



PeakCare
Queensland Inc.

Rules of:

PeakCare Queensland Incorporated

Adopted on: 21 April 2023

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1 Interpretation

1.1 In these rules:

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

Applicant has the meaning given to it in rule 8.1.

Associate Member means a person or entity who has been accepted as an Associate Member of the Association under these rules. **Associate Membership** has the corresponding meaning.

Association has the meaning given to it in rule 2.

Board has the meaning given to it in rule 20.

Candidate has the meaning given to it in rule 22.4(a).

Chairperson means the chairperson and president of the Association.

Excluded Party means a statutory authority, government agency or an employee of such authorities or agencies.

Excluded Termination means a termination of a Member's Membership pursuant to rule 11.4(a) or rule 11.4(b).

Full Member means a person or entity who has been accepted as a full member of the Association under these rules. **Full Membership** has the corresponding meaning.

Member means an Associate Member or a Full Member. **Membership** has the corresponding meaning.

Secretary means the secretary of the Association appointed by the Board pursuant to rule 17.

Treasurer means the treasurer of the Association **present:**

- (a) at a Board meeting, see rule 27.6; or
- (b) at a general meeting, see rule 38.2.

Representative means a representative appointed by a Member who is not an individual pursuant to rule 6.5.

Tax Act means the *Income Tax Assessment Act 1936* (Cth) or the *Income Tax Assessment Act 1997* (Cth), as the context requires.

Vice-Chairperson means the vice-chairperson and vice-president of the Association.

1.2 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 Name

The name of the incorporated association is PeakCare Queensland Incorporated (the **Association**).

3 Objects

The objects of the Association are to:

- (a) assist and encourage non-government child protection service providers and practitioners, government departments and agencies develop and maintain high standards of services directed to ensuring the safety and well-being of children, young people and the support of their families;
- (b) represent and advocate for the Member organisations of the Association on or before other community bodies, statutory bodies, local, state and Commonwealth Government, their departments and agencies in matters of importance to the Members and/or to the community where these matters are consistent with, and further, other objectives of the Association, including those set out in this rule 3;
- (c) facilitate and undertake research, development and training in policy and practice relating to the safety and well-being of children and young people and the support of their families;
- (d) disseminate information, with a view of raising community consciousness of matters related to safety and wellbeing of children, young people and their families;
- (e) develop and maintain collaborative relationships and partnership with all the stakeholders associated with the safety and well-being of children and young people and the support of their families; and
- (f) facilitate the bringing together in committee and conference, representatives of non-government child protection agencies, government departments and other agencies for the furtherance of the above objectives.

4 Income and property of the association

- 4.1 The Association must not distribute any income or assets directly or indirectly to its Members, except as provided in subrules 4.2 and 48.2.
- 4.2 Subrule 4.1 does not prevent the Association from paying a Member for goods and services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the Association.

5 Powers

- 5.1 The Association has the powers of an individual.
- 5.2 The Association may, for example:
 - (a) enter into contracts; and
 - (b) acquire, hold, deal with and dispose of property; and

- (c) make charges for services and facilities it supplies; and
 - (d) do other things necessary or convenient to be done in carrying out its affairs.
- 5.3 The Association may also issue secured and unsecured notes, debentures and debenture stock for the Association.

6 Membership

6.1 The Membership of the Association consists of the following classes of Members:

- (a) Full Members; and
- (b) Associate Members.

6.2 The number of Full Members and Associate Members is unlimited.

6.3 An organisation (other than an Excluded Party) with a stated purpose, or significant activity, which includes:

- (a) the delivery of services directly related to the safety and well-being of children and young people; and
- (b) the support of their families, particularly at risk children and young people,

and which agrees to be bound by these rules will be eligible to apply for membership as a Full Member.

6.4 The following persons or entities (other than an Excluded Party) who agree to be bound by these rules will be eligible to apply for admission as an Associate Member:

- (a) a person or entity which does not meet the requirements for Full Membership under rule 6.3, but who wishes to support the Association and supports the stated objectives set out in rule 3; and
- (b) an individual, aged 18 years or over.

6.5 A Member which is not an individual must appoint by written notice to the Secretary an individual as its representative with the authority to:

- (a) exercise the Member's powers under these rules on behalf of the Member; and
- (b) be the primary point of contact and with responsibility to relay information to and from the Member.

The Member may change its representative from time to time by giving the Secretary written notice of the change of Representative and relevant contact details.

7 Automatic membership

A person who, on the day the Association adopts these rules, was a member of the Association and who, on or before a day fixed by the Board, agrees in writing to become a Member of the Association, must be admitted by the Board:

- (a) to the equivalent class of Membership of the Association as the member held prior to the date these amended rules are adopted ; or
- (b) if there is no equivalent class of membership – as a Full Member or an Associate Member as determined by the Board.

8 New membership

- 8.1 An applicant for Membership (including for Full Membership or Associate Membership) of the Association (the **Applicant**) must submit an application which meets the requirements set out in rule 8.2 to the Board..
- 8.2 An application for Membership must be:
 - (a) in writing; and
 - (b) in the form decided by the Board.

9 Membership fees

- 9.1 The membership fee for each class of Membership:
 - (a) is the amount decided by the Board from time to time; and
 - (b) is payable when, and in the way, the Board decides.

10 Admission and rejection of new Members

- 10.1 The Board must consider an application for Membership as soon as practicable after it receives the application for Membership.
- 10.2 The Board must ensure that, as soon as practicable after the person or entity applies to become a Member of the Association, and before the Board considers the Applicant's application, the Applicant is advised:
 - (a) whether or not the Association has public liability insurance; and
 - (b) if the Association has public liability insurance – the amount of the insurance.
- 10.3 The Board must decide at the meeting whether to accept or reject the application. The Board may decide to accept or reject an application for Membership in its absolute discretion.
- 10.4 If a majority of the members of the Board present at the meeting vote to accept the Applicant as a Member, the Applicant must be accepted as a Member for the class of Membership applied for.
- 10.5 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.

11 When Membership ends

- 11.1 A Member may resign from the Association by giving a written notice of resignation to the Secretary.

- 11.2 The resignation takes effect at:
- (a) the time the notice is received by the Secretary; or
 - (b) if a later time is stated in the notice – the later time.
- 11.3 A Member's voting rights under these rules will be suspended if the Member's membership fees fall two months into arrears (from the date on which notice was sent to the Member in relation to the renewal of their Membership).
- 11.4 The Board may immediately terminate a Member's Membership if the Member:
- (a) is convicted of an indictable offence; or
 - (b) has membership fees that are still in arrears 2-months after suspension of their voting rights in accordance with rule 11.3.

12 Disciplinary actions

- 12.1 The Board may resolve to warn, suspend or expel a Member from the Association if the majority of the Board members consider that:
- (a) the Member has breached or is not complying with these rules, or
 - (b) the Member's behaviour is causing, has caused, or is likely to cause harm to the character or interests of the Association.
- 12.2 At least 14 days before the Board meeting at which a resolution will be considered, the Secretary must notify the Member in writing:
- (a) that the Board members are considering a resolution to warn, suspend or expel the Member;
 - (b) that this resolution will be considered at a Board meeting and the date of that meeting;
 - (c) what the Member is said to have done or not done;
 - (d) the nature of the resolution that has been proposed, and
 - (e) that the Member may provide an explanation to the Board members, and details of how to do so.
- 12.3 Before the Board passes any resolution under rule 12.1 (other than in respect of warning), the Member must be given a chance to explain or defend themselves by:
- (a) sending the Board members a written explanation before that Board meeting, and/or
 - (b) speaking at the Board meeting.
- For the avoidance of doubt, the Board may pass any resolution under rule 12.1 where the relevant Member has been given a chance to explain or defend themselves but has not offered any explanation or defence prior to or at the Board meeting.
- 12.4 After considering any explanation under rule 12.3, the Board members may:

- (a) take no further action;
 - (b) warn the Member;
 - (c) suspend the Member's rights as a Member for a period of no more than 12 months;
 - (d) expel the Member;
 - (e) refer the decision to an unbiased, independent person on conditions that the Board members consider appropriate (however, the person can only make a decision that the Board members could have made under this clause), or
 - (f) require the matter to be determined at a general meeting.
- 12.5 The Board cannot fine a Member.
- 12.6 The Secretary must give written notice to the Member of the decision as soon as possible.

13 Appeal against termination of Membership

- 13.1 A person or organisation whose Membership has been terminated (other than in respect of an Excluded Termination), may give the Secretary written notice of the person's intention to appeal against the decision.
- 13.2 A notice of intention to appeal must be given to the Secretary within 1 month after the person or organisation receives written notice of the decision.
- 13.3 If the Secretary receives a notice of intention to appeal, the Secretary must, within 1 month after receiving the notice, call a general meeting of Full Members to decide the appeal.

14 General meeting to decide appeal

- 14.1 The general meeting to decide an appeal must be held within 3 months after the Secretary receives the notice of intention to appeal.
- 14.2 At the meeting, the Member must be given the opportunity to show why the Membership should not be terminated.
- 14.3 The Board and the members of the Board who terminated the Membership must be given the opportunity to show why the Membership should be terminated.
- 14.4 An appeal must be decided by a majority vote of the Full Members present and eligible to vote at the meeting.
- 14.5 If a person whose Membership has been terminated 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 pro-rata amount of the membership fee paid by the person.

15 Register of Members

- 15.1 The Board must procure the Secretary keeps a register of Members of the Association.
- 15.2 The register must include the following particulars for each Member:
- (a) the full name of the Member;
 - (b) the postal or residential address of the Member;
 - (c) the date of admission as a Member;
 - (d) the class of Membership of the Member;
 - (e) the date of death or time of resignation of the Member;
 - (f) details about the termination or reinstatement of Membership;
 - (g) the name and address of the Member's representative (if applicable);
and
 - (h) any other particulars the Board or the Full Members at a general meeting decide.
- 15.3 The register must be kept at the office of the Association and be open for inspection by Full Members of the Association at all reasonable times.
- 15.4 A Full Member must contact the Secretary to arrange an inspection of the register.
- 15.5 However, the Board may, on the application of a Full Member, withhold information about the Member (other than the Member's 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 at risk of harm.

16 Prohibition on use of information on register of Members

- 16.1 A Full Member of the Association must not:
- (a) use information obtained from the register of Members of the Association to contact, or send material to, another Member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes; or
 - (b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another Member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes.
- 16.2 Rule 16.1 does not apply if the use or disclosure of the information is approved by the Association.

17 Appointment of Secretary

- 17.1 A Secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is appointed by the Board as Secretary.
- 17.2 The Board may at any time appoint one or more Secretaries. If a vacancy happens in the office of Secretary, the members of the Board must ensure a Secretary is appointed for the Association within 1 month after the vacancy happens.
- 17.3 If the Board appoints a person (who is not a member of the Board) as Secretary, the person does not become a member of the Board by reason of their appointment as Secretary.
- 17.4 The Board may fix the remuneration (which must be reasonable) for services provided by the Secretary which may be by way of salary drawn from the Association.

18 Removal of Secretary

- 18.1 The Board of the Association may at any time remove a person appointed as the Secretary.

19 Functions of Secretary

The Secretary's functions include, but are not limited to:

- (a) calling general meetings of the Association (at the request of the Board) and meetings of the Board, including preparing notices of a general meeting or Board meetings in consultation with the Chairperson;
- (b) keeping minutes of each general meeting and meeting of Board;
- (c) keeping copies of all correspondence and other documents relating to the Association; and
- (d) maintaining the register of Members of the Association.

20 Membership of Board

- 20.1 The Board consists of a Chairperson, a Treasurer, a Vice-Chairperson, and any other members the Full Members elected at an annual general meeting.
- 20.2 The Board must have no less than three and no more than seven members.
- 20.3 A member of the Board, must be an Adult representative of a Full Member of the Association.
- 20.4 The term of a member of the Board starts from the day when the member is elected pursuant to rule 20.1 and ends on the day when the member must retire pursuant to rule 20.5.
- 20.5 At the third annual general meeting of the Association after the election or re-election of a member of the Board, the member must retire from office, but is eligible, on nomination, for re-election, unless rule 20.6 applies.

- 20.6 Subject to approval at an annual general meeting of the Association, a person who has served as a member of the Board for 2 consecutive terms is not eligible for re-election until the second annual general meeting following the member's retirement pursuant to rule 20.5.
- 20.7 A representative of a Full Member of the Association may be appointed by the Board to fill a casual vacancy on the Board under rule 24 until the next annual general meeting.

21 Payments to members of the Board

- 21.1 A member of the Board must not be paid any remuneration for services as a member of the Board or receive any other payment, except as permitted under subrule 21.2.
- 21.2 A member of the Board is entitled to be reimbursed out of the funds of the Association such reasonable travelling, accommodation and other expenses as the member of the Board may incur when travelling to or from any meetings of the Board or when otherwise engaged on the business of the Association.

22 Electing the Board

- 22.1 A member of the Board may only be elected as follows:
- (a) any Full Member of the Association may nominate the representative of that Full Member (the **Candidate**) to serve as a member of the Board;
 - (b) the nomination must be:
 - (i) in writing;
 - (ii) signed by the Candidate and the Full Member who nominated them; and
 - (iii) given to the Secretary at least 24 days before the annual general meeting at which the election is to be held
 - (c) each Full Member of the Association present and eligible to vote at the annual general meeting may vote for 1 Candidate for each vacant position on the Board; and
 - (d) if, at the start of the meeting, there are not enough Candidates nominated, nominations may be taken from the floor of the meeting by Full Members.
- 22.2 In the event that the number of Candidates who are nominated is greater than the number of vacated positions on the Board, the Chairperson must direct a secret ballot to be conducted using an electronic voting system administered by an independent third party over a designated series of days prior to the annual general meeting.
- 22.3 The result of a secret ballot as declared during the annual general meeting is taken to be a resolution of the meeting.
- 22.4 A person may be a Candidate only if the person:
- (a) is an adult;
 - (b) is a representative of a Full Member; and

- (c) is not ineligible to be elected as a Member under section 61A of the Act.
- 22.5 A list of the Candidates' names in alphabetical order, with the name of the Full Member each Candidate represents, and the names of the Full Members who nominated each Candidate, must be posted on the Association's website for at least 14 days immediately preceding:
- (a) the annual general meeting, or
 - (b) the commencement of a secret ballot using an electronic voting system administered by an independent third party over a designated series of days prior to the annual general meeting.
- 22.6 The Board must ensure that, before a Candidate is elected as a member of the Board, the Candidate is advised:
- (a) whether or not the Association has public liability insurance; and
 - (b) if the Association has public liability insurance – the amount of the insurance.

23 Resignation, removal or vacation of office of Board member

- 23.1 A member of the Board may resign from the Board by giving written notice of resignation to the Secretary.
- 23.2 The resignation takes effect at:
- (a) the time the notice is received by the Secretary; or
 - (b) if a later time is stated in the notice – the later time.
- 23.3 A member of the Board may be removed from office at a general meeting of the Association if a majority of the Full Members present and eligible to vote at the meeting vote is in favour of removing the member of the Board.
- 23.4 Before a vote of Full Members is taken about removing the member of the Board from office under rule 23.3, the relevant member of the Board must be given the opportunity to show cause why he or she should not be removed from office.
- 23.5 A member of the Board must also be removed from office with immediate effect if:
- (a) the Board member is a representative of a Full Member and:
 - (i) that Full Member ceases to be a Member of the Association;
 - (ii) the Board member ceases to be associated with the Full Member that they represent; or
 - (iii) that Full Member notifies the Association that the representative is no longer a representative of the Full Member; or
 - (b) the Board member become ineligible to be a member of the Board under the Corporations Act or the ACNC Act.
- 23.6 A member of the Board has no right of appeal against the member's removal from office under this rule.

- 23.7 A member of the Board immediately vacates the office of member of the Board in the circumstances mentioned in section 64(2) of the Act.

24 Vacancies on Board

- 24.1 If a casual vacancy on the Board arises, the continuing members of the Board may appoint a representative of any Full Member of the Association to fill the vacancy until the next annual general meeting.
- 24.2 The continuing members of the Board may act despite a casual vacancy on the Board.
- 24.3 However, if the number of Board members is less than the number required under rule 28.1 as a quorum of the Board, 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.
- 24.4 In this rule, **casual vacancy**, on the Board, means a vacancy that occurs when an elected member of the Board resigns, dies or otherwise stops holding office.

25 Appointed members on the Board

- 25.1 Notwithstanding anything else in this Constitution, the Board at its discretion may from time to time appoint up to 2 additional non-Member individuals to the Board, where the Board believes the individuals have necessary skill or experience which would be of benefit to the Board and its role and responsibilities.
- 25.2 An appointed member of the Board can serve a maximum period of three consecutive years. Following three consecutive years, an appointed Board member must cease to be an appointed Board member for a minimum of 12 calendar months before they are eligible to be re-appointed. For the avoidance of doubt, the term of appointment for any Board member appointed in accordance with this rule 25 will not count towards the term of any prior or future elected Board membership otherwise conducted under this Constitution.
- 25.3 An appointed member of the Board is not entitled to vote at a Board meeting and is not entitled to move or second a motion at a meeting of the Board.
- 25.4 The rules in clause 23 in relation to the resignation, removal or vacation of office of Board member apply to appointed members of the Board as if the references in that rule to a member of a Board where references to an appointed member of the Board appointed in accordance with this rule 25.

26 Functions of Board

- 26.1 Subject to these rules or a resolution of the Full Members of the Association carried at a general meeting, the Board has the general control and management of the administration of the affairs, property and funds of the Association.
- 26.2 The Board has authority to interpret the meaning of these rules and any matter relating to the Association on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

- 26.3 The Board may exercise the powers of the Association to:
- (a) borrow, raise or secure the payment of amounts; and
 - (b) 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) purchase, redeem or pay off any securities issued; and
 - (d) borrow amounts from Members and pay interest on the amounts borrowed; and
 - (e) mortgage or charge the whole or part of its property; and
 - (f) issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association; and
 - (g) provide and pay off any securities issued; and
 - (h) invest in a way the Full Members of the Association may from time to time decide.
- 26.4 For subrule 26.3(d), the terms of the loan (including the rate of interest) must be considered by the Board as reasonable having regard to market terms and conditions for similar financing arrangements and the Association's existing financing arrangements at the time.

27 Meetings of Board

- 27.1 Subject to this rule, the Board may meet and conduct its proceedings as it considers appropriate.
- 27.2 The Board must meet at least 4 times per annum (not including the annual general meeting) to exercise its functions.
- 27.3 The Board must decide how a meeting is to be called.
- 27.4 Notice of a meeting of the Board is to be given in the way decided by the Board.
- 27.5 The Board may hold meetings, or permit a Board member to take part in its meetings, by using any technology that reasonably allows the Board member to hear and take part in discussions as they happen.
- 27.6 A Board member who participates in the meeting as mentioned in subrule 27.5 is taken to be present at the meeting.
- 27.7 A question arising at a Board meeting is to be decided by a majority vote of members of the Board present and voting at the meeting and, if the votes are equal, the question is decided in the negative.
- 27.8 A member of the Board must not vote on a question about a contract or proposed contract with the Association if the Board member has an interest in the contract or proposed contract and, if the Board member does vote, that member's vote must not be counted.
- 27.9 The Chairperson is to preside as chairperson at a Board meeting.

- 27.10 If there is no Chairperson or if the Chairperson is not present within 10 minutes after the time fixed for a Board meeting or the Chairperson is not willing to act, the Vice-Chairperson shall be the chairperson. If the Vice-Chairperson is not present within 10 minutes or is not willing to act, the members of the Board may choose 1 of their number to preside as chairperson at the meeting.

28 Quorum for, and adjournment of, Board meeting

- 28.1 At a Board meeting, more than 50% of the members of the Board as at the close of the last general meeting of the Board members form a quorum.
- 28.2 If there is no quorum within 30 minutes after the time fixed for a Board meeting called on the request of members of the Board, the meeting lapses.
- 28.3 If there is no quorum within 30 minutes after the time fixed for a Board meeting called other than on the request of the members of the Board the meeting is to be adjourned to:
- (a) the same day in the next week at the same time and place; or
 - (b) such other day, and at such other time and place as determined by the members of the Board who are present.
- 28.4 If, at an adjourned meeting mentioned in subrule 28.3, there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

29 Special meeting of Board

- 29.1 If the Secretary receives a written request signed by at least 33% of the members of the Board, the Secretary must call a special meeting of the Board by giving each member of the Board notice of the meeting within 14 days after the Secretary receives the request.
- 29.2 If the Secretary is unable or unwilling to call the special meeting, the Chairperson must call the meeting.
- 29.3 A request for a special meeting must state:
- (a) why the special meeting is called; and
 - (b) the business to be conducted at the special meeting.
- 29.4 A notice of a special meeting must be given to the members of the Board at least 24 hours before the special meeting, and must state:
- (a) the day, time and place of the special meeting; and
 - (b) the business to be conducted at the special meeting.
- 29.5 A special meeting of the Board must be held within 14 days after notice of the special meeting is given to the members of the Board.

30 Minutes of Board meetings

- 30.1 The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Board meeting are entered in a minute book.

- 30.2 To ensure the accuracy of the minutes, 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.

31 Appointment of subcommittees

- 31.1 The Board may appoint a subcommittee consisting of members of the Board.
- 31.2 A subcommittee may elect a chairperson of its meetings.
- 31.3 If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the subcommittee members present may choose 1 of their number to be chairperson of the meeting.
- 31.4 A subcommittee may meet and adjourn as it considers appropriate.
- 31.5 Rule 21 applies to members of a subcommittee, except that references to “the Board” shall be read as “a subcommittee”. Any payments proposed to be made under subrule 21.2 must also be approved by the Board.

32 Acts not affected by defects or disqualifications

- 32.1 An act performed by the Board, a subcommittee or a person acting as a member of the Board is taken to have been validly performed.
- 32.2 Subrule 32.1 applies even if the act was performed when:
- (a) there was a defect in the appointment of a member of the Board, subcommittee or person acting as a member of the Board; or
 - (b) a Board member, subcommittee member or person acting as a member of the Board was disqualified from being a member.

33 Resolutions of Board without meeting

- 33.1 A written resolution signed by each member of the Board is as valid and effectual as if it had been passed at a Board meeting that was properly called and held.
- 33.2 A resolution mentioned in subrule 33.1 may consist of several documents in like form, each signed by 1 or more members of the Board.

34 Annual general meetings

An annual general meeting of the Association must be held:

- (a) at least once each year; and
- (b) within 6 months after the end date of the Association's reportable financial year.

35 Business to be conducted at annual general meeting

- 35.1 The following business must be conducted at each annual general meeting of the Association:
- (a) receiving the Association's financial statement, and audit report, for the last reportable financial year;
 - (b) presenting the financial statement and audit report to the meeting for adoption;
 - (c) electing members of the Board; and
 - (d) appointing an auditor or an accountant for the present financial year.

36 Notice of general meeting

- 36.1 The Secretary may call a general meeting of the Association.
- 36.2 The Secretary must give at least 14 days' notice of the general meeting to each Full Member of the Association.
- 36.3 If the Secretary is unable or unwilling to call the general meeting, the Chairperson must call the general meeting.
- 36.4 The Board may decide the way in which the notice of general meeting must be given.
- 36.5 However, notice of the following meetings must be given in writing:
- (a) a meeting called to hear and decide the appeal of a person against the Board's decision to terminate the person's Membership of the Association in accordance with rule 11.4;
 - (b) a meeting called to hear and decide a proposed special resolution of the Association.
- 36.6 A notice of a general meeting must state the business to be conducted at the general meeting.

37 Quorum for, and adjournment of, general meeting

- 37.1 The quorum for a general meeting is at least the number of Full Members elected or appointed to the Board at the close of the Association's last general meeting plus 1.
- 37.2 No business may be conducted at a general meeting unless there is a quorum of Full Members when the meeting proceeds to business.
- 37.3 If there is no quorum 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.
- 37.4 If there is no quorum 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 in the next week at the same time and place; or

- (b) such other date and at such other time and place as determined by the Board.

If, at an adjourned meeting mentioned in this subrule 37.4, there is no quorum within 30 minutes after the time fixed for the meeting, the Full Members present shall form a quorum.

- 37.5 The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- 37.6 If a meeting is adjourned under subrule 37.5, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- 37.7 The Secretary is not required to give the Full 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.
- 37.8 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.

38 Procedure at general meeting

- 38.1 A Full Member may take part and vote in a general meeting in person, by proxy, by attorney or by using any technology that reasonably allows the Full Member to hear and take part in discussions as they happen.
- 38.2 A Full Member who participates in a meeting as mentioned in rule 38.1 is taken to be present at the meeting.
- 38.3 At each general meeting:
 - (a) the Chairperson is to preside as chairperson; and
 - (b) 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 Vice-Chairperson shall be the chairperson. If the Vice-Chairperson is not present within 10 minutes or is not willing to act, the Full Members present must elect a representative from 1 of their number to be chairperson of the meeting; and
 - (c) the chairperson must conduct the meeting in a proper and orderly way.

39 Voting at general meeting

- 39.1 At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the Full Members present.
- 39.2 Each Full Member present and eligible to vote is entitled to 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
- 39.3 A Full Member is not entitled to vote at a general meeting if the Full Member's annual subscription is in arrears at the date of the meeting.
- 39.4 An Associate Member is not entitled to vote at a general meeting, but is entitled to attend at a general meeting.
- 39.5 The method of voting is to be decided by the Board.

- 39.6 However, if at least 20% of the Full Members present demand a secret ballot, voting must be by secret ballot.
- 39.7 If a secret ballot is held, the chairperson must direct the secret ballot to be conducted using an electronic voting system administered by an independent third party.
- 39.8 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.

40 Special general meeting

- 40.1 The Secretary must call a special general meeting by giving each Full Member of the Association 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 number of members of the Board when the request is signed; or
 - (ii) at least 20% of Financial Members of the Association; or
 - (c) being given a written notice of an intention to appeal against the decision of the Board to terminate a person's Membership in accordance with rule 11.4.
 - (d) A request mentioned in subrule 40.1(b) must state:
 - (i) why the special general meeting is being called; and
 - (ii) the business to be conducted at the meeting.
- 40.2 A special general meeting must be held within 3 months after the Secretary:
 - (a) is directed to call the meeting by the Board; or
 - (b) is given the written request mentioned in subrule 40.1(b); or
 - (c) is given the written notice of an intention to appeal mentioned in subrule 40.1(c).
- 40.3 If the Secretary is unable or unwilling to call the special meeting, the Chairperson must call the meeting.

41 Proxies

- 41.1 An instrument appointing a proxy must be in writing and be in the following or such other form as nominated by the Board:

[Name of association]:

I, of
 being a Member of the Association, appoint
 ofas my
 proxy to vote for me on my behalf at the (annual) general meeting of the

Association, to be held on the day of
20..... and at any adjournment of the meeting.

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

Signature

41.2 The instrument appointing a proxy must:

(a) if the appointor is an individual – be signed by the appointor or the appointor's attorney properly authorised in writing; or

(b) if the appointor is a corporation:

(i) be under section 127 of the *Corporations Act 2001* (Cth); or

(ii) be signed by a properly authorised officer or attorney of the corporation.

41.3 A proxy may be a Member of the Association.

41.4 The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.

41.5 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.

41.6 Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.

41.7 If an Full Member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the following or such other form nominated by the Board:

[Name of association]:

I, of
being a Member of the Association, appoint
of as my
proxy to vote for me on my behalf at the (annual) general meeting of the
Association, to be held on the day of
20..... and at any adjournment of the meeting.

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

Signature

This form is to be used *in favour of/*against [*strike out whichever is not wanted*] the following resolutions:

[List relevant resolutions]

42 Minutes of general meetings

- 42.1 The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book.
- 42.2 To ensure the accuracy of the minutes:
- (a) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
 - (b) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the Association that is a general meeting or annual general meeting, verifying their accuracy.
- 42.3 If asked by a Member of the Association, the Secretary must, within 28 days after the request is made:
- (a) make the minute book for a particular general meeting available for inspection by the Member at a mutually agreed time and place; and
 - (b) give the Member copies of the minutes of the meeting.
- 42.4 The Association may require the Member to pay the reasonable costs of providing copies of the minutes.

43 By-laws

- 43.1 The Board may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Association.
- 43.2 A by-law may be set aside by a vote of Full Members at a general meeting of the Association.

44 Alteration of rules

- 44.1 Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.
- 44.2 However an amendment, repeal or addition is valid only if it is registered by the chief executive.

45 Funds and accounts

- 45.1 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.
- 45.2 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.
- 45.3 All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- 45.4 The Board must ensure that appropriate policies and procedures are in place to promote best practice of financial accountability within the Association.

- 45.5 Always subject to these rules, all expenditure must be approved or ratified at a Board in accordance with the policies and procedures (as contemplated under rule 45.4), and the Board must take appropriate action if the relevant expenditure has not been contemplated under the relevant policies and procedures or would otherwise breach these rules.

46 General financial matters

- 46.1 On behalf of the Board, the Treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- 46.2 The income and property of the Association must be used solely in promoting the Association's objects and exercising the Association's powers.

47 Documents

- 47.1 The Board must ensure the safe custody of books, documents, instruments of title and securities of the Association.
- 47.2 The minutes or resolutions of a general meeting or Board meeting can be signed electronically.

48 Indemnity

- 48.1 The Association will be responsible for the acts of its employees, officers and agents, any payments made by and liabilities incurred by them, if and only if, the acts, payments or liabilities were performed, made or incurred by them:
- (a) within the scope of their authority;
 - (b) in the ordinary course of the Association's business;
 - (c) for the purposes of discharging their obligations as employee, agent or officer; and
 - (d) in good faith.
- 48.2 Subject to rule 48.1, the Association will indemnify any of the persons referred to in rule 48.1 against any liabilities incurred by or losses or damages suffered by the person in their capacity as an employee, agent or officer of the Association, unless the Association is forbidden by law (including, for the avoidance of doubt, the law relating to the charitable status of the Association) to provide such indemnification.

49 Financial year

The end date of the Association's financial year is 30 June in each year.

50 Distribution of surplus assets to another entity

- 50.1 This rule applies if the Association:
- (a) is wound-up under part 10 of the Act; and

(b) at that time, has surplus assets.

50.2 The surplus assets must not be distributed among the Members of the Association.

50.3 The surplus assets must be given to another entity:

(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,

save that if at the time when the Association is wound-up under part 10 of the Act, the Association is a deductible gift recipient under Division 30 of the Tax Act, the surplus assets must be transferred to another organisation to which income tax deductible gifts can be made.

50.4 In this rule, **surplus assets** see section 92(3) of the Act.

51 Revocation of DGR status

51.1 If the Association's endorsement as a deductible gift recipient under Division 30 of the Tax Act is revoked, despite any other provision in these rules, all remaining gifts, deductible contributions and any money received in respect of such gifts and contributions must be transferred to another organisation to which income tax deductible gifts can be made.

52 Service of documents

52.1 Document includes notice

In this rule 52, a reference to a document includes a notice and a notification by electronic means.

52.2 Form of document

Unless expressly stated otherwise in these rules, all notices, certificates, statements, demands, appointments, directions and other documents referred to in these rules must be in writing.

52.3 Methods of service

The Association may give a document to a Member:

(a) personally;

(b) by delivering it or sending it by post to the address for the Member in the register or an alternative address nominated by the Member;

(c) by sending it to an electronic address nominated by the Member; or

(d) by notifying the Member by an electronic means nominated by the Member that:

(i) the document is available; and

(ii) how the Member may use the nominated access means to access the document.

52.4 Post

A document sent by post:

- (a) if sent to an address in Australia, may be sent by ordinary post; and
- (b) if sent to an address outside Australia, must be sent by airmail,

and in either case is taken to have been received on the day after the date of its posting.

52.5 Electronic transmission

A document sent to an electronic address:

- (a) is taken to be effected by properly addressing and transmitting the electronic transmission; and
- (b) is taken to have been delivered on the day following its transmission.

52.6 Electronic notification

A document made available by electronic means is taken to have been given and received on the day after the date of transmission of the notification specifying that the document is available and how it can be accessed.

52.7 Evidence of service

A certificate signed by the Secretary stating that a document was sent, delivered or given to a Member by post or other electronic means on a particular date is evidence that the document was sent, delivered or given on that date and by that means.