

	CONSTITUTION
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RULES OF THE ADVOCACY AND SUPPORT CENTRE INCORPORATED

1.0 NAME

The name of the organisation shall be THE ADVOCACY AND SUPPORT CENTRE INCORPORATED.

2.0 OBJECTS

- a) To provide free legal services and access in aiming to be responsive to the needs of the disadvantaged and marginalised in our **Australian (Queensland) community**.
- b) To provide legal services, including legal information, advice and referral to women in rural and remote regions of South West Queensland.
- c) To provide information advice and referral services and support to the community, to Non-Government Organisations and to inclusive and collaborative services to enhance the capacity of communities to respond to the needs, safety and well-being of community Members.
- d) To increase knowledge and awareness of rights and obligations of disadvantaged people in the community to enable them to assert their rights and fulfil their obligations.
- e) To contribute to the reduction in abuse and financial exploitation of disadvantaged people by assisting the vulnerable to identify and protect their rights and to promote independence, safety and well-being.
- f) To provide access to information, advocacy and advice to tenants and to homeless people or those at risk of being homeless and to increase knowledge and understanding of rights.
- g) To provide services to people with a disability designed to increase the control they have over their lives through advocacy.
- h) To represent the voices of the people with disabilities in the community in the Toowoomba, Ipswich and Darling Downs regions of South West Queensland.
- i) To work for law reform in response to identified needs.

3.0 POWERS OF THE ASSOCIATION

3.1 The Association has the powers of an individual and may:

- 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.

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

4.0 CLASSES OF MEMBERS

- 4.1 The membership of the Association shall consist of Ordinary Members, and any of the following classes of members:
- a) Associate Member, who shall be members of the age of 14 years, but under the age of 18 years. (Associate Members shall have all the rights of ordinary membership save the right to vote at any meeting of the Association or its Management Committee.)
 - b) Life Members, who shall be appointed by the Members in a General Meeting in recognition of their long and meritorious service. Life Members shall enjoy all of the privileges of Ordinary Members but shall not be required to pay an annual membership fee.
 - c) Honorary Members, who shall be appointed by the Members in a General Meeting. Honorary Members shall have all the rights of ordinary membership save the right to vote at any meeting of the Association or its Management Committee, but shall not be required to pay an annual membership fee.
- 4.2 No more than two Life Members shall be elected by the Members of the Association in any year, but otherwise the number of Life Members shall be unlimited. The number of Ordinary Members, Associate Members and Honorary Members shall be unlimited.

5.0 NEW MEMBERSHIP

- 5.1 An applicant for Membership of the Association must be proposed by one Member of the Association (the *proposer*) and seconded by another Member (the *seconder*).
- 5.2 An application for membership must be:
- a) in writing; and
 - b) signed by the applicant and the applicant's proposer and seconder; and
 - c) in the form decided by the Management Committee.

6.0 MEMBERSHIP FEES

The membership fee for each Ordinary Member and for each other class of member (if any):

- a) is the amount decided by the Members from time to time at a General Meeting; and
- b) is payable when, and in the way, the Management Committee decides.

7.0 ADMISSION AND REJECTION OF MEMBERS

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

- a) the application for membership; and
 - b) the appropriate membership fee for the application.
- 7.2 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.
- 7.3 The Management Committee must decide at the meeting whether to accept or reject the application.
- 7.4 If any objection to any application for membership is not raised at such meeting then it is automatically accepted.
- 7.5 If a majority of the Members of the Management Committee present at the meeting vote to accept the applicant as a Member, the applicant must be accepted as a Member for the class of membership applied for.
- 7.6 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.

8.0 WHEN MEMBERSHIP ENDS

- 8.1 A Member may resign from the Association at any time by giving written notice to the Secretary.
- 8.2 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.
- 8.3 The Management Committee may terminate a Member's 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 a period of two months or more; or
 - d) conducts himself or herself in a manner considered to be injurious or prejudicial to the character or interests of the Association.
- 8.4 Before the Management Committee terminates a member's membership, the Committee must give the Member a full and fair opportunity to show why the membership should not be terminated.
- 8.5 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.

9.0 APPEAL AGAINST REJECTION OR END OF MEMBERSHIP

- 9.1 A person whose application for membership has been rejected, or whose membership has been terminated, may give the Secretary written notice of the person's intention to appeal against the decision.
- 9.2 A notice of intention to appeal must be given to the Secretary within one month after the person received written notice of the decision.
- 9.3 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.

10.0 GENERAL MEETING TO DECIDE APPEAL

- 10.1 The General Meeting to decide an appeal must be held within three months after the Secretary receives the notice of intention to appeal.
- 10.2 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.
- 10.3 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.
- 10.4 An appeal must be decided by a majority vote of the Members present and eligible to vote at the meeting.
- 10.5 If a person whose application for Members 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 for that year which terminated.

11.0 REGISTER OF MEMBERS

- 11.1 The Management Committee must keep a register of Members of the Association.
- 11.2 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, details about the termination or reinstatement of membership; and

- e) any other particulars the Management Committee or the Members at a General Meeting decide.
- 11.3 The Register must be open for inspection by Members of the Association at all reasonable times.
- 11.4 A Member must contact the Secretary to arrange an inspection of the Register.
- 11.5 The Management Committee may, on the application of a Member of the Association, withhold information about the Member (other than the Member's 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.

12.0 PROHIBITION ON USE OF INFORMATION ON REGISTER

- 12.1 A Member of the Association must not:
- a) use information obtained from the Register of Member 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.
- 12.2 Sub-rule 12.1 does not apply if the use or disclosure of the information is approved by The Advocacy and Support Centre or by a court or other competent tribunal or authority.

13.0 APPOINTMENT OR ELECTION OF THE SECRETARY

- 13.1 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.
- 13.2 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 the vacancy occurs.

- 13.3 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 occurs.
- 13.4 If the Management Committee appoints a person mentioned in sub-rule 13.1 (b)(ii) as Secretary, the person does not become a member of the Management Committee.
- 13.5 However, if the Management Committee appoints a person mentioned in sub-rule 13.1 (b)(ii) as Secretary to fill a casual vacancy on the Management Committee, the person becomes a member of the Management Committee.
- 13.6 In this rule:
- Casual vacancy*, on a Management Committee, means a vacancy that happens when an elected Member of the Management Committee resigns, dies or otherwise stops holding office.

14.0 REMOVAL OF SECRETARY

- 14.1 The Management Committee of the Association may at any time remove a person appointed by the Committee as the Secretary.
- 14.2 If the Management Committee removes a Secretary who is a person mentioned in sub-rule 13.1 (b)(i), the person remains a member of the Management Committee.
- 14.3 If the Management Committee removes a Secretary who is a person mentioned in sub-rule 13.1 (b)(ii) and who has been appointed to a casual vacancy on the Management Committee under sub-rule 20.1, the person remains a member of the Management Committee.

15.0 FUNCTIONS OF SECRETARY

- 15.1 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;
 - b) keeping minutes of each meeting;
 - c) keeping copies of all correspondence and other documents relating to the Association;
and
 - d) maintaining the Register of Members of the Association.

16.0 MEMBERSHIP OF MANAGEMENT COMMITTEE

- 16.1 The Management Committee of the Association consists of a President, Vice President, Secretary, Treasurer, the Manager from time to time of the Association and any other members the Association Members elect at a General Meeting.
- 16.2 A Member of the Management Committee must be a member of the Association;
- 16.3 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. The Manager of the Association from time to time shall be required under the relevant employment contract to be a member of the Management Committee with full voting rights.
- 16.4 A member of the Association may be appointed to a casual vacancy on the Management Committee under sub-rule 19.0.

17.0 ELECTING THE MANAGEMENT COMMITTEE

- 17.1 An elected member of the Management Committee may only be elected as follows:
- a) any two members of the Association may nominate another member (the *candidate*) to serve as an officer or any other 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 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.
- 17.2 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 s61A of *The Association Incorporation Act 1981* (the Act).

- 17.3 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 seven days immediately preceding the Annual General Meeting.
- 17.4 If required by the Management Committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- 17.5 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.

18.0 RESIGNATION, REMOVAL OR VACATION OF OFFICE OF MANAGEMENT COMMITTEE MEMBER

- 18.1 Any Elected Member of the Management Committee may resign from membership of the Management Committee at any time by giving written notice of resignation to the Secretary.
- 18.2 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.
- 18.3 The Manager of the Association from time to time who resigns from or is removed as a Manager shall resign from membership of the Management Committee.
- 18.4 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.
- 18.5 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.
- 18.6 A Member has no right of appeal against a Member's removal from office under this rule.
- 18.7 Where any Committee Member is absent from three consecutive meetings without just cause, the Committee is empowered to declare the position of that Committee Member vacant.
- 18.8 A Member immediately vacates the office of Member in the circumstances mentioned in section 64(2) of the Act.

19.0 VACANCIES ON MANAGEMENT COMMITTEE

- 19.1 The Management Committee shall have power at any time to appoint any member of the Association to fill any casual vacancy on the Management Committee until the next Annual General Meeting.
- 19.2 The continuing Members of the Management Committee may act despite a casual vacancy on the Management Committee.
- 19.3 However, if the number of Committee Members is less than the number fixed under sub-rule 22.1 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.

20.0 FUNCTIONS OF THE MANAGEMENT COMMITTEE

- 20.1 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.
- 20.2 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.
- 20.3 The Management Committee may exercise all 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 Association's 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.

20.4 For sub-rule 20.3 (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.

21.0 MEETINGS OF MANAGEMENT COMMITTEE

- 21.1 Subject to this rule, the Management Committee may meet and conduct its proceedings as it considers appropriate.
- 21.2 The Management Committee must meet at least once every two calendar months to exercise its functions.
- 21.3 The Management Committee must decide how a meeting is to be called.
- 21.4 Notice of a meeting is to be given in the way decided by the Management Committee.
- 21.5 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.
- 21.6 A Committee Member who participates in the meeting as mentioned in sub-rule 21.5 is taken to be present at the meeting.
- 21.7 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.
- 21.8 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 Member's vote must not be counted.
- 21.9 The President is to preside as Chairperson at a Management Committee meeting.
- 21.10 If there is no President or if the President is not present with 10 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.

- 21.11 All acts done by any meeting of the Management Committee or by any person acting as a Member of the Management Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Management Committee or person acting as aforesaid, or that the Members of the Management Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Management Committee.
- 21.12 A resolution in writing signed by all the Members of the Management Committee for the time being entitled to receive notice of a meeting of the Management Committee shall be a valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Management Committee.

22.0 QUORUM FOR AND ADJOURNMENT OF MANAGEMENT COMMITTEE MEETINGS

- 22.1 At every meeting of the Management Committee one half plus one of the Members of the Management Committee shall constitute a quorum.
- 22.2 If within 30 minutes from the time appointed for the commencement of a Management Committee meeting a quorum is not present, the meeting, if convened upon the requisition of Members of the Management Committee, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, the meeting shall lapse.

23.0 SPECIAL MEETING OF THE MANAGEMENT COMMITTEE

- 23.1 If the Secretary receives a written request by at least 33 per cent of the Members of the Management Committee, the Secretary must call a Special Meeting of the Committee by giving each of the Committee notice of the meeting within 14 days after the Secretary receives the request.
- 23.2 If the Secretary is unable or unwilling to call the Special Meeting, the President must call the meeting.
- 23.3 A request for a Special Meeting must state:
- a) why the Special Meeting was called; and
 - b) the business to be conducted at the meeting.

23.4 A notice of Special Meeting must state:

- a) the day, time and place of the meeting; and
- b) the business to be conducted at the meeting.

23.5 A Special Meeting of the Management Committee must be held with 14 days after the notice of the meeting is given to the Members of the Management Committee.

24.0 ANNUAL GENERAL OR GENERAL MEETINGS

The Annual General Meeting shall be held within four months of the close of the financial year.

25.0 BUSINESS TO BE CONDUCTED AT ANNUAL GENERAL OR GENERAL MEETINGS FOR LEVEL 1 INCORPORATED ASSOCIATIONS

The following business must be conducted at each Annual General Meeting of the Association:

- a) receiving the Association's financial statement, and audit report, for the last reportable financial year;
- b) presenting the Association's financial statement and audit report to the meeting for adoption;
- c) the receiving of the auditor's report upon the books and accounts for the preceding financial year;
- d) the election of Members of the Management Committee;
- e) appointing an auditor of an accountant for the present financial year.

26.0 NOTICE OF A GENERAL MEETING

26.1 The Secretary shall convene all General Meetings of the Association by giving not less than 14 days' notice of such meeting to the Members of the Association. If the Secretary is unwilling or unable to call the meeting, the President must call the meeting.

26.2 The manner by which such notice shall be given shall be determined by the Management Committee.

26.3 Provided that notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of membership by the Management Committee, shall be given in writing. Notice of a General Meeting shall clearly state the nature of the business to be discussed thereat.

27.0 QUORUM FOR AND ADJOURNMENT OF A GENERAL MEETING

- 27.1 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.
- 27.2 However, if all Members of the Association are Members of the Management Committee, the quorum is the total number of Members less one.
- 27.3 No business may be conducted at a General Meeting unless there is a quorum of Members when the meeting proceeds to business. For the purposes of this rule "Member" includes a person representing a corporation which is a Member.
- 27.4 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.
- 27.5 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:
- the meeting to be adjourned for at least seven days; and
 - the Management Committee may determine the day, time and place of the adjourned meeting; and
 - if at the adjourned meeting a quorum is not present within thirty minutes from the time appointed for the meeting, the Members present shall be a quorum.
- 27.6 The Chairperson may, with the consent of any meeting at which there is a quorum, and must be if directed by the meeting, adjourn the meeting from time to time and from place to place.
- 27.7 If a meeting is adjourned under sub-rule 27.6, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- 27.8 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.
- 27.9 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.

28.0 PROCEDURE AT A GENERAL MEETING

- 28.1 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.

- 28.2 A Member who participates in a meeting as mentioned in sub-rule 28.1 is taken to be present at the meeting.
- 28.3 Unless otherwise provided by these Rules, at every General Meeting:
- a) the President shall preside as Chairperson or if there is no President; and
 - b) if he is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice President shall be the Chairperson or if the Vice President is not present, or is unwilling to act, then the Members present shall elect one of their number to be Chairperson of the meeting.
 - c) The Chairperson shall maintain order and conduct the meeting in a proper and orderly manner.

29.0 VOTING AT A GENERAL MEETING

- 29.1 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.
- 29.2 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.
- 29.3 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.
- 29.4 The method of voting is to be decided by a show of hands.
- 29.5 However, if at least 20 per cent of the Members present demand a secret ballot, voting must be by secret ballot.
- 29.6 If a secret ballot is held, the Chairperson must appoint two Members to conduct the secret ballot in the way the Chairperson decided.
- 29.7 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.

30.0 SPECIAL GENERAL MEETING

- 30.1 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 per cent 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 request is signed plus one; or
 - c) being given a written notice of an intention to appeal against the decision of the Management Committee;
 - d) to reject an application for membership; or
 - e) to terminate a person's membership.
- 30.2 A request mentioned in sub-rule 30.1 (b) must state:
- a) why the special General Meeting is being called; and
 - b) the business to be conducted at the meeting.
- 30.3 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 sub-rule 30.1 (b); or
 - c) is given the written notice of an intention to appeal mentioned in sub-rule 30.1 (c).
- 30.4 If the Secretary is unable or unwilling to call the special meeting, the President must call the meeting.

31.0 PROXIES

- 31.1 An instrument appointing a proxy must be in writing and be in the following or similar form:

[Name of Association]

I, [name] of [organisation], being a Member of the Association, appoint [name] of [organisation name] as my proxy to vote for me on my behalf at the (Annual) General Meeting of the Association, to be held on the day [date] of [month] of 20[year] and at any adjournment of the meeting.

Signed this day [date] of [month] of 20[year].

Signature

- 31.2 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.

- 31.3 A proxy may be a member of the Association of another person.
- 31.4 The 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.
- 31.5 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.
- 31.6 Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.
- 31.7 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, [name] of [organisation], being a Member of the Association, appoint [name] of [organisation name] as my proxy to vote for me on my behalf at the (Annual) General Meeting of the Association, to be held on the day [date] of [month] of 20[year] and at any adjournment of the meeting.

Signed this day [date] of [month] of 20[year].

Signature

This form is to be used *in favour of / *against [*strike out whichever is not applicable*]
the following resolutions:

[List relevant resolutions]

32.0 MINUTES OF MANAGEMENT COMMITTEE AND GENERAL MEETINGS

The Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee meeting and General Meeting.

- a) 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.
- b) Similarly, the minutes of every General Meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding General Meeting. Provided that the minutes of any Annual General Meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding General Meeting or Annual General Meeting.

- c) Minutes of the Management Committee meeting and General Meeting shall be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection.

33.0 BY-LAWS

- 33.1 The Management Committee may from time to time make, amend or repeal by-laws, not inconsistent with these Rules, for the internal management of the Association; and
- 33.2 any by-law may be set aside by a General Meeting of Members.

34.0 ALTERATION OF RULES

- 34.1 Subject to the Act these Rules may be amended, repealed or added to by a special resolution carried at any General Meeting.
- 34.2 However, an amendment, repeal or addition is valid only if it is registered by the Chief Executive Officer.

35.0 COMMON SEAL

- 35.1 The Management Committee shall provide for a common seal and for its safe custody.
- 35.2 The common seal must be:
 - a) kept securely by the Management Committee; and
 - b) be used only under the authority of the Management Committee.
- 35.3 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.

36.0 FUNDS AND ACCOUNTS

- 36.1 The funds of the Association shall be banked in the name of the Association in such bank or financial institution as the Management Committee may direct from time to time.
- 36.2 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.
- 36.3 All amounts must be deposited in the financial institution account as soon as practicable after receipt.

- 36.4 A payment by the Association of \$100 or more must be made by cheque or Electronic Funds Transfer.
- 36.5 All amounts of \$100 or more and paid by cheque must be signed by any two of the following:
- a) President;
 - b) Secretary;
 - c) Treasurer;
 - d) Manager or other Association Member authorised from time to time by the Management Committee.
- 36.6 Any one of three other members of the Association who have been authorised by the Management Committee to sign cheques issued by the Association.
- 36.7 However, one of the persons who sign the cheque must be the President, Vice President, the Secretary, or the Treasurer.
- 36.8 Cheques, other than cheques for wages, allowances or petty cash recoupment must be crossed 'not negotiable'.
- 36.9 The Management Committee shall determine the amount of petty cash which shall be kept on the imprest system.
- 36.10 All expenditure shall be approved or ratified at a Management Committee meeting.

37.0 GENERAL FINANCIAL MATTERS

- 37.1 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.
- 37.2 The income and property of the Association must be used solely in promoting the Association's objects and exercising the Association's powers.

38.0 DOCUMENTS

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

39.0 FINANCIAL YEAR

The financial year of the Association shall close on 30th June in each year.

40.0 DISTRIBUTION OF SURPLUS ASSETS

- 40.1 This rule applies if the Association:

- a) is wound-up under section 92 (10) of the Act; and
 - b) has surplus assets.
- 40.2 The surplus assets must not be distributed among the Members of the Association.
- 40.3 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.
- 40.4 Surplus assets (in accordance with section 92 (3) of the Act) means, in relation to the incorporated Association, 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.