

**Brisbane West Senior Citizens Centre Inc**

---

**CONSTITUTION**

---

<b>1</b>	<b>INTRODUCTION</b>	<b>5</b>
1.1	Name	5
1.2	Party Politics and Religion	5
1.3	Definitions	5
<b>2</b>	<b>STRUCTURE AND POWERS</b>	<b>5</b>
<b>3</b>	<b>APPLICATION OF THE ACT</b>	<b>5</b>
3.1	Interpretation	5
3.2	Replaceable Rules	Error! Bookmark not defined.
<b>4</b>	<b>OBJECTS, MISSION AND CORE VALUES</b>	<b>6</b>
4.1	Objects	6
4.2	Mission	6
4.3	Core Values	6
<b>5</b>	<b>MEMBERS</b>	<b>6</b>
5.1	Membership	6
5.2	Ordinary Membership	7
5.3	Honorary Membership	7
5.4	Life Membership	7
5.5	New Membership	7
5.6	Membership Fees	7
5.7	Admission and Rejection of New Members	7
5.8	Cessation of Membership	8
5.9	Appeal Against Rejection or Termination of Membership	8
5.10	Register of Members	9
5.11	Privacy	9
<b>6</b>	<b>GENERAL MEETINGS</b>	<b>9</b>
6.1	Annual General Meeting	9
6.2	Power to convene General Meeting	9
6.3	Notice of General Meeting	10
6.4	Right to appoint proxy	10
6.5	Form of proxy	10
<b>7</b>	<b>PROCEEDINGS AT GENERAL MEETING</b>	<b>10</b>
7.1	Number for a quorum	10
7.2	Requirement for a quorum	10
7.3	Quorum and time	10
7.4	Chair to preside over General Meetings	10

7.5	Conduct of General Meetings .....	11
7.6	Adjournment of General Meeting .....	11
7.7	Business to be Conducted at the Annual General Meeting.....	11
7.8	Questions decided by majority .....	11
7.9	Equality of votes.....	12
7.10	Declaration of results .....	12
7.11	Minutes of General Meetings .....	12
7.12	Chair to determine any poll dispute.....	12
<b>8</b>	<b><i>VOTES OF MEMBERS</i></b> .....	<b>12</b>
8.1	Votes of Members .....	12
8.2	Election of Management Committee .....	12
8.3	Resolutions not in General Meeting.....	13
<b>9</b>	<b><i>MANAGEMENT COMMITTEE</i></b> .....	<b>13</b>
9.1	Composition of the Management Committee .....	13
9.2	Nominations.....	13
9.3	Term of Office .....	14
9.4	Association Secretary .....	14
9.5	Resignation, Removal and Casual Vacancy.....	14
9.6	Vacation of office .....	14
9.7	Powers of the Management Committee .....	15
<b>10</b>	<b><i>MEETINGS OF THE MANAGEMENT COMMITTEE</i></b> .....	<b>15</b>
10.1	Meetings .....	15
10.2	Power to Convene a Meeting .....	15
10.3	Quorum and Attendance .....	16
10.4	Voting .....	16
10.5	Minutes.....	16
10.6	Resolution of Management Committee without meeting .....	16
10.7	Telecommunication Meeting .....	17
<b>11</b>	<b><i>GOVERNANCE</i></b> .....	<b>17</b>
11.1	Common Seal .....	17
11.2	Financial year .....	17
11.3	Accounts and Authorisation .....	17
11.4	Common seal.....	Error! Bookmark not defined.
11.5	Documents .....	18
<b>12</b>	<b><i>WINDING UP</i></b> .....	<b>18</b>
12.1	Members.....	18

12.2	Excess upon Winding Up.....	18
12.3	Distribution to Members .....	18
<b>13</b>	<b>AMENDMENTS .....</b>	<b>18</b>
13.1	Constitution .....	18
13.2	By-laws.....	18

---

## 1 INTRODUCTION

### 1.1 Name

The name of the incorporated Association is Brisbane West Senior Citizens' Centre Inc (**the Association**).

### 1.2 Party Politics and Religion

The Association is non-party political and non-sectarian.

### 1.3 Definitions

**Act** means the *Associations Incorporation Act 1981*

**AGM** has the meaning given to the term in the Act.

**Committee** means the Management Committee as defined in clause 9

**Constitution** means this document.

**Core Values** are set out in clause 4.3

**Members** and categories of membership are set out in clause 6

**Mission** is set out in clause 4.2.

**Objects** are set out in clause 4.1.

**Voting Member** means an Ordinary member in accordance with clause 5.2.

---

## 2 STRUCTURE AND POWERS

- a) The Association is an Incorporated Association as defined by the Act.
  - b) The Association has all of the powers of an individual.
  - c) 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.
  - d) The Association may issue secured and unsecured notes, debentures and debenture stock for the Association.
  - e) The Association may co-operate and/or affiliate with any society, association or other organisation having objects not contrary to those of the Association.
  - f) The assets and income of the organisation shall be applied solely to further its objects and no portion shall be distributed directly or indirectly to the members of the organisation except as genuine compensation for services rendered or expenses incurred on behalf of the organisation
- 

## 3 APPLICATION OF THE ACT

### 3.1 Interpretation

- a) Except where defined in clause 1.3, the words used in the Constitution are to be read on the basis that the words have their usual English meaning as stated in the Macquarie Dictionary.
  - b) Unless the contrary intention appears:
    - a. an expression used in this Constitution that deals with a matter dealt with by a
-

- b. an expression that has a defined meaning in the Act has the same meaning in this Constitution.
- c) Members will follow this Constitution with the best interests and objects of the Association in mind.

---

## **4 OBJECTS, AND CORE VALUES**

### **4.1 Objects**

The Objects of the Association are:

- a) establish and operate in Paddington, Brisbane, a centre predominantly for the benefit of persons of fifty (50) years of age and over;
- b) to help facilitate in Paddington, Brisbane, the operation of a Day Respite Centre for persons of any age;
- c) provide facilities and encourage activities and contributions both within and outside the centre for the wellbeing and enjoyment of the members and their community;
- d) ensure that the activities and operations of the centre are consistent with principles of equality, access and participation;
- e) foster public interest and support to promote and achieve the Association's Mission;
- f) To do all such things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

### **4.2 Mission**

The Mission of Members is:

“To provide an environment of mutuality and inclusion, where elders can gather, engage and thrive in community with people of all generations.”

### **4.3 Core Values**

Members of the Association will:

- (a) treat other people as they would wish to be treated by those people;
- (b) conduct themselves honestly and with integrity;
- (c) act within the Laws of Australia;
- (d) act in accordance with this Constitution;
- (e) respect and uphold the Mission;
- (f) respect and uphold the Objects;
- (g) not discriminate against any race and/or minority group;
- (h) not make allegations which are improper, derogatory and not based on fact;
- (i) not participate in any conduct which may cause any reasonable personal offence and embarrassment;
- (j) be honest in the use of Association funds, equipment and the facilities;
  - a. use funds only in accordance with the rules of the Association and the Objects;  
and,
  - b. not misuse or use Association funds, equipment and facilities for private purposes.

---

## **5 MEMBERS**

### **5.1 Membership**

The membership of the Association will consist of the following categories:

- (a) Ordinary Membership
- (b) Honorary Membership

- (c) Life Membership

## **5.2 Ordinary Membership**

- (a) Ordinary membership is open to:
  - a. All persons 50 years or over; or
  - b. any adult who is of good repute and who is interested in the welfare of senior citizens and in promoting the Association's objects; or
  - c. such other person as the committee may determine to ensure the efficient and effective control and administration of the Association, or for other purposes determined by the committee
- (b) The number of ordinary members is unlimited
- (c) Employees of the Association are entitled to apply for ordinary membership of the Association but are not entitled to stand for or to hold office on the management committee

## **5.3 Honorary Membership**

- (a) The committee may admit any person as an honorary member of the Association and, subject to these rules, such person shall remain an honorary member of the Association until the first meeting of the committee after the annual general meeting following the admission of such person as an honorary member. Honorary members:
  - a. shall not be entitled to stand for or to hold office on the management committee;
  - b. shall not be entitled to be a proposer or seconder of a candidate for office; and
  - c. shall not be entitled to vote at any meeting of the committee or Association;
  - d. shall not be required to pay any annual subscription.

## **5.4 Life Membership**

- (a) The committee may submit to the annual general meeting of the Association the names of former or present members or supporters of the Association for recognition for services to the Association by appointment as life members. No more than one life member shall be elected in any one year.
- (b) Life members so elected:
  - a. shall have their names kept in a register of life members by the secretary;
  - b. shall not be required to pay any annual subscription;
  - c. may speak or vote at general meetings;
  - d. may stand for office as a member of the committee

## **5.5 New Membership**

- (k) An applicant for membership of the Association must be proposed by 1 member of the Association (the proposer) and seconded by another member (the seconder).
- (l) An application for membership must be:
  - a. in writing; and
  - b. signed by the applicant and the applicant's proposer and seconder; and
  - c. in the form decided by the management committee; and
  - d. accompanied by the appropriate membership fee.

## **5.6 Membership Fees**

- (a) The membership fee for each ordinary membership and for each other class of membership (if any)-
  - a. is the amount decided by the Committee at the first meeting following the AGM; and
  - b. is payable when, and in the way, the management committee decides.

## **5.7 Admission and Rejection of New Members**

- (a) The management committee must consider an application for membership at the next committee meeting held after it receives a correctly formed application for membership as defined in clause 5.5.
- (b) The management committee must decide at the meeting whether to accept or reject the application.

- (c) If a majority of the members of the management committee 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.
- (d) The secretary of the Association must, as soon as practicable after the management committee decides to accept or reject an application, give the applicant a written notice of the decision.
- (e) If a person whose application for membership has been rejected does not appeal against the decision within 30 days 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 membership fee paid by the person

## 5.8 Cessation of Membership

- (a) A Member ceases to be a Member if:
  - a. they resign from the Association by giving a written notice of resignation to the secretary
  - b. the Association is wound up
  - c. the Management Committee terminates their membership
  - d. the member passes away
- (b) Resignation
  - a. The resignation takes effect at-
    - i. the time the notice is received by the secretary; or
    - ii. if a later time is stated in the notice-the later time.
- (c) Termination
  - a. The management committee may terminate a member's membership if the member-
    - i. is convicted of an indictable offence; or
    - ii. does not comply with any of the provisions of these rules; or
    - iii. has membership fees in arrears for at least 12 months; or
    - iv. conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Association
  - b. Before the management committee 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
  - c. If, after considering all representations made by the member, the management committee decides to terminate the membership, the secretary of the committee must give the member a written notice of the decision

## 5.9 Appeal Against Rejection or Termination of Membership

- (a) Appeal:
  - a. A person whose application for membership has been rejected, or whose membership has been terminated, may, within 30 days of being advised of the decision, give the secretary written notice of their intention to appeal against the decision.
  - b. If the secretary receives a notice of intention to appeal, the secretary must, within 30 days of receiving the notice, call a general meeting to decide the appeal.
  - c. The membership of the person is considered suspended and has no rights within the Association until such time as the appeal is decided upon.
- (b) General meeting to decide appeal
  - a. The general meeting to decide an appeal must be held within 3 months after the secretary receives the notice of intention to appeal.
  - b. 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.
  - c. Also, the management committee and the members of the committee who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.
  - d. An appeal must be decided by a majority vote of the members present and



- eligible to vote at the meeting.
- e. Proxy votes may not be used in deciding an appeal

#### **5.10 Register of Members**

- (a) The management committee must keep a register of members of the Association.
- (b) The register must include the following particulars for each member-
  - a. full name
  - b. postal or residential address
  - c. email address and telephone number
  - d. date of admission;
  - e. date of death or resignation
  - f. details about the termination or reinstatement of membership;
  - g. any other particulars the management committee or the members at a general meeting decide.
- (c) The register must be open for inspection by members of the Association at all reasonable times.
- (d) A member must contact the secretary to arrange an inspection of the register.
- (e) Copies of the register are not to be made or provided to any member.

#### **5.11 Privacy**

- (a) The Association must have and maintain a privacy policy/statement in compliance with the current relevant Privacy legislation.
- (b) The management committee shall withhold personal information about the members from the register available for inspection (other than the member's full name, membership number, member status and admission date)
- (c) A 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.
- (d) Subclause (b) does not apply if the use or disclosure of the information is approved by the Association and is in compliance of the Association's Privacy policy, the Commonwealth Privacy Act 1988 and the National Privacy Principals.

---

## **6 GENERAL MEETINGS**

### **6.1 Annual General Meeting**

AGMs of the Association are to be held:

- (a) at least once each year; and
- (b) in accordance with the Act; and
- (c) within six months after the end of the Association's reportable financial year.

### **6.2 Power to convene General Meeting**

- (a) The secretary must call a special general meeting by giving each member of the Association notice of the meeting within 14 days after;
  - a. The Management Committee may convene a General Meeting when they think fit and must do so if required by the Act.
  - b. Voting Members may convene a General Meeting by providing to the Secretary, a written request for a general meeting, signed by at least 33% of eligible voting members.
  - c. Being given written notice of an intention to appeal against the decision of the Management Committee to reject a member application or terminate a membership. As per clause 5.9.

- (b) The Special General Meeting must be held within three months of the Secretary receiving direction to convene a meeting.
- (c) The request under clause 6.2(a) must state:
  - a. Why the meeting is being convened
  - b. Details of the business to be conducted at the meeting
- (d) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

### **6.3 Notice of General Meeting**

- (a) The Secretary must give each member written Notice of a General Meeting at least 14 days prior to the date of the meeting
- (b) A notice of a General Meeting must:
  - a. prescribe the date and time for the start of the meeting
  - b. provide details of the location of the meeting
  - c. state the business to be conducted at the meeting
  - d. provide a form for the provision of a proxy vote (except where a meeting has been called in line with clause 5.9)

### **6.4 Right to appoint proxy**

- (a) A Voting Member entitled to vote at a General Meeting of the Association is entitled to appoint another person as their proxy to attend the meeting in their place in accordance with the Act.
- (b) A proxy has the same rights as the Voting Member at the meeting and may be appointed in respect of more than one meeting.
- (c) An appointed proxy must be a member of the Association
- (d) Each instrument appointing a proxy must be given to the secretary 7 days prior to the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote

### **6.5 Form of proxy**

- (a) The instrument appointing a proxy must
  - a. be in a common or usual form, as determined by the Management Committee from time to time.
  - b. Be signed by the appointor or the appointor's attorney

## **7 PROCEEDINGS AT GENERAL MEETING**

### **7.1 Number for a quorum**

The quorum for a general meeting is at least the number of members elected or appointed to the management committee at the close of the Association's last general meeting plus 1.

### **7.2 Requirement for a quorum**

An item of business may not be transacted at a General Meeting unless a quorum is present at the commencement of the meeting.

### **7.3 Quorum and time**

- (a) If within 30 minutes after the time appointed for a General Meeting a quorum is not present, the meeting:
  - a. if convened by, or on requisition of, Voting Members is dissolved; and
  - b. in any other case stands adjourned to such other day, time and place as the Chair determines.

### **7.4 Chair to preside over General Meetings**

- (a) The President of the Association is entitled to preside as Chair at General Meetings.
- (b) If the President is unable or unwilling to preside as chair, the Management Committee may appoint some other person to preside over the meeting. This person

may be:

- a. A member of the Management Committee; or
- b. Another member of the Association; or
- c. An experienced independent person, who is not a member of the Association.

#### **7.5 Conduct of General Meetings**

- (a) The Chair
  - a. has charge of the general conduct of the meeting and of the procedures to be adopted;
  - b. may, at their discretion, or in the case of a Ballot being called appoint scrutineers to assist with the collection, counting and declaration of votes in any resolution or election.
  - c. may require the adoption of any procedure which in the Chair's opinion is necessary or desirable for proper and orderly debate or discussion or the proper and orderly casting or recording of votes; and
  - d. may, having regard where necessary to the Act, terminate discussion or debate on any matter whenever the Chair considers it necessary or desirable for the proper conduct of the meeting.
  - e. may, having regard where necessary to the Act, eject an attendee from the meeting should the Chair considers it necessary for the proper conduct of the meeting
- (b) A 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 member to hear and take part in discussions as they happen.
- (c) A member who participates in a meeting as mentioned in subclause (b) is taken to be present at the meeting.

#### **7.6 Adjournment of General Meeting**

- (a) The Chair may with the consent of any meeting at which a quorum is present, and must if so directed by the meeting, adjourn the meeting or any business, motion, question, resolution, debate or discussion being considered or remaining to be considered by the meeting.
- (b) The adjournment may be either to a later time at the same meeting or to an adjourned meeting at any time and place agreed by vote of the members present.
- (c) Only unfinished business is to be transacted at a meeting resumed after an adjournment.
- (d) It is not necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting unless a meeting is adjourned for 30 days or more.
- (e) In that case, at least the same period of notice as was originally required for the meeting must be given for the adjourned meeting.

#### **7.7 Business to be Conducted at the Annual General Meeting**

- (a) 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. adoption of an auditor for the current financial year;
  - d. electing members of the management committee; (as per clause 8.2)

#### **7.8 Questions decided by majority**

Subject to the requirements of the Act and except in the case of a special resolution or election, a resolution is carried if a simple majority of the votes cast on the resolution are in favour of it.

## **7.9 Equality of votes**

Where an equal number of votes is cast in favour of and against the resolution, the resolution is not carried. For the avoidance of doubt the Chair does not have a casting vote where voting is equal.

## **7.10 Declaration of results**

- (a) At any General Meeting a resolution put to the vote of the meeting must be decided on a show of hands unless a ballot is properly demanded and the demand is not withdrawn.
- (b) A demand for a ballot must have the support of at least 20% of voting members.
- (c) A declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the minutes of the meetings of the Association, is conclusive evidence of the fact.
- (d) Neither the Chair nor the minutes need state, and it is not necessary to prove, the number or proportion of the votes recorded for or against the resolution.

## **7.11 Minutes of General Meetings**

- (a) 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.
- (b) 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;
  - 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.
  - c. If asked by a member of the Association, the secretary must, within 28 days after the request is made-
    - i. make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
    - ii. give the member copies of the minutes of the meeting.
- (c) The Association may require the member to pay the reasonable costs of providing copies of the minutes.

## **7.12 Chair to determine any poll dispute**

If there is a dispute about the admission or rejection of a vote, the Chair must decide it and the Chair's decision made in good faith is final.

---

# **8 VOTES OF MEMBERS**

## **8.1 Votes of Members**

- (a) At a General Meeting, on a show of hands and on a poll or ballot, each of the Voting Members will have one vote only.
- (b) 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.

## **8.2 Election of Management Committee**

- (a) Elections for the Management Committee will be by simple ballot at the relevant General Meeting by. Voting is conducted by:
  - a. papers prepared by the Committee, where each Voting Member selects the nominees they wish to vote for, selecting no more than the positions available; or
  - b. by a show of hands, each of the Voting Members will have one vote only.
- (b) Should there be only one nominee for each executive position no vote is required and the position may be declared
- (c) Should the nominations for the committee positions be equal to or less than the number of available positions available, no vote is required and the positions

- declared.
- (d) If, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting for any remaining positions.
  - (e) Only members present may vote in the election of the Management Committee.

### **8.3 Resolutions not in General Meeting**

- (a) If the required majority of Voting Members entitled to vote sign a document (that has been circulated to all Voting Members entitled to notice of a General Meeting) containing a statement that they are in favour of a resolution in terms set out in the document, a resolution in those terms is deemed to have been passed at a General Meeting of the Association held at the time on which the document was signed by the last Member to achieve the required majority.
- (b) For the purposes of this clause, 2 or more separate documents containing statements in identical terms each of which is signed by 1 or more Voting Members entitled to vote are deemed together to constitute one document containing a statement in those terms signed by those Voting Members on the day on which the last person to sign the document does so.
- (c) A facsimile transmission or other form of visible or other electronic communication purported to be signed by a Voting Member for the purpose of this clause is deemed to be a document in writing signed by that Voting Member.

---

## **9 MANAGEMENT COMMITTEE**

### **9.1 Composition of the Management Committee**

- (a) The Management Committee will be comprised of:
  - a. The Executive;
    - i. President
    - ii. Vice-President
    - iii. Secretary
    - iv. Treasurer
  - b. Others members as determined by the Annual General Meeting
- (b) The number of Management Committee members shall be determined by the Management Committee from time to time but must not exceed a maximum number of 9 members.

### **9.2 Nominations**

- (a) At least 28 days prior to the AGM at which a resolution or resolutions will be proposed for the election of the Management Committee, the Secretary will call for nominations for election.
- (b) Any 2 members of the Association may nominate another member (the candidate) to serve as a member of the management committee
- (c) A nomination must:
  - a. be received by the Secretary at least 21 days before the AGM;
  - b. be in writing;
  - c. satisfy the eligibility criteria (if any) in respect of the position;
  - d. be signed by the candidate and the members who nominated and seconded.
- (d) A person may be a candidate only if the person-
  - a. is an adult; and
  - b. is not ineligible to be elected as a member under section 61A of the Act.
  - c. is of good character
  - d. has been an ordinary member of the Association for at least twelve (12) months
- (e) 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 seven days immediately preceding the annual general meeting.

### **9.3 Term of Office**

- (a) At each annual general meeting of the Association, one half of the members of the management committee must retire from office, but are eligible, on nomination, for re-election.
- (b) A President of the Association may not stand for the role of President for more than four consecutive years.

### **9.4 Association Secretary**

- (a) The secretary is a defined role under the act and as such must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is-
  - a. a member of the Association elected by the Association as secretary; or
  - b. any of the following persons appointed by the management committee as secretary-
    - i. member of the Association's management committee;
    - ii. another member of the Association;
- (b) If a vacancy happens in the office of secretary, the members of the management committee must ensure a secretary is appointed or elected for the Association within 1 month after the vacancy happens.
- (c) The secretary is a member of the Management Committee
- (d) If the management committee appoints a person as secretary to fill a casual vacancy on the management committee, the person becomes a member of the management committee.
- (e) The secretary's functions include, but are not limited to-
  - a. calling meetings of the Association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the Association;
  - b. keeping minutes of each meeting;
  - c. keeping copies of all correspondence and other documents relating to the Association; and
  - d. maintaining the register of members of the Association.

### **9.5 Resignation, Removal and Casual Vacancy**

- (a) A member of the Management Committee may resign at any time by providing written notice to the Secretary.
- (b) 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.
- (c) A member may be removed from the committee at a general meeting of the Association if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.
- (d) A member may be removed from the committee at a committee meeting should they:
  - a. fail to attend three consecutive meetings without apology
  - b. exhibit behaviour inconsistent with the core values of the Association
- (e) 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.
- (f) A member has no right of appeal against their removal from office under section 9.5(c), but may appeal a decision under section 9.5(d).
- (g) An appeal shall be conducted in the manner described in section 5.9.
- (h) A member immediately vacates their committee position in the circumstances mentioned in section 64(2) of the Act.

### **9.6 Vacation of office**

- (a) If a casual vacancy happens on the management committee, the continuing members of the committee may appoint another member of the Association to fill the vacancy until the next AGM.
- (b) The continuing members of the management committee may act despite a casual vacancy on the management committee.

- (c) However, if the number of committee members is less than half the number fixed under clause 9.1.(b), as a quorum of the management committee, the continuing members may act only to-
  - a. increase the number of management committee members to the number required for a quorum; or
  - b. call a general meeting of the Association.

## **9.7 Powers of the Management Committee**

- (a) Subject to these rules or a resolution of the members of the Association carried at a general meeting, the management committee has the general control and management of the administration of the affairs, property and funds of the Association.
- (b) The management committee 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.  
**Note-** The Act prevails if the Association's rules are inconsistent with the Act-see section 1B of the Act.
- (c) The management committee may exercise the powers of the Association-
  - a. to borrow, raise or secure the payment of amounts in a way the members of the Association decide (including by way of seeking grant funding and donations); 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 Associations 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.
- (d) For subclause (c).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 one financial institution for the Association - the financial institution nominated by the management committee.

## **10 MEETINGS OF THE MANAGEMENT COMMITTEE**

### **10.1 Meetings**

- (a) Subject to this rule, the management committee may meet and conduct its proceedings as it considers appropriate.
- (b) The management committee must meet at least once every 2 months to exercise its functions.
- (c) The president is to preside as chairperson at a management committee meeting.
- (d) If there is no president or if the president is not present within 10 minutes after the time fixed for a management committee meeting, the members may choose one of their number to preside as chairperson at the meeting.

### **10.2 Power to Convene a Meeting**

- (a) Meetings may be called by:
  - a. The President; or
  - b. If the secretary receives a written request signed by at least 33% of the members of the management committee, the secretary must call a special meeting of the

- committee by giving each member of the committee notice of the meeting within 14 days after the secretary receives the request
- (b) Notice of a meeting is to be given in the way decided by the management committee, but must be given at least 14 days prior to the meeting.

### **10.3 Quorum and Attendance**

- (a) At a management committee meeting, more than 50% of the members elected to the committee as at the close of the last general meeting of the members form a quorum.
- (b) The management committee may hold meetings, or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (c) A committee member who participates in the meeting as mentioned in subclause (b) is taken to be present at the meeting and counts towards quorum.
- (d) If there is no quorum within 30 minutes after the time fixed for a management committee meeting called on the request of members of the committee, the meeting lapses.
- (e) If there is no quorum within 30 minutes after the time fixed for a management committee meeting called other than on the request of the members of the committee-
  - a. the meeting is to be adjourned for at least 1 day; and
  - b. the members of the management committee who are present are to decide the day, time and place of the adjourned meeting.
- (f) If, at an adjourned meeting mentioned in subclause (e), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses

### **10.4 Voting**

A question arising at a committee meeting is to be decided by a majority vote of members of the committee present at the meeting and, if the votes are equal, the question is decided in the negative.

### **10.5 Conflict of Interest**

- (a) A member of the management committee must not vote on a question about a contract or proposal with the Association if the member or a group associated with the member has an interest in the contract or proposal. In this case, the member is considered to have a conflict of interest.
- (b) Where a conflict of interest is deemed to exist, the member shall declare such conflict of interest which shall be recorded in the minutes of the meeting.
- (c) The president may elect to remove the conflicted member from the meeting until the conflicting item has been resolved.

### **10.6 Minutes**

- (d) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each management committee meeting are entered in a minute book.
- (e) To ensure the accuracy of the minutes, the minutes of each management committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next management committee meeting, verifying their accuracy.
- (f) A summary of the minutes including any major decisions should be made available to the members for viewing within 30 days of the meeting.

### **10.7 Resolution of Management Committee without meeting**

- (a) A written resolution signed by each member of the management committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.
- (b) A resolution mentioned in subclause (a) may consist of several documents in like form, each signed by 1 or more members of the committee.
- (c) The resolution document/s may take electronic form (email). An email from each members email address will count as a valid vote. In this case the resolution will form a flying minute which will require confirmation at the next available meeting of



the Management Committee.

### **10.8 Telecommunication Meeting**

- (a) A meeting of the Management Committee may be held by means of a telecommunication meeting, provided that:
  - a. the number of voting members participating is not less than a quorum required for a Committee Meeting and
  - b. the meeting is convened and held in accordance with the Act.
- (b) All provisions of this Constitution relating to meetings apply to a telecommunication meeting in so far as they are not inconsistent with the provisions of this clause.

---

## **11 GOVERNANCE**

### **11.1 Common Seal**

- (a) The management committee must ensure the Association has a common seal.
- (b) The common seal must be-
  - a. kept securely by the management committee; and
  - b. used only under the authority of the management committee.
- (c) Each instrument to which the seal is attached must be signed by a member of the management committee and countersigned by-
  - a. the secretary; or
  - b. another member of the management committee; or
  - c. someone authorised by the management committee.

### **11.2 Financial year**

- (a) The end date of the Association's financial year is 30 June in each year.
- (b) On behalf of the management committee, 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.

### **11.3 Accounts and Authorisation**

- (a) The income and property of the Association must be used solely in promoting the Association's objects and exercising the Association's powers
- (b) The funds of the Association must be kept in an account in the name of the Association in a financial institution decided by the management committee.
- (c) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.
- (d) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (e) The maximum amount that can be paid by the Association in cash is \$100.
- (f) If an amount is to be paid by cheque or by a method other than cheque (for example, BPay, direct debit, Internet transfer), the payment must be signed / authorised by any 2 of the following-
  - a. the president;
  - b. the secretary;
  - c. the treasurer;
  - d. any 1 of 3 other members of the Association who have been authorised by the management committee for this purpose.
- (g) However, for the purpose of (f), one of the persons who authorises the payment must be the president, the secretary or the treasurer.
- (h) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- (i) A petty cash account must be kept on the imprest system, and the management committee must decide the amount of petty cash to be kept in the account.
- (j) All expenditure must be approved or ratified at a management committee meeting.

#### **11.4 Documents**

- (a) The management committee must ensure the safe custody of books, documents, instruments of title and securities of the Association
- (b) Members will have the right to inspect documents of the Association as permitted by the Act.

#### **11.5 Assets**

- (c) The management committee must ensure the safe custody and managements of the assets of the Association
  - (d) For any asset with a current value greater than \$20,000, disposal may only take place following a special resolution carried with a 75% majority at a general meeting.
- 

### **12 WINDING UP**

#### **12.1 Members**

- (a) A secretary, member of a management committee and member of the Association are not personally liable, to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of a winding-up of the association, beyond the property of the association in the person's hands.

#### **12.2 Excess upon Winding Up**

- (a) This rule applies if the Association-
  - a. is wound-up under part 10 of the Act; and
  - b. has surplus assets.
- (b) The surplus assets must not be distributed among the members of the Association.
- (c) 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.
- (d) In this rule- surplus assets see section 92(3) of the Act

#### **12.3 Distribution to Members**

- (a) In the event of dissolution or winding up, no Member of the Association will be entitled to a distribution of the Association's assets by reason of their status as a Member.
- 

### **13 AMENDMENTS**

#### **13.1 Constitution**

- (a) Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried with a 75% majority at a general meeting.
- (b) However an amendment, repeal or addition is valid only if it is registered by the chief executive as required under the Act.
- (c) The amendment does not take effect if it is not registered by the chief executive under section 49 of the Act

#### **13.2 By-laws**

- (a) The management committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Association.
- (b) A by-law may be set aside by a vote of members at a general meeting of the Association.