

Constitution of The Maryborough and District Committee on the Ageing Inc

1 Interpretation

1. In these rules—

Act means the *Associations Incorporation Act 1981*.

Present—

- a. at an Executive Committee meeting, see rule [26\(6\)](#); or
 - b. at a Management Committee meeting, see rule [34\(6\)](#); or
 - c. at a general meeting, see rule [46\(2\)](#).
2. A word or expression that is not defined in these model rules, but is defined in the Act has, if the context permits, the meaning given by the Act.
 3. MaDCOTA Inc. is the abbreviated name of the Association.
 4. Vulnerable person means an individual aged 18 years and above who is or may be unable to take care of themselves, or is unable to protect themselves against harm or exploitation by reason of age, illness, trauma or disability, or any other reason.

2 Name

The name of the incorporated association is The Maryborough and District Committee on the Ageing Inc. (***the association***).

3 Mission and Vision

3.1 *The Association's Vision embraces*

The shaping of a more just, equitable and humane community in which all people, in particular vulnerable people are enabled to grow to their fullest capacity, to contribute to their community and have access, with dignity, to appropriate care and social support.

3.2 *The Association's Mission is*

To actively protect and promote the well-being of all people in its geographic area. To this end it aims to mobilize vulnerable people, those who work with them, Government, and the community towards achieving well-being and social justice for all people. The Committee will work to fulfil its Mission by focussing on the following objectives.

4 Objectives

The objects for which the association is established are—

- 4.1 To promote policies, practices and services that advance well-being and justice for vulnerable people and redress injustice and disadvantage and that generally assist in meeting the need of vulnerable persons, and their carers;
- 4.2 To promote the positive contribution of vulnerable people to their own well-being and a more caring and just community;
- 4.3 To facilitate collaboration within and between local social service organisations, aged service agencies, government, the private sector and community groups in working towards well being and social justice for vulnerable people across all generations;

- 4.4 To promote and engage in research of matters concerning vulnerable people including local surveys and studies;
- 4.5 To advocate on behalf of the needs, right and interests of vulnerable consumers, giving priority to those suffering injustice, discrimination, disadvantage or disability;
- 4.6 To auspice and resource new organisations at a local level up to the point at which they are able to operate independently;
- 4.7 To provide, direct to vulnerable people and their carers, services, facilities and programs which contribute to their well being;
- 4.8 To undertake, develop and promote services, facilities, programs, networks or organisations designed to advance the Association's objectives;
- 4.9 To contribute to positive community understanding of ageing, and to enable all sectors of the community to plan for positive ageing through education, advice and activity programs;
- 4.10 To develop links with and assist other organisations working to achieve similar objectives to those of this Association;
- 4.11 To do all things incidental or conducive to the attainment of the above objectives.
- 4.12 To take progressive action to ensure social assistance of all ages.
- 4.13 To operate a community centre as stipulated in relevant by-laws

5 Powers

1. The association has the powers of an individual.
2. The association may, for example—
 - a. enter into contracts; and
 - b. acquire, hold, deal with and dispose of property; and
 - c. make charges for services and facilities it supplies; and
 - d. do other things necessary or convenient to be done in carrying out its affairs.
3. The association may take over the funds and other assets and liabilities of the present unincorporated association known as the Maryborough and District Committee on the Ageing (the **unincorporated association**).
4. The association may also issue secured and unsecured notes, debentures and debenture stock for the association.

6 Classes of members

1. The membership of the association consists of ordinary members, and any of the following classes of members—

Ref	Category	Definition	Voting Rights
a.	Corporate Members	Any operating business whether for-profit or not-for-profit	Yes
b.	Private Members	Person who has interest in the Organisation	Yes
c.	Life Members	Person awarded life membership of the Association according to the process outlined in the by-laws	Yes
d.	Honorary Member	Life member of an other association which has dissolved and of which this Association has absorbed continuance of service of the other association	Yes
e.	Volunteer Member	Non-Financial member performing volunteer duties only	No

2. The number of members is unlimited.

7 Automatic membership

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

- a. to the equivalent class of membership of the association as the member held in the unincorporated association; or
- b. if there is no equivalent class of membership—as a private member.

8 New membership

1. An application for membership must be—
 - a. in writing; and
 - b. signed by the applicant, or an authorised person of the application association,; and
 - c. in the form decided by the Executive Committee.
2. New member applications to be moved for acceptance by majority at the next meeting of the Management Committee

9 Membership fees

1. The membership fee for each ordinary membership and for each other class of membership (if any)—
 - a. is the amount decided by the Executive Committee from time to time at a general meeting; and
 - b. is payable when, and in the way, the Executive Committee determines.
 - c. Membership fees shall not be payable by Appointed Members, Volunteer Members, Honorary or Life Members
2. A member of the incorporated association who, before becoming a member, has paid the members annual subscription for membership of the unincorporated association on or before a day fixed by the Executive Committee, is not liable to pay a further amount of annual subscription for the period before the day fixed by the Executive Committee as the day on which the next annual subscription is payable.

10 Admission and rejection of new members

1. The Executive 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.
2. The Executive Committee must ensure that, as soon as possible after the person applies to become a member of the association, and before the Executive Committee considers the persons application, the person is advised—
 - a. whether or not the association has public liability insurance; and
 - b. if the association has public liability insurance—the amount of the insurance.
3. The Executive Committee must decide at the meeting whether to accept or reject the application.
4. If a majority of the members of the Executive 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.
5. The secretary of the association must, as soon as practicable after the Executive Committee decides to reject an application, give the applicant a written notice of the decision.

11 Termination of membership

1. A member may resign from the association by giving a written notice of resignation to the secretary.
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.
3. The Executive Committee may terminate a members membership if the member—

- a. is convicted of an indictable offence; or
 - b. does not comply with any of the provisions of these rules; or
 - c. has membership fees in arrears for at least 2 months; or
 - d. conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the association.
4. Before the Executive Committee terminates a membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.
5. If, after considering all representations made by the member, the Executive Committee decides to terminate the membership, the secretary of the committee must give the member a written notice of the decision.

12 Appeal against rejection or termination of membership

1. A person whose application for membership has been rejected, or whose membership has been terminated, may give the secretary written notice of the persons intention to appeal against the decision.
2. A notice of intention to appeal must be given to the secretary within 1 month after the person receives written notice of the decision.
3. If the secretary receives a notice of intention to appeal, the secretary must, within 1 month after receiving the notice, call a general meeting to decide the appeal.

13 General meeting to decide appeal

1. The general meeting to decide an appeal must be held within 3 months after the secretary receives the notice of intention to appeal.
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.
3. Also, the Executive 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.
4. An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.
5. If a person whose application for membership 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 membership fee paid by the person.

14 Register of members

1. The Executive Committee must keep a register of members of the association.
2. The register must include the following particulars for each member—
 - a. the full name of the member;
 - b. the postal or residential address of the member;
 - c. the date of admission as a member;
 - d. the date of death or time of resignation of the member;
 - e. details about the termination or reinstatement of membership;
 - f. any other particulars the Executive Committee or the members at a general meeting decide.
3. The register must be open for inspection by members of the association at all reasonable times.
4. A member must contact the secretary to arrange an onsite inspection of the register.
5. However, the Executive Committee may, on the application of a member of the association, withhold information about the member (other than the members full name) from the register available for inspection if the Executive Committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

15 Prohibition on use of information on register of members

1. A member of the association must not—
 - a. use information obtained from the register of members of the association to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes; or

- b. disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes.
2. Subrule (1) does not apply if the use or disclosure of the information is approved by the association.

16 Appointment or election of secretary

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 Executive Committee as secretary—
 - i. a member of the associations Executive Committee;
 - ii. another member of the association;
 - iii. another person.
2. If the association has not elected an interim officer as secretary for the association before its incorporation, the members of the Executive Committee must ensure a secretary is appointed or elected for the association within 1 month after incorporation.
3. If a vacancy happens in the office of secretary, the members of the Executive Committee must ensure a secretary is appointed or elected for the association within 1 month after the vacancy happens.
4. If the Executive Committee appoints a person mentioned in subrule (1)(b)(ii) as secretary, other than to fill a casual vacancy on the Executive Committee, the person does not become a member of the Executive Committee.
5. However, if the Executive Committee appoints a person mentioned in subrule (1) (b)(ii) as secretary to fill a casual vacancy on the Executive Committee, the person becomes a member of the Executive Committee.
6. If the Executive Committee appoints a person mentioned in subrule (1)(b)(iii) as secretary, the person does not become a member of the Executive Committee.
7. In this rule— **casual vacancy**, on a Executive Committee, means a vacancy that happens when an elected member of the Executive Committee resigns, dies or otherwise stops holding office.

17 Removal of secretary

1. The Executive Committee of the association may at any time remove a person appointed by the committee as the secretary.
2. If the Executive Committee removes a secretary who is a person mentioned in rule 15(1)(b)(i), the person remains a member of the Executive Committee.
3. If the Executive Committee removes a secretary who is a person mentioned in rule 15(1)(b)(ii) and who has been appointed to a casual vacancy on the Executive Committee under rule 15(5), the person remains a member of the Executive Committee.

18 Functions of secretary

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

- a. calling meetings of the association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the association; and
- b. keeping minutes of each meeting; and
- c. keeping copies of all correspondence and other documents relating to the association; and
- d. maintaining the register of members of the association.

19 Removal of Treasurer

1. The Executive committee of the association may at any time move to remove a person elected by the members as the Treasurer.
2. If the Executive committee moves to remove the elected treasurer, then the Executive committee must show cause at a meeting of the management committee prior to the motion being considered.

3. If the motion to remove the Treasurer is passed by a majority vote of the management committee, then that person will remain a member of the management committee.
4. If the Treasurer is successfully removed from position, then an audit of the associations records is to be undertaken.
5. The Executive committee can agree for the Secretary to fill the role in a temporary capacity, and/or appoint a bookkeeper, to maintain the financial records until such time as a special meeting of the members is called to elect a new Treasurer. This special meeting is to be called within 1 month.

20 Functions of Treasurer

The Treasurer's functions include, but are not limited to—

- (a) maintaining open and transparent electronic financial records and;
- (b) preparing financial statements for each meeting and;
- (c) preparing electronic financial records and submitting for an Audit of the Associations finances within 1 month of the end of the association's financial year.

21 Membership of Executive Committee

1. The Executive Committee of the association consists of a president, secretary, treasurer, and any other members the association members elect at a general meeting.
2. A member of the Executive Committee, other than a secretary appointed by the Executive Committee under Rule "16. 1. b) iii", must be a member of the association.
3. At each annual general meeting of the association, the members of the Executive Committee must retire from office, but are eligible, on nomination, for re-election.
4. A member of the association may be appointed to a casual vacancy on the Executive Committee under rule 21.
5. A maximum of two family members may serve on the Executive Committee at one time.
6. An Executive Committee member, who holds office for a period of 3 consecutive 1 year terms (the maximum period) in any one position or 10 years in the aggregate, is not eligible for election until the Annual General Meeting which follows the Annual General Meeting at which the maximum period was completed.

22 Electing the Executive Committee

1. A member of the Executive Committee may only be elected as follows—
 - (a) any member of the association may nominate another member (the **candidate**) to serve as a member of the Executive 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 1 candidate for each vacant position on the Executive 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.
2. A person may be a candidate only if the person—
 - (a) is an adult; and
 - (b) is not ineligible to be elected as a member under section 61A of the Act.
3. A list of the candidates names in alphabetical order, with the names of the members who nominated each candidate, must be posted in a conspicuous place in the office or usual place of meeting of the association for at least 7 days immediately preceding the annual general meeting.

4. If required by the Executive Committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.
5. The Executive Committee must ensure that, before a candidate is elected as a member of the Executive 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.

23 Resignation, removal or vacation of office of Executive Committee member

1. A member of the Executive Committee may resign from the committee by giving written notice of resignation to the secretary.
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.
3. A member may be removed from office at a general meeting of the association if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.
4. Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
5. A member has no right of appeal against the members removal from office under this rule.
6. A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

24 Vacancies on Executive Committee

1. If a casual vacancy happens on the Executive Committee, the continuing members of the committee may appoint another member of the association to fill the vacancy until the next annual general meeting.
2. The continuing members of the Executive Committee may act despite a casual vacancy on the Executive Committee.
3. However, if the number of committee members is less than the number fixed under rule 27(1) as a quorum of the Executive Committee, the continuing members may act only to—
 - a. increase the number of Executive Committee members to the number required for a quorum; or
 - b. call a general meeting of the association.

25 Functions of Executive Committee

1. Subject to these rules or a resolution of the members of the association carried at a general meeting, the Executive Committee has the general control and management of the administration of the affairs, property and funds of the association.
2. The Executive Committee has authority to interpret the meaning of these rules and any matter relating to the association on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

Note—

The Act prevails if the associations rules are inconsistent with the Act—see section 1B of the Act.

3. The Executive Committee may exercise the powers of the association—
 - a. to borrow, raise or secure the payment of amounts in a way the members of the association decide; and
 - b. to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the associations property, both present and future; and
 - c. to purchase, redeem or pay off any securities issued; and
 - d. to borrow amounts from members and pay interest on the amounts borrowed; and
 - e. to mortgage or charge the whole or part of its property; and
 - f. to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association; and

- g. to provide and pay off any securities issued; and
 - h. to invest in a way the members of the association may from time to time decide.
4. For subrule (3)(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by—
 - a. the financial institution for the association; or
 - b. if there is more than 1 financial institution for the association—the financial institution nominated by the Executive Committee.

26 Meetings of Executive Committee

1. Subject to this rule, the Executive Committee may meet and conduct its proceedings as it considers appropriate.
2. The Executive Committee must meet at least once every 4 months to exercise its functions.
3. The Executive Committee must decide how a meeting is to be called.
4. Notice of a meeting is to be given in the way decided by the Executive Committee.
5. The Executive 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.
6. A committee member who participates in the meeting as mentioned in subrule 5. is taken to be present at the meeting.
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 Chair shall offer a casting vote.
8. A member of the Executive Committee must not vote on a question about a contract or proposed contract with the association if the member has an interest in the contract or proposed contract and, if the member does vote, the members vote must not be counted.
9. The president is to preside as chairperson at a Executive Committee meeting.
10. If there is no president or if the president is not present within 10 minutes after the time fixed for a Executive Committee meeting, the members may choose 1 of their number to preside as chairperson at the meeting.

27 Quorum for, and adjournment of, Executive Committee meeting

1. At a Executive Committee meeting, more than 50% of the members elected to the committee as at the close of the last general meeting of the members form a quorum.
2. If there is no quorum within 30 minutes after the time fixed for a Executive Committee meeting called on the request of members of the committee, the meeting lapses.
3. If there is no quorum within 30 minutes after the time fixed for a Executive Committee meeting called other than on the request of the members of the committee—
 - a. the meeting is to be adjourned for at least 1 day; and
 - b. the members of the Executive Committee who are present are to decide the day, time and place of the adjourned meeting.
4. If, at an adjourned meeting mentioned in subrule (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

28 Special meeting of Executive Committee

1. If the secretary receives a written request signed by at least 33% of the members of the Executive Committee, the secretary must call a special meeting of the committee by giving each member of the committee notice of the meeting within 14 days after the secretary receives the request.
2. If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.
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.
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.
5. A special meeting of the Executive Committee must be held within 14 days after notice of the meeting is given to the members of the Executive Committee.

29 Minutes of all committee meetings

1. The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each meeting are securely filed in either hard or soft copy for a period of time as specified within the Act...
2. To ensure the accuracy of the minutes, the minutes of each meeting must be signed by the chairperson of the meeting, or the chairperson of the next like meeting, verifying their accuracy.

30 Membership of Management committee

1. The management committee of the association consists of the members of the Executive Committee plus the selection of a maximum of eight (8) ordinary members, and one (1) Life Member.
2. All classes of members are eligible for appointment to the Management Committee
3. A member of the Management Committee must be a member of the association however;
 - a. exemption applies for an individual appointed to represent a financial Corporate Member on the Management Committee
4. At each annual general meeting of the association, the members of the Management Committee must retire, but are eligible to express interest for re-appointment.

31 Functions of Management committee

1. The Management Committee are a representative body of all members of the association.
2. The Management Committee holds the Executive Committee accountable to actions taken during the general control and management of the administration of the affairs, property and funds of the association.
3. The Management Committee may make recommendations to the Executive Committee in the management of the Association
4. The Management Committee are not considered “the employers” of employees of the Association, however in consultation with Executive Committee may make recommendations towards decisions and actions relating to employment matters.

32 Formation of the Management Committee

1. A financial member may express an interest in taking up a position in the Management Committee; or may nominate an expression of interest for another financial member.
2. Expressions of interest may be received in writing; or taken from the floor at the Annual General Meeting of the Association.
3. A member may reject a nomination of expression of interest, in writing or verbally at the Annual General Meeting of the Association
4. Acceptance of each interested members shall be by majority vote of the members present at the meeting.
5. The ensuing Management Committee shall be ratified by a majority vote of the members present at the meeting.

33 Resignation, removal or vacation of position of member on management committee

1. A member of the management committee may resign from the committee by giving written notice of resignation to the secretary.
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.
3. A member may be removed from Management Committee at a Management Committee meeting if a majority of the members present at the meeting vote in favour of removing the member and that this vote is to be cast as a silent vote.

4. Before a vote of members is taken about removing the member, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
5. A member has no right of appeal against the members removal from office under this rule.
6. A member immediately vacates the position in the Management Committee however membership to the association remains active.

34 Meetings of management committee

1. Subject to this rule, the management committee may meet and conduct its proceedings as it considers appropriate.
2. The management committee must meet at least once every 2 months to exercise its functions.
3. The management committee must decide how a meeting is to be called.
4. Notice of a meeting is to be given in the way decided by the management committee.
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.
6. A committee member who participates in the meeting as mentioned in subrule (5) is taken to be present at the meeting.
7. (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 chair shall offer a casting vote.
8. (8) A member of the management committee must not vote on a question about a contract or proposed contract with the association if the member has an interest in the contract or proposed contract and, if the member does vote, the members vote must not be counted.
9. (9) The president is to preside as chairperson at a management committee meeting.
10. (10) If there is no president or if the president is not present within 10 minutes after the time fixed for a management committee meeting, the members may choose 1 of their number to preside as chairperson at the meeting.

35 Quorum for, and adjournment of, management committee meeting

1. At a management committee meeting, the equivalent of the number of the elected Executive Committee, as at the close of the last annual general meeting of the members, plus one (1) shall form a quorum.
2. If there is no quorum within 30 minutes after the time fixed for a management committee meeting called on the request of members of the committee, the meeting lapses.
3. If there is no quorum within 30 minutes after the time fixed for a management committee meeting called other than on the request of the members of the committee—
 - a. the meeting is to be adjourned for at least 1 day; and
 - b. the members of the management committee who are present are to decide the day, time and place of the adjourned meeting.
4. If, at an adjourned meeting mentioned in subrule (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

36 Appointment of subcommittees

1. The Executive Committee may appoint a subcommittee consisting of members of the association considered appropriate by the committee to help with the conduct of the associations operations.
2. A member of the subcommittee who is not a member of the Executive Committee is not entitled to vote at a Executive Committee meeting.
3. A subcommittee may elect a chairperson of its meetings.
4. If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be chairperson of the meeting.
5. A subcommittee may meet and adjourn as it considers appropriate.
6. A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

37 Acts not affected by defects or disqualifications

1. An act performed by the Executive Committee, a subcommittee or a person acting as a member of the Executive Committee is taken to have been validly performed.
2. Subrule (1) applies even if the act was performed when—
 - a. there was a defect in the appointment of a member of the Executive Committee, subcommittee or person acting as a member of the Executive Committee; or
 - b. a Executive Committee member, subcommittee member or person acting as a member of the Executive Committee was disqualified from being a member.

38 Resolutions of Executive Committee without meeting

1. A written resolution signed by each member of the Executive Committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.
2. A resolution mentioned in subrule (1) may consist of several documents in like form, each signed by 1 or more members of the committee.

39 First annual general meeting

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

40 Subsequent annual general meetings

Each subsequent annual general meeting must be held—

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

41 Business to be conducted at annual general meeting of level 1 incorporated associations and particular level 2 and 3 incorporated associations

1. This rule applies only if the association is—
 - a. a level 1 incorporated association; or
 - b. a level 2 incorporated association to which section 59 of the Act applies; or
 - c. a level 3 incorporated association to which section 59 of the Act applies.
2. 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 financial statement and audit report to the meeting for adoption;
 - c. electing members of the Executive Committee;
 - d. for a level 1 incorporated association—appointing an auditor or an accountant for the present financial year;
 - e. for a level 2 incorporated association, or a level 3 incorporated association, to which section 59 of the Act applies—appointing an auditor, an accountant or an approved person for the present financial year.

42 Business to be conducted at annual general meeting of other level 2 incorporated associations

1. This rule applies only if the association is a level 2 incorporated association to which section 59A of the Act applies.
2. The following business must be conducted at each annual general meeting of the association—
 - a. receiving the association's financial statement, and signed statement, for the last reportable financial year;
 - b. presenting the financial statement and signed statement to the meeting for adoption;
 - c. electing members of the Executive Committee;
 - d. appointing an auditor, an accountant or an approved person for the present financial year.

43 Business to be conducted at annual general meeting of other level 3 incorporated associations

1. This rule applies only if the association is a level 3 incorporated association to which section 59B of the Act applies.
2. The following business must be conducted at each annual general meeting of the association—
 - a. receiving the association's financial statement, and signed statement, for the last reportable financial year;
 - b. presenting the financial statement and signed statement to the meeting for adoption;
 - c. electing members of the Executive Committee.

44 Notice of general meeting

1. The secretary may call a general meeting of the association.
2. The secretary must give at least 14 days notice of the meeting to each member of the association.
3. If the secretary is unable or unwilling to call the meeting, the president must call the meeting.
4. The Executive Committee may decide the way in which the notice must be given.
5. However, notice of the following meetings must be given in writing—
 - a. a meeting called to hear and decide the appeal of a person against the Executive Committee's decision—
 - i. to reject the person's application for membership of the association; or
 - ii. to terminate the person's membership of the association;
 - b. a meeting called to hear and decide a proposed special resolution of the association.
6. A notice of a general meeting must state the business to be conducted at the meeting.

45 Quorum for, and adjournment of, general meeting

1. The quorum for a general meeting is at least the number of members elected or appointed to the Executive Committee at the close of the association's last general meeting plus 1.
2. However, if all members of the association are members of the Executive Committee, the quorum is the total number of members less 1.
3. No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
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 Executive Committee or the association, the meeting lapses.
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 Executive Committee or the association—
 - a. the meeting is to be adjourned for at least 7 days; and
 - b. the Executive Committee is to decide the day, time and place of the adjourned meeting.
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.
7. If a meeting is adjourned under subrule (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
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.
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.

46 Procedure at general meeting

1. A member may take part and vote in a general meeting in person, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
2. A member who participates in a meeting as mentioned in subrule (1) is taken to be present at the meeting.
3. At each general meeting—
 - a. the president is to preside as chairperson; and

- b. if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect 1 of their number to be chairperson of the meeting; and
- c. the chairperson must conduct the meeting in a proper and orderly way.

47 Voting at general meeting

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.
2. Each member present and eligible to vote is entitled to 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
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.
4. The method of voting is to be decided by the Executive Committee.
5. However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
6. If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.
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.

48 Special general meeting

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 Executive Committee; or
 - b. being given a written request signed by—
 - i. at least 33% of the number of members of the Executive 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 Executive Committee when the request is signed plus 1; or
 - c. being given a written notice of an intention to appeal against the decision of the Executive Committee—
 - i. to reject an application for membership; or
 - ii. to terminate a person's membership.
2. A request mentioned in subrule (1)(b) must state—
 - a. why the special general meeting is being called; and
 - b. the business to be conducted at the meeting.
3. A special general meeting must be held within 3 months after the secretary—
 - a. is directed to call the meeting by the Executive Committee; or
 - b. is given the written request mentioned in subrule (1)(b); or
 - c. is given the written notice of an intention to appeal mentioned in subrule (1)(c).
4. If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

49 Minutes of general meetings

1. In addition to Rule 29 The secretary must ensure the accuracy of the minutes—
 - a. the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
 - b. the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the association that is a general meeting or annual general meeting, verifying their accuracy.
2. If asked by a member of the association, the secretary must, within 28 days after the request is made—
 - a. make the minute for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
 - b. give the member copies of the minutes of the meeting.
3. The association may require the member to pay the reasonable costs of providing copies of the minutes.

50 By-laws

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

51 Alteration of rules

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

52 Common seal

1. The Executive Committee must ensure the association has a common seal.
2. The common seal must be—
 - a. kept securely by the Executive Committee; and
 - b. used only under the authority of the Executive Committee.
3. Each instrument to which the seal is attached must be signed by a member of the Executive Committee and countersigned by—
 - a. the secretary; or
 - b. another member of the Executive Committee; or
 - c. someone authorised by the Executive Committee.

53 Funds and accounts

1. The funds of the association must be kept in an account in the name of the association in a financial institution decided by the Executive Committee.
2. Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
3. All amounts must be deposited in the financial institution account as soon as practicable after receipt.
4. A payment by the association of \$100 or more must be made by electronic funds transfer.
5. If a payment of \$100 or more is made by electronic funds transfer, the electronic authority must be authorised by any 2 of the following five —
 - a. the president;
 - b. the secretary;
 - c. the treasurer;
 - d. the vice President.
 - e. Person authorised by Management Committee and as minuted
6. When two members of one family serve on the Executive Committee at one time, only one shall be an authorised signatory to the account.
7. A petty cash account must be kept on the imprest system, and the Executive Committee must decide the amount of petty cash to be kept in the account.
8. All expenditure must be approved or ratified at a Management Committee meeting.

54 General financial matters

1. On behalf of the Executive 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.
2. The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.

55 Documents

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

56 Financial year

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

57 Revocation Clause and Distribution of surplus assets to another entity

1. This rule applies if the association—
 - a. is wound-up under part 10 of the Act; and
 - b. has surplus assets.
2. The surplus assets must not be distributed among the members of the association.
3. If the organisation is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation with similar objects, which is charitable at law, and to which income tax deductible gifts can be made:
 - a. gifts of money or property for the principal purpose of the organisation or;
 - b. contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation or;
 - c. money received by the organisation because of such gifts and contributions; **however**
 - d. the value of any surplus fixed assets, chattels, financial assets held by the association at a date prior to its endorsement as a deductible gift recipient shall be eligible to be donated to another entity providing such entity
 - i. has objects similar to the association's objects; and
 - ii. the rules of which prohibit the distribution of the entity's income and assets to its members.