

# Constitution and Rules Royal Queensland Art Society Inc

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# Royal Queensland Art Society Inc

## Constitution and Rules

### Preliminary

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#### 1. Definitions

In these Rules:

**"Act"** means the *Associations Incorporation Act 1981* (Qld).

**"Association"** means The Royal Queensland Art Society, Inc.

**"auditor"** means the auditor or auditors for the time being of the Association appointed under the Act.

**"Branch"** means a group of Members who have a separate fund administered by themselves or by a committee or officers appointed by themselves and who are together identified as forming a branch of the Association.

**"Branch Committee"** means the Branch's management committee.

**"Branch member"** means a member who is also a member of a Branch.

**"financial institution"** means a financial institution eligible to hold funds under the Trustee Companies Act 1968 (Qld).

**"financial year"** means the financial year of the Association specified in section 37.

**"incorporated association"** means an association incorporated under the Act.

**"Incorporated Branch"** means a Branch which is incorporated under the Act.

**"Management Committee"** means the Association's management committee formed under the Act.

**"member"** means a member of the Association.

**"officer"** means each individual appointed to one or more of the following positions of the Association from time to time:

- (a) the president;
- (b) two vice presidents;
- (c) the secretary;
- (d) the treasurer;
- (e) a member of the Management Committee;
- (f) a manager appointed by the Management Committee.

**"rules"** means this Constitution and Rules and any regulations or by-laws of the Association as amended from time to time.

**"secretary"** means the person elected or appointed as the Association's secretary under the Act.

**"special resolution"** means a resolution passed at a general meeting of the Association by the votes of  $\frac{3}{4}$  of the Members who are present and entitled to vote on the resolution.

**"surplus assets"** has the meaning given in the Act.

**"treasurer"** means the member of the Association's management committee responsible for the finances of the Association, whatever the person's position is called.

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## 2. Interpretation

Headings are for convenience only and do not affect interpretation. Unless the context indicates a contrary intention, in these Rules:

- (a) a word importing the singular includes the plural (and vice versa);
- (b) a word indicating a gender includes every other gender;
- (c) if a word or phrase is given a defined meaning, any other part of speech or grammatical form of that word or phrase has a corresponding meaning;
- (d) the word **"includes"** in any form is not a word of limitation;
- (e) a reference to something being **"written"** or **"in writing"** includes that thing being represented or reproduced in any mode in a visible form;
- (f) a notice or document required by these Rules to be signed may be authenticated by any other manner permitted by the Act or any other law;
- (g) a reference to a statute includes its delegated legislation and a reference to a statute or delegated legislation or a provision of either includes consolidations, amendments, re-enactments and replacements; and
- (h) a word or expression that is not defined in these Rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

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## 3. Enforcement

- (a) Each member and Branch member submits to the non-exclusive jurisdiction of the courts of Queensland and the courts competent to determine appeals from those courts with respect to any proceedings that may be brought at any time relating to these Rules.
- (b) If at any time any provision of these Rules is or becomes illegal, invalid or unenforceable in any respect under the law of any jurisdiction, then that does not affect or impair:
  - (i) the legality, validity or enforceability in that jurisdiction of any other provision of these Rules; or
  - (ii) the legality, validity or enforceability under the law of any other jurisdiction of that or any other provision of these Rules.

## Objects, powers and organisation

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### 4. Name

The name of the Association is "The Royal Queensland Art Society Inc".

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## **5. Application**

These Rules bind the Association, each member and each Incorporated Branch.

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## **6. Objects**

The objects of the Association are to:

- (a) encourage and promote the cultivation and appreciation of the fine arts of painting, sculpture, architecture and the artistic crafts;
  - (b) encourage and promote the advancement of art and the advancement of education of persons in any art mentioned in paragraph (a);
  - (c) promote, support and protect the status and interests of artists generally;
  - (d) foster the spirit of good fellowship among artists, members and other interested parties;
  - (e) encourage liaison, contact and cooperation with other art societies, cultural associations and training organisations;
  - (f) acquire and disseminate information on subjects of interest to artists and members; and
  - (g) encourage and promote the understanding and appreciation of art in all its forms among members and non-members with specific reference to activities, meetings and seminars designed to provide adequate coverage of relevant aspects.
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## **7. Powers**

- (a) The Association and each Incorporated Branch has the powers of an individual.
  - (b) The Association and each Incorporated Branch may, for example-
    - (i) enter into contracts; and
    - (ii) acquire, hold, deal with and dispose of property; and
    - (iii) make charges for services and facilities it supplies; and
    - (iv) do other things necessary or convenient to be done in carrying out its affairs.
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## **8. Organisation of the Association**

- (a) The organisation of the Association shall, for the purposes of furthering the objects of the Association, consist of a number of Branches and a Management Committee to control, subject to the Rules, those matters that concern the Association as a whole.
  - (b) The procedure for election of the Management Committee is described in Rule 16.
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## **9. Branches**

- (a) At the date of adoption of these Rules the Association had the following Branches:
  - (i) Brisbane Metropolitan: serving an area with a radius of 50 km of the Brisbane G.P.O.
  - (ii) Gold Coast: serving an area with a radius of 30 km of the Southport P.O.

- (iii) Rockhampton: serving an area with an 80 km radius of the Rockhampton P.O.
- (b) A person may apply for membership with any Branch and will not be refused membership on the grounds of address alone.
- (c) New Branches may be formed, subject to:
  - (i) the unanimous consent of the Members of the Management Committee who shall establish that the area concerned cannot be satisfactorily served by an existing Branch;
  - (ii) if the Management Committee so decides, the new Branch being incorporated under the Act;
  - (iii) the new Branch adopting appropriate rules and by-laws consistent with these Rules in a form approved by the Management Committee; and
  - (iv) the new Branch having a minimum membership of 15.
- (d) On receipt of Management Committee approval to form, the new Branch, as soon as convenient, shall hold a meeting of its members at which Branch Officers and Branch Committee Members shall be elected in the same way as set out in Rule 16 for the Management Committee with necessary changes.
- (e) Each Branch may appoint two members to the Management Committee.
- (f) All Branch Members must also be members of the Association, in the appropriate class listed in each Branch Constitution.

## **Membership and Membership Fees**

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### **10. Classes of Membership**

- (a) Membership of the Association is open to all persons who participate or have an interest in the arts and who support the objects of the Association.
- (b) A person becomes a member of the Association by becoming a member of a Branch.
- (c) Each Branch Constitution may provide for different classes of members, other than Fellows, of that Branch, the qualifications required for admission to each class, and the subscriptions to be paid by members in each class. The relevant sections should make provision for members who are located outside the Branch area to be admitted as Country Members at a reduced subscription.
- (d) Members who have made a significant contribution to the arts in Queensland may be admitted to the status of Fellow of the Association. The acceptance of members to the status of Fellow shall be decided by the State Management Committee, according to rules set out in a by-law for that purpose.

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### **11. Admission to Membership**

- (a) Each Branch may include procedural rules for the admission of applicants to the various grades of membership in its Constitution.

- (b) After the admission of new members, and otherwise when necessary, each Branch secretary must provide the Association secretary with sufficient details of the Branch membership so that the Association's register of members can be properly maintained.

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## **12. When membership ends**

- (a) A member may resign from the Association by giving a written notice of resignation to the Branch secretary.
- (b) The resignation takes effect on:
  - (i) the day and at the time the notice is received by the secretary; or
  - (ii) if a later day is stated in the notice - the later day.
- (c) The Management Committee may terminate or suspend a member's membership or censure a member if the member:
  - (i) is convicted of an indictable offence; or
  - (ii) does not comply with any of the provisions of these Rules; or
  - (iii) has membership fees in arrears for at least 2 months; or
  - (iv) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Association.
- (d) 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.
- (e) If, after considering all representations made by the member, the management committee decided to terminate the membership, the secretary of the committee must give the member a written notice of the decision.
- (f) Only the Management Committee has the authority to terminate membership, suspend membership or censure a member. However a Branch may notify the Management Committee of its wish to censure, suspend or terminate a membership and this wish must be communicated to the Management Committee by way of a copy of a resolution passed at a Branch Special Member's Meeting.

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## **13. Appeal Against rejection or termination of membership**

- (a) 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.
- (b) A notice of intention to appeal must be given to the secretary within 1 month after the person receives written notice of the decision.
- (c) If the secretary receives notice of intention to appeal, the secretary must, within 3 months after the date of receipt, call a general meeting to decide the appeal.
- (d) 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.
- (e) Also, the Management Committee and the committee members who reject the application or terminated the membership must be given an opportunity to show why the application should be rejected or the membership should be terminated.



- (f) An appeal must be decided by a vote of the members present at the meeting.
- (g) If a person whose application has been rejected does not appeal against the decision within 1 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 application fee paid by the person.

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## **14. Register of Members**

- (a) The Management Committee must keep a register of members.
- (b) The register of members may include the following details for each member:
  - (i) the full name and residential address;
  - (ii) their Branch;
  - (iii) the date of admission as a member.
  - (iv) the date of death or resignation of the member;
  - (v) details about the termination, suspension or reinstatement of membership or censure of the member;
  - (vi) details of qualifications, experience etc; and
  - (vii) details of membership status and changes in status and such other details as the Management Committee determines from time to time.
- (c) The register shall be open for inspection at all reasonable times by any member who applies to the secretary for such inspection.
- (d) Each member shall, on payment of his annual subscription, be issued with a membership card by the Branch, showing Branch, name, address, status of membership and the Financial Year for which the subscription was paid. The member may be required to display this card at any time as evidence of current membership.
- (e) Each Branch shall maintain a register of Branch members showing the same details as provided in Rule 14(a). At the end of each Financial Year, Branch registers shall be reconciled with the Association's register.

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## **15. Membership Fees**

- (a) Annual subscriptions for each class of membership shall be set annually and composed of a Branch subscription determined by the Branch.
- (b) All subscriptions shall be paid to the relevant Branch.

## **Committees**

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### **16. Management Committee membership**

- (a) The Management Committee shall consist of:
  - (i) the president;
  - (ii) two vice-presidents;

- (iii) the secretary;
  - (iv) the treasurer;
  - (v) two representatives of each Branch, elected by Branch members.
- (b) All members of the Management Committee shall be adult members of the Association.
  - (c) At least one Vice President, the secretary, and the Treasurer shall be members of the Brisbane Branch.
  - (d) At each Annual General Meeting of the Association all the members of the Management Committee for the time being shall retire from office but shall be eligible upon nomination for re-election. A person who has held the office of the President of the Management Committee for three consecutive years shall not be eligible for re-election to the same office for the following year.

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## 17. Electing the Management Committee

Elections of the members of the management committee at the Annual General Meeting must be conducted as follows—

- (a) any 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 5 days before the annual general meeting at which the election is to be held;
- (c) A person may be a candidate only if the person—
  - (i) is an adult; and
  - (ii) is not ineligible to be elected as a member under section 61A of the Act.
- (d) After the closure of nominations, the secretary shall make the names of the candidates for each position available to the other candidates as soon as practicable. A candidate may withdraw his or her nomination at any time in writing, or orally at the meeting.
- (e) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- (f) each member of the association present and eligible to vote at the annual general meeting may vote for 1 candidate for each vacant position on the management committee, and may exercise one proxy vote according to section 33.

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## 18. Functions of the Management Committee

Subject to these Rules or a resolution of members carried at a General Meeting, the Management Committee has:

- (a) the general control and management of the administration of the affairs, property and funds of the Association except to the extent these matters are reserved to Branch Committees; and
- (b) authority to interpret the meaning of these Rules and any matter relating to the Association on which these Rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

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## 19. Powers of the Management Committee

Without limiting Rule 18, the Management Committee may exercise the powers of the Association:

- (a) to take, acquire or assume all the funds, assets and liabilities of the Association and to manage the same, including bank accounts held in the Association's name at any bank.
- (b) to transfer any assets to Incorporated Branches at their complete discretion;
- (c) to subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association, provided that the Association shall not subscribe to or support with the Association's funds, any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association by these Rules;
- (d) in furtherance of the objects of the Association to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Association or persons frequenting the Association's premises;
- (e) to purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connexion with, any of the objects of the Association. If the Association takes or holds any property which may be subject to any trusts, the Association shall only deal with the same in such manner as is allowed by law, having regard to such trusts;
- (f) to enter into any arrangements with any Government or authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association; to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain: and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- (g) to appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association;
- (h) to remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the Association, or in or about the Association or promotion of the Association or in the furtherance of its objects;
- (i) to construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;

- (j) to invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit; but always in accordance with these Rules;
- (k) to borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the Association's property or assets present or future and to purchase, redeem or pay-off any such securities;
- (l) in furtherance of the objects of the Association to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association;
- (m) to take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others;
- (n) to take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association but subject always to the proviso in sub-rule 19(e);
- (o) to take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise;
- (p) to print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects;
- (q) in furtherance of the objects of the Association to amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Association;
- (r) in furtherance of the objects of the Association to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any, one or more of the incorporated associations with which the Association is authorised to amalgamate;
- (s) to make donations for patriotic, charitable or community purposes;
- (t) in furtherance of the objects of the Association to form such Branches from time to time on a geographical basis, such Branches to operate within these Rules, and to approve the Incorporation of new Branches as allowed by the Act;
- (u) in furtherance of the objects of the Association to establish special purpose groups within the Association to encourage and assist Members to pursue particular activities of common interest in connection with the objects of the Association;
- (v) to maintain and develop a lending library dealing with all aspects of art with the works contained therein being available to members and non-members in accordance with the By-laws of the Association;
- (w) to hold annually one or more exhibitions of works of art;

- (x) to operate a public gallery/galleries for the participation of members of the Association;
- (y) to establish and maintain scholarships and/or bursaries to be awarded to a person or persons for the advancement of his or her or their education in any field of artistic endeavour and subject to regulations to be determined by the Management Committee from time to time, and to accept, hold and apply donations of any real or personal property for the purpose of establishing and/or maintaining such scholarships and bursaries;
- (z) to account for the funds and other assets and the liabilities of the Association in accordance with the Act, all relevant and appropriate accounting standards and these Rules; and
- (aa) to do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

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## **20. Committees in general**

- (a) Matters concerning the Association as a whole, or more than one Branch, are the responsibility of the Management Committee.
- (b) The Management Committee shall have the right of veto of Branch Committees' decisions if it believes, acting reasonably, that such decisions are contrary to Association's objects, policy or likely to bring the Association into disrepute.
- (c) The Rules applying to Management Committee apply to Branch Committees with all necessary amendments.

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## **21. Minutes**

- (a) Full, accurate and complete minutes of all committee meetings must be kept by the Association or Branch secretary. Minutes, together with any associated documents or reports, shall be circulated within 7 days of the meeting (or the adjourned date in the case of an adjourned meeting) to the committee members. In the case of Branch meetings a copy of all these documents shall be sent to the Association's secretary within 14 days of the meeting date.
- (b) The minutes of each committee meeting, general meeting or annual general meeting of the Association or Branch must be signed by the chairperson of the meeting, or the chairperson of the next committee or general meeting as appropriate, in each case stating that they are accurate.
- (c) The secretary must ensure that the minute book for each general meeting is open for inspection at all reasonable times by any financial member who applies to the secretary for the inspection.

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## **22. Vacancies on Management Committee**

- (a) Subject to Rule 16 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.
- (b) The continuing members of the Management Committee may continue to act notwithstanding any casual vacancy so long as their number is not reduced below the number required for a quorum under Rule 25(d). However the continuing committee member or members may act for the purpose of increasing the number of members of

the committee to that number or of summoning a General Meeting of the Association, but for no other purpose.

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

- (a) All acts done by the Management Committee, a subcommittee, or by any person acting as a member of the Management Committee is taken to have been validly performed.
- (b) Rule 23(a) applies even if the act was performed when:
  - (i) there was some defect in the appointment of a member of the Management Committee, subcommittee or person acting as a member of the Management Committee; or
  - (ii) a member of the Management Committee, subcommittee or person acting as a member of the Management Committee was disqualified from being a member.

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## **24. Resignation or removal from office**

- (a) A member of the Management Committee may resign from that committee at any time by giving notice in writing to the secretary. The resignation takes effect at the time the notice is received by the secretary unless a later date is specified on the notice when it shall take effect on that later date.
- (b) A member of the Management Committee may be removed from office at a General Meeting of the Association if a majority of the members present at the meeting vote in favour of removing the member.
- (c) 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.
- (d) A person has no right of appeal against the person's removal from office under this section.

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## **25. Meetings of the Management Committee**

- (a) Subject to these Rules, the Management Committee may meet together where and when it requires, and may regulate its proceedings as it thinks fit. Any Branch Committee shall make available, on request, free of charge, to the Management Committee, a meeting room and appropriate facilities for the purpose of holding meetings or other purposes.
- (b) The Management Committee shall meet at least once in every 4 months to exercise their functions and may meet more frequently at the discretion of the President.
- (c) A special meeting of the Management Committee shall be convened by the relevant secretary on the requisition in writing signed by not less than one-third of the members of the Committee, which requisition shall clearly state the reasons why such Special Meeting is being convened and the nature of the business to be transacted at the meeting.
- (d) At every meeting of the Management Committee, 5 Members elected or appointed to the committee form a quorum.

- (e) A member of the Management Committee must not vote in respect of any contract or proposed contract in which the member is interested or on any matter arising from that contract, and if the member does so the member's vote shall not be counted.
- (f) The secretary must give not less than 14 days notice to the members of the Management Committee of any special meeting of the Management Committee. The notice shall clearly state the nature of the business of the meeting.
- (g) The President shall preside as Chairman at every meeting of the Management Committee, or if the President is not present within ten minutes after the time appointed for holding the meeting, a Vice-President shall act as Chairman. If a Vice-President is not present at the meeting then the members may choose one of their number to be Chairman of the meeting.
- (h) If within half an hour 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 that committee, shall terminate. 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 half an hour from the time appointed for the meeting, the meeting shall lapse.
- (i) Voting on committees shall be by a show of hands. All members of a Committee shall have the right to vote, except that:
  - (i) a committee member who is more than 30 days in arrears with his membership subscription shall not vote.
  - (ii) a committee member shall not vote in the case of any motion in which he/she has a pecuniary or other conflict of interest.
- (j) In the case of equal votes for and against a resolution at a Management Committee meeting, the Chairman shall have a casting vote.
- (k) Members appointed to the Management Committee must attend meetings of the committee, or present a reasoned apology before the meeting day. If a committee member fails to attend two consecutive meetings of the committee without such apology or other reasonable excuse the Management Committee may suspend the person from the committee pending a decision by the next General Meeting of the Association.

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## **26. Virtual Attendance at Management Committee Meetings by Telephone or Internet**

Members of the Management Committee may participate in discussion and voting by being connected to the other members by telephone or Internet connection. Those who are connected in this way shall be counted as part of the quorum and their votes shall be counted as if they are physically present. As soon as possible after the meeting, the Secretary must send a record of decisions of the meeting to those who have attended in this way to confirm that their contribution was recorded accurately.

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## **27. Resolutions of Management Committee without meeting**

- (a) A written resolution signed or authorised by email by each member of the Management Committee for the time being entitled to receive notice of a committee meeting is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.

- (b) A resolution mentioned in Rule 27(a) may consist of several documents in like form, each signed by 1 or more members of the committee.

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## **28. Subcommittees**

- (a) The Management Committee may delegate the whole or part of its powers to one or more subcommittees consisting of Members considered appropriate by the committee.
- (b) A subcommittee may only exercise delegated powers in the way the Management Committee decides.
- (c) A subcommittee may appoint a chairman of its meetings.
- (d) A subcommittee may meet and adjourn as it considers appropriate.
- (e) 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.
- (f) Unless required by the Management Committee, a subcommittee is not required to keep minutes of its proceedings except to the extent that its reports and recommendations are not a sufficient record of the subcommittee's proceedings.

## **General Meetings**

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### **29. General Meetings**

- (a) All formal meetings of the members of the Association are General Meetings. They are either Annual General or Special General Meetings.
- (b) Not less than 21 days notice shall be given by the relevant secretary of the convening of any general meeting to the members of the Association. The Notice shall clearly state the nature of the business of the meeting.
- (c) The manner by which such notice shall be given shall be determined by the Management Committee.
- (d) Notwithstanding Rule 29(c), notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of his membership by the Management Committee shall be given in writing.
- (e) Unless otherwise provided by these Rules, at every General Meeting of the Association:
  - (i) the Chairperson shall maintain order and conduct the meeting in a proper and orderly manner.
  - (ii) every question, matter or resolution shall be decided by a majority of votes of the members present in person or by valid proxies.
- (f) Each member present is entitled to one vote, and to an additional vote for each valid proxy held by that member. In the case of an equality of votes the Chairperson has a casting vote. No member is entitled to vote at any General Meeting if his annual subscription is more than one month in arrears at the date of the meeting.
- (g) Voting shall be by show of hands or a division of members, unless not less than one fifth of the members present demand a ballot, in which event there shall be a secret ballot. The Chairperson shall appoint two members to conduct the secret ballot in such



a manner as he shall determine and the result of the ballot as declared by the Chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded.

- (h) The secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of each and every meeting to be entered in a book or separate books as the case may be. Such books are to be open for inspection at all reasonable times by any financial member who previously applies to the secretary for that inspection.
- (i) Full, accurate and complete minutes of all General Meetings shall be kept by the secretary, together with any associated documents or reports.
- (j) A set of all minutes and associated documentation shall be kept until the next general meeting at the Head or Branch Office for inspection by members. The minutes and associated documentation may be viewed by the members at any time.
- (k) The minutes of each General Meeting shall be offered for approval, or correction at the following General Meeting by the chairperson of the approving meeting.
- (l) 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.
- (m) No business shall be transacted at any meeting unless a quorum is present. If within half an hour of the time set for the meeting there is no quorum, the meeting shall be adjourned to a later date.
- (n) If, at a meeting at which a quorum is present, there is insufficient time to complete the business in hand, the meeting shall be adjourned to a later date.
- (o) If a meeting is adjourned under rule 29(n) the new date shall be set by the Chairperson in consultation with the members present. If the adjournment is for more than 30 days then a new notice shall be given as for a new meeting.

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### **30. Quorum for, and adjournment of, General Meeting**

- (a) Subject to subsection (e), at a General Meeting of the number of members equal to double the number of members of the Association presently on the Management Committee plus 1 form a quorum.
- (b) No business may be conducted at a General Meeting unless a quorum of members is present when the meeting proceeds to business.
- (c) If a quorum is not present 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 lapses.
- (d) If a quorum is not present 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 is to be adjourned to:
  - (i) the same day, time and place in the next week; or
  - (ii) a day, time and place decided by the Management Committee.
- (e) If, at an adjourned meeting, a quorum under subsection (1) is not present within the 30 minutes after the time fixed for the meeting, the members present form a quorum.

- (f) The chairperson may, with the consent of any meeting at which a quorum is present, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- (g) If a meeting is adjourned under subsection (f), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (h) The secretary is not required to give the members notice of an adjournment or for the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- (i) 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.

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## 31. Annual General Meetings

- (a) An Annual General Meeting of the Association shall be held within three months after the close of each Financial Year.
- (b) The Annual General Meeting of each of the Branches will precede the Annual General Meeting of the Association.
- (c) The business to be transacted at every Annual General Meeting (AGM) shall be:
  - (i) the receiving of the Management Committee's report on the Association for the year;
  - (ii) the receiving of the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Association for the year;
  - (iii) the receiving of the Auditor's report upon the books and accounts for the Association and Branch Financial Accounts for the year;
  - (iv) the appointment of an Auditor;
  - (v) the election of a Management Committee; and
  - (vi) any other business of which notice shall have been given in the notice convening the meeting.
- (d) References in this Rule to **year** are to the relevant immediately preceding Financial Year.
- (e) Reports of Branch AGMs referred to above shall be sent to the secretary of the Association, together with a copy of the minutes of the Branch AGM, within 7 days of the date of the relevant meeting.

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## 32. Special General Meetings

The secretary shall convene a Special General Meeting of the Association:

- (a) when directed to do so by the Management Committee or a Branch Committee;
- (b) on the requisition in writing signed by not less than one-third of the members presently on the Management Committee or any Branch Committee or not less than the number of members of all classifications of membership which number equals double the number of members presently on the Management Committee plus one such

requisition shall clearly state the reasons why the Special General Meeting is being convened and the nature of the business of the meeting; and

- (c) on being given a notice in writing of an intention to appeal against the decision of the Management Committee to reject an application for membership or to terminate the membership of any person as set out in Rule 13.

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### **33. Proxies at General Meetings**

- (a) A member who is entitled to attend any General Meeting or meeting of the Management Committee, but is unable to do so may nominate another member to address the meeting or to exercise his/her vote by proxy. The member acting as proxy must be a Financial Member of the Association but need not be himself/herself entitled to attend the meeting, but in no case may hold more than one proxy.
- (b) The member giving the proxy may instruct the proxy holder how he wants his vote cast or the view he wishes expressed when the proxy holder addresses the meeting. Such instruction shall be strictly followed. Otherwise the proxy holder may exercise his/her judgement.
- (c) The giving of the proxy shall be in writing, in the English language, and in the form prescribed from time to time by the Management Committee. The written proxy must be delivered to the secretary at least ten minutes before the time set for the start of the meeting.
- (d) If a member who has previously given a proxy to another member subsequently attends the meeting, then the proxy shall be null and void.

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### **34. Members' meetings**

- (a) The Management Committee may authorise from time to time the holding of "Members Meetings" at Association level for the purpose of conducting seminars and/or activities of a general nature.
- (b) Such meetings are not General Meetings, and no quorum is required.
- (c) When such Members' meetings are held a record shall be kept recording the numbers attending and details of the business conducted.

## **Financial Management**

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### **35. Funds and accounts of the Association**

- (a) The funds of the Association shall be deposited in the name of the Association in an account with a Financial Institution.
- (b) Records and accounts shall be kept and maintained either in written, printed or electronic form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature.
- (c) Any money surplus to the day to day running of Association shall be invested prudently at the direction of the Management Committee. Any significant changes in the disposition of such investments shall be notified to the members by general email notice or in the next issue of the members' newsletter.
- (d) All moneys shall be deposited as soon as practicable after they are received by the Association.

- (e) Any banking account in the name of the Association must bear two signatures on any cheque, transfer of funds or other dealing with funds in the account. The signatories may be any two of the following:
- the President
  - the Secretary
  - the Treasurer
  - any 1 of 3 other members of the Association who have been authorised by the Management Committee to sign on behalf of the Association.

All payments of amounts of \$200.00 or over made by or on behalf of the Association must be by cheque, prepaid debit card or direct bank transfer.

- (f) Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty cash recoupment's which may be open.
- (g) As soon as practicable after the end of each Financial Year the treasurer shall cause to be prepared a statement containing particulars of:
- (i) the income and expenditure for the Financial Year just ended; and
  - (ii) the assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.
- (h) All such statements shall be examined by the auditor who shall present his report upon such audit to the secretary prior to the holding of the Annual General Meeting following the Financial Year in respect of which such audit was made.
- (i) The income and property of the Association, whenever derived, shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out in these Rules. No portion of that income or property shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association. Nothing in these rules prevents the payment in good faith of interest to any such member in respect of moneys advanced by him to the Association or otherwise owing by the Association to him or of remuneration to any Officers or servants of the Association or to any member of the Association or other person in return for any services actually rendered to the Association or any Branch. Nothing in these Rules shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association.

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## **36. Funds and accounts of the Branches**

Each Branch Constitution must contain a section containing rules of similar purport to section 35, providing for the prudent management of the Branch's financial affairs.

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## **37. Financial year**

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

## Miscellaneous

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### 38. By-laws

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. A by-law may only be set aside by a General Meeting of members. By-laws bind all Members.

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### 39. Common seal

- (a) The Management Committee shall provide for a Common Seal and for its safe custody. The Common Seal shall be used only by the authority of the Management Committee and every instrument to which the Common Seal is affixed shall be signed by a member of the Management Committee and counter signed by the Secretary or by a second member of the Management Committee or by some other person appointed by the Management Committee for the purpose.
  - (b) A record shall be kept of the use of the Common Seal, to what instrument it has been attached, and of the names of the Officers by whom it was signed.
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### 40. Documents

- (a) The Management Committee must ensure the safe custody of all books, documents, instruments of title and securities of the Association.
  - (b) Other than instruments of title, securities, and current accounting records, any documents which are not required for immediate referral may, if the Management Committee so directs, be deposited with the Fryer Memorial Library (or any successor body) within the University of Queensland on substantially the same terms and conditions as the records of the first 100 years of the Association are presently held, but shall not be otherwise disposed of or destroyed.
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### 41. Alteration of rules

Subject to the Act, these Rules may be amended, repealed or added to by a Special Resolution carried at a General Meeting of the Association. Any such amendment, repeal or addition is valid only if it is registered by the Chief Executive.

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### 42. Secession and winding up of a Branch

- (a) Branches shall have no right of secession.
  - (b) If circumstances arise which render the continued existence of the Branch untenable then the Management Committee, on receiving a resolution from a Branch Special General Meeting, may call a Special General Meeting of the Association to agree to the Branch being wound up. In this case, all debts being satisfied, the remaining assets of the Branch shall revert to the Association.
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### 43. Distribution of surplus assets

- (a) This section applies if the Association is wound up in accordance with the Act and there remains, after satisfaction of all its debts and liabilities, any surplus assets.
- (b) The surplus assets:
  - (i) must not be paid to or distributed among the members; and

- (ii) must be given or transferred to some other entity or entities having objects similar to the objects of the Association, and the rules of which prohibit the distribution of its or their income and assets among its or their members to an extent at least as great as is imposed on the Association under or by virtue of these Rules,

such institution or institutions to be determined by the members.