

**The Constitution of the**

# **Transport Development and Solutions Alliance Inc.**

October 2011



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## 1. INTERPRETATION

(1) In these rules—

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

**Present**—

(a) at a management committee meeting, see rule 22.6; or

(b) at a general meeting, see rule 36.2.

(2) A word or expression that is not defined in these model rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

## 2. NAME

The name of the incorporated association is Transport Development and Solutions Alliance Inc.

## 3. OBJECTS

The objects of the association are:

‘To bring Queenslanders together to altruistically develop responses to community’s needs for transport, access and mobility’, through

- Fostering community capacity;
- Developing and providing quality training and resources that are effective and practicable;
- Informing planning and decision making.

## 4. POWERS

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) receive and disperse funds for the objects of the association; and

(e) do other things necessary or convenient to be done in carrying out its affairs and/or objects.

4.3 The association may subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not whose objects are similar to those of the association.

4.4 The association may take over the funds and other assets and the liabilities of the present unincorporated association known as the ‘Transport Development and Solutions Alliance’.

4.5 The association may also issue secured and unsecured notes, debentures and debenture stock for the association.

## 5. MEMBERSHIP

5.1 The membership of the association shall consist of the following classes:

- a) **Individual members** being any natural person. Individual members have the right to vote on all motions, may nominate Management Committee members and are eligible to stand for election to the Management Committee;
- b) **Associate organisation members** being any body, incorporated or unincorporated including any government department or instrumentality, a Not-for-profit, non-government community service and health organisation member. Associate members have the right to one vote on all motions, may nominate Management Committee members and may stand for election to the Management Committee;
- c) **Honorary Life members** being any person invited by the Management Committee to be an Honorary Life member on account of outstanding services to the community or other qualifications recognized by the Management Committee. Honorary Life members have the right to vote on all motions, may nominate Management Committee members and may stand for election to the Management Committee.

5.2 The number of members in all classes shall be unlimited.

5.3 For the purposes of voting, in these rules all classes of membership have one vote on all motions.

## 6. AUTOMATIC MEMBERSHIP

A person who, on the day the association is incorporated, was a member of the unincorporated association and who, on or before a day fixed by the management committee, agrees in writing to become a member of the incorporated association, must be admitted by the management committee:

- a) To the equivalent class of membership of the association as the member held in the unincorporated association; or
- b) If there is no equivalent class of membership, as an individual member.

## 7. NEW MEMBERSHIP

7.1 An applicant for any class of membership of the association shall be proposed by one (1) member of the association (the proposer) and seconded by another member (the seconder).

7.2 An application for membership must be:

- (a) In writing; and
- (b) Signed by the applicant and the applicants proposer and seconder; and
- (c) In such form as the management committee from time to time prescribes.

7.3 Honorary Life membership is determined from time to time by the management committee where a member is deemed to have made a significant contribution to the objects of the association.

## 8. MEMBERSHIP FEES

8.1 The membership fees for each class of membership shall be the sum as the management committee shall from time to time so determine.

- 8.2 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.
- 8.3 The management committee may for special reasons in any case vary the membership fee payable.
- 8.4 A member of the incorporated association who, before becoming a member, has paid the member's annual subscription for membership of the unincorporated association on or before a day fixed by the management committee, is not liable to pay a further amount of annual subscription for the period before the day fixed by the management committee as the day on which the next annual subscription is payable.

## **9. ADMISSION AND REJECTION OF NEW MEMBERS**

- 9.1 The management committee must consider an application for membership at the next meeting of the management committee held after it receives:
- (a) the application for membership; and
  - (b) the appropriate membership fee for the application.
- 9.2 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 person's 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.
- 9.3 The management committee must decide at the meeting whether to accept or reject the application.
- 9.4 If a majority of the management committee members present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member to the class of membership applied for.
- 9.5 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.

## **10. TERMINATION OF MEMBERSHIP**

- 10.1 A member may resign from the association at any time by giving notice in writing to the secretary. Such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date.
- 10.2 The management committee may terminate a members membership if the member:
- (a) is convicted of an indictable offence; or
  - (b) fails to comply with any of the provisions of these rules; or
  - (c) has membership fees in arrears for at least six months; or
  - (d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the association.
- 10.3 Before the management committee terminates a members membership under the provisions of sections 10.2, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.
- 10.4 If, after considering all representations made by the member, the management committee decides to terminate the membership, the secretary of the committee must give the member a written notice of the decision.

## **11. APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP**

- 11.1 A person whose application for membership has been rejected or whose membership has been terminated may within one month of receiving written notification thereof, lodge with the secretary written notice of his/her intention to appeal against the decision of the management committee.
- 11.2 Upon receipt of a notification of intention to appeal against rejection or termination of membership, the secretary shall convene, within three months of the date of receipt by him/her of such notice, a general meeting to determine the appeal. At any such meeting the applicant shall be given the opportunity to fully present his/her case and the management committee or those members thereof who rejected the application for membership or terminated the membership subsequently shall likewise have the opportunity of presenting its or their case. The appeal shall be determined by the vote of the members present at such meeting.
- 11.3 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.

## **12. REGISTER OF MEMBERS**

- 12.1 The management committee must keep a register of members.
- 12.2 The register of members must include the following particulars for each member:
  - (a) the full name and residential address of the member;
  - (b) the date of admission as a member;
  - (c) the date of death or resignation of the member;
  - (d) details about the termination or reinstatement of membership;
  - (e) any other particulars the management committee or the members at a general meeting decide.
- 12.3 The register must be open for inspection at all reasonable times and members can inspect the Register during normal business hours on application to the secretary.
- 12.4 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**

- 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

- 14.1 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 (1) month after incorporation.
- 14.2 If a vacancy happens in the office of secretary, the members of the management committee must ensure a secretary is appointed or elected for the association within one (1) month after the vacancy happens.
- 14.3 The secretary must be an individual residing in Queensland, 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.
- 14.4 If the management committee appoints a person mentioned in subrule 14.3 (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 14.3 (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 14.3 (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

- 15.1 The management committee of the association 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 14.3 (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 14.3 (b) (ii) and who has been appointed to a casual vacancy on the management committee under rule 14.5, the person remains a member of the management committee.

## 16. FUNCTIONS OF SECRETARY

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

- (a) calling meetings of the association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the association; and
- (b) keeping minutes of each meeting; and
- (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**

- 17.1 The management committee of the association consists of a president, treasurer, secretary and a minimum of three (3) other members the association members elect at a general meeting by the association members.
- 17.2 The management committee must have at least 2 members from outside the South East Queensland region.
- 17.3 The maximum number of management committee members will be decided by the executive committee.
- 17.4 A member of the management committee, other than a secretary appointed by the management committee under rule 14.3 (b) (iii), must be a member of the association.
- 17.5 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.
- 17.6 A member of the association may be appointed to a casual vacancy on the management committee under rule 20.

## **18. ELECTING THE MANAGEMENT COMMITTEE**

- 18.1 A member of the management committee may only be elected as follows:
- (a) any two (2) members of the association may nominate another member (the *candidate*) to serve as a member of the management committee;
  - (b) the nomination must be:
    - (i) in writing; and
    - (ii) signed by the candidate and the members who nominated him or her; and
    - (iii) given to the secretary at least 14 days before the annual general meeting at which the election is to be held;
  - (c) each member of the association present and eligible to vote at the annual general meeting may vote for one (1) candidate for each vacant position on the management committee;
  - (d) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- 18.2 A person may be a candidate only if the person:
- (a) is an adult; and
  - (b) is not ineligible to be elected as a member under section 61A of the Act.
- 18.3 A list of the candidates names in alphabetical order, with the names of the members who nominated each candidate, must be posted in a conspicuous place in the office or usual place of meeting of the association for at least 7 days immediately preceding the annual general meeting.
- 18.4 If required by the management committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- 18.5 The management committee must ensure that, before a candidate is elected as a member of the management committee, the candidate is advised:
- (a) whether or not the association has public liability insurance; and
  - (b) if the association has public liability insurance—the amount of the insurance.



## **19. RESIGNATION, REMOVAL OR VACATION OF OFFICE OF MANAGEMENT COMMITTEE MEMBER**

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

## **20. VACANCIES ON MANAGEMENT COMMITTEE**

- 20.1 If a casual vacancy happens on the management committee, the continuing members of the committee may appoint another member of the association to fill the vacancy until the next annual general meeting.
- 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**

- 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. *Note: The Act prevails if the associations rules are inconsistent with the Act - see section 1B of 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 1 financial institution for the association—the financial institution nominated by the management committee.

## **22. MEETINGS OF MANAGEMENT COMMITTEE**

- 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 4 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 10 minutes after the time fixed for a management committee meeting, the vice-president may preside as chairperson or where the vice-president is not present, the members may choose one (1) of their number to preside as chairperson at the meeting.

## **23. QUORUM FOR, AND ADJOURNMENT OF, MANAGEMENT COMMITTEE MEETING**

- 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 1 day; and
  - (b) the members of the management committee who are present are to decide the day, time and place of the adjourned meeting.
- 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**

- 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**

- 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.
- 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. SUBCOMMITTEES**

- 26.1 The management committee may appoint a subcommittee, including a regional subcommittee, consisting of members of the association considered appropriate by the committee to help with the conduct of the associations 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 10 minutes after the time fixed for a meeting, the members present may choose 1 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. ACTS NOT AFFECTED BY DEFECTS OF DISQUALIFICATIONS**

- 27.1 An act performed by the management committee, a subcommittee, regional committee or a person acting as a member of the management committee is taken to have been validly performed.
- 27.2 Subrule 27.1 applies even if the act was performed when:
- (a) there was a defect in the appointment of a member of the management committee, subcommittee, regional committee or person acting as a member of the management committee; or
  - (b) a management committee member, subcommittee member, regional committee member or person acting as a member of the management committee was disqualified from being a member.

## **28. RESOLUTIONS OF MANAGEMENT COMMITTEE WITHOUT MEETING**

- 28.1 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.
- 28.2 A resolution mentioned in subrule 28.1 may consist of several documents in like form, each signed by one (1) or more members of the committee.

## **29. FIRST ANNUAL GENERAL MEETING**

The first annual general meeting must be held within six (6) months after the end date of the association's first reportable financial year.

## **30. SUBSEQUENT ANNUAL GENERAL MEETINGS**

Each subsequent annual general meeting must be held:

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

## **31. BUSINESS TO BE CONDUCTED AT ANNUAL GENERAL MEETING**

- 31.1 The following business must be conducted at each annual general meeting of the association:
- (a) receiving the association's financial statement, and signed statement, for the last reportable financial year;
  - (b) presenting the financial statement and signed statement to the meeting for adoption;
  - (c) electing members of the management committee;
  - (d) appointing an auditor, an accountant or an approved person for the present financial year.
  - (e) any other business determined by the management committee.

## **32. NOTICE OF GENERAL MEETING**

- 32.1 The secretary may call a general meeting of the association.
- 32.2 The secretary must give at least 14 days notice of the meeting to each member of the association.
- 32.3 If the secretary is unable or unwilling to call the meeting, the president must call the meeting.
- 32.4 The management committee may decide the way in which the notice must be given.
- 32.5 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.
- 32.6 A notice of a general meeting must state the business to be conducted at the meeting.

## **33. QUORUM FOR, AND ADJOURNMENT OF, GENERAL MEETING**

- 33.1 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 (1).
- 33.2 However, if all members of the association are members of the management committee, the quorum is the total number of members less one (1).
- 33.3 No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- 33.4 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.
- 33.5 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 (7) days; and
  - (b) the management committee is to decide the day, time and place of the adjourned meeting.
- 33.6 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.
- 33.7 If a meeting is adjourned under subrule 33.6, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- 33.8 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.
- 33.9 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.

## **34. PROCEDURE AT GENERAL MEETING**

- 34.1 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.
- 34.2 A member who participates in a meeting as mentioned in subrule 34.1 is taken to be present at the meeting.
- 34.3 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 vice-president may preside as chairperson or where the vice-president is not present, the members present must elect one (1) of their number to be chairperson of the meeting; and
  - (c) the chairperson must conduct the meeting in a proper and orderly way.

## **35. VOTING AT GENERAL MEETING**

- 35.1 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.
- 35.2 Each member present and eligible to vote is entitled to one (1) vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
- 35.3 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.
- 35.4 The method of voting is to be decided by the management committee.
- 35.5 However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- 35.6 If a secret ballot is held, the chairperson must appoint two (2) members to conduct the secret ballot in the way the chairperson decides.
- 35.7 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.

## **36. SPECIAL GENERAL MEETING**

- 36.1 The secretary must call a special general meeting by giving each member of the association notice of the meeting within 14 days after:
- (a) being directed to call the meeting by the management committee; or
  - (b) being given a written request signed by:
    - (i) at least 33% of the number of members of the management committee when the request is signed; or
    - (ii) at least the number of ordinary members of the association equal to double the number of members of the association on the management committee when the request is signed plus one (1); 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.
- 36.2 A request mentioned in subrule 36.1 (b) must state:
- (a) why the special general meeting is being called; and
  - (b) the business to be conducted at the meeting.

- 36.3 A special general meeting must be held within three (3) months after the secretary:  
 (a) is directed to call the meeting by the management committee; or  
 (b) is given the written request mentioned in subrule 36.1 (b); or  
 (c) is given the written notice of an intention to appeal mentioned in subrule 36.1(c).
- 36.4 If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

## 37. PROXIES

- 37.1 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 \_\_\_\_\_

- 37.2 The instrument appointing a proxy must:  
 (a) if the appointer is an individual - be signed by the appointer or the appointer's attorney properly authorised in writing; or  
 (b) if the appointer is a corporation:  
 (i) be under seal; or  
 (ii) be signed by a properly authorised officer or attorney of the corporation.
- 37.3 A proxy may be a member of the association or another person.
- 37.4 The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- 37.5 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.
- 37.6 Unless otherwise instructed by the appointer, the proxy may vote as the proxy considers appropriate.
- 37.7 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*]

## **38. MINUTES OF GENERAL MEETING**

- 38.1 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.
- 38.2 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.
- 38.3 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.
- 38.4 The association may require the member to pay the reasonable costs of providing copies of the minutes.

## **39. BY-LAWS**

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

## **40. ALTERATION OF RULES**

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

## **41. COMMON SEAL**

- 41.1 The management committee must ensure the association has a common seal.
- 41.2 The common seal must be:
  - (a) kept securely by the management committee; and
  - (b) used only under the authority of the management committee.
- 41.3 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.



## **42. FUNDS AND ACCOUNTS**

- 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 Any payment by the association of an amount in excess of the amount determined by the management committee must be paid by means other than cash subject to subrule 42.5.
- 42.5 All other financial transactions must be signed, electronic funds transfers and debit card transactions authorised by two of the following:
  - (a) the president;
  - (b) the secretary;
  - (c) the treasurer;
  - (d) any members of the association who have been authorised by the management committee to make financial transactions.
- 42.6 However, one of the persons who signs the cheque or authorises to make a financial transaction, 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.

## **43. GENERAL FINANCIAL MATTERS**

- 43.1 On behalf of the management committee, the treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- 43.2 The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.

## **44. DOCUMENTS**

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

## **45. FINANCIAL YEAR**

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

## 46. NON PROFIT

The assets and income of the organisation shall be applied solely in furtherance of its above mentioned objects and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

## 47. DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY

46.1 This rule applies if the association—

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

46.2 The surplus assets must not be distributed among the members of the association.

46.3 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.

46.4 In this rule—

**surplus assets** see section 92(3) of the Act.

46.5 As the majority of the member representatives at any general meeting may be resolution decide.