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# Australasian Gypsy Horse Society Inc Rules

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# Rules of Australasian Gypsy Horse Society Inc

## 1 Interpretation

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1.1 In these rules:

Term	Definition
<b>Act</b>	means the <i>Associations Incorporation Act 1981</i> .
<b>Association</b>	has the meaning set out in rule 2.
<b>Management Committee</b>	means the Management Committee of the Association.
<b>Casual vacancy</b>	has the meaning set out in rule 14.7.
<b>ITAA 1997</b>	means the <i>Income Tax Assessment Act 1997</i> .
<b>Member</b>	means the members set out in rule 5.1.
<b>Present</b>	has the meaning set out in rule 22.6 for Management Committee meetings and the meaning set out in rule 35.2 for general meetings.
<b>Proposer</b>	has the meaning set out in rule 6.
<b>Seconded</b>	has the meaning set out in rule 6.
<b>Surplus assets</b>	has the meaning set out in section 92(3) of the Act.

1.2 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

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The name of the incorporated Association is Australasian Gypsy Horse Society Inc.

## 3 Objects

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3.1 The objects of the Association are to:

- (a) promote, encourage and improve the breeding of Gypsy Cobs, Gypsy Cob Derivatives and Drum Horses in Australia;
- (b) collect, verify and publish information regarding Gypsy Cobs, Gypsy Cob Derivatives and Drum Horses in Australia;
- (c) maintain the integrity of the Gypsy Cobs, Gypsy Cob Derivatives and Drum Horses in Australia through collecting, verifying and recording DNA and parentage data;
- (d) encourage the exhibition of Gypsy Cobs, Gypsy Cob Derivatives and Drum Horses in Australia;

- (e) hold, sponsor and promote shows of Gypsy Cobs, Gypsy Cob Derivatives and Drum Horses and to offer prizes at shows and exhibitions;
- (f) compile and maintain a list of people considered competent to act as judges of Gypsy Cobs, Gypsy Cob Derivatives and Drum Horses at shows;
- (g) publish material relating to the objects of the Association;
- (h) encourage the importation of Gypsy Cobs, Gypsy Cob Derivatives and Drum Horses into Australia;
- (i) establish relationships with kindred societies both in Australia and internationally;
- (j) promote the interests of and to assist breeders of Gypsy Cobs, Gypsy Cob Derivatives and Drum Horses;
- (k) promote the objects of the Association in any manner the Management Committee considers appropriate; and
- (l) do all such lawful things as are incidental or conducive to the attainment of the above objects.

## **4 Powers**

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4.1 The Association has the powers of an individual.

4.2 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.

4.3 The Association may also issue secured and unsecured notes, debentures and debenture stock for the Association.

## **5 Classes of members**

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5.1 The membership of the Association consists of:

- (a) Ordinary members;
- (b) Junior members;
- (c) Life members; and
- (d) Honorary life members.

5.2 The number of members admitted to each class of membership is unlimited.

## **6 Membership**

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### **Ordinary member**

6.1 Any individual who:

- (a) is not less than 18 years of age at the date of application;
  - (b) has been proposed for membership by a Member (the Proposer) and seconded by another Member (the Seconder);
  - (c) has paid the membership fee for Ordinary membership as specified by the Association at the time; and
  - (d) in the opinion of the Management Committee, is supportive of the objects of the Association,
- may apply to be an Ordinary Member of the Association.

### **Junior member**

6.1 Any individual who:

- (a) is less than 18 years of age at the date of application;
  - (b) has the written consent of a parent or legal guardian supporting the membership application;
  - (c) has been proposed for membership by a Member (the Proposer) and seconded by another Member (the Seconder);
  - (d) has paid the membership fee for Junior membership as specified by the Association at the time; and
  - (e) in the opinion of the Management Committee, is supportive of the objects of the Association,
- may apply to be a Junior Member of the Association.

### **Life member**

6.3 Any individual who:

- (a) is not less than 18 years of age at the date of application;
  - (b) has been proposed for membership by a Member (the Proposer) and seconded by another Member (the Seconder);
  - (c) has paid the membership fee for Life Membership as specified by the Association at the time; and
  - (d) in the opinion of the Management Committee is supportive of the objects of the Association,
- may apply to be a Life Member of the Association.

### **Honorary Life member**

- 6.4 Any individual who:
- (a) is not less than 18 years of age at the date of application;
  - (b) has been proposed for membership by a Member (the Proposer) and seconded by another Member (the Seconder); and
  - (c) in the opinion of the Management Committee:
    - (i) is supportive of the objects of the Association; and
    - (ii) has made a significant contribution to the Association,may be granted to be an Honorary Life Member of the Association.
- 6.5 An application for membership pursuant to rules 6.1, 6.2, 6.3 and 6.4 must be:
- (a) in writing; and
  - (b) signed by the applicant; and
  - (c) in the form decided by the Management Committee.
- 6.6 If the application for membership is in relation to a Junior membership, the written consent of a parent or guardian must be provided together with the application form.
- 6.7 An Ordinary member, Life Member or Honorary Life member, once admitted and so long as they pay the annual membership fee (if any) as and when it falls due, shall be entitled to:
- (a) attend any meeting of the Association;
  - (b) vote at any meeting of the Association.
- 6.8 A Junior Member once admitted and so long as they pay the annual membership fee (if any) as and when it falls due shall be entitled to attend any meeting of the Association but will not be entitled to vote at any meeting of the Association.

## **7 Membership fees**

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- 7.1 The membership fee for Ordinary members and Junior members:
- (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.
- 7.2 Applicants who:
- (a) consist of:
    - (i) a maximum of two people who apply for Ordinary membership together; or
    - (ii) a maximum of two people who apply for Ordinary membership together with an unlimited number of people who apply for junior membership; and

(b) are from the same immediate family,

will be entitled to a 'Family Membership' discount on their membership fees which is an amount decided by the members from time to time at a general meeting.

7.3 Life members, once the Life membership application fee has been paid, are exempt from paying membership fees for the duration of their Life membership.

7.4 Honorary Life Members are exempt from paying any membership fees for the duration of their Honorary Life membership.

## **8 Admission and rejection of new members**

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8.1 The Management Committee must consider an application for membership at the next committee meeting held after it receives:

(a) the application for membership;

(b) the appropriate membership fee for the application (if any); and

(c) applicability of a 'Family Member' discount.

8.2 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.

8.3 The Management Committee must decide at the meeting whether to accept or reject the application.

8.4 If a majority of Management Committee members 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.

8.5 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.

## **9 When membership ends**

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9.1 A Member may resign from the Association by giving a written notice of resignation to the secretary.

9.2 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.

9.3 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 two months; or



- (d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Association.
- 9.4 Before the Management Committee terminates a members' membership, the Management Committee must give the Member a full and fair opportunity to show why the membership should not be terminated.
- 9.5 If, after considering all representations made by the member, the Management Committee decides to terminate the membership, the secretary of the Association must give the Member a written notice of the decision.
- 9.6 No paid membership fees will be refunded upon the end of a Member's membership.

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

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- 10.1 A person whose application for membership has been rejected, or whose membership has been terminated, may give the secretary written notice of the persons' intention to appeal against the decision.
- 10.2 A notice of intention to appeal must be given to the secretary within one month after the person receives written notice of the decision.
- 10.3 If the secretary receives a notice of intention to appeal, the secretary must, within one month after receiving the notice, call a general meeting to decide the appeal.

## **11 General meeting to decide appeal**

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- 11.1 The general meeting to decide an appeal must be held within three months after the secretary receives the notice of intention to appeal.
- 11.2 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.
- 11.3 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.
- 11.4 An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.
- 11.5 If a person whose application for membership has been rejected does not appeal against the decision within one 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**

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- 12.1 The Management Committee must keep a register of members of the Association.
- 12.2 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) the class of membership the Member holds;
- (f) details about the termination or reinstatement of membership;
- (g) any other particulars the Management Committee or the members at a general meeting decide.

12.3 The register must be open for inspection by members of the Association at all reasonable times.

12.4 A Member must contact the secretary to arrange an inspection of the register.

12.5 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**

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13.1 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.

13.2 Subrule 13.1 does not apply if the use or disclosure of the information is approved by the Association.

### **14 Appointment or election of secretary**

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14.1. 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 Associations Management Committee;
  - (ii) another Member of the Association;
  - (iii) another person.

14.2 If the Association has not elected an interim officer as secretary for the Association before its incorporation, the members of the Management Committee must ensure a secretary is appointed or elected for the Association within one month after incorporation.

- 14.3 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 one month after the vacancy happens.
- 14.4 If the Management Committee appoints a person mentioned in subrule 14.1(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.
- 14.5 However, if the Management Committee appoints a person mentioned in subrule 14.1(b)(ii) as secretary to fill a casual vacancy on the Management Committee, the person becomes a Member of the Management Committee.
- 14.6 If the Management Committee appoints a person mentioned in subrule 14.1(b)(iii) as secretary, the person does not become a Member of the Management Committee.
- 14.7 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**

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- 15.1 The Management Committee may at any time remove a person appointed by the committee as the secretary.
- 15.2 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.
- 15.3 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**

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- 16.1 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
  - (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**

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- 17.1 The Management Committee of the Association consists of a president, treasurer, and any other members the Association members elect at a general meeting.
- 17.2 At each annual general meeting of the Association, the members of the Management Committee must retire from office, but are eligible, on nomination, for re-election.
- 17.3 A Member of the Association may be appointed to a casual vacancy on the Management Committee under rule 20.

## **18 Electing the Management Committee**

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- 18.1 A Member of the Management Committee may only be elected as follows:
- (a) any two members of the Association may nominate any Member (the nominee) to serve as a Member of the Management Committee;
  - (b) the nomination must be:
    - (i) in writing; and
    - (ii) signed by the nominee 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 one nominee for each vacant position on the Management Committee;
  - (d) if, at the start of the meeting, there are not enough nominees for the available positions, nominations may be taken from the floor of the meeting.
- 18.2 A person may be a nominee for membership of the Management Committee only if the person:
- (a) is an adult; and
  - (c) is not ineligible to be elected as a Member under section 61A of the Act.
- 18.3 A list of the nominees' names in alphabetical order, with the names of the members who nominated each nominee, 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.
- 18.4 If required by the Management Committee, balloting lists must be prepared containing the names of the nominees in alphabetical order.
- 18.5 The Management Committee must ensure that, before a nominee is elected as a Member of the Management Committee, the nominee 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**

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- 19.1 A Member of the Management Committee may resign from the committee by giving written notice of resignation to the secretary.
- 19.2 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.

- 19.3 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.
- 19.4 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.
- 19.5 A Member has no right of appeal against the members' removal from office under this rule.
- 19.6 The office of a Member of the Management Committee shall be vacated if the person holding that office:
- (a) dies; or
  - (b) becomes bankrupt or compounds with creditors or otherwise takes advantage of the laws in force for the time being relating to bankruptcy; or
  - (c) is:
    - (i) convicted of an offence under the *Associations Incorporation Act 1981* (Qld); or
    - (ii) convicted of an indictable offence or an offence punishable on summary conviction for which the person is sentenced to imprisonment, other than in default of payment of a fine; or
  - (d) has been convicted on indictment or summarily and sentenced to imprisonment, other than in default of payment of a fine, and the rehabilitation period in relation to the conviction has not expired.
- 19.7 In this rule 19, rehabilitation period has the meaning given in the *Criminal Law (Rehabilitation of Offenders) Act 1986*(Qld).

## **20 Vacancies on Management Committee**

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- 20.1 If a casual vacancy happens on the Management Committee, the continuing members of the Management Committee may appoint another Member of the Association to fill the vacancy until the next annual general meeting.
- 20.2 The continuing members of the Management Committee may act despite a casual vacancy on the Management Committee.
- 20.3 However, if the number of committee members is less than the number fixed under rule 23.1 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.

## **21 Functions of Management Committee**

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- 21.1 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.
- 21.2 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.
- 21.3 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.
- 21.4 For subrule 21.3(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 one financial institution for the Association—the financial institution nominated by the Management Committee.

## **22 Meetings of Management Committee**

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- 22.1 Subject to this rule, the Management Committee may meet and conduct its proceedings as it considers appropriate.
- 22.2 The Management Committee must meet at least once every four months to exercise its functions.
- 22.3 The Management Committee must decide how a meeting is to be called.
- 22.4 Notice of a meeting is to be given in the way decided by the Management Committee.
- 22.5 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.

- 22.6 A committee Member who participates in the meeting as mentioned in subrule 22.5 is taken to be present at the meeting.
- 22.7 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.
- 22.8 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.
- 22.9 The president is to preside as chairperson at a Management Committee meeting.
- 22.10 If there is no president or if the president is not present within ten 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.

### **23 Quorum and adjournment of Management Committee meeting**

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- 23.1 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.
- 23.2 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.
- 23.3 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 one day; and
  - (b) the members of the Management Committee who are present are to decide the day, time and place of the adjourned meeting.
- 23.4 If, at an adjourned meeting mentioned in subrule 23.3, there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

### **24 Special meeting of Management Committee**

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- 24.1 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.
- 24.2 If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.
- 24.3 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.
- 24.4 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.

- 24.5 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.

## **25 Minutes of Management Committee meetings**

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- 25.1 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, which may be kept electronically.
- 25.2 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.

## **26 Appointment of subcommittees**

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- 26.1 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 Association's operations.
- 26.2 A Member of the subcommittee who is not a Member of the Management Committee is not entitled to vote at a Management Committee meeting.
- 26.3 A subcommittee may elect a chairperson of its meetings.
- 26.4 If a chairperson is not elected, or if the chairperson is not present within ten minutes after the time fixed for a meeting, the members present may choose one of their number to be chairperson of the meeting.
- 26.5 A subcommittee may meet and adjourn as it considers appropriate.
- 26.6 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.

## **27 Appointment of advisory board**

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- 27.1 The Management Committee may appoint an advisory board consisting of any person the Management Committee identifies as appropriate due to their particular skills, qualifications or experience. Advisors will report directly to the Management Committee.
- 27.2 The Management Committee may establish terms of reference for the operation of the advisory board.

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

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- 28.1 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.
- 28.2 Subrule 28.1 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**

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- 29.1 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.
- 29.2 A resolution mentioned in subrule 29.1 may consist of several documents in like form, each signed by one or more members of the committee.

## **30 First annual general meeting**

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The first annual general meeting must be held within six months after the end date of the Association's first reportable financial year.

## **31 Subsequent annual general meetings**

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- 31.1 Each subsequent annual general meeting must be held:
- (a) at least once each year; and
  - (b) within six months after the end date of the Association's reportable financial year.

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

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- 32.1 The business to be transacted at every annual general meeting shall be:
- (a) the receiving of the Management Committee's report and the statement of income and expenditure, assets and liabilities for the preceding financial year;
  - (b) the receiving of either:
    - (i) an auditor's report upon the books and accounts for the preceding financial year; or
    - (ii) a signed statement of the accountant, authorised person or President regarding the bookkeeping processes of the Association and financial statement for the preceding financial year,whichever is required for the Association in accordance with *Associations Incorporation Act 1981* (Qld);
  - (c) electing members of the Management Committee; and
  - (d) the appointment of either:
    - (i) an auditor; or
    - (ii) an accountant; or
    - (iii) an approved person,whichever is required for the Association in accordance with the *Associations Incorporation Act 1981* (Qld).

32.2 In this rule 32, audit report, auditor, accountant and approved person have the meaning given to those terms in Part 6 Division 2 of the *Associations Incorporation Act 1981* (Qld).

### **33 Notice of general meeting**

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33.1 The secretary may call a general meeting of the Association.

33.2 The secretary must give at least 14 days' notice of the meeting to each Member of the Association.

33.3 If the secretary is unable or unwilling to call the meeting, the president must call the meeting.

33.4 The Management Committee may decide the way in which the notice must be given.

33.5 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.

33.6 A notice of a general meeting must state the business to be conducted at the meeting.

### **34 Quorum and adjournment of general meeting**

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34.1 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 one.

34.2 However, if all members of the Association are members of the Management Committee, the quorum is the total number of members less one.

34.3 No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.

34.4 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.

34.5 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 seven days; and

(b) the Management Committee is to decide the day, time and place of the adjourned meeting.

34.6 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.

34.7 If a meeting is adjourned under subrule 34.6, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.

34.8 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.

- 34.9 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**

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- 35.1 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.
- 35.2 A Member who participates in a meeting as mentioned in subrule 35.1 is taken to be present at the meeting.
- 35.3 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 one 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**

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- 36.1 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.
- 36.2 Each Member present and eligible to vote is entitled to one vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
- 36.3 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.
- 36.4 The method of voting is to be decided by the Management Committee.
- 36.5 However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- 36.6 If a secret ballot is held, the chairperson must appoint two members to conduct the secret ballot in the way the chairperson decides.
- 36.7 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**

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- 37.1 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 members of the Association equal to double the number of members of the Management Committee when the request is signed plus one; or
- (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.

37.2 A request mentioned in subrule 37.1(b) must state:

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

37.3 A special general meeting must be held within three 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 37.1(b); or
- (c) is given the written notice of an intention to appeal mentioned in subrule 37.1(c).

37.4 If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

## 38 Proxies

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38.1 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

.....

38.2 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.

- 38.3 A proxy may be a Member of the Association or another person.
- 38.4 The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- 38.5 Each instrument appointing a proxy must be given to the secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- 38.6 Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.
- 38.7 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**

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- 39.1 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.
- 39.2 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.
- 39.3 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.
- 39.4 The Association may require the Member to pay the reasonable costs of providing copies of the minutes.

## **40 By-laws**

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

## **41 Alteration of rules**

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

## **42 Funds and accounts**

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- 42.1 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.
- 42.2 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.
- 42.3 All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- 42.4 A payment by the Association of \$100 or more must be made by cheque or electronic funds transfer.
- 42.5 If a payment of \$100 or more is made by cheque, the cheque must be signed by any two of the following:
- (a) the president;
  - (b) the secretary;
  - (c) the treasurer;
  - (d) any one of three other members of the Association who have been authorised by the Management Committee to sign cheques issued by the Association.
- 42.6 However, one of the persons who signs the cheque must be the president, the secretary or the treasurer.
- 42.7 Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- 42.8 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.

42.9 All expenditure must be approved or ratified at a Management Committee meeting.

### **43 General financial matters**

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- 43.1 As soon as practicable after the end of each financial year the treasurer shall cause to be prepared a financial statement containing particulars of:
- (a) the income and expenditure for the financial year just ended; and
  - (b) the assets and liabilities of the Association at the close of that year.
- 43.2 All such financial statements shall be examined in accordance with the provisions of the *Associations Incorporation Act 1981* (Qld) and be presented to the secretary prior to the holding of the next annual general meeting following the end of the financial year in respect of which such examination was made.
- 43.3 In accordance with the provisions of the *Associations Incorporation Act 1981* (Qld) the party examining the financial statements under subrule 43.2 must prepare a signed audit report or statement, whichever is applicable.
- 43.4 If required by the *Associations Incorporation Act 1981* (Qld), within one month after the financial statement and signed statement or audit report are received by a general meeting in accordance with rule 32, the following must be lodged with the Chief Executive:
- (a) a copy of the financial statement for the reportable financial year:
    - (i) as adopted at the annual general meeting of the Association, signed and dated by the President or treasurer; or
    - (ii) as presented to the annual general meeting of the Association, if it is not adopted at the meeting, signed and dated by the President or treasurer; and
  - (b) a copy of the signed audit report or statement, whichever is required in accordance with the *Associations Incorporation Act 1981* (Qld); and
  - (c) a return in the approved form; and
  - (d) any fees prescribed under a regulation.
- 43.5 If asked by a Member of the Association, the secretary must, within 28 days after the request is made:
- (a) make the Association's financial documents available for inspection by the Member at a mutually agreed time and place; and
  - (b) give the Member copies of the financial documents.

The Association may require the Member to pay the reasonable costs of providing copies of the financial documents.

### **44 Documents**

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The Management Committee must ensure the safe custody of books, documents, instruments of title and securities of the Association.

## **45 Financial year**

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

## **46 Non-profit**

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- 46.1 The income and property of the Association must only be used and applied towards the promotion of the objects of the Association set out in these rules.
- 46.2 No income or property may be paid or transferred, directly or indirectly, to a Member except for payments to a member:
- (a) in return for services rendered by or goods supplied by the Member to the Association in the ordinary and usual course of business; or
  - (b) as principal payments on money lent by the member, and interest payments if the interest is at a commercial rate.

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

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- 47.1 This rule applies, if the Association:
- (a) is wound-up under part 10 of the Act; and
  - (b) has surplus assets.
- 47.2 The surplus assets must not be distributed among the members of the Association.
- 47.3 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.
- 47.4 In this rule – surplus assets see section 92(3) of the Act.

## **48 Dispute resolution**

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- 48.1 All members and the Management Committee must in good faith try to resolve between themselves any dispute arising out of or in relation to these rules or any by-laws, policy or procedure for the Association.
- 48.2 If, after attempting to resolve a dispute between themselves, the parties cannot agree on a solution to the dispute, a party may make a formal complaint (the Dispute Notice) to the Management Committee which must:
- (a) be in writing;
  - (b) identify the complaint and the issue to be resolved; and
  - (c) advise whether a resolution to the issue has been sought as between the parties themselves.



- 48.3 Upon receipt of a Dispute Notice the Secretary must advise the complainant that the Dispute Notice has been received and forward a copy of the Dispute Notice to the party against whom the complaint is made, within 14 days of receipt of the Dispute Notice:
- (a) seeking a response from the party against who the complaint is made; and
  - (b) seeking 'without prejudice' an early resolution to the complaint.
- 48.4 In the event that an early resolution of the complaint is not possible, the Secretary must refer the complaint to an independent mediator.
- 48.5 The mediator will assess the merit of the complaint and contact both parties to the dispute to determine if the complaint can be resolved through a mediation process.
- 48.6 In the event that the mediation is successful, the parties to the dispute will sign a statement to that effect which will be held at the office of the Association for a period of seven years.
- 48.7 In the event that the mediation under rule 48.5 is unsuccessful, the Secretary will appoint an Arbitrator.
- 48.8 The Arbitrator will be an independent person with expertise in dispute resolution. Their role is to provide the means for the determining of the dispute between the parties and refer their findings to the Management Committee.
- 48.9 The Management Committee will consider the Arbitrator's findings and will determine the necessary action required to address the complaint.
- 48.10 Each party to the dispute will bear its own costs in relation to resolution of the dispute.
- 48.11 The cost of mediation will be borne by the Association.
- 48.12 The cost of arbitration will be borne by the Association, except where the Arbitrator considers the complaint to be frivolous or vicious, in which case the costs of arbitration will be borne by the complainant.
- 48.13 Unless a party has first complied with this clause, either party to a dispute must not commence court proceedings in relation to a dispute arising out of or in relation to these rules or any policy, procedure or code of practice of the Association.

## **49 Common seal**

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- 49.1 The management committee must ensure the association has a common seal.
- 49.2 The common seal must be—
- (a) kept securely by the management committee; and
  - (b) used only under the authority of the management committee.
- 49.3 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.