

# REAL LIVING OPTIONS ASSOCIATION INC.

## CONSTITUTION.

### 1. Interpretation

(1) In these rules -

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

**Present** means

(a) at a management committee meeting, see rule 23(6); or

(b) at a general meeting, see rule 35 (2).

(2) A word or expression that is not defined in these model 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: -

**REAL LIVING OPTIONS ASSOCIATION INC.**

### 3. Mission

Real Living Options Association Inc. is a family governed organisation which values and respects the rights, responsibilities and aspirations of people with a disability, while promoting maximum participation and inclusion in the community with a focus on living a life with choice.

#### Objects

The objects of the association are in accordance with the purpose to advance social or public welfare of people with a disability and are:

1. To provide a service which values individuals and recognises the inherent rights of individuality, dignity and respect as specified in the Universal Declaration of Human Rights (1948), and requirements of current Commonwealth and State Legislation.
2. To provide needs-based individualised support to people with a disability who are over the age of 16 and who meet the eligibility criteria of the association.
3. To provide individualised support which is appropriate to the age, culture, interest and changing needs of the person using the service and to recognise and respect existing family bonds and social networks.
4. To provide support to people with a disability to exercise choice and control in relation to the pursuit of their goals and the planning and delivery of their supports.
5. To provide support to people with a disability to have the same right as other members of Australian society to be able to determine their own best interests, including the right to exercise choice and control and to engage as equal partners in decisions that will affect their lives, to the full extent of their capacity.

### 4. Powers

(1) The association has the powers of an individual.

(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

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(d) do other things necessary or convenient in carrying out its affairs including, but not limited to, delegating in writing some of its powers to any person on such terms and conditions as it sees fit.

### 5. Classification of membership

- (1) All members of the association are referred to as ordinary members.
- (2) The number of ordinary members is unlimited.

### 6. New membership

- (1) 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**).
- (2) An application for membership must be:
  - (a) in writing; and
  - (b) signed by the applicant and the applicant's proposer and seconder;
  - (c) in the form decided by the management committee
- (3) The applicant is to be provided with information about accessing a copy of the Constitution.

### 7. Membership fees

- (1) The membership fee for each ordinary membership and for each other class of membership (if any):
  - (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 management committee decides.

### 8. Admission and rejection of new members

- (1) The management committee must consider an application for membership at the next committee meeting held after it receives:
  - (a) the application for membership; and
  - (b) the appropriate membership fee for the application.
- (2) The management committee must ensure that, as soon as possible after the person applies to become a member of the association, and before the management committee considers the persons application, the person 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.
- (3) The management committee must decide at the meeting whether to accept or reject the application.
- (4) 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
- (5) 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.

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### 9. When membership ends

- (1) A member may resign from the association by giving a written notice of resignation to the secretary.
- (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.
- (3) The management committee may terminate a members' 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.
- (4) Upon receipt of a complaint against a member specifying one or more of the above breaches or any other grounds, the committee must consider the complaint.

If:

- (a) The complaint appears to be made without grounds, the committee may dismiss the complaint without further action. In that event, the Secretary must inform the complainant of the committee's decision.
- (b) The committee considers that the complaint is serious enough to affect the member's continued membership, the following process applies:
  - I. It must instruct the Secretary to give the member notice in writing of the complaint and invite the member to reply in writing to the complaint.
  - II. The member's reply to the notice must be lodged with the Secretary within 7 days of the next committee meeting.

If the member contests the complaint, the committee may:

- I. Require the complainant and the member to produce evidence and/or to attend the committee meeting to each make a submission in support of their position; or
- II. Make a determination about the complaint after having considered the complainant's complaint and the member's reply, in which event it must advise the parties in writing of its decision.

(5) 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.

(6) 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.

### 10. Appeal against rejection or termination of membership

(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.

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(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.

(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 to decide the appeal.

### 11. General meeting to decide appeal

(1) The general meeting to decide an appeal must be held within 3 months after the secretary receives the notice of intention to appeal.

(2) 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.

(3) 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.

(4) An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.

(5) If a person whose application for membership 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 membership fee paid by the person.

### 12. Register of members

(1) The management committee must keep a register of members of the association.

(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 date of death or time of resignation of the member;

(e) details about the termination or reinstatement of membership;

(f) any other particulars the management committee or the members at a general meeting decide.

(3) The register must be open for inspection by members of the association at all reasonable times.

(4) A member must contact the secretary to arrange an inspection of the register.

(5) However, the management committee 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 management committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

### 13 Prohibition on use of information on register of members

(1) A member of the association must not:

(a) use information obtained from the register of members of the association to 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

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of the association for the purpose of advertising for political, religious, charitable or commercial purposes.

(2) Sub rule (1) does not apply if the use or disclosure of the information is approved by the association.

### 14. Appointment or election of secretary

(1) The secretary 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) a member of the association's management committee;
  - (ii) another member of the association who is not an employee of the association;
  - (iii) another person who is not an existing employee of the association.

(2) 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.

(3) If the management committee appoints a person mentioned in subrule (1)(b)(ii) as secretary, other than to fill a casual vacancy on the management committee, the person does not become a member of the management committee.

(4) However, if the management committee appoints a person mentioned in subrule (1)(b)(ii) as secretary to fill a casual vacancy on the management committee, the person becomes a member of the management committee.

(5) If the management committee appoints a person mentioned in subrule (1)(b)(iii) as secretary, the person does not become a member of the management committee.

(6) In this rule - **casual vacancy**, on a management committee, means a vacancy that happens when an elected member of the management committee resigns, dies or otherwise stops holding office.

### 15. Removal of secretary

(1) The management committee of the association may at any time remove a person appointed by the committee as the secretary.

(2) If the management committee removes a secretary who is a person mentioned in rule 14. (1)(b)(i), the person remains a member of the management committee.

(3) If the management committee removes a secretary who is a person mentioned in rule 14(1)(b)(ii) and who has been appointed to a casual vacancy on the management committee under rule 14(5), the person remains a member of the management committee.

### 16. Functions of secretary

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; and
- (b) keeping minutes of each meeting; and

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- (c) keeping copies of all correspondence and other documents relating to the association; and
- (d) maintaining the register of members of the association.

### 17. Membership of management committee

- (1) The management committee of the association comprises not less than 4 members and not more than 10 members. The management committee consists of a president, treasurer, and other members the association members elect at a general meeting.
- (2) As far as is practicable, the management committee will be:
  - (a) At least one-half of the members will be in an advocate role for a user of the services provided by the association;
  - (b) The management committee membership shall be a broad mixture of skills, experience and background that reflects the organisation's governance requirements and strategic objectives.
  - (c) A management committee member cannot be the Chief Executive Officer or General Manager, and the Chief Executive Officer or General Manager cannot be a management committee member.
  - (d) Members are elected to the management committee for a two-year term.
  - (e) One-half (rounded up to the higher whole number) of the members of the management committee holding office at any Annual General Meeting will retire at the date of the Annual General Meeting, if there is no agreement as to which members of the management committee shall retire those longest in office since last appointed will retire and shall be eligible for reappointment.
- (3) A member of the association may be appointed to a casual vacancy on the management committee under rule 20.
- (4) An employee of the association is not eligible to be a member of the Management Committee.

### 18. Electing the management committee

- (1) A member of the management committee 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 management committee;
  - (b) the nomination must be -
    - (i) in writing; 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 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 management committee;
- (2) 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; and

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(c) in the interests of avoiding any possible or perceived conflicts of interest, is not a direct service user of the association.

(3) 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.

(4) If required by the management committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.

(5) The management committee must ensure that, before a candidate is elected as a member of the management committee, 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.

### 19. Resignation, removal or vacation of office of management committee member

(1) A member of the management committee may resign from the committee by giving written notice of resignation to the secretary.

(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.

(3) A member may be removed from office 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.

(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.

(5) A member has no right of appeal against the member's removal from office under this rule.

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

### 20. Vacancies on management committee

(1) 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 annual general meeting.

(2) The continuing members of the management committee may act despite a casual vacancy on the management committee.

(3) However, if the number of committee members is less than the number fixed under rule 24(1) 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.

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### 21. Functions of management committee

(1) 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.

(2) 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.

(3) 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; 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;

(i) to delegate its powers in writing to any person on such terms and conditions as it sees fit.

(4) For subrule (3)(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 management committee.

(5) To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects from such Government or Authority any rights, privileges and concession with the Association may think is desirable to obtain: carryout, exercise and comply with any such arrangements, rights, privileges and concessions.

(6) In furtherance of its objects of the Association to amalgamate with any one or more incorporated association having objects 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 extend at least as great as that imposed upon the Association under or by virtue of Clause 43 (10).

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### 22. Duties of a member of the management committee

The members of the management committee must comply with their duties as members of the management committee under legislation and common law and with the duties described in governance Standard 5 of the Regulation made under the ACNC Act which are:

- (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a member of the management committee of an association
- (b) to act in good faith in the best interest of the association and to further charitable purposes(s) of the association.
- (c) not to misuse their position as member of the management committee
- (d) not to misuse information they gain in their role as a management committee member
- (e) to disclose any perceived or actual material conflicts of interest in the manner set out in clause 23 (8)
- (f) to ensure the financial affairs of the association are managed responsibly and not to allow the association to operate while it is insolvent

### 23. Meetings of management committee

- (1) Subject to this rule, the management committee may meet and conduct its proceedings as it considers appropriate.
- (2) The management committee must meet at least 9 times every calendar year to exercise its functions.
- (3) The management committee must decide how a meeting is to be called.
- (4) Notice of a meeting is to be given in the way decided by the management committee.
- (5) 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.
- (6) A committee member who participates in the meeting as mentioned in subrule (5) is taken to be present at the meeting.
- (7) 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.
- (8) A member of the management committee must not vote on a question about a contract or proposed contract with the association if the member has an interest in the contract or proposed contract and, if the member does vote, the members vote must not be counted.
- (9) The president is to preside as chairperson at a management committee meeting.
- (10) If there is no president or if the president is not present within 10 minutes after the time fixed for a management committee or the President is unable/unwilling to chair the meeting, the members may choose one of their number to preside as Chairperson of the meeting.

### 24. Quorum for, and adjournment of, management committee meeting

- (1) 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.

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(2) 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.

(3) 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.

(4) If, at an adjourned meeting mentioned in subrule (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

### 25. Special meeting of management committee

(1) 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.

(2) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

(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 meeting.

(4) A notice of a special meeting must state:

(a) the day, time and place of the meeting; and

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

(5) A special meeting of the management committee must be held within 14 days after notice of the meeting is given to the members of the management committee.

### 26. Minutes of management committee meetings

(1) 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.

(2) 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.

### 27. Appointment of subcommittees

(1) The management committee may appoint a subcommittee consisting of members of the association considered appropriate by the committee to help with the conduct of the operation of the Association

(2) The Management Committee may delegate any of its powers to a sub-committee consisting of such members of the association as the management committee thinks fit. Any Sub Committee so formed shall in the exercise of the powers so delegated conform to any regulation that may be imposed on it by the management committee

(3) A member of the subcommittee who is not a member of the management committee is not entitled to vote at a management committee meeting.

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(4) A subcommittee may elect a chairperson of its meetings.

(5) 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.

(6) A subcommittee may meet and adjourn as it considers appropriate.

(7) A question arising at a subcommittee 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.

### **28. Acts not affected by defects or disqualifications**

(1) An act performed by the management committee, a subcommittee or a person acting as a member of the management committee is taken to have been validly performed.

(2) Subrule (1) applies even if the act was performed when:

(a) there was a defect in the appointment of a member of the management committee, subcommittee or person acting as a member of the management committee; or

(b) a management committee member, subcommittee member or person acting as a member of the management committee was disqualified from being a member.

### **29. Resolutions of management committee without meeting**

(1) A written resolution signed by each member of the management committee or a written resolution which is confirmed in writing by email, fax or some other form of electronic communication is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.

(2) A resolution mentioned in subrule (1) may consist of several documents in like form, each signed or written by 1 or more members of the committee.

### **30. Executive decisions between meetings**

(1) Issues which arise between meetings that need urgent attention may be dealt with by the executive sub-committee.

(2) The president will determine whether an issue is urgent and whether it should be dealt with by the executive sub-committee or by Resolution of committee without meeting (Clause 29)

(3) All executive decisions between meetings are to be referred to the next management committee meeting for ratification

### **31. Annual general meetings**

Each annual general meeting 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.

### **32 Business to be conducted at annual general meeting**

(1) The following business must be conducted at each annual general meeting of the association:

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- (i) receiving the association's financial statement, and audit report, for the last reportable financial year;
- (ii) presenting the financial statement and audit report to the meeting for adoption;
- (iii) electing members of the management committee;
- (iv) appointing an auditor or an accountant for the present financial year;

### 33. Notice of general meeting

- (1) The secretary may call a general meeting of the association.
- (2) The secretary must give at least 14 days notice of the meeting to each member of the association.
- (3) If the secretary is unable or unwilling to call the meeting, the president must call the meeting.
- (4) The management committee may decide the way in which the notice must be given.
- (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 management committee's decision -
    - (i) to reject the person's application for membership of the association; or
    - (ii) to terminate the person's membership of the association;
  - (b) a meeting called to hear and decide a proposed special resolution of the association.
- (6) A notice of a general meeting must state the business to be conducted at the meeting.

### 34 Quorum for, and adjournment of, general meeting

- (1) 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.
- (2) However, if all members of the association are members of the management committee, the quorum is the total number of members less 1.
- (3) No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- (4) If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the management committee or the association, the meeting lapses.
- (5) 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 management committee or the association:
  - (a) the meeting is to be adjourned for at least 7 days; and
  - (b) the management committee is to decide the day, time and place of the adjourned meeting.
- (6) 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.
- (7) If a meeting is adjourned under subrule (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.

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(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.

(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.

### 35. Procedure at general meeting

(1) 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.

(2) A member who participates in a meeting as mentioned in subrule (1) is taken to be present at the meeting.

(3) At each general meeting:

(a) the president is to preside as chairperson; and

(b) if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, 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.

### 36. Voting at general meeting

(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 members present.

(2) Each 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.

(3) 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.

(4) The method of voting is to be decided by the management committee.

(5) However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.

(6) If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.

(7) 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.

### 37. Special general meeting

(1) The secretary must call a special general meeting by giving each member of the association notice of the meeting within 14 days after:

(a) being directed to call the meeting by the management committee; or

(b) being given a written request signed by:

(i) at least 33% of the number of members of the management committee when the request is signed; or

(ii) at least the number of ordinary members of the association equal to double the number of members of the association on the management committee when the request is signed plus 1; or

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- (c) being given a written notice of an intention to appeal against the decision of the management committee:
- (i) to reject an application for membership; or
  - (ii) to terminate a person's membership.
- (2) A request mentioned in sub rule (1)(b) must state:
- (a) why the special general meeting is being called; and
  - (b) the business to be conducted at the meeting.
- (3) A special general meeting must be held within 3 months after the secretary:
- (a) is directed to call the meeting by the management committee; or
  - (b) is given the written request mentioned in subrule (1)(b); or
  - (c) is given the written notice of an intention to appeal mentioned in subrule (1)(c).
- (4) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

### 38. Proxies

- (1) An instrument appointing a proxy must be in writing and be in the following or similar form—

[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

- (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 seal; or
    - (ii) be signed by a properly authorised officer or attorney of the corporation.
    - (iii) A proxy must be a member of the association.
    - (iv) The appointee holding a proxy may hold a maximum 3 proxies except the Chairperson.
- (3) The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- (4) 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.
- (5) Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.

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(6) If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the following or similar form:

[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]

### 39. Minutes of general meetings

(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.

(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.

(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.

(4) The association may require the member to pay the reasonable costs of providing copies of the minutes.

### 40. By-laws or Policies

(1) The management committee may make, amend or repeal by-laws or policies, not inconsistent with these rules, for the internal management of the association.

(2) A by-law may be set aside by a vote of members at a general meeting of the association.

(3) All members of the association must comply with the association's by-laws.

### 41. Alteration of rules

(1) Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.

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(2) However, an amendment, repeal or addition is valid only if it is registered by the chief executive.

(3) The Australian Taxation Office shall be notified of any changes to these rules which could affect the deductible gift recipient (DGR) status.

### 42. Common seal

(1) The management committee must ensure the association has a common seal.

(2) The common seal must be:

(a) kept securely by the management committee; and

(b) used only under the authority of the management committee.

(3) 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.

### 43. Funds and accounts

(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 management committee.

(2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.

(3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.

(4) A payment by the association of \$100 or more must be made by cheque or electronic funds transfer.

(5) If a payment of \$100 or more is made by cheque, the cheque must be signed 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 to sign cheques issued by the association.

(6) However, 1 of the persons who signs the cheque must be the president, the secretary or the treasurer.

(7) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.

(8) 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.

(9) All expenditure must be approved or ratified at a management committee meeting. Expenditure is approved if it is contained in the budgets, financial statements or cash flows which have been approved by the management committee.

(10) The assets and income of the association shall be applied solely in furtherance of the association's objectives and no portion shall be distributed directly or indirectly to the members of the association except as bona fide compensation for services rendered or expenses incurred on behalf of the association.

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(11) The association shall operate a Gift Fund for the purpose of receiving donations. A separate account will be maintained for the Gift Fund. All activities of the Gift Fund shall be ratified by the management committee of the association.

#### 44. General financial matters

(1) 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.

(2) The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.

#### 45. Documents

The management committee must ensure the safe custody of books, documents, instruments of title and securities of the association.

#### 46. Financial year

The end date of the association's financial year is 30<sup>th</sup> June each year.

#### 47. Distribution of surplus assets to another entity

(1) This rule applies if the association:

- (a) is wound-up under part 10 of the Act; and
- (b) has surplus assets.

(2) The surplus assets must not be distributed among the members of the association.

(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.

(4) In the event of the association being wound up, any surplus assets remaining after the payment of the association's liabilities shall be transferred to another organisation in Australia which is a public benevolent institution for the purposes of any Commonwealth Taxation Act.

(5) If the Gift Fund only is wound up or if the endorsement of the association as a deductible gift recipient is revoked, any surplus assets of the Gift Fund remaining after the payment of liabilities attributable to it shall be transferred to a fund, authority or institution to which income tax deductible gifts can be made.

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

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