



Funded by: Department of Health and Ageing

CENTRAL QUEENSLAND RURAL DIVISION OF GENERAL PRACTICE Assn. Inc.

ABN: 71 448 628 931

Rules

NAME:- The name of the incorporated association shall be Central Queensland Rural Division of General Practice Assn Inc (in these Rules called "the Association").

1 INTERPRETATION

(a) In these rules:

Act means the *Associations Incorporation Act 1981 (Qld)* and/or the *Associations Incorporation Regulation 1999 (Qld)* as the context requires.

Board means the management committee in accordance with the Act.

Corporate Membership means a class of membership of the Association under which the member must be a company registered under the Corporations Act 2001 (Cth).

Date of Adoption of these Rules means the date that these rules became the rules of the Association pursuant to section 49(2) of the Act.

Director means a member of the Board.

Health Practitioner means (but is not limited to):

- (i) A general practitioner;
- (ii) A medical officer;
- (iii) A nurse;
- (iv) An allied health professional.

member means a member of the Association.

person means an individual or any other separate legal entity recognised by law as the context requires.

present:

- (v) at a Board meeting, see rule 23(f); or
- (vi) at a general meeting, see rule 37(b).

(b) 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.

2 OBJECTS

The objects for which the Association is established is the attainment of the highest standard of health care for the people in rural and remote Queensland who have a need for health and associated services by reason of geographical isolation, social or economic circumstances or sickness through the following:

- (a) supporting the provision of high quality and accessible health care by providing and advocating for flexible, multidisciplinary patient-centred care in the rural and remote regions through:
 - (i) Integration of local programmes and initiatives;
 - (ii) Encouraging and facilitating integration across primary health care organisations, tertiary health care and the community;

- (iii) **Creating pathways between existing and future public and private sector health – related services;**
- (iv) **Creating an environment for the efficient and effective use of information technology to facilitate better health outcomes;**
- (b) **supporting the current and future primary care workforce to provide health care to aid in the prevention and control of disease which encompasses, amongst other things:**
 - (i) **the encouragement of students and health practitioners to acquire the skills and experience necessary for health practice;**
 - (ii) **the provision of professional development to health professionals where appropriate;**
 - (iii) **the fostering of professional networks and support for health practitioners;**
 - (iv) **enabling and supporting research into improving the health of communities;**
 - (v) **supporting an integrated environment which will attract and retain a strong workforce of health practitioners to increase the amenity of rural and remote Queensland;**
 - (vi) **providing opportunities to increase the number of health practitioners within rural and remote Queensland,**
- (c) **being responsive to local community needs and priorities, including the needs of Aboriginal and Torres Strait Islanders and other cultural and linguistically diverse people;**
- (d) **providing support for preventative care and control of disease which encompasses:**
 - (i) **diagnoses and treatment;**
 - (ii) **integrating programs and initiatives for the benefit of the community;**
 - (iii) **providing a multidisciplinary and community approach;**
 - (iv) **providing access to health practitioners, including, but not limited to:**
 - (A) **mental health nurses,**
 - (B) **General Practitioners,**
 - (v) **Providing support services that reduce chronic disease in rural populations; and**
- (e) **if endorsed as a Deductible Gift Recipient, seek donations and funding from the public and all levels of government to fund the activities of the Association**
- (f) **undertaking any activity ancillary to, or which supports the above objects, including (without limitation) to use its assets for remuneration purposes, acquiring, disposing of, or leasing any building, or any asset and the making of investments for the purposes of (or in connection with), carrying out the above objects.**

3 POWERS

- (a) **The Association has, all the powers of an individual. The Association 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 all things necessary or convenient to be done in carrying out its affairs; and**
 - (v) **do all things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.**
- (b) **The Association may also issue secured and unsecured notes, debentures and debenture stock for the Association.**

4 CLASSES OF MEMBERS

- (a) The number of members of the Association is unlimited.
- (b) The membership of the Association consists of:
 - (i) ordinary members; and
 - (ii) any other class of members approved by the members in general meeting from time to time.
- (c) Every member must be an individual or a separate legal entity recognised by law.
- (d) Every class of membership of the Association (and the rights, entitlements and obligations of the members of each class) in addition to ordinary membership must be approved by the members at a general meeting.
- (e) Without limiting rule 4(d), the members may at any time approve Corporate Membership as a class of membership of the Association.

5 AUTOMATIC MEMBERSHIP

- (a) 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 Board, agrees in writing to become a member of the incorporated Association, must be admitted by the Board:
 - (i) to the equivalent class of membership of the Association as the member held in the unincorporated association; or
 - (ii) if there is no equivalent class of membership – as an ordinary member.

6 NEW MEMBERSHIP

- (a) An applicant for membership of the Association must be proposed by 1 member of the Association (the proposer) and seconded by another member (the seconder).
- (b) An application for membership must be:
 - (i) in writing; and
 - (ii) signed by the applicant and the applicants proposer and seconder; and
 - (iii) in the form decided by the Board

7 MEMBERSHIP

Every applicant for membership of the Association shall make application for membership in writing, signed by the applicant and shall be in such form as the Board from time to time may prescribe.

8 MEMBERSHIP FEES

The membership fee for each ordinary membership and for each other class of membership (if any):

- (a) is the amount decided by the members from time to time at a general meeting; and
- (b) is payable when, and in the way, the Board decides.

9 ADMISSION AND REJECTION OF MEMBERS

- (a) The Board must consider an application for membership at the next Board meeting held after it receives:
 - (i) the application for membership; and
 - (ii) the appropriate membership fee for the application.
- (b) The Board must ensure that, as soon as possible after a person applies to become a member of the Association, and before the Board considers the person's application, the person is advised:
 - (i) whether or not the Association has public liability insurance; and
 - (ii) if the Association has public liability insurance—the amount of the insurance.

- (c) A member's membership will be automatically and immediately terminated on the date that the payment of the relevant member's membership fees have been unpaid for a period of 2 months from the due date for payment of those fees.
- (d) The Board must decide at the meeting whether to accept or reject the application.
- (e) If at least 75% in number of the Directors who are present and entitled to vote at the Board meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.
- (f) The secretary of the Association must, as soon as practicable after the Board decides to accept or reject an application, give the applicant a written notice of the decision.

10 TERMINATION OF MEMBERSHIP

- (a) A member may resign from the Association by giving a written notice of resignation to the secretary.
- (b) The resignation takes effect at:
 - (i) the time the notice is received by the secretary; or
 - (ii) if a later time is stated in the notice—the later time.
- (c) In addition to rule 9(c) (which provides for an automatic termination of membership), the Board may terminate a member's membership 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 Board terminates a member's membership, the Board 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 Board decides to terminate the membership, the secretary of the Board must give the member a written notice of the decision.

11 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 a notice of intention to appeal, the secretary must, within 3 months after receiving the notice, call a general meeting to decide the appeal.

12 GENERAL MEETING TO DECIDE APPEAL

- (a) The general meeting to decide an appeal must be held within 3 months after the secretary receives the notice of intention to appeal.
- (b) 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.
- (c) Also, the Directors 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.
- (d) An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.

- (e) 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.

13 REGISTER OF MEMBERS

- (a) The Board must keep a register of members of the Association.
- (b) The register must include the following particulars for each member:
 - (i) the full name of the member;
 - (ii) the postal or residential address of the member;
 - (iii) the date of admission as a member;
 - (iv) the date of death or time of resignation of the member;
 - (v) details about the termination or reinstatement of membership;
 - (vi) any other particulars the Board or the members at a general meeting decide.
- (c) The register must be open for inspection by members of the Association at all reasonable times.
- (d) A member must contact the secretary to arrange an inspection of the register.
- (e) However, the Board 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 Board has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

14 PROHIBITION ON USE OF INFORMATION ON REGISTER OF MEMBERS

- (a) A member of the Association must not:
 - (i) 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
 - (ii) 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.
- (b) Subrule (a) does not apply if the use or disclosure of the information is approved by the Association.

15 APPONTMENT OR ELECTION OF SECRETARY

- (a) The secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is:
 - (i) a member of the Association elected by the Association as secretary; or
 - (ii) any of the following persons appointed by the Board as secretary:
 - (A) a Director;
 - (B) another member of the Association;
 - (C) another person.
- (b) If the Association has not elected an interim officer as secretary for the Association before its incorporation, the Board must ensure a secretary is appointed or elected for the Association within 1 month after incorporation.
- (c) If a vacancy happens in the office of secretary, the Board must ensure a secretary is appointed or elected for the Association within 1 month after the vacancy happens.

- (d) If the Board appoints a person mentioned in subrule 15 (a)(ii)(B) as secretary, other than to fill a casual vacancy on the Board, the person does not become a Director.
- (e) However, if the Board appoints a person mentioned in subrule 15 (a)(ii)(B) as secretary to fill a casual vacancy on the Board, the person becomes a Director of the Board.
- (f) If the Board appoints a person mentioned in subrule 15 (a)(ii)(C) as secretary, the person does not become a Director.

In this rule— *casual vacancy*, on a Board, means a vacancy that happens when an elected Director of the Board resigns, dies or otherwise stops holding office.

16 REMOVAL OF SECRETARY

- (a) The members of the Association may at any time remove a person appointed by the Board as the secretary.
- (b) If the Board removes a secretary who is a person mentioned in subrule 15 (a)(ii)(A), the person remains a Director.
- (c) If the Board removes a secretary who is a person mentioned in subrule 15 (a)(ii)(B) and who has been appointed to a casual vacancy on the Board under rule 15 (e), the person remains a Director.

17 FUNCTIONS OF SECRETARY

- (a) The secretary's functions include, but are not limited to:
 - (i) 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
 - (ii) keeping minutes of each meeting; and
 - (iii) keeping copies of all correspondence and other documents relating to the Association; and
 - (iv) maintaining the register of members of the Association.

18 MEMBERSHIP OF BOARD

- (a) The Board consists of a president, treasurer, and any other person the Association members elect to be a Director at a general meeting.
- (b) A Director, other than a secretary appointed by the Board under subrule 15(a)(ii)(C), must be a member of the Association.
- (c) At all times, the Board must comprise a minimum of five (5) Directors and a maximum of nine (9) Directors.
- (d) A Director must retire from office at the third annual general meeting after the Director was elected or last re-elected to office as a Director.
- (e) A Director who retires under rule 18 (d) is eligible for re-election.
- (f) Subject to the requirements of the Act, the Board may, by ordinary resolution, increase or decrease the minimum and/or maximum number of Directors.

19 ELECTING THE BOARD

- (a) A member of the Board may only be elected as follows:
 - (i) any 2 members of the Association may nominate another member (the *candidate*) to serve as a member of the Board;
 - (ii) the nomination of a candidate must be:
 - (A) in writing; and
 - (B) signed by the candidate and the members who nominated him or her; and
 - (C) given to the secretary at least 14 days before the annual general meeting, or general meeting at which the election is to be held;

- (iii) each member of the Association present and eligible to vote at the annual general meeting or general meeting may vote for 1 candidate for each vacant position on the Board;
 - (iv) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- (b) A person may be a candidate for election to a vacant position on the Board only if the person:
- (i) is at least 18 years of age ; and
 - (ii) has not, since the Date of Adoption of these Rules, served 3 terms of 3 years each as a Director unless:
 - (A) a period of at least 12 months has passed since the date of the expiry of that person's last term of office as a Director; or
 - (B) an insufficient number of candidates (or no candidates) have been nominated to serve as a member of the Board and the person in question would be otherwise eligible to be a candidate, except for the restrictions in this rule 19 (b) ;
 - (iii) is not ineligible to be elected as a Director under section 61A of the Act; and
 - (iv) is a member of the Association
- (c) 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 or general meeting.
- (d) If required by the Board, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- (e) If an insufficient number of candidates have been nominated, nominations may be taken from the floor of the annual general meeting or general meeting.
- (f) The Board must ensure that, before a candidate is elected as a Director, the candidate is advised:
- (i) whether or not the Association has public liability insurance; and
 - (ii) if the Association has public liability insurance—the amount of the insurance.

20 RESIGNATION, REMOVAL OR VACATION OF OFFICE OF DIRECTOR

- (a) A Director may resign from the Board by giving written notice of resignation to the secretary.
- (b) A Director must resign upon having served three (3) years consecutively on the Board.
- (c) The resignation takes effect at:
 - (i) the time the notice is received by the secretary; or
 - (ii) if a later time is stated in the notice—the later time.
- (d) A Director may be removed from office at a general meeting or an annual 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 Director.
- (e) Before a vote of members is taken about removing the Director from office, the Director must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- (f) A Director has no right of appeal against the members removal from office under this rule.
- (g) A Director immediately vacates the office of Director in the circumstances mentioned in section 64(2) of the Act.

21 VACANCIES ON BOARD

- (a) If a casual vacancy happens on the Board, the continuing Directors may appoint another member of the Association to fill the vacancy until the next annual general meeting.**
- (b) The continuing Directors may act despite a casual vacancy on the Board.**
- (c) However, if the number of Directors is less than the number fixed under rule 24(a) as a quorum of the Board, the continuing Directors may act only to:**
 - (i) increase the number of Directors to the number required for a quorum; or**
 - (ii) call a general meeting of the Association.**

22 DIRECTOR'S REMUNERATION

- (a) Subject to the other provisions of this rule 22, the Association must not pay fees or other remuneration to a Director.**
- (b) The Board may from time to time recommend to the members at an annual general meeting the payment to the Directors (or any of them) reasonable remuneration for any services rendered by the Directors to the Association.**
- (c) The payment of remuneration to the Directors referred to in rule 22(b) must be approved by the members at an annual general meeting of the Association.**
- (d) Despite rules 22(b) and (c), each Director is entitled to be reimbursed by the Association for any expenses the Director properly incurs in connection with the business, activities, undertakings or objects of the Association, including reasonable traveling and accommodation expenses which have been approved by the Board in advance.**

23 FUNCTIONS OF THE BOARD

- (a) Subject to these rules or a resolution of the members of the Association carried at a general meeting, the Board has the general control and management of the administration of the affairs, property and funds of the Association.**
- (b) The Board 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.

- (c) The Board may exercise the powers of the Association:**
 - (i) to borrow, raise or secure the payment of amounts in a way the members of the Association decide; and**
 - (ii) to secure the amounts mentioned in paragraph (i) 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**
 - (iii) to purchase, redeem or pay off any securities issued; and**
 - (iv) to borrow amounts from members and pay interest on the amounts borrowed; and**
 - (v) to mortgage or charge the whole or part of its property; and**
 - (vi) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association; and**
 - (vii) to provide and pay off any securities issued; and**
 - (viii) to invest in a way the members of the Association may from time to time decide.**

- (d) For subrule 22(c)(iv), 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:
 - (i) the financial institution for the Association; or
 - (ii) if there is more than 1 financial institution for the Association—the financial institution nominated by the Board.

24 MEETINGS OF THE BOARD

- (a) Subject to this rule, the Board may meet and conduct its proceedings as it considers appropriate.
- (b) The Board must meet at least once every 4 months to exercise its functions.
- (c) The Board must decide how a meeting is to be called.
- (d) Notice of a meeting is to be given in the way decided by the Board.
- (e) The Board may hold meetings, or permit a Director to take part in its meetings, by using any technology that reasonably allows the Director to hear and take part in discussions as they happen.
- (f) A Director who participates in the meeting as mentioned in subrule 23(e) is taken to be present at the meeting.
- (g) A question arising at a Board meeting is to be decided by a majority vote of the Directors present at the meeting and, if the votes are equal, the question is decided in the negative.
- (h) A Director of the Board must not vote on a question about a contract or proposed contract with the Association if the Director has an interest in the contract or proposed contract and, if the Director does vote, the Director's vote must not be counted.
- (i) The president is to preside as chairperson at a Board meeting.
- (j) If there is no president or if the president is not present within 10 minutes after the time fixed for a Board meeting, the Directors may choose 1 of their number to preside as chairperson at the meeting.

25 QUORUM FOR, AND ADJOURNMENT OF, BOARD MEETING

- (a) At a Board meeting, more than 50% of the Directors elected to the Board as at the close of the last general meeting of the members form a quorum.
- (b) If there is no quorum within 30 minutes after the time fixed for a Board meeting called on the request of Directors, the meeting lapses.
- (c) If there is no quorum within 30 minutes after the time fixed for a Board meeting called other than on the request of the Directors:
 - (i) the meeting is to be adjourned for at least 1 day; and
 - (ii) the Directors who are present at the meeting are to decide the day, time and place of the adjourned meeting.
- (d) If, at an adjourned meeting mentioned in subrule 24(c), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

26 SPECIAL MEETING OF THE BOARD

- (a) If the secretary receives a written request signed by at least 33% of the Directors of the Board, the secretary must call a special meeting of the Board by giving each Director notice of the meeting within 14 days after the secretary receives the request.
- (b) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.
- (c) A request for a special meeting must state:

- (i) why the special meeting is called; and
 - (ii) the business to be conducted at the meeting.
- (d) A notice of a special meeting must state:
- (i) the day, time and place of the meeting; and
 - (ii) the business to be conducted at the meeting.
- (e) A special meeting of the Board must be held within 14 days after notice of the meeting is given to the Directors.

27 MINUTES OF BOARD MEETINGS

- (a) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Board meeting are entered in a minute book.
- (b) To ensure the accuracy of the minutes, the minutes of each Board meeting must be signed by the chairperson of the meeting, or the chairperson of the next Board meeting, verifying their accuracy.

28 APPOINTMENT OF SUBCOMMITTEES

- (a) The Board may appoint a subcommittee consisting of members of the Association considered appropriate by the Board to help with the conduct of the Associations operations.
- (b) A member of the subcommittee who is not a Director is not entitled to vote at a Board meeting.
- (c) A subcommittee may elect a chairperson of its meetings.
- (d) 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.
- (e) A subcommittee may meet and adjourn as it considers appropriate.
- (f) 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.

29 ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS

- (a) An act performed by the Board, a subcommittee or a person acting as a Director of the Board is taken to have been validly performed.
- (b) Subrule 28(a) applies even if the act was performed when:
 - (i) there was a defect in the appointment of a Director, subcommittee or person acting as a member of the Board; or
 - (ii) a Director, subcommittee member or person acting as a Director was disqualified from being a member.

30 RESOLUTIONS OF THE BOARD WITHOUT MEETING

- (a) A written resolution signed by each Director is as valid and effectual as if it had been passed at a Board meeting that was properly called and held.
- (b) A resolution mentioned in subrule 29(a) may consist of several documents in like form, each signed by 1 or more Directors.

31 CONFLICT OF INTEREST POLICY

- (a) The Board shall, by by-law, agree from time to time and abide by a policy for the regulation of conflicts of interest arising in respect of the discharge of the functions of the Board and its Directors, including potential conflicts of interest. The paramount principle of this policy will be ensuring that Directors are not placed in a position of actual or potential conflict of interest, which is or is likely to be, or be perceived to be, damaging to the

interests of the Association. This policy shall include a requirement that Directors only be engaged to provide goods or services to or on behalf of the Association if:

- (i) that Director is for bona fide reasons considered by the Board, agreed to be a suitable person to provide such goods or services;
- (ii) bona fide attempts have been made to identify others who provide the goods or services and to compare rates and service levels of such others compared with the Director's rates and service levels;
- (iii) the goods or services are provided on arms-length terms; and
- (iv) The provision of the goods and services is disclosed clearly and expressly to the members in the annual report of the Association.

32 ANNUAL GENERAL MEETINGS

(a) Each annual general meeting must be held:

- (i) at least once each year; and
- (ii) within 6 months after the end date of the Association's reportable financial year.

33 BUSINESS TO BE CONDUCTED AT ANNUAL GENERAL MEETING OF LEVEL 1 INCORPORATED ASSOCIATIONS AND PARTICULAR LEVEL 2 AND 3 INCORPORATED ASSOCIATIONS

(a) This rule applies only if the Association is:

- (i) a level 1 incorporated association; or
- (ii) a level 2 incorporated association to which section 59 of the Act applies; or
- (iii) a level 3 incorporated association to which section 59 of the Act applies.

(b) The following business must be conducted at each annual general meeting of the Association:

- (i) receiving the Association's financial statement, and audit report, for the last reportable financial year;
- (ii) presenting the financial statement and audit report to the meeting for adoption;
- (iii) electing Directors;
- (iv) for a level 1 incorporated association—appointing an auditor or an accountant for the present financial year;
- (v) 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.

34 BUSINESS TO BE CONDUCTED AT ANNUAL GENERAL MEETING OF OTHER LEVEL 2 INCORPORATED ASSOCIATIONS

(a) This rule applies only if the Association is a level 2 incorporated association to which section 59A of the Act applies.

(b) The following business must be conducted at each annual general meeting of the Association:

- (i) receiving the Association's financial statement, and signed statement, for the last reportable financial year;
- (ii) presenting the financial statement and signed statement to the meeting for adoption;
- (iii) electing Directors;
- (iv) appointing an auditor, an accountant or an approved person for the present financial year.

35 BUSINESS TO BE CONDUCTED AT ANNUAL GENERAL MEETING OF OTHER LEVEL 3 INCORPORATED ASSOCIATIONS

- (a) This rule applies only if the Association is a level 3 incorporated association to which section 59B of the Act applies.
- (b) The following business must be conducted at each annual general meeting of the Association:
 - (i) receiving the Association's financial statement, and signed statement, for the last reportable financial year;
 - (ii) presenting the financial statement and signed statement to the meeting for adoption;
 - (iii) electing Directors.

36 NOTICE OF GENERAL MEETING

- (a) The secretary may call a general meeting of the Association.
- (b) The secretary must give at least 14 days notice of the meeting to each member of the Association.
- (c) If the secretary is unable or unwilling to call the meeting, the president must call the meeting.
- (d) The Board may decide the way in which the notice must be given.
- (e) However, notice of the following meetings must be given in writing:
 - (i) a meeting called to hear and decide the appeal of a person against the Board's decision:
 - (A) to reject the person's application for membership of the Association; or
 - (B) to terminate the person's membership of the Association;
 - (ii) a meeting called to hear and decide a proposed special resolution of the Association.
- (f) A notice of a general meeting must state the business to be conducted at the meeting.

37 QUORUM FOR, AND ADJOURNMENT OF, GENERAL MEETING

- (a) The quorum for a general meeting is at least the number of Directors elected or appointed to the Board at the close of the Association's last general meeting plus 1.
- (b) However, if all members of the Association are Directors, the quorum is the total number of members less 1.
- (c) No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- (d) If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of the Board or members of the Association, the meeting lapses.
- (e) If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of the Board or members of the Association:
 - (i) the meeting is to be adjourned for at least 7 days; and
 - (ii) the Board is to decide the day, time and place of the adjourned meeting.
- (f) 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.
- (g) If a meeting is adjourned under subrule 36(e), 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 of 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.

38 PROCEDURE AT GENERAL MEETING

- (a) A member may take part and vote in a general meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (b) A member who participates in a meeting as mentioned in subrule 37(a) is taken to be present at the meeting.
- (c) At each general meeting:
 - (i) the president is to preside as chairperson; and
 - (ii) 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
 - (iii) the chairperson must conduct the meeting in a proper and orderly way.

39 VOTING AT GENERAL MEETING

- (a) 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.
- (b) 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.
- (c) 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.
- (d) The method of voting is to be decided by the Board.
- (e) However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- (f) If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.
- (g) 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.

40 SPECIAL GENERAL MEETING

- (a) The secretary must call a special general meeting by giving each member of the Association notice of the meeting within 14 days after:
 - (i) being directed to call the meeting by the Board; or
 - (ii) being given a written request signed by:
 - (A) at least 33% of the number of Directors of the Board when the request is signed; or
 - (B) at least the number of ordinary members of the Association equal to double the number of members of the Association on the Board when the request is signed plus 1; or
 - (iii) being given a written notice of an intention to appeal against the decision of the Board:
 - (A) to reject an application for membership; or
 - (B) to terminate a person's membership.
- (b) A request mentioned in subrule 39(a)(ii) must state:
 - (i) why the special general meeting is being called; and

- (ii) the business to be conducted at the meeting.
- (c) A special general meeting must be held within 3 months after the secretary:
 - (i) is directed to call the meeting by the Board; or
 - (ii) is given the written request mentioned in subrule 39(a)(ii); or
 - (iii) is given the written notice of an intention to appeal mentioned in subrule 39(a)(iii).
- (d) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

41 PROXIES

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

[Name of association]:

I, _____ of _____ being
 a member of the association,
 appoint _____
 as my proxy to vote for me on my behalf at the (annual general meeting of the
 association,
 to be held on _____ day _____ 20____
 the _____ of _____
 and at any adjournment of the meeting.

Signed _____ day _____ 20____
 this _____ of _____

 Signature

- (b) The instrument appointing a proxy must:
 - (i) if the appointor is an individual—be signed by the appointor or the appointor's attorney properly authorised in writing; or
 - (ii) if the appointor is a corporation:
 - (A) be under seal; or
 - (B) be signed by a properly authorised officer or attorney of the corporation.
- (c) A proxy may be a member of the Association or another person.
- (d) The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- (e) Each instrument appointing a proxy must be given to the secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- (f) Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.
- (g) If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the following or similar form:

[Name of association]:

I, _____ of _____ being

a member of the association,
appoint

as my proxy to vote for me on my behalf at the (annual general meeting of the
association,

to be held on _____ day of _____ 20
the

and at any adjournment of the meeting.

Signed _____ day of _____ 20
this

Signature

This form is to be used ~~*in favour of*~~ against [*strike out whichever is not wanted*] the
following resolutions—

[*List relevant resolutions*]

42 MINUTES OF GENERAL MEETINGS

- (a) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book.
- (b) To ensure the accuracy of the minutes:
 - (i) 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
 - (ii) 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.
- (c) If asked by a member of the Association, the secretary must, within 28 days after the request is made:
 - (i) make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
 - (ii) give the member copies of the minutes of the meeting.
- (d) The Association may require the member to pay the reasonable costs of providing copies of the minutes.

43 BY-LAWS

The Board may from time to time make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Association and any by-law may be set aside by a general meeting of members.

44 ALTERATION OF RULES

Subject to the provisions of the Act, these rules may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting: PROVIDED THAT no such amendment, rescission or addition shall be valid unless the **it is registered** under the Act.

45 COMMON SEAL

The Board may provide for a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the Board and every instrument to which the seal is affixed shall be signed by a member of the Board and shall be countersigned by the Secretary or by a second member of the Board or by some person appointed by the Board for that purpose.

46 FUNDS AND ACCOUNTS

- (a) The funds of the Association must be kept in an account (or in accounts) in the name of the Association in a financial institution decided by the Board.**
- (b) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.**
- (c) All amounts must be deposited in the financial institution account as soon as practicable after receipt.**
- (d) A payment by the Association of \$100 or more must be made by cheque or electronic fund transfer.**
- (e) If a payment is made by cheque, the cheque must be signed by any 2 of the following—**
 - (i) the president;**
 - (ii) the secretary;**
 - (iii) the treasurer;**
 - (iv) any 1 of 3 other members of the Association who have been authorised by the Board to sign cheques issued by the Association.**
- (f) However, 1 of the persons who signs the cheque must be the president, the secretary or the treasurer.**
- (g) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.**
- (h) A petty cash account must be kept on the imprest system, and the Board must decide the amount of petty cash to be kept in the account.**
- (i) Particulars of all payments from, and reimbursements to, the petty cash account must be recorded in the petty cash book.**
- (j) All expenditure must be approved or ratified at a Board meeting.**

47 MAINTENANCE OF A GIFT FUND

- (a) The Association will maintain for the principal purpose of the Association a fund (gift fund):**
 - (i) to which gifts of money or property for that purpose are to be made;**
 - (ii) to which any money received by the Association because of those gifts is to be credited; and**
 - (iii) that does not receive any other money or property.**
- (b) The Association will at all times maintain a separate bank account solely for purpose of receiving gift funds only.**
- (c) The Association must use the following only for the objects of the Association:**
 - (i) gifts made to the gift fund;**
 - (ii) any money received because of those gifts.**
- (d) If the gift fund is wound up or if the endorsement (if any) of the Association as a deductible gift recipient is revoked, any surplus assets of the gift fund remaining after the payment of liabilities attributable to it shall be transferred to a fund, authority or institution in Australia to which income tax deductible gifts can be made.**

48 NOT FOR PROFIT

- (a) The assets and income of the Association shall be applied solely to further its objects and no portion shall be distributed directly or indirectly to the members of the Association except as genuine compensation for services referred to expenses incurred on behalf of the Association.**

49 DOCUMENTS

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

50 FINANCIAL YEAR

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

51 DISSOLUTION

- (a) In the event of the Association being dissolved, all assets that remain after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes, which is charitable at law and which has rules prohibiting the distribution of its assets and income to its members.

52 DISTRIBUTION OF SURPLUS ASSETS

- (a) If the Association 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, to which income tax deductible gifts can be made:
 - (i) Gifts of money or property for the principal purpose of the Association
 - (ii) Contributions made in relation to an eligible fundraising event held for the principal purpose of the Association;
 - (iii) Money received by the Association because of such gifts and contributions.

I hereby certify that this is a true and correct copy of the rules adopted by the members of the incorporated association.

/ /

SECRETARY

DATE