

CONSTITUTION

WOMEN'S HEALTH QUEENSLAND INC

OPERATIVE FROM 14 OCTOBER 1999

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WOMEN'S HEALTH QUEENSLAND INC CONSTITUTION

1. Words and expressions to have meaning in Act

A word or expression that is not defined in these rules, but is defined in the *Associations Incorporation Act 1981* has, if the context permits, the meaning given by the Act. Reference to the 'board' under these rules means the 'management committee' under the Act.

2. Name

The name of the incorporated association shall be ***Women's Health Queensland Inc*** (in these rules called "the association") which was formerly *Women's Health Queensland Wide Inc*, and prior to that *Women's Health Centre Inc* and *Women's Community Health Centre Inc* having taken over the funds and other assets and liabilities of the unincorporated association known as the *Brisbane Women's Health Centre*.

3. Objects

The objects of the of the association are:

- (1) To actively promote and advance the health and wellbeing of women of diverse backgrounds and needs.
- (2) To provide direct relief from the burden of ill health in women by supplying independent information on a range of health practices and care options.
- (3) To facilitate women's decision making in relation to the prevention or control of disease and support informed access to quality health care services.
- (4) To provide broad based education to individuals, carers, service providers and the wider community to improve women's health and increase the capacity of others to support women's health needs.
- (5) To source and disseminate information on current research and trends and participate in and support ongoing research into the prevention causes, and treatment of disease.
- (6) To promote women's health through a holistic approach that emphasises the value of a woman's own experience and issues affecting her health and well-being.
- (7) To promote women's health by engaging in activities that raise awareness of women's health issues and that inform policy development processes within the wider community.

4. Powers

- (1) The association has, in the exercise of its affairs, all 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 also issue secured and unsecured notes, debentures and debenture stock for the association.
- (4) In furtherance of the objects of the association to amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the association under or by virtue of rule 32.(10) and which is approved by the Commissioner of Taxation as a fund, authority or institution referred to in section 30- 45 (1) Item 4.1.1 of the *Income Tax Assessment Act 1997*.

5. Classes of members

- (1) The membership of the association shall consist of ordinary members, organisational members and staff members.
- (2) The number of ordinary, organisational and staff members shall be unlimited.
- (3) Members agree to be bound by these rules. All members have a right to receive notices of, attend, and be heard at any general meeting. Each ordinary member has the right to cast 1 vote in person or by proxy in any properly held ballot or at any properly convened general meeting of members. Organisational members and staff members do not have any right to vote at any general meeting or in any ballot.

6. Membership

- (1) Subject to this constitution, any individual who supports the aims and objectives of the association, other than an individual employed by the association, shall be eligible to become an ordinary member of the association.
- (2) An organisation which supports the aims and objectives of the association shall be eligible to become an organisational member.
- (3) An individual who supports the aims and objectives of the association and who is employed by the association shall be entitled to be a staff member. Persons who immediately prior

to adoption of this change to the rules were ordinary members and employed by the association, shall cease to be ordinary members and shall, without requirement for further application, be admitted as staff members of the association. An individual does not need to be a member of the association to be employed by it.

- (4) Every application for any class of membership of the association shall be made in writing and be in such form as the board from time to time prescribes. For the purposes of this clause, writing includes any form of electronic communication approved by the board whereby the applicant agrees to comply with this constitution.

7. Membership Fees

- (1) The membership fees for each class of membership shall be such sum as the members shall from time to time at any general meeting so determine.
- (2) The membership fees for each class of membership shall be payable at such time and in such manner as the board shall from time to time determine.

8. Admission and rejection of members

- (1) At the next meeting of the board after the receipt of any application and the fee applicable for any class of membership, such application shall be considered by the board, who shall thereupon determine upon the admission or rejection of the applicant.
- (2) Any applicant who receives a majority of the votes of the members of the board present at the meeting at which such application is being considered shall be accepted as a member to the class of membership applied for.
- (3) Upon the acceptance or rejection of an application for any class of membership the secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.

9. Admission and Termination of membership

- (1) When considering a person's eligibility for (continuing) membership, the board shall take into consideration if the person:
 - (a) has been convicted of an indictable offence involving violence against women or children;
 - (b) commits, and continues to comply with the Objects and any published values of Women's Health Queensland;
 - (c) complies of the provisions of these rules;
 - (d) has membership fees in arrears for at least 2 months;
 - (e) conducts herself or itself in a manner considered to be injurious or prejudicial to the character or interests of the association;

the board may reject the person's application for membership or terminate the member's membership. The membership of a staff member automatically ceases on that person ceasing to be employed by the association. A staff member who ceases to be employed by the association may apply to be admitted as an ordinary member.

- (2) A member may resign from the association at any time by giving notice in writing to the secretary.
- (3) Such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date.
- (4) If a member has membership fees in arrears for a period of 12 months, the member's membership will terminate automatically on the day which is 12 months from the date on which the membership fees became due and payable.

10. Appeal against termination or rejection of membership

- (1) An individual or organisation whose application for membership has been rejected or whose membership has been terminated may within 1 month of receiving written notification thereof, lodge with the secretary written notice of the person's intention to appeal against the decision of the board.
- (2) Upon receipt of a notification of intention to appeal against rejection or termination of membership the secretary shall convene, within 3 months of the date of receipt by the secretary of such notice, a general meeting to determine the appeal.
- (3) At any such meeting the applicant shall be given the opportunity to fully present the applicant's case and the board or those members thereof who rejected the application for membership or terminated the membership subsequently shall likewise have the opportunity of presenting its or their case.
- (4) The appeal shall be determined by the vote of the ordinary members present at such meeting.
- (5) Where a person whose application is rejected, does not appeal against the decision of the board within the time prescribed by these rules or so appeals but the appeal is unsuccessful, the secretary shall forthwith refund the amount of any fee paid.
- (6) An individual or organisation whose application for membership has been rejected or a member whose membership has been terminated shall not be entitled to legal representation at any meeting convened under rule 10(2). The association shall not be entitled to legal representation at any meeting convened under rule 10(2).

11. Register of members

- (1)** The board shall cause a register to be kept in which shall be entered the names and addresses of all persons and organisations admitted to membership of the association and the dates of their admission.
- (2)** Particulars shall also be entered into the register of deaths, resignations, terminations and reinstatements of membership and any further particulars as the board or the members at any general meeting may require from time to time.
- (3)** The register shall be open for inspection at all reasonable times by any member who previously applies to the secretary for such inspection however particulars other than name and dates of admission, death, resignation, termination and reinstatement of membership shall not to be open to inspection.

12. Member Services

- (1)** Any member may request that the secretary forward correspondence on their behalf to other members and the request shall be granted provided any costs are borne by the member making the request and the nature and contents of the correspondence are consistent with the objects of the association.
- (2)** Where the Secretary refuses a request made under rule 12(1) the decision shall be advised in writing including reasons for refusal and there is no right of appeal against the decision.

13. Secretary

- (1)** If a vacancy happens in the office of secretary, the members of the board must appoint or elect a secretary within 1 month after the vacancy happens.
- (2)** The secretary must be an individual residing in Queensland, or in another State but not more than 65 km from the Queensland border, who is
 - (a)** a member of the association nominated for membership of the board and elected at the Annual General Meeting by the association as secretary; or failing (a),
 - (b)** a member of the association's board appointed by the committee as secretary; or failing (b),
 - (c)** appointed by the board as secretary (whether or not the individual is a member of the association).
- (3)** The board may appoint and remove the secretary at any time.

14. Membership of board

- (1)** The board of the association shall consist of not less than 6 and not more than 9 persons (including the chairperson and any treasurer).
- (2)** To be eligible to be a member of the board:
 - (a) the person must be an ordinary member;
 - (b) the person must not be an employee of the association and has not been an employee of the association in the previous 12 months;
 - (c) either:
 - (i) in the case of a member of the board other than a person described in sub-clause (ii) below, the person must have served less than 2 consecutive full terms of office as a member of the board, or
 - (ii) in the case of a person who has already served the maximum number of consecutive terms of office, at least 3 years has elapsed since the person's last term of office; and
 - (d) the person must not be prohibited by law from being a member of the board and, for so long as the association is an entity registered by the Australian Charities and Not-for-Profit Commission, has not at any time in the preceding 12 months been disqualified by the Australian Charities and Not-for-Profit Commissioner.
- (3)** A member of the board must notify the board if any circumstance arises which has the potential to impact upon their eligibility to continue as a member of the board.
- (4)** For the purposes of clause 14(2)(c) a member of the board who was already on the board at the close of the general meeting at which this constitution was adopted is deemed to have served the number of terms prior to that person's possible re-appointment under this constitution as follows:
 - (a) a member of the board who had then served on the board for a consecutive period of 3 years or less is deemed to have served 1 term;
 - (b) a member of the board who had then served on the board for a consecutive period of more than 3 years and up to 6 years is deemed to have served 2 terms;
 - (c) a member of the board who had then served on the board for a consecutive period of more than 6 years is deemed to have served more than 2 terms.
- (5)** The members of the association shall elect the members of the board by a resolution passed at any general meeting.

(6) The election of officers and other members of the board shall take place in the following manner -

(a) any 2 ordinary members of the association shall be at liberty to nominate any other ordinary member to serve as an officer or other member of the board;

(b) the nomination, which shall be in writing and signed by the ordinary member and the ordinary member's proposer and seconder, shall be lodged with the secretary at least 14 days before the annual general meeting at which the election is to take place;

(c) a list of the candidates' names in alphabetical order, with the proposers' and seconders' names, shall 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;

(d) balloting lists shall be prepared containing the names of the candidates in alphabetical order, and each ordinary member present at the annual general meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;

(e) should, at the commencement of such meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.

(7) Each member of the board will serve for a term of approximately 3 years commencing from the annual general meeting at which the member of the board was appointed, but is eligible for re-appointment as a member of the board if not then disqualified by this constitution or the Australian Charities and Not-for-Profit Commissioner from being re-appointed.

(8) The members of the board in office at the close of the general meeting at which this constitution is adopted must retire on a staggered basis over the next 3 annual general meetings, in the order based on length of service determined by the board and in the event of there being an equality of years of services or of them failing to agree, by the drawing of lots.

(9) Subject to clause 14(8), there will be an ongoing staggered rotational system of appointment of members of the board such that at each annual general meeting, approximately one-third of members of the board, each of whom has served a term of approximately 3 years, must retire from office and in the event of there being more than one-third of members of the board due to retire under this clause then by their drawing of lots.

15. Resignation or removal from office of member of board

(1) Any member of the board may resign from membership of the board at any time by giving notice in writing to the secretary but such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date or such member may be removed from office at a general

meeting of the association where that member shall be given the opportunity to fully present the member's case.

- (2) The question of removal shall be determined by the vote of the ordinary members present at such a general meeting.
- (3) There is no right of appeal against a member's removal from office under this section.

16. Vacancies on board

- (1) The board shall have power at any time to appoint any ordinary member of the association to fill any casual vacancy on the board until the next annual general meeting.
- (2) The continuing members of the board may act notwithstanding any casual vacancy in the board, but if and so long as their number is reduced below the number fixed by or pursuant to these rules as the necessary quorum of the board, the continuing member or members may act for the purpose of increasing the number of members of the board to that number or of summoning a general meeting of the association, but for no other purpose.

17. Functions of the board

- (1) Except as otherwise provided by these rules and subject to resolutions of the ordinary members of the association carried at any general meeting the board -
 - (a) shall have the general control and management of the administration of the affairs, property and funds of the association; and
 - (b) shall have authority to interpret the meaning of these rules and any matter relating to the association on which these rules are silent.
- (2) The board may exercise all the powers of the association -
 - (a) to borrow or raise or secure the payment of money in such manner as the members of the association may think fit and secure the same 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 and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the association's property, both present and future, and to purchase, redeem or pay off any such securities; and
 - (b) to borrow amounts from members and to pay interest on the amounts borrowed, and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association, and to provide and pay off any such securities; and
 - (c) to invest in such manner as the members of the association may from time to time determine.

- (3) For rule 17(2)(b), the rate of interest must not be more than the rate for the time being charged for overdrawn accounts on money lent (whatever 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 association.

18. Meetings of board

- (1) The board shall meet at least once every 4 calendar months to exercise its functions.
- (2) The board must decide how a meeting is to be called.
- (3) Notice of a meeting is to be given in the way decided by the board.
- (4) A special meeting of the board shall be convened by the secretary on the requisition in writing signed by not less than one-third of the members of the board, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.
- (5) At every meeting of the board a simple majority of a number equal to the number of members elected and appointed to the board as at the close of the last general meeting of the members, shall constitute a quorum.
- (6) Subject as previously provided in this section, the board may meet together and regulate its proceedings as it thinks fit.
- (7) However, questions arising at any meeting of the board shall be decided by consensus, but failing consensus, by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.
- (8) A member of the board shall not vote in respect of any contract or proposed contract with the association in which the member is interested, or any matter arising thereout, and if the member does so vote the member's vote shall not be counted.
- (9) Not less than 14 days' notice shall be given by the secretary to members of the board of any special meeting of the board.
- (10) Such notice shall clearly state the nature of the business to be discussed thereat.
- (11) The chairperson shall preside at every meeting of the board, or if there is no chairperson, or if at any meeting the chairperson is not present within 10 minutes after the time appointed for holding the meeting, the members may choose 1 of their number to be chairperson of the meeting.

- (12) If within half an hour from the time appointed for the commencement of a board meeting a quorum is not present, the meeting, if convened upon the requisition of members of the board, shall lapse.
- (13) In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.
- (14) The members of the board must elect a member of the board as chairperson, and may elect if they wish a member of the board as a treasurer. That person holds office until that person's current term of office as a member of the board expires or, before that term expires, they cease to be a member of the board or the board resolves to remove that person from office.

19. Delegation of powers of board

- (1) The board may delegate any of its powers to a subcommittee consisting of such members of the association as the board thinks fit.
- (2) Any subcommittee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the board.
- (3) A subcommittee may elect a chairperson of its meetings.
- (4) If no such chairperson is elected, or if at any meeting the chairperson is not present within 10 minutes after the time appointed for holding the 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 thinks proper.
- (6) Questions arising at any meeting shall be determined by consensus or failing that by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.

20. Acts not affected by defects or disqualifications

All acts done by any meeting of the board or of a subcommittee or by any person acting as a member of the board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the board or person acting as aforesaid, or that the members of the board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the board.

21. Electronic Communication

- (1) For the purpose of these rules, the contemporaneous linking together by telephone, radio, closed circuit television or other electronic means of audio or audio-visual communication or other means of communication of a number of the board not less than the quorum, whether or not any one or more of the board is out of the Commonwealth of Australia, shall be deemed to constitute a meeting of the board and all the provisions in these regulations as to meetings of the board shall apply to such meetings as long as the following conditions are met -
- (a) all the members of the board for the time being entitled to receive notice of a meeting of the board shall be entitled to notice of a meeting by telephone or other means of communication and to be linked by telephone or such other means for the purposes of such meeting. Notice of any such meeting may be given on the telephone or other means of communication;
 - (b) each of the members of the board taking part in the meeting by telephone or other means of communication must be able to hear each of the other members of the board taking part at the commencement of the meeting; and
 - (c) at the commencement of the meeting each member of the board must acknowledge her presence for the purpose of a meeting of the board of the association to all the other members of the board taking part. A member of the board may not leave the meeting by disconnecting her telephone or other means of communication unless she has previously obtained the express consent of the Chairperson of the meeting and a member of the board shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting by telephone or other means of communication unless she has previously obtained the express consent of the Chairperson of the meeting to leave the meeting as aforesaid.
- (2) A minute of the proceedings at such meeting by telephone or other means of communication shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified as a correct minute by the Chairperson of the meeting.

22. Resolutions of board without meeting

- (1) A resolution in writing signed by all the members of the board for the time being entitled to receive notice of a meeting of the board shall be as valid and effectual as if it had been passed at a meeting of the board duly convened and held.
- (2) Any such resolution may consist of several documents in like form, each signed by 1 or more members of the board.

23. Annual general meetings

Each annual general meeting must be held -

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

24. Business to be transacted at annual general meeting

The following business must be transacted at every annual general meeting -

- (a) the receiving of the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the association for the last financial year;
- (b) the receiving of the auditor's report on the financial affairs of the association for the last financial year;
- (c) the presenting of the audited statement to the meeting for adoption;
- (d) the election of officers and other members of the board;
- (e) the election of a secretary if a person is nominated under rule 13(2)(a); and
- (f) the appointment of an auditor.

25. Special general meeting

(1) The secretary shall convene a special general meeting by sending out notice of the meeting within 14 days of -

- (a) being directed to do so by the board; or
- (b) being given a requisition in writing signed by not less than one-third of the members presently on the board or not less than the number of ordinary members of the association which equals double the number of members presently on the board plus 1; or
- (c) being given a notice in writing of an intention to appeal against the decision of the board to reject an application for membership or to terminate the membership of any person.

(2) A requisition mentioned in rule 25(1)(b) shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat.

26. Quorum at general meeting

- (1) At any general meeting the number of ordinary members required to constitute a quorum shall be double the number of members presently on the board plus 1.
- (2) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
- (3) For the purposes of this rule “**member**” includes a person attending as a proxy.
- (4) If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members of the board or the association, shall lapse.
- (5) In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
- (6) The chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- (7) When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
- (8) Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

27. Notice of general meeting

- (1) The secretary shall convene all general meetings of the association by giving not less than 14 days’ notice of any such meeting to the members of the association.
- (2) The manner by which such notice shall be given shall be determined by the board.
- (3) However, notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of the member’s membership by the board, shall be given in writing.
- (4) Notice of a general meeting shall clearly state the nature of the business to be discussed thereat.

28. Procedure at general meeting

- (1) Unless otherwise provided by these rules, at every general meeting -
 - (a) the chairperson shall preside, or if there is no chairperson, or if the chairperson is not present within 10 minutes after the time appointed for the holding of the meeting or

is unwilling to act, the members present shall elect 1 of their number to be chairperson of the meeting;

- (b) the chairperson shall maintain order and conduct the meeting in a proper and orderly manner;
- (c) every question, matter or resolution shall be decided by consensus but failing this by a majority of votes of the ordinary members present;
- (d) every ordinary member present shall be entitled to 1 vote and in the case of an equality of votes the chairperson shall have a second or casting vote;
- (e) however, no ordinary member shall be entitled to vote at any general meeting if the member's annual subscription is in arrears at the date of the meeting;
- (f) voting shall be by show of hands or a division of members, unless not less than one-fifth of the ordinary members present demand a ballot, in which event there shall be a secret ballot;
- (g) the chairperson shall appoint 2 members to conduct the secret ballot in such manner as the chairperson shall determine and the result of the ballot as declared by the chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded;
- (h) an ordinary member may vote in person or by proxy or by attorney and on a show of hands every person present who is an ordinary member or a representative of an ordinary member shall have 1 vote and in a secret ballot every ordinary member present in person or by proxy or by attorney or other duly authorised representative shall have 1 vote;
- (i) the instrument appointing a proxy shall be in writing, in the common or usual form, under the hand of the appointor or of the appointor's attorney duly authorised in writing;
- (j) a proxy may but need not be a member of the association;
- (k) the instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot;
- (l) where it is desired to afford ordinary members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit –

WOMEN'S HEALTH QUEENSLAND INC:

I,.....of , being
a member of Women's Health Queensland Inc, hereby appoint
.....of, or
failing the member, of
..... ,
as my proxy to vote for me on my behalf at the (annual) general meeting of the
association, to be held on the.....day of..... , 19... ,
and at any adjournment thereof.

Signed this day of, 19... .

Signature.

*in
favour
of

This form is to be used the resolution.

*against

* Strike out whichever is not desired. (Unless otherwise instructed, the proxy may vote as the proxy thinks fit.)

- (m) the instrument appointing a proxy shall be deposited with the secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote;
- (n) the secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every board meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the secretary for that inspection;
- (o) a general meeting of members may be held using any technology prescribed from time to time by the board but so that the use of that technology reasonably allows members to hear and take part in discussions as they happen; and
- (p) notwithstanding the other provisions of this constitution, to the extent permitted by law, any ballot at a general meeting of members may be decided by postal or electronic ballot in the manner prescribed by from time to time by the board.

- (2) For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every board meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding board meeting verifying their accuracy.
- (3) Similarly, the minutes of every general meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding general meeting.
- (4) However, the minutes of any annual general meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding general meeting or annual general meeting.

29. 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.

30. Alteration of rules

- (1) Subject to the provisions of the *Associations Incorporation Act 1981*, these rules may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting.
- (2) However an amendment, rescission or addition is valid only if it is registered by the chief executive.

31. Common seal

- (1) The board shall provide for a common seal and for its safe custody.
- (2) 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 other person appointed by the board for the purpose.

32. Funds and accounts

- (1) The funds of the association must be kept in the name of the association in a financial institution¹ decided by the board.
- (2) Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the association and the particulars usually shown in books of a like nature.

¹ See *Acts Interpretation Act 1954*, section 36, definition "financial institution" and the definitions of institutions mentioned in the definition "financial institution".

- (3)** All moneys shall be deposited as soon as practicable after receipt thereof.
- (4) (a)** A payment by the association of \$200 or more must be made by cheque or electronic funds transfer.
- (b)** Payments of \$200 or more must be authorised jointly by two persons, with each of those persons given delegated authority by the board to so authorise.
- (c)** Despite clause 32(4b) above, all payments to be made to the Chief Executive Officer must be authorised jointly by two persons, with each of those persons given delegated authority by the board to so authorise, and at least one of those persons being a member of the board.
- (5)** Cheques shall be crossed 'not negotiable' except those in payment of wages, allowances or petty cash recoupments which may be open.
- (6)** The board shall determine the amount of petty cash which shall be kept on the imprest system.
- (7)** All expenditure shall be approved or ratified at a board meeting.
- (8)** As soon as practicable after the end of each financial year the treasurer shall cause to be prepared a statement containing particulars of -
- (a)** the income and expenditure for the financial year just ended; and
- (b)** the assets and liabilities and of all mortgages, charges and securities affecting the property of the association at the close of that year.
- (9)** The auditor must examine the statement prepared under rule 32(8) and present a report on it to the secretary before the next annual general meeting following the financial year for which the audit was made.
- (10)** The income and property of the association whencesoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst members of the association provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by her to the association or otherwise owing by the association to her or of remuneration to any officers or servants of the association or to any member of the association or other person in return for any services actually rendered to the association provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the association or reasonable and proper rent for premises demised or let to the association.

- (11) The association shall maintain a gift fund for receipt of gifts of money or property, and money received because of such gifts. The gift fund shall not receive any other money or property and it shall be used only for the principal purpose of the association including purposes that are incidental or ancillary to that principal purpose. The gift fund shall be accounted for separately from other money or property held by the association including the separate recording of all gifts, transfers from the gift fund, and investment returns on money or property that has not been transferred out of the gift fund.

33. Documents

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

34. Financial year

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

35. Distribution of surplus assets to another entity

- (1) This section applies if the association is wound-up under part 10 of the Act and there are surplus assets.
- (2) The surplus assets must not be distributed among the members but must be given to another entity -
- (a) that has objects similar to the association's objects; and
 - (b) the rules of which prohibit the distribution of the entity's income and assets to its members to an extent at least as great as is imposed on the association under or by virtue of rule 32(10) and which is an entity approved by the Commissioner of Taxation as a fund, authority or institution referred to in section 30-45 (1) Item 4.1.1 of the *Income Tax Assessment Act 1997*, such entity or entities to be determined by the members of the association.
- (3) In this section “**surplus assets**” has the meaning given by section 92(3) of the Act.

36. Winding up of gift fund

If the gift fund is wound up, or if endorsement (if any) of the association as a deductible gift recipient under Subdivision 30-BA of the Income Tax Assessment Act 1997 is revoked, any surplus assets of the gift fund remaining after payment of the liabilities attributed to it, shall be transferred at the earlier of those events to an entity approved by the Commissioner of Taxation as a fund, authority or institution referred to in section 30-45 (1) Item 4.1.1 of the *Income Tax Assessment Act 1997*, such entity or entities to be determined by the board of the association.

37. Matters not provided for

Section 47(1) of the Associations Incorporation Act 1981 does not apply to the association or these rules.