



QUEENSLAND FAMILY HISTORY SOCIETY  
INC.

IA

ABN 60860936626

CONSTITUTION

ADOPTED / /2024

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## 1. INTRODUCTORY PROVISIONS

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### 1.1. Definitions

- 1.1.1. In this constitution:
- a. **ACNC** legislation means the Australian Charities Not for profit Commission Act 2011 and regulations made under that Act;
  - b. **Act** means the *Associations Incorporation Act 1981* as modified and amended from time to time and includes any regulations made under that Act;
  - c. **association** means the Queensland Family History Society Inc., the incorporated association to which this constitution applies;
  - d. **bylaws** mean the bylaws of the Society;
  - e. **by lot** means deciding or choosing by lottery. For example, conducting a draw at random;
  - f. **casual vacancy**, on the management committee, means a vacancy that occurs when a management committee member resigns, dies or otherwise stops holding office;
  - g. **constitution** means this document;
  - h. **general meeting** means a meeting of the Society's members and includes all general meetings (annual general meetings, general meetings and special general meetings);
  - i. **majority** means more than half;
  - j. **member** means a person accepted as a member of the Society by the management committee or delegate in accordance with this constitution;
  - k. **present** means:
    - i at a management committee meeting, see clause 8.1.3; or
    - ii at a general meeting, see clause 5.6.2.
  - l. **relative**, of a person, means a spouse, parent, sibling, child, grandparent or grandchild of the person;
  - m. **remuneration**:
    - i includes salary, allowance and other entitlements; and
    - ii does not include reimbursement of out-of-pocket expenses.
  - n. **senior employee** means a person who:
    - i makes, or participates in making, decisions that affect the whole, or a substantial part of the activities of the Society; or
    - ii has the capacity to significantly affect the Society's financial standing.

- o. **Society** means the incorporated association called Queensland Family History Society Inc.
  - p. **special resolution** means a resolution that is passed at a general meeting by the votes of at least 75% of the members present;
  - q. **surplus assets** means the assets after payment of the debts and liabilities remaining on a winding-up of the incorporated association and the costs, charges and expenses of the winding-up;
  - r. **subscription fee** means a fee payable to the Society for the receipt of membership rights and privileges;
  - s. **written / in writing** means, unless the contrary intention appears, all forms of visible words, including printed, hard copy or electronic formats.
- 1.1.2. Words importing the singular include the plural where context requires or permits.

## 1.2. Name

- 1.2.1. The name of the incorporated association is Queensland Family History Society Inc..

## 1.3. Associations Incorporation Act 1981 and the ACNC Act

- 1.3.1. In this constitution, unless the context requires otherwise, an expression has, in a provision of this constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.
- 1.3.2. Section 47(1) of the Act does not apply, meaning that the model rules created under the Act are expressly displaced by this constitution.
- 1.3.3. Whilst the Society is registered as a charity by the ACNC, the ACNC Act and regulations apply to it.

## 2. PURPOSE AND POWERS OF SOCIETY

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### 2.1. Purpose

- a. The purpose of the Society is to provide opportunities for exploring family histories of the people of Queensland through:
- i the collection and preservation of material relevant to,
  - ii the study of,
  - iii research about, and
  - iv the sharing, accessibility and availability of records and data relating to:  
family history, genealogy, local history and allied subjects.

- b. The Society may do all such things as are incidental or conducive to the attainment of its purpose.

## **2.2. Powers**

- 2.2.1. The Society has the powers of an individual.
- 2.2.2. The Society 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. MEMBERSHIP OF THE SOCIETY**

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### **3.1. Members**

- 3.1.1. The membership of the Society shall consist of ordinary members.
- 3.1.2. The number of ordinary members is unlimited.
- 3.1.3. An ordinary member
  - i must support the objects of the Society;
  - ii must abide by the Society's constitution, bylaws and policies;
  - iii is entitled to all the rights and privileges of a member under this constitution and the Act.
- 3.1.4. A right, privilege or obligation of a member of the Society is not capable of being transferred or transmitted to another.

### **3.2. Qualification for ordinary membership**

- 3.2.1. Ordinary members include the existing ordinary members (including the life members) of the Society at the time of the adoption of this constitution.
- 3.2.2. The management committee must set out the eligibility criteria for admission as an ordinary member of the Society in the bylaws.

### **3.3. Application for membership**

- 3.3.1. An application for membership must be:
  - a. in writing; and
  - b. in the form decided by the management committee;
  - c. accompanied by any other documents or evidence of qualification for membership, as determined by the management committee from time to time.

### **3.4. Admission and rejection of new members**

- 3.4.1. The management committee must determine an application for membership at or before the next management committee after the receipt of:
  - a. the application for membership; and
  - b. the appropriate application fee.
- 3.4.2. The Society must ensure that, as soon as possible after the application is received, and before the application is considered, the applicant is advised:
  - a. whether or not the Society has public liability insurance; and
  - b. if the Society has public liability insurance, the amount of the insurance.
- 3.4.3. The management committee may accept or reject an application for membership at its discretion and is not required to provide any reason for its decision.
- 3.4.4. The management committee may have a process to accept an application for membership by electronic means.
- 3.4.5. The management committee may delegate the authority to accept an application for membership but any decision to reject an application must be made by the management committee.
- 3.4.6. The applicant will have no right to appeal against a decision rejecting an application for membership.
- 3.4.7. The Society must, as soon as possible, give the applicant notice of the decision in relation to the application and if the application is rejected refund any application for membership fee paid by the applicant.

### **3.5. Membership renewal**

- 3.5.1. A member must renew their membership and pay the applicable annual subscription fee each year, in accordance with the timeframes and procedures set down by the management committee from time to time.
- 3.5.2. A member's membership ceases immediately if the member fails to pay the annual membership fee within 3 calendar months of its due date.

### **3.6. Fees and levies**

- 3.6.1. The annual subscription fee and application for membership fee are:
  - a. the amounts decided by the management committee from time to time; and
  - b. payable when, and in the way, the management committee decides.
- 3.6.2. The management committee may fix the annual subscription fee payable for membership having regard to such criteria as it determines from time to time

including for example, by allowing special concessions for families, groups or corporations.

- 3.6.3. The members may from time to time authorize the management committee to impose a levy for a special purpose upon members in any amount and upon such payment terms as the management committee may think fit.
- 3.6.4. A member who has their membership terminated or suspended by the Society continues to be liable to pay any unpaid fee or levy due at the time of the suspension or termination.
- 3.6.5. A member who has any fee or levy outstanding at the time of a general meeting is not eligible to be counted in the quorum for the meeting and is not entitled to vote at the meeting.

### **3.7. Society members register**

- 3.7.1. The management committee must keep a register of members of the Society in accordance with the Act which must include the following particulars for each member:
  - a. the full name of the member;
  - b. the place (which can be an electronic address) at which the member directs the Society to send notices to the member, which does not have to be a private or residential address but must be a place which the member is satisfied they will receive any notice from the Society under these Rules;
  - c. the date of admission as a member;
  - d. the date of cessation of the member as a member;
  - e. details about the termination or reinstatement of membership;
  - f. any other particulars the management committee or the members at a general meeting decide.
- 3.7.2. The register of members is to be open for inspection by the members at all reasonable times with at least 48 hours' notice to be given to the secretary of the wish to inspect the register.
- 3.7.3. A member must provide details of the reason why they wish to inspect the register which must be for a purpose approved by the management committee such as to call a meeting under rule 5.3.4.
- 3.7.4. The management committee respects a member's entitlement to privacy and safety and may on the request of a member withhold personal information about an individual from the register where the management committee believes the disclosure of information would put the person at risk of harm.

### **3.8. Prohibition on use of information on register of members**

- 3.8.1. A member of the Society must:
  - a. Not use information obtained from the register of members of the Society to contact, or send material to, another member of the Society for the



- purpose of advertising for political, religious, charitable or commercial purposes;
- b. Not disclose information obtained from the register to someone else; and
- c. Must use the information only for the purpose for which it was provided.

#### **4. CESSATION OF MEMBERSHIP**

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##### **4.1. Resignation of a member**

- 4.1.1. A member may resign from the Society by giving a written notice of resignation to the secretary.
- 4.1.2. 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.

##### **4.2. Suspension or Termination of membership**

- 4.2.1. The management committee may terminate or suspend a member's membership if it is satisfied that:
  - a. the member has breached, failed, refused or neglected to comply with a provision of this constitution, the Society's bylaws or policies or any resolution or determination of the management committee or any duly authorised subcommittee;
  - b. the member has:
    - i acted in a manner injurious or prejudicial to the character and interests of the Society;
    - ii brought the Society into disrepute.
- 4.2.2. If the management committee decides that it has grounds to terminate or suspend a member's membership, the secretary must, within seven days after the decision, give the member written notice setting out the decision of the management committee and the grounds on which it is based.
- 4.2.3. Before the management committee terminates or suspends a member's membership, the management committee must adopt the grievance procedure set out in rule 11.
- 4.2.4. If, after the grievance procedure in rule 11 has been followed, there is no resolution of the matter referred to in rule 4.2.2 then the management committee may at a management committee meeting determine to suspend or terminate the members membership.
- 4.2.5. The member must be afforded natural justice prior to the meeting, including reasonable notice of the meeting and the right to be heard in relation to the matter either at the meeting or by submitting to the management committee at or before the date of that meeting written representations relating to the decision.

- 4.2.6. The secretary must, within seven days of the meeting at which the determination by the management committee referred to in clause 4.2.4 is made, give the member a written notice of the decision.
- 4.2.7. Nothing in this constitution or the grievance procedure prevents the management committee from immediately suspending a member's right to participate in Society activities in exceptional circumstances considered by the management committee to warrant such immediate action, pending the process outlined in clauses 4.2. 3 – 4.2. 6.

#### **4.3. Appeal against termination or suspension of membership**

- 4.3.1. A member whose membership has been terminated or suspended, may give the secretary written notice of their intention to appeal against the decision.
- 4.3.2. A notice of intention to appeal must be received by the secretary within seven days after the member receives written notice of the decision from the secretary under rule 4.2.6.
- 4.3.3. At the general meeting called to determine an appeal:
- a. the member must be given a full and fair opportunity to show why the membership should not be terminated or suspended;
  - b. the management committee must be given a full and fair opportunity to show why the membership should be terminated or suspended; and
  - c. any decision to allow the appeal must be made by the majority of the members present and entitled to vote.
- 4.3.4. Where a decision of the management committee to terminate or suspend a member's membership is set aside by the members, the membership must be reinstated.

### **5. MEETINGS OF MEMBERS**

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#### **5.1. Annual general meetings**

- 5.1.1. The Society's annual general meeting must be held within three months after the end date of the Society's reportable financial year.
- 5.1.2. The following business must be conducted at each annual general meeting of the Society:
- a. receiving and adopting the Society's financial statement, and audit report, for the last reportable financial year;
  - b. electing management committee members;
  - c. if required by the Act, appointing an auditor for the present financial year;
  - d. presentation of the details of any remuneration paid or other benefits given for the financial year to the following persons:
    - i management committee members and any of their relatives;
    - ii any senior employee of the Society and any of their relatives;

- e. any other business required by the Act or this constitution to be conducted at an AGM.

## **5.2. General meetings**

- 5.2.1. A general meeting must be held for a proper purpose and may be held by persons attending in person face to face or by using technology or by a hybrid of these methods.

## **5.3. Calling a general meeting**

- 5.3.1. Within 21 days after:
  - a. being directed to call a general meeting by the management committee;
  - b. being given a valid request from members of the Society to call a general meeting under rule 5.3.2; or
  - c. receiving a notice of intention to appeal from a member under rule 4.3.1,the secretary must fix a date for a general meeting to be held and give notice of the meeting under rule 5.4.1.
- 5.3.2. To be a valid request under clause 5.3.1 (b) it must:
  - a. be in writing,
  - b. be signed or otherwise authorised by members equal to at least three times the number of members on the management committee plus one; and
  - c. state any proposed resolution to be considered at the general meeting.
- 5.3.3. If the secretary is unable or unwilling to call a general meeting, the president must call the meeting.
- 5.3.4. If the secretary or president do not within 28 days from the date of receipt of the request mentioned in clause 5.3.1(b) call the meeting, the members who made the request (or any of them) may themselves call and arrange to hold the meeting. For this purpose, the secretary must provide a list of the members of the Society and their place for receiving notices from the Society.
- 5.3.5. Any meeting called by the members under clause 5.3.4 must be called in the same manner as that in which meetings are called by the management committee, and must be held not later than three months from the date of receipt of the request mentioned in clause 5.3.1(b).
- 5.3.6. All reasonable expenses of convening and conducting such a meeting shall be borne by the Society, unless otherwise decided by the members.

## **5.4. Notice of general meeting**

- 5.4.1. Written notice of a general meeting (including an annual general meeting)

containing the matters set out in rule 5.4.2 (a) must be provided to each member of the Society at least 14 days before the date of the general meeting.

- 5.4.2. A notice of a general meeting must:
- a. state the business to be conducted at the meeting and must specify the date, time and place for the meeting;
  - b. be given in accordance with rule 12.2.

## **5.5. Quorum for, and adjournment of, general meeting**

- 5.5.1. The quorum for any general meeting is at least the number of members equal to the number of management committee members (at the close of the Society's last general meeting) plus one, present at the meeting.
- 5.5.2. No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- 5.5.3. If there is no quorum within 30 minutes after the time fixed for a general meeting called upon the request of members of the Society under clause 5.3.1(b), the meeting lapses.
- 5.5.4. If there is no quorum within 30 minutes after the time fixed for a general meeting called ( other than upon the request of members of the Society under clause 5.3.1(b)), the meeting is to be adjourned for at least seven days and the management committee is to decide the day, time and place of the adjourned meeting.
- 5.5.5. If the required quorum is not present at the adjourned meeting, the members who are present and entitled to vote will be deemed to be the quorum and may transact the business for which the meeting was called.
- 5.5.6. 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.
- 5.5.7. No business will be transacted at any adjourned general meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 5.5.8. A resolution passed at any adjourned meeting will for all purposes be treated as having been passed on the date when it was in fact passed and will not be deemed to have been passed on any earlier date.
- 5.5.9. When a meeting is adjourned, a new notice of the adjourned meeting is required only if the meeting is adjourned for 14 days or more.

## **5.6. Procedure at general meeting**

- 5.6.1. A member may take part and vote in a general meeting:
  - a. in person including face to face or by technology; or
  - b. by proxy.

- 5.6.2. A member who participates in a meeting as mentioned in clause 5.6.1 is taken to be present at the meeting.
- 5.6.3. 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 30 minutes after the time fixed for the meeting or is unwilling to act, the members present may choose another management committee member to be chairperson of the meeting; and
  - c. if there is no management committee member present the members may choose one of their number to preside as chairperson at the meeting; and
  - d. the chairperson must conduct the meeting in a proper and orderly way.

## **5.7. Voting at general meeting**

- 5.7.1. At a general meeting, each question, matter or resolution, other than one which is required to be passed by a special resolution, must be decided by a majority vote of the members present and entitled to vote.
- 5.7.2. Each ordinary member present (see rule 5.6.2) and entitled to vote is entitled to one vote.
- 5.7.3. A challenge to a member's right to vote at a general meeting:
- a. may only be made at the meeting; and
  - b. must be determined by the chairperson, whose decision is final.
- 5.7.4. Subject to rule 5.7.5, the method of voting is to be decided by the management committee.
- 5.7.5. If at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- 5.7.6. If a secret ballot is held, the chairperson must appoint two persons to conduct the secret ballot in the way the chairperson decides.
- 5.7.7. If the votes are equal, the question is decided in the negative.
- 5.7.8. The chairperson does not have a casting vote.
- 5.7.9. The result of a vote as declared by the chairperson is taken to be a resolution of the meeting at which the vote was held.

## **5.8. Proxies**

- 5.8.1. A member may appoint a person to be their proxy for a meeting using the proxy form approved by the management committee.
- 5.8.2. The proxy form must be received by the secretary at least 48 hours before the start of the meeting to which it relates.
- 5.8.3. The member may direct the proxy how to vote on any business but if no such direction is given the proxy may vote as the proxy considers appropriate.

## **5.9. Minutes of general meetings**

- 5.9.1. 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, which may be in electronic format.
- 5.9.2. The minutes of a general meeting must be confirmed in writing as accurate by the chairperson of the meeting or the chairperson of the next general meeting.
- 5.9.3. Upon the request of a member of the Society, the secretary must, within 28 days:
  - a. make the minutes for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
  - b. give the member a copy of the minutes of the meeting.
- 5.9.4. The Society may require the member to pay the reasonable costs of providing copies of the minutes.

## **6. THE MANAGEMENT COMMITTEE**

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### **6.1. Membership of management committee**

- 6.1.1. The Society must have a management committee of no less than 3 persons and no more than 8 persons comprised as follows:
  - a. The president;
  - b. the vice-president;
  - c. the treasurer; and
  - d. 4 or 5 other persons elected at a general meeting.

### **6.2. Terms of office of management committee**

- 6.2.1. The term of office of a management committee member is from the conclusion of the annual general meeting at which they are elected until the end of the next annual general meeting following their election, but subject to rule 6.2.2, a person is, if eligible, on nomination, eligible for re-election.
- 6.2.2. Unless the members otherwise determine by ordinary resolution:
  - a. the president must step down from the office of president,
  - b. the vice president must step down from the office of vice president, and
  - c. the treasurer must step down from the office of treasurer,  
once the person has served a total of 3 consecutive terms or 3 years on the management committee, but if eligible the person can be elected to another vacant management committee position referred to in paragraph 6.1.1.

### 6.3. Electing the management committee

- 6.3.1. A management committee member may only be elected as follows:
- a. the secretary must call for nominations for management committee positions at least 28 days before the general meeting at which the election is to be held;
  - b. any two members of the Society may nominate a qualified person (the candidate) to serve as a management committee member;
  - c. nominations must:
    - i be in the form required by the management committee; and
    - ii received by the secretary at least 14 days before the general meeting at which the election is to be held;
  - d. a list of the candidates' names in alphabetical order must be made available to members of the Society by posting on the Society's website or by using such other method as determined by the management committee, at least seven days immediately preceding the general meeting;
  - e. if required by the management committee, balloting lists must be prepared containing the names of the candidates in order determined by lot;
  - f. each member present and entitled to vote at the general meeting may vote for one candidate for each vacant position on the management committee.
  - g. Any equality in voting is decided as follows:
    - i if there are two candidates for a vacant management committee position and both candidates receive an equal number of votes, voting is determined by lot;
    - ii if there are three or more candidates for a vacant management committee position and two or more candidates receive an equal highest number of votes, a second vote is conducted between only those candidates who received the equal highest number of votes. If, following the second vote, two or more candidates receive an equal highest number of votes, voting is determined by lot.
  - h. if there is only one candidate for a vacant management committee position, the candidate is declared elected if approved by a majority of members present and voting. If the candidate is not approved, nominations for the position may be taken from the floor of the meeting;
  - i. if, at the start of the general meeting, there are no candidates nominated for any vacant management committee position, nominations for that position may be taken from the floor of the meeting;
  - j. if no candidate is elected to any vacant management committee position,

a casual vacancy is deemed to have occurred in that position.

- 6.3.2. A person is qualified to be a management committee member only if the person is:
- a. a member of the Society;
  - b. an adult who has consented to be a management committee member; and
  - c. not ineligible to be elected as a management committee member under the Act.
- 6.3.3. The management committee must ensure that, before a candidate is elected as a management committee member, the candidate is advised:
- a. whether or not the Society has public liability insurance; and
  - b. if the Society has public liability insurance, the amount of the insurance.

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

- 6.4.1. A management committee member may resign from the management committee by giving written notice of resignation to the secretary.
- 6.4.2. 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.
- 6.4.3. A management committee member may be removed from office at a general meeting of the Society if a majority of the members present and voting at the meeting vote in favour of removing the member from the management committee.
- 6.4.4. Before a vote is taken about removing the member from office, the member must be afforded natural justice and given a full and fair opportunity to show cause why they should not be removed from office.
- 6.4.5. A management committee member has no right of appeal against their removal from office by the members under this clause.
- 6.4.6. A management committee member's office is automatically vacated if that person:
- a. dies;
  - b. becomes disqualified from being a management committee member under the Act;
  - c. becomes of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
  - d. is convicted of an indictable offence or is made bankrupt;
  - e. is absent from three consecutive management committee meetings without approval of the management committee; or



- f. ceases to be qualified as a management committee member under rule 6.3.2 or their term in office expires.

## **6.5. Vacancies on management committee**

- 6.5.1. If a casual vacancy occurs on the management committee, the continuing members of the management committee may appoint a qualified person to fill the vacancy until the next annual general meeting.
- 6.5.2. If the number of management committee members is less than the number fixed under clause 8.4.1 as a quorum of the management committee, the continuing members of the management committee may act only to:
  - a. increase the number of management committee members to the number required for a quorum for a management committee meeting; or
  - b. call a general meeting of the Society.
- 6.5.3. If a casual vacancy occurs in the position of president or treasurer, the continuing members of the management committee may act only to:
  - a. appoint another qualified person to fill the casual vacancy; or
  - b. call a general meeting of the Society.

## **7. FUNCTIONS AND DUTIES OF MANAGEMENT COMMITTEE**

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### **7.1. Functions of management committee**

- 7.1.1. Subject to this constitution, the management committee has the general control and management of the administration of the affairs, property and funds of the Society.
- 7.1.2. The management committee may exercise all the powers of the Society except any powers that the Act or this constitution requires the Society to exercise at a general meeting.
- 7.1.3. The management committee has power to ensure the observance of all clauses in this constitution and any bylaws and policies.
- 7.1.4. The management committee has authority to interpret the meaning of this constitution and any matter relating to the Society on which the constitution is silent, but any interpretation must have regard to the Act.

### **7.2. Duties of management committee**

- 7.2.1. The management committee must take all reasonable steps to ensure that the Society complies with its obligations under the Act and this constitution.
- 7.2.2. A management committee member has all the duties imposed upon a management committee member by the Act including the duty to exercise their powers and discharge their duties in good faith, in the best interests of the Society for proper purpose and with a degree of care and diligence that a

reasonable person would exercise in the circumstances.

- 7.2.3. Subject to the Act, management committee members have a duty to prevent insolvent trading.

### **7.3. Disclosure of material personal interests**

- 7.3.1. Subject to the Act, a management committee member who has a material personal interest in a matter being considered at a management committee meeting must:
- a. as soon as the member becomes aware of the interest, disclose the nature and extent of the interest to the management committee;
  - b. not be present while the matter is being considered at the management committee meeting;
  - c. not vote on the matter; and
  - d. disclose the nature and extent of the interest at the next general meeting of the Society.
- 7.3.2. Clause 7.3.1 does not apply if the management committee, other than the members who have a material personal interest in the matter, having regard to what is in the best interests of the Society, decide the member who has a material personal interest in the matter may:
- a. be present while the matter is being considered at the meeting; or
  - b. vote on the matter.
- 7.3.3. If the management committee decides under clause 7.3.2 that a management committee member who has a material personal interest in a matter may be present at a meeting while the matter is being considered, or may vote on the matter, the management committee must ensure that:
- a. the decision is recorded in the minutes of the management committee meeting and disclosed at the next general meeting of the Society; and
  - b. details of the decision are given to a member of the Society, if requested by the member.

### **7.4. Delegation**

- 7.4.1. The management committee may delegate any of its powers and authorities, duties and functions to any person or to any subcommittee except:
- a. the power to delegate; or
  - b. a function that is a duty imposed on the management committee by the Act or by any other law.
- 7.4.2. Despite any delegation under this clause, the management committee may continue to exercise all its functions, including any function that has been delegated, and always remains accountable for the exercise of those functions.

## **7.5. Appointment of subcommittees**

- 7.5.1. The management committee may create and dissolve any subcommittees considered appropriate by the management committee to help with the conduct of the Society's operations.
- 7.5.2. Subcommittees shall have such membership, powers and duties as the management committee shall confer on them, or which the management committee shall delegate to them.
- 7.5.3. A subcommittee must have at least one management committee member.
- 7.5.4. A subcommittee may meet and adjourn as it considers appropriate, or as requested by the management committee.
- 7.5.5. A member of a subcommittee who is not a management committee member is not entitled to vote at a management committee meeting.
- 7.5.6. Each subcommittee must promptly and regularly produce its minutes and records for inspection by or on behalf of the management committee.
- 7.5.7. A subcommittee of the Society must comply with any direction from the management committee.
- 7.5.8. The president may by virtue of their office be an ex-officio member of any subcommittee.

## **7.6. Bylaws and policies**

- 7.6.1. The management committee may make, amend or repeal bylaws and policies consistent with this constitution, for the internal management of the Society.
- 7.6.2. A bylaw or policy may be set aside by a majority vote of members at a general meeting of the Society.

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

- 7.7.1. An act performed by the management committee, a subcommittee or a person acting under the direction of the management committee is taken to have been validly performed.
- 7.7.2. Clause 7.7.1 applies even if the act was performed when:
  - a. there was a defect, informality or irregularity in the appointment of a management committee member, subcommittee member or person acting under the direction of the management committee; or
  - b. there was an irregularity in the convening or conduct of any management committee meeting, subcommittee meeting or general meeting that was not discovered until after the conclusion of that meeting; or
  - c. a management committee member, subcommittee member or person

acting under the direction of the management committee was disqualified from being a member.

## **8. MANAGEMENT COMMITTEE MEETINGS**

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### **8.1. Management committee meetings**

- 8.1.1. Subject to this clause, the management committee must meet at least 9 times in a calendar year.
- 8.1.2. The management committee may hold meetings, or permit a management committee member to take part in its meetings, by using any technology that reasonably allows a participant to hear and take part in discussions as they happen.
- 8.1.3. A management committee member who participates in the meeting as mentioned in clause 8.1.2 is taken to be present at the meeting.
- 8.1.4. Each management committee member present is entitled to one vote only.
- 8.1.5. A question arising at a management committee meeting is to be decided by a majority vote of management committee members present and voting at the meeting and, if the votes are equal, the question is decided in the negative.
- 8.1.6. The president is to preside as chairperson at a management committee meeting.
- 8.1.7. If there is no president or if the president is not present within 30 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.

### **8.2. Special meeting of management committee**

- 8.2.1. If the secretary receives a written request from at least 33% of the members of the management committee, the secretary must call a special meeting of the management committee by giving each management committee member notice of the meeting within 14 days after the secretary receives the request.
- 8.2.2. If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.
- 8.2.3. 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.
- 8.2.4. 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.

- 8.2.5. Only the business listed on the notice of a special meeting of the management committee may be conducted at a special meeting of the management committee.
- 8.2.6. 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.

### **8.3. Minutes of management committee meetings**

- 8.3.1. 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 in electronic format.
- 8.3.2. The minutes of each management committee meeting must be acknowledged in writing as accurate by the chairperson of the meeting, or the chairperson of the next management committee meeting.
- 8.3.3. Minutes of management committee meetings are available for inspection only by the secretary, the management committee and any other person approved by the management committee.

### **8.4. Quorum for, and adjournment of, management committee meeting**

- 8.4.1. At a management committee meeting, a simple majority of the members elected to the management committee as at the close of the last general meeting form a quorum.
- 8.4.2. If there is no quorum within 30 minutes after the time fixed for a management committee meeting:
  - 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.
- 8.4.3. If, at an adjourned meeting mentioned in clause 8.4.2, there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

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

- 8.5.1. A written resolution agreed in writing by a majority of the members of the management committee is as valid and effectual as if it had been passed at a management committee meeting that was properly called and held.
- 8.5.2. Such a resolution may be validly transmitted and agreed in writing electronically.
- 8.5.3. A resolution mentioned in clause 8.5.1 may consist of several documents in like form, each agreed in writing by one or more members of the management committee.

## **9. SECRETARY**

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### **9.1. Appointment or election of secretary**

- 9.1.1. To be eligible for election or appointment to the office of the Society's secretary, a person must be
- i an individual residing in Queensland, or in another state but not more than 65km from the Queensland border, and
  - ii a member of the Society's management committee; or
  - iii another member of the Society.
- 9.1.2. The office of secretary may be filled in one of two ways namely:
- a. By election of a person to the office of secretary by the members at a general meeting, or
  - b. By appointment to the office of secretary by the management committee.
- 9.1.3. If a vacancy occurs in the office of secretary, the members of the management committee must ensure a person is appointed or elected to the office of secretary within one month after the vacancy occurs.
- 9.1.4. A member of the Society who is elected or appointed to the office of secretary is not by virtue of that appointment a member of the management committee.

### **9.2. Removal of secretary**

- 9.2.1. A secretary who has been appointed by the management committee may at any time be removed by the management committee.
- 9.2.2. A secretary whether appointed by the management committee or the members may be removed from the office of secretary by the members by an ordinary resolution at a general meeting called for that purpose.
- 9.2.3. Before a vote is taken about removing the secretary from office, the secretary must be afforded natural justice and given a full and fair opportunity to show cause why they should not be removed from office.
- 9.2.4. A secretary has no right of appeal against their removal from office under this clause.
- 9.2.5. If a person who is a management committee member is elected or appointed to the office of secretary and is then removed from the office of secretary that person will remain a management committee member unless otherwise resolved by the members.

### **9.3. Role of secretary**

- 9.3.1. The secretary's role includes, but is not limited to:
- a. calling meetings of the Society, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the Society; and
  - b. keeping minutes of each meeting; and
  - c. keeping copies of all correspondence and other documents relating to the Society; and
  - d. maintaining the register of members of the Society.
- 9.3.2. With the approval of the management committee the secretary may delegate parts of the secretary role or tasks to a person approved by the management committee.

## **10. FINANCE**

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### **10.1. Funds and accounts**

- 10.1.1. The funds of the Society must be kept in one or more accounts in the name of the Society in a financial institution decided by the management committee.
- 10.1.2. Records and accounts must be kept in the English language which correctly record and explain its transactions and financial position and performance.
- 10.1.3. All funds must be deposited in a financial institution account as soon as possible after receipt.
- 10.1.4. A payment by the Society of \$100 or more must be made by electronic funds transfer including by credit or debit card.
- 10.1.5. Any electronic funds transfer must be approved by any two of the following:
- a. the president;
  - b. the treasurer;
  - c. any other person who has been authorised by the management committee to approve electronic funds transfers by the Society.
- 10.1.6. A petty cash account and a credit or debit card account may be kept on the imprest system, and the management committee must decide the amount of funds to be kept in any such accounts.
- 10.1.7. The management committee must oversight the expenditure of the Society in accordance with its financial controls policy which will require that prior to each meeting the management committee must be provided with financial information including the latest financial accounts, a comparison of actual figures against the budget, an explanation of any variations from the budget, details of cash flow and closing bank balances.

## **10.2. Annual financial statement**

- 10.2.1. On behalf of the management committee, the treasurer must, as soon as possible after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- 10.2.2. The management committee must ensure that the Society's financial statement is audited by an auditor or an accountant and presented to the annual general meeting for adoption.

## **10.3. Not- for- profit association**

- 10.3.1. The income and property of the Society must be applied solely towards the promotion of the objects of the Society as set out in this constitution and must not directly or indirectly pay or transfer by way of profit to or among the members of the Society.
- 10.3.2. Clause 10.3.1 does not prevent the payment in good faith of:
  - a. remuneration of any person in return for services actually rendered to the Society; or
  - b. repayment for out-of-pocket expenses incurred on behalf of the Society; or
  - c. payment for sale or hire of goods or payment of rent for premises let to the Society; or
  - d. interest to any member in respect of money advanced by that member to the Society or otherwise owing by the Society to the member, provided that the rate of interest is not more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by:
    - i the financial institution of the Society; or
    - ii if there is more than one financial institution of the Society, the financial institution nominated by the management committee; or
  - e. the payment of a premium on insurance.

## **10.4. Financial year**

- 10.4.1. The Society's financial year will commence on 1 April in one year and end on 31 March in the following year.

## **11. GRIEVANCE PROCEDURE**

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- 11.1.1. Subject to rule 11.1.2, this grievance procedure applies to disputes between:
  - a. a member and another member;
  - b. a member and the management committee;



- c. a member and the Society.
- 11.1.2. The parties to a dispute shall attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.
- 11.1.3. If the parties to a dispute are unable to resolve the dispute between themselves within 14 days, the parties shall within a further ten days:
  - a. notify the management committee of the dispute; and
  - b. agree to or request the appointment of a mediator; and
  - c. attempt in good faith to settle the dispute by mediation.
- 11.1.4. The mediator may be:
  - a. a person or external agency chosen by agreement between the parties; or
  - b. in the absence of agreement:
    - i. if the dispute is between a member and another member, a person appointed by the management committee; or
    - ii. if the dispute is between a member and the management committee or the Society, a suitable external agency.
- 11.1.5. A mediator may be a member or former member of the Society but in any case, must not be a person who:
  - a. has a personal interest in the dispute; or
  - b. is biased against, or in favour of, any party.
- 11.1.6. The mediator to the dispute, in conducting the mediation, must:
  - a. give each party an opportunity to be heard on the matter; and
  - b. ensure that natural justice is afforded to the parties throughout the mediation process.
- 11.1.7. If the mediation process does not resolve the dispute, the management committee may take whatever steps it considers appropriate in the best interests of the Society and the members concerned.
- 11.1.8. A member may appoint another person to act on their behalf during a grievance procedure.
- 11.1.9. If a member has initiated a grievance procedure in relation to a dispute between the member and the management committee or the Society, the Society must not take disciplinary action against any of the following people in relation to the matter which is the subject of the grievance procedure until the grievance procedure has been completed:
  - a. the member who initiated the grievance procedure; or
  - b. a member of the Society appointed to act under clause 11.1.9.
- 11.1.10. The management committee may prescribe additional grievance procedures, which are consistent with the Act, this constitution, in the Society's bylaws or policies.

## **12. LEGAL MATTERS**

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### **12.1. Documents**

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

### **12.2. Notices**

- 12.2.1. Written notice required to be given to a member under these Rules may be given by the Society either personally, electronically or by sending it by post to the place provided by the member for receipt of notices from the Society.
- 12.2.2. A notice properly addressed and posted is taken to be given and received on the day three days after the day of its posting.
- 12.2.3. A notice sent or given by electronic transmission is taken to be affected by properly addressing and transmitting the electronic transmission on the day of its transmission.
- 12.2.4. Where a given number of days' notice or notice extending over any other period must be given, the day of service is not to be counted in the number of days or other period.

### **12.3. Execution of documents**

- 12.3.1. Subject to the Act, the Society may have a common seal but is not required to do so.
- 12.3.2. If the Society executes a document with or without using a common seal, the document must be signed by a management committee member and countersigned by:
- i the secretary;
  - ii another management committee member; or
  - iii someone authorised by the management committee.

### **12.4. Alteration of constitution**

- 12.4.1. Subject to the Act, this constitution may be replaced, amended, repealed or added to by a special resolution at a general meeting of members.
- 12.4.2. However, an amendment, repeal or addition is valid only if it is registered by the chief executive of the relevant government department from time to time having responsibility for supervision of the provisions of the Act.

### **12.5. Insurance**

- 12.5.1. The Society may pay, whether directly or through an interposed entity, a premium for a contract insuring a secretary, management committee member

or employee against liability that the person incurs as an officer of the Society including a liability for legal costs.

## **13. WINDING UP THE ASSOCIATION**

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### **13.1. Distribution of surplus assets**

- 13.1.1. This clause applies if the Society:
- a. is wound-up or voluntarily closed down; and
  - b. has surplus assets.
- 13.1.2. The surplus assets must not be distributed among the members of the Society.
- 13.1.3. Subject to rule 13.1.4, the surplus assets must be given to one or more charitable entities:
- a. having objects similar to the Society's objects; and
  - b. the rules of which prohibit the distribution of the entity's income and assets to its members.
- 13.1.4. If the Society is endorsed as a deductible gift recipient (DGR) under the Income Tax Assessment Act 1997, then upon:
- a. the revocation of its endorsement as a DGR; or
  - b. the Society being wound up,
- the surplus assets must be distributed to a DGR.