

**THE REDCLIFFE & DISTRICT**

**LOCAL MEDICAL**

**ASSOCIATION INC.**

As passed by a special resolution of the members at Redcliffe on 31<sup>st</sup> August 2011

# **RULES OF THE REDCLIFFE & DISTRICT LOCAL MEDICAL ASSOCIATION INC.**

## **Rule 1. Name of Association.**

The name of the incorporated association shall be the Redcliffe & District Local Medical Association Inc (in these Rules called “the Association”).

## **Rule 2. Objects.**

The objects for which the Association is established are:

- (1) The promotion of the medical education of the members, and of the local community.
- (2) The promotion of the medico-political interests of the members, patients, and the local community.
- (3) Liaison with other medical representative bodies.
- (4) The promotion of quality medical services.
- (5) The promotion of an environment to facilitate and encourage social interaction between members of the Association.

## **Rule 3. Powers.**

- (1) The Association has, in the exercise of its affairs, all of 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
  - (d) do other things necessary or convenient to be done in carrying out its affairs.
- (3) The Association may also issue secured and unsecured notes, debentures and debenture stock for the Association.

## **Rule 4. Classes of membership.**

- (1) The membership of the Association shall consist of:
  - (a) ordinary members;
  - (b) non-resident members;
  - (c) the patron;
  - (d) life members; and

- (e) honorary members.
- (2) Definitions of members.
- (a) The number of ordinary and non-resident members shall be unlimited.
  - (b) All ordinary members shall be medical practitioners, practising or residing on the Redcliffe and District area.
  - (c) All non-resident members shall be medical practitioners, not practising or residing in the Redcliffe and District area.
  - (d) There shall be only one patron elected at any one time.
  - (e) The patron shall be a member of the Association whose contribution to the objects of the Association has been sufficient to justify appointment as patron.
  - (f) Life membership may be granted to ordinary members whose contribution to the objects of the Association has been sufficiently exceptional to justify the honour of appointment as life members.
  - (g) The number of honorary members shall be limited to five at any one time.
  - (h) Honorary members may be any members of the community whose contribution to the objects of the Association has been sufficient to justify appointment as honorary members.

**Rule 5. Admission and rejection of members.**

- (1) Ordinary members and non-resident members shall be appointed as follows:
- (a) Applicants shall be nominated by a current financial member (“the proposer”).
  - (b) Applicants shall be seconded by another current financial member (“the seconder”).
  - (c) Applicants shall submit a completed application form, signed by the applicant and the proposer and seconder, in such written form as the management committee shall from time to time determine.
  - (d) The application, accompanied by the appropriate membership fee, shall be presented to the management committee at the next regular meeting of the management committee after receipt of the application.
  - (e) The management committee shall consider the application at the first meeting of the management committee at which the application is received.
  - (f) The management committee shall forthwith determine the acceptance or rejection of each application by a vote of members of the management committee present at that meeting.
  - (g) If a majority of the members of the management committee present at the meeting vote to accept the applicant as a member, the applicant shall be accepted as a member to the class of membership applied for.

- (h) Any applicant who receives a majority of votes of members of the management committee present at that meeting shall forthwith be accepted as a member in the category applied for.
- (2) The patron and life members and honorary members shall be appointed as follows:
- (a) The patron and life members and honorary members may be appointed at any time.
  - (b) Candidates for patron and prospective life members and honorary members shall be nominated by a financial member of the Association (“the proposer”).
  - (c) The nomination shall be seconded by at least two other financial members of the Association (“the seconders”).
  - (d) The nomination shall be presented to the management committee in writing, signed by the proposer and seconders, with reasons why the contribution of the nominee is so exceptional as to justify appointment as patron or as a life member or as an honorary member.
  - (e) The nomination shall be presented to the management committee at the next regular meeting of the management committee after receipt of the application.
  - (f) The management committee shall consider the nomination at the first meeting of the management committee at which the nomination is received, and shall refer the nomination to the membership at the next annual general meeting.
  - (g) The members of the Association shall, at the annual general meeting, determine the acceptance or rejection of each nomination by a majority vote of all members eligible to vote and present at that meeting.
  - (h) On a majority vote by all members eligible to vote and present at the annual general meeting, the nominee shall be appointed as patron or as a life member or as an honorary member.
  - (i) Appointment as patron or as a life member or as an honorary member shall be effective forthwith.
  - (j) Appointment as patron or as a life member or as an honorary member shall normally be a life appointment.
  - (k) Appointment as patron or as a life member or as an honorary membership may be rescinded at any time by a majority vote of all members eligible to vote at a meeting of the management committee.
- (3) Upon the acceptance or rejection of an application for any class of membership, the Secretary shall forthwith give the applicant or nominee notice in writing of such acceptance or rejection.

**Rule 6. Membership fees.**

- (1) Membership fees for each class of membership shall be such sum as the management committee shall from time to time determine.
- (2) The membership fees for each class of membership shall be payable at such time and in such manner as the management committee shall from time to time determine.

### **Rule 7. Termination of membership.**

- (1) Any member may resign from membership of the Association at any time by giving notice of resignation in writing to the Secretary.
- (2) Such resignation shall take effect
  - (a) at the time such notice is received by the secretary,
  - (b) unless a later date is specified in the notice, in which case it shall take effect on that later date.
- (3) If a member
  - (a) is convicted of an indictable offence; or
  - (b) fails to comply with the provisions of these Rules; or
  - (c) has membership fees in arrears for a period of 2 months or more; or
  - (d) conducts himself or herself in a manner considered to be injurious or prejudicial to the character or interests of the Association,

the management committee shall consider whether the member's membership shall be terminated.
- (4) The member concerned shall be given
  - (a) one month's notice in writing of the intent of the management committee to review the member's membership, and
  - (b) a full and fair opportunity to present his or her case at the meeting of the management committee.
- (5) If a majority of members of the management committee present at the meeting determine that the member's membership should be terminated, then
  - (a) the membership shall be terminated forthwith, and
  - (b) the Secretary shall forthwith given the member notice in writing of the decision of the management committee.

### **Rule 8. Appeal against rejection or termination of membership.**

- (1) A person whose application for membership has been rejected under Rule 5 or whose membership has been terminated under Rule 7 may, within one month of receiving written notice thereof, lodge with the secretary written notice of the person's intention to appeal against the decision of the management committee.
- (2) Upon receipt of a notification of intention to appeal against rejection or termination of membership the secretary shall convene, within 3 months of the date of receipt by the secretary of such notice, a general meeting to determine the appeal.
- (3) At such meeting,

- (a) the applicant or member shall be given the opportunity to present the applicant or member's case; and
  - (b) the management committee or those members thereof who rejected the application for membership or terminated the membership shall likewise have the opportunity to present its or their case.
- (4) The appeal shall be determined by the majority vote of the members eligible to vote and present at such meeting.
- (5) Where a person whose application is rejected does not appeal against the decision of the management committee within the time prescribed by these Rules, or so appeals but the appeal is unsuccessful, the secretary shall forthwith refund the amount of any fee paid.

**Rule 9. Register of members.**

- (1) The management committee shall cause a register to be kept in which shall be entered the names and addresses of all persons admitted to membership of the Association and the dates of their admission.
- (2) Particulars shall also be entered into the register of
- (a) deaths,
  - (b) resignations,
  - (c) terminations and reinstatements of membership and
  - (d) any further particulars as the management committee shall from time to time determine.
- (3) The register shall be open for inspection at all reasonable times by any member who previously applies to the Secretary for such inspection.

**Rule 10. Appointment of management committee.**

- (1) The management committee of the Association shall be elected at the annual general meeting by a majority of the votes of all classes of members eligible to vote and present at that meeting.
- (2) Voting rights are granted to all financial ordinary members, to the patron, and to all life members and honorary members. An ordinary member is not a financial member if his/her annual subscription is more than two months in arrears. Non-resident members shall not enjoy voting rights.
- (3) All members of the management committee shall be financial members of the Association at the time of nomination and election and for the duration of their tenure.
- (4) Members of the management committee shall be appointed as follows:
- (a) At the annual general meeting of the Association, all positions on the management committee shall be declared vacant, with the exception of the

presidency, which shall automatically be assumed by the president-elect if there is one.

- (b) All members of the management committee shall be eligible for re-election.
  - (c) Any financial ordinary member may be nominated for any position on the management committee.
  - (d) A member may be nominated for more than one position.
  - (e) Nominations are to be proposed by a financial member of the Association, seconded by one other financial member of the Association, and accepted by the nominee.
  - (f) The nomination in writing, in a form to be determined from time to time by the management committee, shall be in the hands of the Secretary at least 14 days prior to the annual general meeting.
  - (g) A list of the candidates' names, in alphabetical order, with the proposers' and seconders' names, shall 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.
  - (h) Balloting lists shall be prepared (if necessary) containing the names of the candidates, in alphabetical order, for distribution at the annual general meeting.
  - (i) Should there be, at the commencement of the annual general meeting, an insufficient number of candidates nominated for any vacant position, nominations may be taken from the floor of the annual general meeting.
  - (j) Members of the management committee shall be elected by a simple majority of votes of all financial members of the Association eligible to vote and present at the annual general meeting.
- (5) Time when management committee takes office.
- (a) Membership of the management committee shall commence from the date of the first meeting of the management committee one month after the annual general meeting, and shall normally be for one year.
  - (b) If there is a president-elect, the president-elect shall assume the office of president at the time when positions are declared vacant at the commencement of voting at the annual general meeting.

**Rule 11. Membership of management committee.**

- (1) The management committee shall consist of:
- (a) a president;
  - (b) a vice-president or president-elect;
  - (c) a secretary;
  - (d) a treasurer;

- (e) such other members as the membership of the Association shall elect at the annual general meeting, which may include a Newsletter editor, a meetings convenor, and up to five other committee members;
  - (f) such other members as the management committee shall from time to time appoint, which may include liaison representatives from the Australian Medical Association, from the Division of General Practice, from Nambour General Hospital, and from other special interest groups which may be relevant to the Objects of the Association.
- (2) Individuals.
- (a) any individual may hold two or more offices simultaneously, save that the offices of president, secretary and treasurer shall be held by three individuals;
  - (b) save that the management committee shall consist of not fewer than five individuals and not more than twelve individuals;
  - (c) each individual shall exercise one vote regardless of office or offices held.

**Rule 12. Resignation or removal from office of member of management committee.**

- (1) Any member of the management committee may resign from membership of the management committee at any time by giving notice in writing to the secretary.
- (2) Such resignation shall take effect
  - (a) at the time such notice is received by the secretary;
  - (b) unless a later date is specified in the notice, when it shall take effect on that later date.
- (3) If any member of the management committee
  - (a) is convicted of an indictable offence; or
  - (b) fails to comply with the provisions of these Rules; or
  - (c) has membership fees in arrears for a period of 2 months or more; or
  - (d) conducts himself or herself in a manner considered to be injurious or prejudicial to the character or interests of the Association,

the management committee shall consider whether the member's tenure of office on the management committee shall be terminated.
- (4) The member concerned shall be given
  - (a) one month's notice in writing of the intent of the management committee to review the member's membership; and
  - (b) a full and fair opportunity to present his or her case at the meeting of the management committee.



- (5) If a majority of the members of the management committee (excluding the member whose membership is being considered) determines that the member's membership of the management committee should be terminated, then
- (a) the member shall cease to have voting rights on the management committee forthwith; and
  - (b) the member shall be given the option of
    - (i) accepting the decision of the management committee to terminate his or her membership of on the management committee, or
    - (ii) having the matter determined by a general meeting of the Association.
- (6) Application to general meeting.
- (a) At the choice of the member to have the matter determined by a general meeting of the Association, the question of removal from office shall be determined by a vote of the financial members present and eligible to vote, at the next general meeting of the Association.
  - (b) At such meeting,
    - (i) the member shall be given full and fair opportunity to present the member's case and
    - (ii) the management committee or those members thereof who voted in favour of termination of the membership shall likewise have the opportunity to present its or their case.
  - (c) If a majority of members of the Association present at the meeting and eligible to vote determine that the member's membership of the management committee should be terminated, then
    - (i) the membership of the management committee shall be terminated forthwith, and
    - (ii) the Secretary shall forthwith given the member notice in writing of the decision of the Association.
  - (d) A member of the management committee who is removed from office under the terms of this Rule may concurrently be liable to removal from membership of the Association under the terms of Rule 7.
  - (e) There is no right of appeal against a member's removal from the management committee under this Rule.

**Rule 13. Vacancies on management committee.**

- (1) The management committee shall have power at any time to appoint any member of the Association to fill any casual vacancy on the management committee until the next annual general meeting.
- (2) Effect of casual vacancy.
  - (a) The continuing members of the management committee may act notwithstanding any casual vacancy in the management committee,
  - (b) If, and so long as, their number is reduced below the number fixed by or pursuant to these Rules as the quorum of the management committee, the continuing member or members may act for the purpose of

- (i) increasing the numbers of the management committee to that number;  
or
  - (ii) convening a general meeting of the Association;
  - (iii) but for no other purpose.
- (3) The office of secretary may not remain vacant for more than one month after the vacancy happens.

**Rule 14. Functions and powers of the management committee.**

- (1) Except as otherwise provided by these Rules and subject to resolutions by the members of the Association carried at any general meeting, the management committee
  - (a) shall have the general control and management of the administration of the affairs property and funds of the Association; and
  - (b) shall have authority to interpret the meaning of these Rules and to determine any matter relating to the Association on which these Rules are silent.
- (2) The management committee may exercise all the powers of the Association
  - (a) to borrow or raise or secure the payment of money in such manner as the members of the Association may think fit; and
  - (b) to secure the same 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 and in particular by the issue of debentures (perpetual or otherwise) charged upon all or any of the Association's property, both present and future; and
  - (c) to purchase, redeem or pay off any such securities; and
  - (d) to borrow amounts from members and to pay interest on the amounts borrowed; and
  - (e) to mortgage or charge its property or any part thereof; 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 such securities; and
  - (h) to invest in such manner as the members of the Association may from time to time determine.

**Rule 15. Meetings of the management committee**

- (1) The management committee shall meet at least once every 4 calendar months to exercise its functions.
- (2) The management committee shall determine how its meetings are to be convened.
- (3) Notice of an ordinary meeting of the management committee shall be given in a way to be determined by the management committee.

- (4) A special meeting of the management committee shall be convened by the secretary
  - (a) on the requisition in writing signed by not less than one-third of the members of the management committee, which requisition shall clearly state:
    - (i) the reasons why such special meeting is being convened; and
    - (ii) the nature of the business to be transacted thereat;
  - (b) when deemed necessary by the secretary.
- (5) Notice of special meeting.
  - (a) Not less than 14 days' notice shall be given by the secretary to members of the management committee of any special meeting of the management committee.
  - (b) Such notice shall clearly state
    - (i) the reasons why such special meeting is being convened; and
    - (ii) the nature of the business to be transacted thereat.
- (6) Quorum.

At any meeting of the management committee, the number of members required to constitute a quorum shall be

- (a) a majority of the members of the management committee, previously elected or appointed under the provisions of these Rules, as at the close of the latest general meeting of the members;
  - (b) save that at least two of the following must be present:
    - (i) the president,
    - (ii) the vice-president or president-elect,
    - (iii) the secretary, and
    - (iv) the treasurer.
  - (c) In the absence of a quorum, the meeting may still debate issues and receive reports and correspondence, but the meeting shall have no power to make any decisions binding on the management committee or on the Association.
- (7) Voting.
    - (a) Questions arising at any meeting of the management committee shall be decided by a majority of votes of members of the management committee present at that meeting, save
      - (i) in the case of equality of votes, the matter shall be put to a second vote in which voting rights are confined to the president, the secretary and the treasurer; and
      - (ii) Rule 5(2) requires that the appointment and dismissal of the patron and life members and honorary members requires a majority vote of all members eligible to vote at a meeting of the management committee, not only the members present at the meeting.
      - (iii) For the purposes of Rule 5(2), the matter may be determined even if all of the members of the management committee are not present, provided that the number of votes which determine the matter would

have been sufficient to determine the matter even if the absent members of the management committee had been present and had voted contrary to the majority.

- (b) A member of the management committee shall not vote in respect of any contract or proposed contract with the Association in which the member is interested, or any matter arising therefrom, and if the member does so vote the member's vote shall not be counted.
- (8) Chairperson.
- (a) The president shall preside as chairperson at every meeting of the management committee. The president may delegate the chair of any meeting to any other member of the management committee present at that meeting.
  - (b) If there is no president, or if at any meeting of the management committee the president or the president's delegate is not present within 10 minutes after the time appointed for holding the meeting, the vice-president or president-elect shall preside as chairperson.
  - (c) If the vice-president or president-elect is also not present within 10 minutes after the time appointed for holding the meeting, then the secretary shall preside as chairperson.
- (9) Records of meetings.
- (a) The secretary shall cause full and accurate minutes of all questions, matters, resolutions, and other proceedings of every management committee meeting to be entered into a book to be open for inspection at all reasonable times by any financial member who previously applies to the secretary for that inspection.
  - (b) For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every meeting of the management committee shall be signed by the chairperson of that meeting, or by the chairperson of the next succeeding meeting of the management committee, verifying their accuracy.
- (12) Subject as previously provided in this Rule, the management committee may meet and regulate its proceedings as it sees fit.

**Rule 16. Delegation of powers of management committee.**

- (1) The management committee may delegate any of its powers to a subcommittee consisting of such members of the Association as the management committee may deem fit from time to time.
- (2) Any subcommittee so formed shall
  - (a) have its powers and terms of reference determined by the management committee in writing; and
  - (b) in the exercise of its powers so delegated, conform to any regulations that may be imposed on it by the management committee.
- (3) A subcommittee shall

- (a) keep a written record of its meetings
  - (b) which shall be sent to the secretary as soon as practicable after the meeting of the subcommittee,
  - (c) but in any case the record of its meetings shall be in the hands of the secretary not less than two days before the next meeting of the management committee;
  - (d) and the secretary shall table the record of the meeting of the subcommittee at the next ordinary meeting of the management committee.
- (4) Subject to sub-Rule 16(2), a subcommittee shall
- (a) elect a chairperson of its meetings;
  - (b) if there is no elected chairperson, or if the chairperson is not present within 10 minutes after the appointed time for commencement of the meeting, appoint a substitute chairperson;
  - (c) determine questions by a simple majority vote of members present at the meeting, and in the case of an equality of votes, the question shall be decided by a casting vote of the chairperson;
  - (d) otherwise meet and adjourn as it thinks proper.
- (5) A subcommittee shall not be delegated any powers to make decisions to bind the Association. A subcommittee may make written recommendations to the management committee, which may then exercise its powers under these Rules.

**Rule 17. Acts not affected by defects or disqualifications.**

All acts done in good faith by

- (a) any meeting of the management committee, or
- (b) any meeting of a subcommittee, or
- (c) any person acting as a member of the management committee

notwithstanding that it is afterwards discovered that

- (d) there was some defect in the appointment of the management committee or of a subcommittee or the person acting as a member of the management committee as aforesaid, or
- (e) the members of the management committee or any of them were disqualified but were not aware that they were disqualified,

shall be as valid as if every such person had been duly appointed and was qualified to be a member of the management committee.

**Rule 18. Resolutions of management committee without meeting.**

- (1) A resolution of the management committee without a meeting of the management committee may be made
  - (a) in writing;
  - (b) signed by all of the members of the management committee, previously elected or appointed under the provisions of these Rules, as at the close of the latest general meeting of the members;
  - (c) which may be several documents in like form, each signed by one or more members of the management committee.
- (2) Such resolutions shall be as valid and effectual as if they had been passed at a meeting of the management committee duly convened and held.

**Rule 19. Annual general meeting.**

Each annual general meeting shall be held

- (a) at least once each year;
- (b) within 3 months after the end of the Association's previous financial year.

**Rule 20. Business to be transacted at annual general meeting.**

The following business shall be transacted at every annual general meeting:

- (a) the receiving of statements of income and expenditure, assets and liabilities, and of mortgages, charges and securities affecting the property of the Association for the previous financial year;
- (b) the receiving of the auditor's report on the financial affairs of the Association for the previous financial year;
- (c) the presenting of the audited statement to the meeting to be adopted by the members;
- (d) the election of the management committee; and
- (e) the appointment of an auditor.

**Rule 21. Special general meeting.**

- (1) The secretary shall convene a special general meeting within 14 days of
  - (a) being directed to do so by the management committee; or
  - (b) being given a requisition in writing signed by
    - (i) not less than one-third of the members of the management committee, previously elected or appointed under the provisions of these Rules, as at the close of the latest general meeting of the members; or

- (ii) a number of ordinary members which equals at least double the number of members of the management committee, previously elected or appointed under the provisions of these Rules, as at the close of the latest general meeting of the members,

which requisition shall clearly state:

- (i) the reasons why such special meeting is being convened; and
- (ii) the nature of the business to be transacted thereat.

- (2) The secretary may convene a special general meeting upon being given a notice in writing of an intention
  - (a) to appeal under Rule 8 against a decision of the management committee to reject an application for membership; or
  - (b) to appeal under Rule 8 against a decision of the management committee to terminate the membership of any person; or
  - (c) to apply under Rule 12 for determination of a decision of the management committee to terminate the tenure of office of any member of the management committee;

but if the secretary does not convene a special general meeting under this provision, the appeal or application shall be determined at the next ordinary general meeting, which shall take place within three months of receipt of the notice.

#### **Rule 22. Quorum at general meeting.**

- (1) At any general meeting the number of members required to constitute a quorum shall be double the number of members of the management committee, previously elected or appointed under the provisions of these Rules, as at the close of the latest general meeting of the members, plus one.
- (2) In the absence of a quorum at any general meeting, the meeting may still debate issues and receive reports and correspondence, but the meeting shall have no power to make any decisions binding on the management committee or on the Association.
- (3) For the purposes of this Rule, "member" does not include any person attending as a proxy.
- (4) If, within half an hour from the time appointed for the commencement of a general meeting, a quorum is not present,
  - (a) if the meeting was called on the requisition of the members of the management committee, the meeting shall lapse;
  - (b) if the meeting was called by any other means under these Rules, the meeting shall stand adjourned until the same day in the next week at the same time and place, or if this is not practicable, to such reasonable time and place as the management committee may determine, and
  - (c) if within half an hour from the time appointed for the commencement of the adjourned meeting, a quorum is not present, the members present shall be deemed to constitute a quorum.

### **Rule 23. Notice of general meeting.**

- (1) The secretary shall convene all general meetings of the Association by giving notice to the members of the Association of
  - (a) not less than 14 days notice of an ordinary general meeting;
  - (b) not less than 28 days notice of an annual general meeting; and
  - (c) not less than 14 days notice of a special general meeting .
  
- (2) The manner by which such notice shall be given shall be determined by the management committee.
  
- (3) Notice of any meeting convened for the purpose of hearing and determining
  - (a) an appeal under Rule 8 by a proposed member against rejection of an application for membership; or
  - (b) an appeal under Rule 8 by a member against termination of membership; or
  - (c) an application under Rule 12 by a member of the management committee against termination of membership of the management committee; or
  - (d) for determination of any special resolutionshall be given in writing, which notice shall include the reasons why such special meeting is being convened.
  
- (4) Notice of a general meeting shall clearly state the nature of the business to be transacted thereat.

### **Rule 24. Procedure at general meeting.**

Unless otherwise provided by these Rules, at every general meeting:

- (1) Chairperson.
  - (a) The president shall preside as chairperson at every general meeting.
    - (i) If there is no president, or if at any meeting the president is not present within 10 minutes after the time appointed for holding the meeting, or if the president is unwilling to act as chairperson, the vice-president or president-elect shall preside as chairperson.
    - (ii) If the vice-president or president-elect is also not present within 10 minutes after the time appointed for holding the meeting, or if the vice-president or president-elect is also unwilling to act as chairperson, then the secretary shall preside as chairperson.
  - (b) the chairperson shall maintain order and conduct the meeting in a proper and orderly manner
  
- (2) Voting.



- (a) Every question, matter, or resolution, other than a special resolution to amend rescind or add to these Rules, shall be decided by a majority of the votes of all members eligible to vote and present at the meeting; and
  - (b) Rule 10(2) provides that every financial ordinary resident member, and the patron, and all life members and all honorary members, shall each be entitled to one vote at any general meeting of the Association, save that in the case of an equality of votes the chairperson shall have a second and casting vote;
  - (c) however, no member shall be entitled to vote if the member's annual subscription is more than 2 months in arrears at the time of the meeting;
  - (d) for the purposes of voting and for all other purposes, the patron and life members and honorary members shall be deemed to be financial members;
  - (e) voting shall be by show of hands,
  - (f) unless not less than one-fifth of the members eligible to vote and present at the meeting demand a ballot, in which event there shall be a secret ballot; and
  - (g) the chairperson shall appoint two members to conduct the secret ballot in such manner as the chairperson shall determine, and the result of the ballot as declared by the chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded; and
  - (h) on a show of hands every person present who is a financial member and eligible to vote shall be entitled to one vote, and in a secret ballot every person present who is a financial member and eligible to vote shall be entitled to one vote; and
  - (i) a member may only vote in person; there shall be no instrument of appointing a proxy, and items in the Model Rules of the Queensland Associations Incorporation Regulations 1999 regarding appointment of proxies shall not apply.
- (3) Records of meeting.
- (a) The secretary shall cause full and accurate minutes of all questions, matters, resolutions, and other proceedings of every general meeting to be entered into a book to be open for inspection at all reasonable times by any financial member who previously applies to the secretary for that inspection.
  - (b) For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every general meeting shall be signed by the chairperson of that meeting, or by the chairperson of the next succeeding meeting of the management committee, verifying their accuracy.
- (4) Adjournments.
- (a) The chairperson
    - (i) may, with the consent of any meeting at which a quorum is present; or
    - (ii) shall, at the direction of not less than one-fifth of the members eligible to vote and present at the meeting;

adjourn the meeting from time to time and from place to place,

- (b) save that no business may be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (c) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (d) Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at any adjourned meeting.

**Rule 25. By-laws.**

- (a) The management committee may from time to time make, amend or repeal any by-laws, not inconsistent with these Rules, for the internal management of the Association.
- (b) Any by-laws may be set aside by a general meeting of members.

**Rule 26. Alteration of Rules.**

- (1) Subject to the provisions of the Queensland Associations Incorporation Act 1981, these Rules may be amended, rescinded, or added to from time to time, by a special resolution carried at any general meeting.
- (2) A special resolution is carried if it receives the vote of  $\frac{3}{4}$  of the members eligible to vote and present at that meeting.
- (3) However, an amendment, rescission or addition is valid only if it is registered by the chief executive according to Part 5 of the Queensland Associations Incorporation Act 1981.

**Rule 27. Common seal.**

- (1) The management committee shall provide for a common seal and for its safe custody.
- (2) To be used with authority.
  - (a) The common seal shall only be used by the authority of the management committee.
  - (b) Every instrument to which the common seal is affixed shall be signed by any two of
    - (i) the president;
    - (ii) the secretary;
    - (iii) the treasurer; and
    - (iv) some other member of the management committee who may be appointed from time to time by the management committee in writing for the purposes of executing documents requiring exercise of the authority of the management committee.

## **Rule 28. Funds and accounts.**

- (1) The funds of the Association shall be kept in the name of the Association in a financial institution as determined from time to time by the management committee.
- (2) The management committee, through the Treasurer, shall arrange that proper books and accounts shall be kept and maintained in a written or printed form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature.
- (3) All moneys shall be deposited as soon as practicable after receipt thereof.
- (4) All amounts of \$100 or more shall be paid by cheque signed by any two of
  - (a) the president;
  - (b) the secretary;
  - (c) the treasurer; and
  - (d) some other member of the management committee who may be appointed from time to time by the management committee in writing for the purposes of executing documents requiring exercise of the authority of the management committee.
- (5) Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty cash recoupment, which may be open.
- (6) The management committee shall determine from time to time the amount of petty cash which may be kept on the imprest system.
- (7) All expenditure shall be approved or ratified at a meeting of the management committee.
- (8) As soon as practicable after the end of each financial year, the treasurer shall cause to be prepared a statement containing the particulars of
  - (a) the income and expenditure of the financial year just ended; and
  - (b) the assets and liabilities; and
  - (c) all mortgages, charges and securities affecting the property of the Association at the close of the financial year just ended.
- (9) The auditor shall examine the statements prepared under Rule 28(8), not less than once a year
  - (a) at the conclusion of the financial year; and
  - (b) whenever required by the management committee;and shall present a report on it to the secretary before the next annual general meeting following the financial year for which the audit was made.
- (10) The income and property of the Association shall be used solely in promoting the objects of the Association and in exercise of the powers of the Association.

**Rule 29. Documents.**

The management committee shall provide for the safe custody of books, documents, instruments of title and securities of the Association.

**Rule 30. Financial year.**

The financial year of the Association shall close on the thirtieth day of June in any year.

**Rule 31. Distribution of surplus assets.**

- (1) The Rule applies if the Association is wound up under Part 10 of the Queensland Associations Incorporation Act 1981, or for any other reason, and there are surplus assets.
- (2) The surplus assets shall not be distributed to the members but shall be distributed to another entity
  - (a) that has Objects similar to the Objects of the Association; and
  - (b) the rules of which prohibit the distribution of the entity's income and assets to its members.
- (3) In this Rule, "surplus assets" shall have the meaning given by section 92(3) of the Queensland Associations Incorporation Act 1981.