied solely in furtherance of its above mentioned objects and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

## **6. MEMBERSHIP FEES**

6.1. The membership fee for each class of membership-

- (a) is the amount decided by the members from time to time at a general meeting; and
- (b) is payable when, and in the way, the Board decides.

## **7. ADMISSION AND REJECTION OF MEMBERS**

7.1. The Board must consider an application for membership at the next meeting of the Committee held after it receives-

- (a) the application; and
- (b) the appropriate membership fee for the application.

7.2. The Secretary of the association must, as soon as practicable after the Board decides to accept or reject an application, give the applicant a written notice of the decision

## **8. WHEN MEMBERSHIP ENDS**

8.1. A member may resign from the association by giving a written notice of resignation to the Secretary.

8.2. The resignation takes effect on-

- (a) the day and at the time the notice is received by the Secretary; or
- (b) if a later day is stated in the notice - the later day.

8.3. (3) The Board may terminate a member's membership if the member-

- (a) is convicted of an indictable offence; or
- (b) does not comply with any of the provisions of these rules; or
- (c) has membership fees in arrears for at least 2 months; or
- (d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the association.

8.4. Before the Board terminates a member's membership, the Committee must give the member a full and fair opportunity to show why the membership should not be terminated.

8.5. If, after considering all representations made by the member, the Board decides to terminate the membership, the Secretary of the Committee must give the member a written notice of the decision.

## **9. APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP**

- 9.1. A person whose application for membership has been rejected, or whose membership has been terminated, may give the Secretary written notice of the person's intention to appeal against the decision.
- 9.2. A notice of intention to appeal must be given to the Secretary within 1 month after the person receives written notice of the decision.
- 9.3. If the Secretary receives a notice of intention to appeal, the Secretary must, within 3 months after the day of receipt, call a general meeting to decide the appeal.
- 9.4. At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
- 9.5. Also, the Board and the Committee members who rejected the application or terminated the membership must be given an opportunity to show why the application should be rejected or the membership should be terminated.
- 9.6. An appeal must be decided by a vote of the members present at the meeting. (7) If a person whose application has been rejected does not appeal against the decision within 1 month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the Secretary must, as soon as practicable, refund the application fee paid by the person.

## **10. REGISTER OF MEMBERS**

- 10.1. The Board must keep a register of members.
- 10.2. The register of members must include the following particulars for each member-
  - (a) the full name and residential address of the member;
  - (b) the date of admission as a member;(c) the date of death or resignation of the member
  - (d) details about the termination or reinstatement of membership;
  - (e) any other particulars the Board or the members at a general meeting decide.
- 10.3. Any ordinary member may, at any reasonable time, inspect the register of members, provided that the addresses and telephone contact details of any other member shall not be provided without the written consent of such member.
- 10.4. However, before the member may inspect the register, the member must apply in writing to the Secretary to inspect it, and any reproduction or duplication of the register or its details must be first approved in writing by the Board.
- 10.5. Notwithstanding any other rule of this constitution, the Board may, on the application of a member of the association, withhold information about the member (other than the members full name) from the register available for inspection if the Board has reasonable grounds for believing the disclosure of the information would put the member or any of his or her family members at risk of harm.

## **11. SECRETARY**

- 11.1. If the association has not elected an interim officer as Secretary for the association before its incorporation, the members of the Board must ensure a Secretary is appointed or elected for the association within 1 month after incorporation.
- 11.2. If a vacancy happens in the office of Secretary, the members of the Board must ensure a Secretary is appointed or elected for the association within 1 month after the vacancy happens.
- 11.3. The Secretary must be a member of the association elected by the association as Secretary.
- 11.4. The Board may appoint and remove the association's Secretary at any time.

## **12. MEMBERSHIP OF BOARD**

- 12.1. The Board of the association consists of a Chairperson, Secretary, Treasurer, and such number of other members as the members of the association at any general meeting may from time to time elect or appoint.
- 12.2. The association members must elect or appoint all Board members at a general meeting.
- 12.3. A member of the Board, must be an Ordinary Member of the association.
- 12.4. At each annual general meeting of the association, the members of the Board must retire from office, but are eligible, on nomination, for re-election.

## **13. ELECTING THE BOARD**

- 13.1. A member of the Board may only be elected as follows-
  - (a) any 2 members of the association may nominate another member **(the "candidate")** to serve as a member of the Board;
  - (b) the nomination must be-
    - (i) in writing, on the approved nomination form; and
    - (ii) signed by the candidate and the members who nominated him or her; and
    - (iii) given to the Secretary at least 14 days before the annual general meeting at which the election is to be held;
  - (c) each ordinary member present at the annual general meeting may vote once for each vacant position;
  - (d) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- 13.2. A list of the candidates' names in alphabetical order, with the names of the members who nominated each candidate, must be posted in a conspicuous place in the office or



usual place of meeting of the association for at least 7 days immediately preceding the annual general meeting.

- 13.3. If required by the Board, balloting lists must be prepared containing the names of the candidates in alphabetical order.

#### **14. RESIGNATION OR REMOVAL FROM OFFICE OF BOARD MEMBER**

- 14.1. A Board member may resign from the Committee by giving written notice of resignation to the Secretary.
- 14.2. The resignation takes effect on-
- (a) the day and at the time the notice is received by the Secretary; or
  - (b) if a later day is stated in the notice - the later day.
- 14.3. A member may be removed from office at a general meeting of the association if a majority of the members present at the meeting vote in favour of removing the member.
- 14.4. Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- 14.5. A member has no right of appeal against the member's removal from office under this section.

#### **15. VACANCIES ON BOARD**

- 15.1. If a casual vacancy happens on the Board, the continuing members of the Committee may appoint another member of the association to fill the vacancy until the next annual general meeting
- 15.2. The continuing members of the Board may act despite a casual vacancy on the Board.
- 15.3. However, if the number of Committee members is less than the number fixed under these rules as a quorum of the Board, (see Section 17) the continuing members may act only to-
- (a) increase the number of Board members to the number required for a quorum; or
  - (b) call a general meeting of the association.

#### **16. FUNCTIONS OF BOARD**

- 16.1. Subject to these rules or a resolution of the association members carried at a general meeting, the Board -
- (a) has the general control and management of the administration of the affairs, property and funds of the association; and

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

16.2. The Board may exercise the powers of the association -

- (a) to borrow, raise or secure the payment of amounts in a way the association members decide; and
- (b) to secure the amounts mentioned in paragraph (a) 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
- (c) to purchase, redeem or pay off any securities issued; and
- (d) to borrow amounts from members and pay interest on the amounts borrowed; and
- (e) to mortgage or charge the whole or part of its property; and
- (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association; and
- (g) to provide and pay off any securities issued; and
- (h) to invest in a way the members of the association may from time to time decide.

16.3. For sub-section (2)(d), 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 -

- (a) the financial institution for the association; or
- (b) if there is more than 1 financial institution for the association - the financial institution nominated by the association.

## **17. MEETINGS OF BOARD**

- 17.1. Subject to subsections (2) to (16), the Board may meet and conduct its proceedings as it considers appropriate.
- 17.2. The Board must meet at least once each calendar month to exercise its functions.
- 17.3. The Committee must decide how a meeting is to be called.
- 17.4. Notice of a meeting is to be given in the way decided by the Committee. (5) If the Secretary receives a written request signed by at least 33% of the Board members, the Secretary must call a special meeting of the Committee.
- 17.5. A request for a special meeting must state-
  - (a) why the special meeting is being called; and

(b) the business to be conducted at the meeting.

- 17.6. The Chairperson or, if there is no Chairperson or if the Chairperson is not present within 10 minutes after the time fixed for a Board meeting, the Secretary is to preside as chairperson at the meeting.
- 17.7. If the Chairperson and the Secretary are absent from a Board meeting, the members may choose 1 of their members to preside as chairperson at the meeting.
- 17.8. If a quorum is not present within 30 minutes after the time fixed for a Board meeting called on the request of Committee members, the meeting lapses.
- 17.9. If a quorum is not present within 30 minutes after the time fixed for a Board meeting called other than on the request of Committee members, the meeting is to be adjourned to-
  - (a) the same day, time and place in the next week; or
  - (b) a day, time and place decided by the Committee.
- 17.10. If, at the adjourned meeting mentioned in subsection (15), a quorum is not present within 30 minutes after the time fixed for the meeting, the meeting lapses.

## **18. DELEGATION OF BOARD POWERS**

- 18.1. The Board may delegate the whole or part of its powers to a sub-Committee consisting of the association members considered appropriate by the Committee.
- 18.2. A sub-Committee may only exercise delegated powers in the way the Board decides.
- 18.3. A sub-Committee may elect a chairperson of its meetings.
- 18.4. If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be Chairperson of the meeting.
- 18.5. A sub-Committee may meet and adjourn as it considers appropriate.
- 18.6. A question arising at a sub-Committee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

## **19. ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS**

- 19.1. An act performed by the Board, a sub-Committee or a person acting as a member of the Board, is taken to have been validly performed.
- 19.2. Subsection (1) applies even if the act was performed when-
  - (a) there was a defect in the appointment of a member of the Board, sub-Committee or person acting as a member of the Board; or
  - (b) a Board member, sub-Committee member or person acting as a member of the Board was disqualified from being a member.

## **20. RESOLUTIONS OF BOARD WITHOUT MEETING**

- 20.1. A written resolution signed by each member of the Board for the time being entitled to receive notice of a Committee meeting is as valid and effectual as if it had been passed at a Committee meeting that was properly called and held.
- 20.2. A resolution mentioned in subsection (1) may consist of several documents in like form, each signed by 1 or more members of the Committee.

## **21. FIRST GENERAL MEETING**

- 21.1. The first general meeting must be held not less than 1 month, and not more than 3 months, after the day the association is incorporated.
- 21.2. The Board must decide where the meeting is to be held.
- 21.3. The business to be conducted at the first general meeting must include the appointment of an auditor.

## **22. FIRST ANNUAL GENERAL MEETING**

- 22.1. The first annual general meeting must be held within 18 months after the day the association is incorporated.

## **23. SUBSEQUENT ANNUAL GENERAL MEETINGS**

- 23.1. Each subsequent annual general meeting must be held -
  - (a) at least once each year; and
  - (b) within 3 months after the end of the association's previous financial year.

## **24. BUSINESS TO BE CONDUCTED AT ANNUAL GENERAL MEETING**

24.1. The following business must be conducted at each annual general meeting -

- (a) receiving the statement of income and expenditure, assets, liabilities and mortgages, charges and securities affecting the property of the association for the last financial year;
- (b) receiving the auditor's report on the financial affairs of the association for the last financial year;
- (c) presenting the audited statement to the meeting for adoption;
- (d) electing members of the Board;
- (e) appointing an auditor.

## **25. SPECIAL GENERAL MEETING**

25.1. The Secretary may only call a special general meeting by giving each member notice of the meeting within 14 days after-

- (a) being directed to call the meeting by the Board; or
- (b) being given a written request signed by-
  - (i) at least 33% of the members of the association presently on the Board; or
  - (ii) at least the number of ordinary members of the association equal to double the number of members of the association presently on the Board plus 1; or
- (c) being given a written notice of an intention to appeal against the decision of the Board-
  - (i) to reject an application for membership; or
  - (ii) to terminate a person's membership.

25.2. A request mentioned in subsection (1)(b) must state-

- (a) why the special general meeting is being called; and
- (b) the business to be conducted at the meeting.

## **26. NOTICE OF GENERAL MEETING**

- 26.1. The Secretary may call a general meeting of the association.
- 26.2. The Secretary must give at least 14 days notice of the meeting to each association member.
- 26.3. The Board may decide the way in which the notice must be given.
- 26.4. However, notice of the following meetings must be given in writing-
  - (a) a meeting called to hear and decide the appeal of a member against the rejection or termination of the member's membership by the Board; or
  - (b) a meeting called to hear and decide a proposed special resolution of the association.
- 26.5. A notice of a general meeting must state the business to be conducted at the meeting.

## **27. QUORUM FOR, AND ADJOURNMENT OF, GENERAL MEETING**

- 27.1. Subject to subsection (5), at a general meeting the number of members equal to double the number of members of the association presently serving on the Board plus 1 form a quorum.
- 27.2. No business may be conducted at a general meeting unless a quorum of members is present when the meeting proceeds to business.
- 27.3. If a quorum is not present within 30 minutes after the time fixed for a general meeting called on the request of members of the Board or the association, the meeting lapses.
- 27.4. 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 of the Board or the association, the meeting is to be adjourned to-
  - (a) the same day, time and place in the next week; or
  - (b) a day, time and place decided by the Board.
- 27.5. If at an adjourned meeting, a quorum under subsection (1) is not present within 30 minutes after the time fixed for the meeting, the members present form a quorum.
- 27.6. The chairperson may, with the consent of any meeting at which a quorum is present, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- 27.7. If a meeting is adjourned under subsection (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- 27.8. 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 a meeting is adjourned for at least 30 days.
- 27.9. 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.
- 27.10. In this rule, "member" includes a person attending as a proxy or representing a corporation that is a member.

## **28. PROCEDURE AT GENERAL MEETINGS**

- 28.1. Subject to these rules, at each general meeting -
  - (a) the Chairperson or, if there is no Chairperson or if the Chairperson is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the Secretary is to preside as chairperson; and
  - (b) if the Secretary is absent or unwilling to act as chairperson, the members present must elect 1 of their number to be chairperson of the meeting; and
  - (c) the chairperson must conduct the meeting in a proper and orderly way; and

- (d) each question, matter or resolution must be decided by a majority of votes of the members present; and
- (e) each member, within the Ordinary class of membership, is entitled to 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote; and
- (f) members within the Associate and Honorary classes of membership are not entitled to vote; and
- (g) a member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting; and
- (h) 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; and
- (i) if a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides; and
- (j) the result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held; and
- (k) a member may vote in person or by proxy, and-
  - (i) on a show of hands, each person present who is a member or a representative of a member, has 1 vote; and
  - (ii) in a secret ballot, each member present in person or by proxy, has 1 vote; and
- (l) an instrument appointing a proxy must be in writing, and signed by the appointer or of their attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand or attorney duly authorized; and
- (m) a proxy may be a member of the association or another person; and
- (n) the instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot; and
- (o) if someone wants to give a member an opportunity to vote for or against a resolution, the instrument appointing a proxy must be in the following or like form-



**Mackay Women's Centre Inc.**

I, ..... of  
....., being a financial member of Mackay  
Women's Centre Inc., appoint  
..... as my proxy to vote for me on my behalf at  
the General Meeting of the Mackay Women's Centre to be held on the  
..... day of ....., 20. . , and at any adjournment  
of the meeting.

Signed this.....day of ....., 20....

Signature

and

- (p) 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
- (q) the Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Board meeting and general meeting are entered in a minute book; and
- (r) the Secretary must ensure the minute book for each general meeting is open for inspection at all reasonable times by any financial member who previously applies to the Secretary for the inspection.

**28.2. To ensure the accuracy of the minutes recorded under subsection (1)(q)-**

- (a) the minutes of each Board meeting must be signed by the chairperson of the meeting, or the chairperson of the next Board meeting, verifying their accuracy; and
- (b) 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

- (c) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the association that is a general meeting or annual general meeting, verifying their accuracy.

## **29. BY-LAWS**

- 29.1. The Board may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the association.
- 29.2. A by-law may be set aside by a vote of members at a general meeting of the association.

## **30. ALTERATION OF RULES**

- 30.1. Subject to the *Associations Incorporation Act 1981*, these rules may be amended, repealed, or added to, by a special resolution carried at a general meeting.
- 30.2. (2) However an amendment, repeal or addition is valid only if it is registered by the chief executive.

## **31. COMMON SEAL**

- 31.1. The Board must ensure the association has a common seal. (2) The common seal must be-
  - (a) kept securely by the Board; and
  - (b) used only under the authority of the Board.
- 31.2. Each instrument to which the seal is attached must be signed by a member of the Board and countersigned by-
  - (a) the Secretary; or
  - (b) another member of the Board; or
  - (c) someone appointed by the Board.

## **32. FUNDS AND ACCOUNTS**

- 32.1. The funds of the association must be kept in an account in the name of the association in a financial institution decided by the Board.
- 32.2. Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
- 32.3. All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- 32.4. If an amount of \$100 or more is paid by cheque, the cheque must be signed by any 2 of the following-
- (a) the  
Chairperson;
  - (b) the Secretary;
  - (c) the Treasurer;
  - (d) another member authorised by the Board for the purpose.
- 32.5. Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed 'not negotiable'.
- 32.6. A petty cash account must be kept on the imprest system, and the Board must decide the amount of petty cash to be kept in the account.
- 32.7. All expenditure must be approved or ratified at a Board meeting.
- 32.8. The treasurer must, as soon as practicable after the end of each financial year, ensure a statement containing the following particulars is prepared -
- (a) the income and expenditure for the financial year just ended;
  - (b) the association's assets and liabilities at the close of the year;
  - (c) the mortgages, charges and securities affecting the property of the association at the close of the year.
- 32.9. If the association is incorporated within 3 months before the end of the association's financial year, subsection (8) does not apply for the financial year in which the association is incorporated.
- 32.10. The auditor must examine the statement prepared under subsection (8) 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.
- 32.11. The assets and income of the organisation shall be applied solely in furtherance of its above-mentioned objects and no portion shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or shall prevent the payment in good faith of interest to any such member in respect of monies

advanced by the member to the association or otherwise owing by the association or of remuneration to any officers or servants of the association or other person in return for any services actually rendered to the association provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association.

### **33. GIFT FUND**

- 33.1. The association shall maintain a deductible gift fund, being a separate fund maintained for the principal purposes of the association, as defined in the objects hereof.
- 33.2. All gifts, or deductible contributions, of money or property, contributed to the association shall be credited to the deductible gift fund.
- 33.3. No other money or property shall be credited to the deductible gift fund.
- 33.4. If the deductible gift fund is wound up, or if the endorsement (if any) of the association as a deductible gift recipient, is revoked, any surplus assets of the gift fund remaining, after the payment of any liabilities attributable to it, shall be transferred to a fund, authority or institution to which income tax deductible gifts can be made.

### **34. DOCUMENTS**

- 34.1. The Board must ensure the safe custody of books, documents, instruments of title and securities of the association.

### **35. FINANCIAL YEAR**

- 35.1. The financial year of the association closes on 30 June in each year.

### **36. DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY**

- 36.1. This section applies if the association-
  - (a) is wound-up under part 10 of the *Associations Incorporation Act 1981* (QLD); and
  - (b) it has surplus assets after payment of the organisation's liabilities.
- 36.2. The surplus assets must not be distributed among the association members.
- 36.3. The surplus assets must be given to another entity which is a public benevolent institution for the purposes of any commonwealth taxation Act-
  - (a) having objects similar to the association's objects; and
  - (b) the rules of which prohibit the distribution of the entity's income and assets to its members.

36.4. In this section, "surplus assets" has the meaning given by section 92(3)11 of the Associations Incorporation Act.