



Queensland Positive People

Constitution of Queensland Positive People Incorporated

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1. Name

1.1 The name of the incorporated association is “Queensland Positive People Incorporated”.

2. Definitions and Interpretation

2.1 Words and Expressions to have Meaning in Act

A word or expressions that are 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.

2.2 Definitions

In these rules:

- [1] “**Act**” means the Associations Incorporation Act 1981 [QLD] and includes any amendment or re-enactment of it or any legislation passed in substitution for it;
- [2] “**Associate Member**” means a person admitted to be an associate member of the association under rule 11 who has not resigned from membership of the association and whose membership has not ceased or been terminated under rule 16;
- [3] “**Association**” means Queensland Positive People Incorporated;
- [4] “**Authority**” means any local, state or federal government authority;
- [5] “**Board**” means the assembly of all the Board members of the association;
- [6] “**Board Members**” means the persons known as member of the management committee under the Act, elected or appointed as Board members, for the time being, of the association under rules 21-25;
- [7] “**Business Day**” means a day that is not a Saturday, Sunday or any other day which is a public holiday or a bank holiday in the place where an act is to be performed or a payment is to be made;
- [8] “**Complete Application for Membership**” means an application for membership of the association that meets all the requirements set out in the rules and any additional requirements of the Board;
- [9] “**Corporation**” means a company that is a corporation within the meaning of the Corporations Act 2001 [Cth];
- [10] “**Corporate Member**” means a local authority, incorporated association or other body corporate admitted to be a corporate member of the association under rules 13 and 15 which has not resigned from membership of the association and whose membership of the association has not ceased or been terminated under rule 16;
- [11] “**General Meeting**” means any meeting of members, convened as per rule 55;
- [12] “**Honorary Life Member**” means an individual admitted being an honorary life member of the association under rule 12 and 15 who has not resigned from membership of the association and whose membership has not ceased or been terminated under rule 16;
- [13] “**Insolvency Event**” means:
 - [a] the member becomes an externally administered body corporate under the Corporations Act 2001 or under the Associations Incorporation Act 1891 [Qld];
 - [b] steps are taken by any person towards winding up the member or making the member an externally listed body corporate [but not where the steps taken consist of making an application to a court and the application is withdrawn dismissed within 14 days];

- [c] a controller [as defined in section 9 of the Corporations Act 2001] is appointed of any of the property of the member or any steps are taken for the appointment of such a person [but not where the steps taken are reversed or abandoned within 14 days]; or
 - [d] the Member is taken to have failed to comply with a statutory demand within the meaning of section 459F of the Corporations Act 2001;
- [14] **“Members”** means all of the members of the association who have not resigned from membership of the association and whole membership has not ceased or been terminated under rule 16;
- [15] **“Ordinary Member”** means a person admitted as an ordinary member of the association under rules 10 and 15 who has not resigned from membership of the association and whose membership has not ceased or been terminated under rule 16;
- [16] **“Patron”** means a person or body corporate who is appointed as the patron of the association by the Board under rule 34;
- [17] **“PLHIV”** means People Living with HIV;
- [18] **“President”** means the Board member elected to be President of the association under rule 24;
- [19] **“QPP”** means Queensland Positive People Inc;
- [20] **“Regional Representative”** means the Board Member elected to the association under Clause 21 to represent members living in regional Queensland as defined by all geographical areas outside the boundaries of the Gold Coast, Scenic Rim, Logan, Ipswich, Lockyer Valley, Redlands, Brisbane, Moreton Bay, Noosa, Sunshine Coast, and Gympie Shire Councils.
- [20] **“Responsible Person”** means an individual who:
- [a] performs a significant public function;
 - [b] is a member of a professional body having a code of ethics or rules of conduct;
 - [c] is officially charged with spiritual functions by a religious organisation;
 - [d] is a director of a company whose shares are listed on the Australian Stock Exchange;
 - [e] has received formal recognition from government for services to the community; or
 - [f] is approved as a Responsible Person by the Commissioner of Taxation;
- [21] **“Rules”** means these Rules and all amendments or additions to these rules contained in this constitution; [23] **“Secretary”** means the person elected to perform the duties of a Secretary of the association under rule 24;
- [24] **“Special Interest Representative”** is a person elected to the Board under rule 21 that may bring specialist knowledge or skills including but not limited to clinical, social services, ageing, legal, financial, human resources, government, corporate skills, or any combination of the above being skills required for the effective running and management of the organisation as determined by the board from time to time’;
- [25] **“Special General Meeting”** means a general meeting of members called to consider a special resolution;
- [26] **“Special Resolution”** means a resolution which required the approval of at least 3/4 of the eligible membership in order to be passed;
- [27] **“Treasurer”** means the person elected to perform the duties of Treasurer of the association under rule 24;

[28] **“Unincorporated Association”** means an organised group of individuals or bodies corporate, pursuing a common object which is not recognised as a separate legal entity.

2.3 Interpretation

[1] Reference to:

- [a] one gender includes the others;
 - [b] the singular includes the plural and the plural includes the singular; and
 - [c] a person means an individual natural person and does not include a body corporate.
- [2] Except so far as the contrary intention appears in these rules:
- [a] an expression has in these Rules the same meaning as in the Act; and
 - [b] if an expression is given different meanings for the purposes of different provisions of the Act, the expression has, in a provision of these rules that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.

[3] “Including” and similar expressions are not words of limitation.

[4] Headings and any table of contents or index are for convenience only and do not form part of these rules or affect their interpretation.

3. Objects

3.1 The objects for which the association is established are:

- [1] To encourage members and other PLHIV, their partners, friends and relatives to participate in the association and its programs throughout Queensland;
- [2] To support PLHIV in addressing and resolving issues related to health, health maintenance, independent living and gaining/maintaining access to quality health care;
- [3] To promote, encourage and develop the self-esteem and personal dignity of members of the association and other PLHIV;
- [4] To promote and support PLHIV in their endeavours to achieve independence and self-determination within the community;
- [5] To promote a positive image of PLHIV, in order to advance their human rights and dignity; including their right to participate in the Australian community without discrimination;
- [6] To provide appropriate health education and peer support to PLHIV;
- [7] To solicit gifts of money and/or property; and to undertake fundraising activities and apply such monies and property for the benefit of PLHIV throughout Queensland;
- [8] To encourage and assist any incorporated or unincorporated organisation, institution, or body, which, in the opinion of the association has similar or compatible objects.

3.2 Notwithstanding the objects described in rule 3.1, the association is not established for the purpose of and is not empowered to provide legal assistance or advice to persons or organisations who have breached or who are alleged to have breached the Criminal Code Act 1899 [Qld] or any other law of the State of Queensland or of the Commonwealth of Australia.

3.3 The association must pursue only the charitable purposes described above and must apply its income in promoting only those purposes.

4. Powers

4.1 The association has all the powers of an individual and can do all things which are considered incidental or conducive to the attainment of the objects and the exercise of the powers of the association.

4.2 Without limiting the generality of rule 4.1, and subject to rule 4.3, the association has the power to:

- [1] co-operate with, amalgamate with, become a member of or subscribe to any other incorporated or unincorporated association, club or organisation whose objects are altogether or in part similar to those of the association and whose governing rules or constitution prohibit the distribution of income or property to its members in the same way that rule 6.1 does;
- [2] purchase and otherwise acquire and undertake all or part or part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the association is authorised to amalgamate;
- [3] subject to the requirements of any laws of the State of Queensland or the Commonwealth of Australia, to transfer all or part of the property, assets, liabilities and engagements of the association to any one or more of the incorporated associations with which the association is authorised to amalgamate;
- [4] buy, sell, hold and deal in all kinds of property, articles, commodities and provisions both liquid and non-liquid from and to the members and persons frequenting the association's premises;
- [5] enter into, carry out and comply with any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects of the association and the exercise of the powers of the association;
- [6] obtain, exercise and comply with any conditions imposed on any rights, privileges and concessions from any government or authority that the association thinks fit;
- [7] remunerate by whatever means the Board deems appropriate, any person or body corporate for services rendered or to be rendered or products provided or to be provided to the association;
- [8] invest and deal with the money of the association which is not required to meet any liabilities incurred by the association in any manner which the Board may from time to time deem appropriate, subject to the requirements of the Act and any other laws of the State of Queensland and the Commonwealth of Australia;
- [9] lend and advance money, give credit and to give guarantees and indemnities for the payment of money or the performance of obligations by any person or body corporate to any person or body corporate;
- [10] borrow or raise money alone or in conjunction with any person or legal entity on such terms, including as to security, as the Board thinks fit;
- [11] mortgage, charge or otherwise encumber property or assets of the association;
- [12] draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- [13] purchase, sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the association;
- [14] take or hold mortgages, liens or charges, on whatever terms to secure payment of the purchase price, or any unpaid balance, or any part of the association's property sold by the association, or any money due to association;
- [15] accept and hold any gift of property for one or more objects of the association;
- [16] appeal to the public for contributions, donations or subscriptions to the funds of the association in whatever way the Board thinks fit, and subject to the provisions of any law of the State of Queensland and the Commonwealth of Australia;

- [17] print and publish, or to procure the printing and publication of any newspapers, periodicals, articles, books or leaflets;
- [18] make donations for charitable or community purposes;
- [19] make charges for services and facilities it supplies;
- [20] enter into contracts; and to
- [21] do other things necessary or convenient to be done in carrying out its affairs.

4.3 Where the association has purchased, leased, been given or otherwise acquired any property which is subject to any trust, the association must take, hold and deal with that property subject to the terms of and as approved by the trusts and the law relating to such trusts.

4.4 Despite rules 4.1 and 4.2 the powers of the association are ancillary to and exercisable only to pursue the objects of the association set out in rule 3.

5. Application of Income and Property

5.1 The income and property of the association, from wherever it is derived, must be used solely towards the promotion of the objects of the association set out in rule 3 and in exercising the association's powers.

6. No Distribution to Members

6.1 No portion of the income or property of the association may be paid directly or indirectly, by way of dividend, bonus or otherwise to the members of the association.

6.2 Rule 6.1 does not prevent payments made in good faith to:

- [1] remunerate any servant or member of the association in return for any services actually rendered to the association or for goods supplied in the ordinary and usual way of business;
- [2] pay interest at a rate not exceeding commercial market rates of interest for money lent by trading banks from time to time on money borrowed from any member of the association;
- [3] pay reasonable and proper rent by the association to a member of the association for premises leased by the member of the association; or
- [4] reimburse out of pocket expenses to any of the Board members, officers, members or volunteers of the association for expenses properly and reasonably incurred in the conduct of services rendered to the association. Receipt for expenses incurred in the conduct of services rendered must be supplied to the association for any entitlement to reimbursement to arise.

6.3 Board members may be remunerated for their work as Board members in accordance with Rule 45, as well as reimbursement of out-of-pocket expenses properly and reasonably incurred in carrying out the duties of a Board member in accordance with Rule 46 where such payments do not exceed an amount previously approved by the Board.

7. Gift Fund

- [1] the association will seek:
 - [a] endorsement as a deductible gift to recipient in its own right in order to further its objects; or
 - [b] to be mentioned by name in an item of a table in Subdivision 30-B of the Income Tax Assessment Act 1997.
- [2] If endorsed as a deductible gift recipient in its own right or mentioned by name in an item of a table in Subdivision 30-B of the Income Tax Assessment Act 1997, the association shall ensure that its activities are carried out for the purposes in respect of which the association has been endorsed as a deductible gift recipient.

- [3] If endorsed as a deductible gift recipient in its own right, or mentioned by name in an item of a table in Subdivision 30-B of the Income Tax Assessment Act 1997, the association must maintain a fund for that purpose **[Gift Fund]**:
- [a] to which all gifts of money or property for those purposes are made;
 - [b] to which all money received by the association because of gifts are credited; and
 - [c] which does not receive any other money or property.
- [4] The association must use the gift fund only for its objects.
- [5] The association must not directly or indirectly distribute any part of the Gift Fund to individuals except as bona fide compensation for services rendered by the individual to the association or except as payment of bona fide expenses incurred by the individual on behalf of the association.
- [6] The association must maintain a separate bank account entitled "Gift Fund Account" to be used solely for the purposes of the gift fund.
- [7] The association will invite members of the general public to make gifts to the association for the purpose of carrying out the objects of the association, for which the association has been endorsed as a deductible gift recipient in its own right or mentioned by name in an item of a table Subdivision 30-B of the Income Tax Assessment Act 1997.
- [8] The association must issue receipts for gifts made to the Gift Fund and these receipts must be in the name of the association.
- [9] Pursuant to the power to establish committee conferred on the Board under rule 36, the Board may establish a Gift Fund Committee to administer the gift fund, provided that at least one member of the Gift Fund Committee will be a Responsible Person.
- [10] The Gift Fund Committee must ensure that the Gift Fund is used solely to solicit and receive gifts for the purpose of carrying out the objects of the association.
- [11] 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 to which income tax deductible gifts can be made.

MEMBERSHIP

8. Membership

- 8.1** The members of the association are persons and bodies corporate admitted to membership of the association in accordance with these rules.

9. Classes of Membership

- 9.1** The membership of the association shall consist of:
- [1] Ordinary members;
 - [2] Associate members;
 - [3] Honorary life members;
 - [4] Corporate members.
- 9.2** If recommended by the Board, additional classes of membership of the association can be created by a resolution of the members at a general meeting.

10. Ordinary Members

- 10.1** The number of ordinary members is unlimited.
- 10.2** Any individual natural person, who verifies their HIV positive status, can apply to be admitted as an ordinary member.
- 10.3** Except as otherwise provided in these rules, each ordinary member is entitled to one vote on each matter considered by the members by secret electronic ballot.

11. Associate Members

- 11.1** The number of associate members is unlimited.
- 11.2** Any individual natural person can apply to be admitted as an associate member.
- 11.3** An associate member is not entitled to vote unless elected to the Board under Rule 21.

12. Honorary Life Members

- 12.1** The number of honorary life members is unlimited.
- 12.2** A person who has rendered outstanding services in the pursuit of the objects of the association may be admitted as an honorary life member, provided that the person is not an employee of the association and is not in a contractual or other financial relationship with the association.
- 12.3** Only natural persons may be admitted as honorary life members.
- 12.4** Except as otherwise provided in these rules, each honorary life member is entitled to one vote on each matter being considered by the members whether by a secret electronic ballot.

13. Corporate Members

- 13.1** The number of corporate members is unlimited.
- 13.2** Any local authority, incorporated association or corporation can apply to be admitted as a corporate member.
- 13.3** Each corporate member must nominate a person to be the authorised representative of the corporate member.
- 13.4** A corporate members' authorised representative will act for and on behalf of their appointing corporate member in respect of all matters connected with the association.
- 13.5** Each corporate member must provide the Secretary with written notice of its appointment of an authorised representative in such form as the Board may from time to time require, provided that the written notice includes:
 - [1] the name of the authorised representative;
 - [2] the contact details, including address and telephone number of the authorised representative; and
 - [3] the authorised representative's signed acceptance of its appointment as an authorised representative.
- 13.6** Where a corporate member revokes its appointment of a person as its authorised representative, or where an authorised representative resigns from that position, the relevant corporate member must notify the Secretary of the revocation or resignation as soon as possible and must provide notification of the corporate member's replacement authorised representative in the manner provided for in these Rules as soon as possible.
- 13.7** A corporate member is not entitled to a vote.

14. Application for Membership

- 14.1** An individual who wants to be admitted as an ordinary member must be proposed by one ordinary or associate member and seconded by another ordinary or associate member and have their HIV positive status verified by an appropriate health worker and must submit an application for the membership of the association in accordance with rule 14.4.

- 14.2** A party that wants to be admitted as an associate member or corporate member must be proposed by one ordinary or associate member and seconded by another ordinary or associate member and must submit an application for membership of the association in accordance with rule 14.4.
- 14.3** An individual to be admitted as an honorary life member must be proposed by an ordinary member who has been an ordinary member for not less than five (5) continuous years and must be seconded by another ordinary member who has been an ordinary member for not less than five (5) continuous years. These proposers are to submit the application for honorary life membership in accordance with rule 14.4.
- 14.4** An application for membership of the association must be in the form determined by the Board from time to time and must:
 - [1] be in writing;
 - [2] state the class of membership for which the applicant is applying;
 - [3] be signed by the applicant, or in the case of honorary life membership by the proposer, and in the case of an applicant that is not an individual natural person, be accompanied by a notice of appointment of an authorised representative as required under rule 13.5;
 - [4] be submitted to the Secretary.

15. Admission and Rejection of Members

- 15.1** Applications for ordinary membership, associate membership and corporate membership will be determined by way of an ordinary resolution of the Board.
- 15.2** Applications for ordinary membership, associate membership and corporate membership must be considered by the Board at the next meeting held after the receipt of a complete application for membership of the association.
- 15.3** A proposal for honorary life membership must be discussed by the Board at the next scheduled meeting held after the receipt of a completed proposal for honorary life membership.
- 15.4** At the Board meeting contemplated in rule 15.3 the Board must determine whether or not it will recommend the acceptance of the proposal for honorary life membership to the members at the next general meeting.
- 15.5** Proposals for honorary life membership will be determined by an ordinary resolution of the members to be voted on by electronic ballot at the next scheduled general meeting of the members, after the Board has considered the proposal.
- 15.6** As soon as practicable after an application for membership of the association has been determined in accordance with rule 15.2, the Secretary must give written notice of the outcome of the application to the applicant.
- 15.7** As soon as possible after a proposal for honorary life membership of the association has been determined in accordance with rule 15.5, the Secretary must give written notice of the outcome to the person nominated for honorary life membership.
- 15.8** A successful applicant becomes a member from the date on which the applicant receives notice of the outcome of its application in accordance with rules 15.6 and 15.7.
- 15.9** The Secretary must ensure the name and details of a successful applicant are entered into the register of members as soon as possible after the applicant becomes a member..

16. Termination of Membership

- 16.1** A member can resign from membership of the association by ensuring that written notice of that resignation is passed to the Secretary.
- 16.2** The resignation of a member contemplated in rule 16.1 will take effect from the later in time of:
 - [1] 5pm on the date specified in the notice of resignation; or
 - [2] 5pm on the date that the Secretary receives the notice of resignation.

- 16.3** A member who is a person automatically ceases to be a member upon their death.
- 16.4** A member that is a body corporate automatically ceases to be a member if it becomes subject to an insolvency event.
- 16.5** A former member of the association whose membership of the association ceased under rule 17.7 does not have the right to appeal the termination of their membership of the association.
- 16.6** The Board can, by way of an ordinary resolution terminate the membership of a member if the member:
- [1] is convicted of an indictable offence;
 - [2] fails to comply with any of the provisions of these rules; or
 - [3] behaves in a manner reasonably considered to be injurious or prejudicial to the character or interests of the association.
- 16.7** Where the Board proposes to terminate the membership of a member based on the circumstances described in rule 16.6 the member whose membership is proposed to be terminated must be given a full and fair opportunity in accordance with rule 16.11 to show why their membership should not be terminated.
- 16.8** Where the Board proposes to terminate a member's membership based on the circumstances set out in rule 16.6 the Secretary must give at least seven (7) days written notice of the Board meeting at which the termination will be considered to the member whose membership is proposed to be terminated.
- 16.9** The written notice referred to in rule 16.8 must include an invitation to the member whose membership is proposed to be terminated to attend the meeting of the Board at which the termination will be considered to present their case.
- 16.10** Where a member receives a notice that the Board proposes to terminate their membership, as contemplated in rule 16.9, they must as soon as possible advise the Secretary whether or not they will attend the Board meeting referred to in the notice.
- 16.11** A member whose membership is proposed to be terminated as contemplated in rule 16.6 can present their case to the Board verbally by attending the Board meeting electronically or in person at which the termination is being considered or in writing by preparing a statement to the Board which must be received by the Secretary not less than 24 hours before the commencement of the Board meeting.
- 16.12** Where the Secretary receives a written statement from a member whose membership is proposed to be terminated and is advised by the member whose membership is proposed to be terminated that they will not be attending the Board meeting, the Secretary must ensure that the statement is circulated to all of the Board members before or at the Board meeting.
- 16.13** The Secretary must give written notice of the Board's decision whether to terminate the member's membership to the member whose membership was proposed to be terminated as soon as possible after the Board has made its decision.
- 16.14** If, by an ordinary resolution of Board members, the Board decides to terminate the membership of a member in accordance with this rule 16, the Secretary must ensure the appropriate details are entered in the register of members.

17. Appeal against Rejection or Termination of Membership

- 17.1** For the purposes of this rule 17, "applicant" means the party making the appeal.
- 17.2** An applicant whose application for membership has been rejected, or whose membership has been terminated under rule 16, may give the Secretary written notice of their intention to appeal the decision.
- 17.3** A notice of intention to appeal must be given to the Secretary within one (1) month after the applicant receives written notice of decision to reject their application or terminate their membership.

- 17.4** The Secretary must convene a general meeting within three (3) months of receiving a notice of intention to appeal for the purpose of determining the appeal.
- 17.5** Appeals against the rejection of an application for membership will be deemed to have been successful if more than 50% of the members voting on the resolution are in favour of the appeal.
- 17.6** Appeals against the termination of membership will be deemed to have been successful if more than 75% of the members voting on the resolution are in favour of the appeal.
- 17.7** At a general meeting convened under rule 17.4 before the appeal is determined:
- [1] the applicant must be given full and fair opportunity to show why their application for membership of the association should not be rejected, or why their membership should not be terminated including through the use of electronic technology, and
 - [2] the members of the Board that resolved to reject the application for membership of the association or resolved to terminate the membership must be given full and fair opportunity to show why the application for membership of the association should be rejected, or why the member's membership should be terminated.

18. Register of Members

- 18.1** A register of the members of the association must be kept in accordance with the Act.
- 18.2** The following must be entered in the register of members in respect of each member:
- [1] the full name of the member;
 - [2] the contact details of the member, including residential or postal address, email address, telephone and fax numbers;
 - [3] the date of admission, and cessation of membership;
 - [4] the details of cessation of membership;
 - [5] in the case of a member that is not an individual natural person, the full name, residential and postal address, telephone and facsimile numbers and email address, of any of its authorised representative; and
 - [6] any other information as the Board or members require.
- 18.3** Each member and authorised representative must notify the Secretary in writing of any change of their details within one (1) month of the change.
- 18.4** A member can make a written application to the Secretary for the purposes of checking any records kept about them (including membership details) and require any of those records they believe to be inaccurate to be corrected.
- 18.5** The Secretary must make the information described in rule 18.4 within ten (10) business days.

19. Notification of Members

- 19.1** Each member must promptly notify the Secretary in writing of any change in their qualification to be a member of the association.
- 19.2** Each corporate member that is a body corporate must promptly notify the Secretary in writing of any change in the person nominated as its nominated representative under rule 13.3.
- 19.3** A person nominated as a nominated representative must consent to the nomination in writing.

20. Secretary

- 20.1** The Board will determine whether the Secretary should be appointed by the Board or elected by the members.
- 20.2** If there is a vacancy in the office of the Secretary, the Board must appoint a person to be the Secretary within one (1) month after the vacancy first occurs.

- 20.3** The Secretary must be an individual residing within Queensland, or in another state but not more than 65km from the Queensland border, who is:
- [1] an ordinary member of the association elected by the association as Secretary; or
 - [2] any of the following persons appointed by the management committee;
 - (i) a member of the Board; or
 - (ii) an ordinary member of the association.
- 20.4** The Board may appoint or remove the Secretary at any time.
- 20.5** Upon appointment or election, the Secretary automatically becomes a member of the Board.

APPOINTMENT OF BOARD MEMBERS

21. Board Members

- 21.1** The association has seven (7) Board members elected by the members in accordance with rules 21 to 24.
- 21.2** The seven (7) Board members comprise:
- [1] A President;
 - [2] A Secretary;
 - [3] A Treasurer;
 - [4] A Regional Representative;
 - [5] An ordinary member
- [6 – 7] Two (2) Special Interest Representatives elected in accordance with the provisions of this Constitution.
- 21.3** The President, Secretary, Treasurer, Regional Representative and Ordinary Member must be ordinary members of the association.
- 21.4** The remaining two (2) Special Interest Representatives Board Members may be ordinary or associate members of the association.
- 21.5** The association can, by resolution made at a general meeting and without requiring an amendment to these rules, increase the number and type of Board members.

22. Nomination for Election as a Board Member

- 22.1** Not less than 38 days before each annual general meeting is scheduled to occur, members may nominate for positions on the Board as they fall vacant.
- 22.2** All Board nominees must be residents of Queensland.
- 22.3** A nominee for the position of Regional Representative must be a resident who resides outside of the Gold Coast, Scenic Rim, Logan, Ipswich, Lockyer Valley, Redlands, Brisbane, Moreton Bay, Noosa, Sunshine Coast, or Gympie Shire Councils.
- 22.4** A nominee for a Special Interest Representative must demonstrate knowledge, skills or experience in the identified Special Interest category as set out in the associated position description.
- 22.5** Nominations for all positions on the Board, subject to rule 23, must be received by the Secretary no later than 38 days before each annual general meeting.
- 22.6** A nomination of a candidate for election as a Board member must:
- [1] be in writing;
 - [2] state the position for which the candidate is being nominated;
 - [3] be signed by the candidate,

- [4] be signed by two ordinary members; and
- [5] be in the form determined by the Board;
- [6] address the duties and skills required in the relevant position description as per QPP's *Board Office-Bearers Policy and Procedure*.

- 22.7** A list of the candidates' names in alphabetical order, together with the position for which they are nominated, and their resumes must be sent to members with notice of the relevant annual general meeting. For the purpose of this clause, the meaning of the term 'relevant annual general meeting' shall be interpreted as being the next scheduled annual meeting.
- 22.8** Rules 22 to 24 do not apply to appointments made to fill casual vacancies on the Board under rule 25.

23. Election of Board Members

- 23.1** Board members are elected at an annual general meeting of the association.
- 23.2** The election of the President, Treasurer, Ordinary Member and Special Interest Representative position 1 will be held in odd years; and for the Secretary, Regional Representative and Special Interest Representative position 2 held in even years.
- 23.3** At least 120 days before each annual general meeting the Board will conduct a review of the QPP Board Skills Matrix to determine the current skills mix of the Board.
- 23.4** The Board will then review the position descriptions of the Special Interest Board member position whose term is due to expire at the next annual general meeting to determine whether any adjustments are required to the position descriptions prior to the election to address any identified knowledge or skills gaps as determined by the board for the effective running and management of the organisation from time to time.
- 23.5** All Board members hold office as Board members until the close of the relevant annual general meeting held approximately two years after their election as a Board member.
- 23.6** The election of a Board member takes effect from the close of the annual general meeting at which the Board member was elected.

24. Election Procedure – Board Members

- 24.1** Board members are elected by way of an ordinary resolution of members made at an annual general meeting.
- 24.2** Members will be provided with the names of the candidate/candidates applying for each vacant position as well as biographical evidence of their suitability to fill the position as set out in the position description election criteria.
- 24.3** Voting for the election of Board members is conducted electronically in advance of an AGM or via paper voting for members who have nominated this preference in advance.
- 24.4** Where the members nominate more than one candidate for each vacancy, the candidate elected for each position is the candidate who receives the greatest number of votes in their favour.
- 24.5** If an equality of votes would otherwise prevent the successful candidate for a vacancy from being determined, the chairperson, prior to the declaration of the result of the ballot, in addition to their deliberative vote [if any] is entitled to a casting vote which must be declared at the AGM, except if the chair is one of the candidates who received the same number of votes, wherein the chair will temporarily relinquish the chair of the meeting to another Board member who will then cast the deciding vote and who will reveal their casting vote at the AGM.
- 24.6** Members elected under Rule 24 must have or gain necessary suitability checks as set out in the Standard Operating Procedure – Governance: including a National Police Check, Blue Card, National Director ID and an ACNC Declaration that they are not bankrupt or disqualified from holding a governance role on a Board/committee.

APPOINTMENT OF BOARD MEMBERS BETWEEN AGMS

25. Casual Vacancies

- 25.1** If a casual vacancy happens on the Board the continuing Board members may appoint another member or associate member subject to Rule 21 of the association to fill the vacancy until the next annual general meeting.
- 25.2** Any Board member appointed under rule 25.1 holds office until the termination of the next annual general meeting of the association and is then eligible for re-election.
- 25.3** In the event of a vacancy in the office of a Board member, the remaining Board members may act, but if the number of remaining Board members is not sufficient to constitute a quorum at a meeting of the Board, they may act only for the purpose of increasing the number of Board members to a number sufficient to constitute a quorum or convening a general meeting of the association.

RESIGNATION AND REMOVAL OF BOARD MEMBERS

26. Resignation of Board Member

- 26.1** A Board member may resign as a Board member of the association by giving a written notice of resignation to the Secretary.
- 26.2** The resignation of a Board member referred to in rule 26.1 will take effect from the later of:
 - [1] 5pm on the date that the Secretary receives the notice of resignation; and
 - [2] 5pm on the date specified in the notice of resignation.

27. Removal of a Board Member

- 27.1** If a majority of Board members consider that a Board member has acted in a manner that seriously hinders the effective operation of the Board or has behaved in a manner considered to be injurious or prejudicial to the character or interests of the association, the Board may, by way of an ordinary resolution, propose the removal of that Board member.
- 27.2** Where the Board resolves to propose the removal of a Board member as contemplated in rule 27.1, the Secretary must convene a general meeting to consider the removal of the Board member.
- 27.3** A Board member, whose removal is being considered, must be given the same notice of the general meeting referred to in rule 27.2 that members are given.
- 27.4** A Board member, whose removal is being considered, must be given a full and fair opportunity to present their case in writing as to why they should not be removed from office at the meeting referred to in rule 27.2 or by way of written submission.
- 27.5** At the meeting referred to in rule 27.2, the Board members who proposed the removal of the Board member must provide a written outline as to why the Board member should be removed.
- 27.6** A Board member can be removed from their position as a Board member if, after the presentation of cases for and against the removal as contemplated in rules 27.4 and 27.5, a special resolution of the ordinary members votes to remove the Board member.
- 27.7** A Board member has no right of appeal against their removal from office under this section.

28. Vacation of Office of Board Member

- 28.1** In addition to any other circumstances in which the office of a Board member becomes vacant under the Act, the office of a Board member becomes vacant if the Board member:
 - [1] becomes bankrupt or suspends payment or compounds with their creditors;

- [2] becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
- [3] is removed by resolution in accordance with rule 27; or
- [4] resigns from office in accordance with rule 26.

POWERS OF BOARD MEMBERS

29. Validation of Acts of Board Members

- 29.1** An act performed by the Board, a subcommittee or a person acting as a member of the Board is taken to have been validly performed, even if the act was performed when there was a defect in the appointment of a member of the Board, subcommittee or person acting as a member of the Board.

30. General Business Management

- 30.1** The Board has general control of and responsibility for the affairs, property and funds of the association.
- 30.2** Without limiting the generality of rule 31.1 the Board has the powers set out in rules 32 to 38.
- 30.3** The Board members may exercise all the powers of the association except any powers that the Act or these rules require the association to exercise in general meeting.
- 30.4** A rule made or resolution passed by the association in general meeting does not invalidate any prior act of the Board members that would have been valid if that rule or resolution had not been made or passed.

31. By-Laws

- 31.1** Subject to this rule 31, the Board can make, amend or repeal by-laws for the internal management of the association.
- 31.2** The by-laws referred to in rule 31.1 cannot be inconsistent with the Act or these rules.
- 31.3** Any by-laws can be repealed by an ordinary resolution of members made at a general meeting.

32. Interpretation

Any question relating to the interpretation of a rule or by-law must be determined by an ordinary resolution of the Board.

33. Borrowing, Investing and Negotiable Investments

- 33.1** The Board can exercise all the powers of the association to borrow money from any person or body corporate [including members], to change any property or business of the association, to issue debentures or give any other security for a debt, liability or obligation of the association on whatever terms the Board thinks fit.
- 33.2** The Board can invest funds of the association from time to time in any way the Board thinks fit.

34. Patron

- 34.1** The Board can appoint any person to be the patron of the association and can remove any person from the position of patron.
- 34.2** The Board determines the terms and conditions governing the patron's appointment.

35. Chief Executive Officer

- 35.1** The Board can appoint any person, not being a Board member, to the position of Chief Executive Officer of the association for the period and on the terms (including as to remuneration) as the Board thinks fit.
- 35.2** The Chief Executive Officer is not a Board member but will receive notice of, attend and participate in discussions at meetings of the Board except where a majority of the Board members otherwise request.
- 35.3** The Board may, upon terms and conditions and with any restrictions they see fit, confer on a Chief Executive Officer any of the powers that the Board can exercise.
- 35.4** Any powers so conferred may be concurrent with the powers of the Board but cannot be to the exclusion of the powers of the Board.
- 35.5** The Board members may revoke or vary:
 - [1] an appointment; or
 - [2] any of the powers conferred on a Chief Executive Officer.
- 35.6** If a Chief Executive Officer becomes incapable of acting in that capacity the Board members may appoint any other person, not being a Board member, to act temporarily as Chief Executive Officer.

36. Subcommittees

- 36.1** The Board may delegate any of their powers to one or more subcommittees (including working groups).
- 36.2** A subcommittee and working group can only exercise the powers delegated to it in accordance with any directions of the Board.
- 36.3** The Board can make by-laws to govern the meetings and proceedings of subcommittee and working groups.
- 36.4** A subcommittee may elect a chairperson of its meetings.
- 36.5** If a chairperson is not elected, or if the chairperson is not present within ten (10) minutes after the time fixed for a meeting, the members present may choose one of their number to be a chairperson of the meeting.
- 36.6** A subcommittee may meet and adjourn as it considers appropriate.
- 36.7** A question arising at a subcommittee meeting is to be decided by a majority vote of its members present at the meeting and, if the votes are equal, the question is decided in the negative.

37. Finance Audit and Risk Committee

- 37.1** The Board will operate a Finance Audit and Risk Sub-Committee comprising of at least 5 members including the CEO, external accountant, bookkeeper and Treasurer as well as one other Board Member.
- 37.2** The Finance Audit and Risk Committee will meet 6 times per financial year with responsibility for oversight of the organisation's financial status including budgets, income and expense reporting, performance against the 5-year financial plan and identification of financial and other risks.
- 37.3** The minutes of each meeting will be provided to the next scheduled Board meeting with recommendations for action.

38. Employees

- 38.1** The Board may delegate any of their powers to the association's employees and may determine the terms and conditions of employment of the association's employees.

39. Regional Branches and Administration

39.1 The Board may provide for the management and administration of the affairs of the association in any specified region of locality in the manner they see fit.

39.2 Without limiting the operation of rule 38.1 the Board may:

- [1] establish any regional or local committees or branches;
- [2] appoint any members or any nominated representative of a corporate member to be a member of the local committee or branches;
- [3] appoint any managers or agents, fix their remuneration and delegate to them any of the powers vested in the Board; and
- [4] authorise the members for the time being of the local committee or branch to fill any vacancies on it and to act despite vacancies.

BOARD MEMBERS' INTERESTS

40. Prohibition on Being Present or Voting

40.1 A Board member who has a personal interest in a matter that is being considered at a meeting of the Board:

- [1] must not be counted in a quorum;
- [2] must not vote on the matter; and
- [3] must not be present while the matter is being considered at the meeting.

41. Board Member to Disclose Interest

A Board member who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the association must, as soon as practical after the relevant facts have come to the Board member's knowledge, declare the nature of the interest at a meeting of the Board members or by written notice to the Secretary of the association.

41.1 A Board member who holds any office or possesses any property by which, whether directly or indirectly, duties or interests might be created in conflict with their duties or interests as Board member must declare at a meeting of the Board members of the association or by written notice to the Secretary of the association the fact and the nature, character and extent of the conflict.

41.2 For the purposes of rules 40 and 41, a Board members' interest or conflict must be disregarded if it arises from or relates solely to the Board member being a recipient of services provided by the association.

42. Effect of Interest in Contract

42.1 If a Board member has an interest in a contract or proposed contract with the association [other than as a member] or a conflicting interest or duty in relation to any other matter being discussed by the Board members, and the Board member discloses the nature and extent of the interest or duty at a meeting of the Board members or by written notice to the Secretary of the association:

- [1] the contract may be entered into; and
- [2] if the disclosure is made before the contract is entered into:
 - [a] the Board member may retain the benefits under the contract even though the Board member has an interest in the contract;
 - [b] the association cannot void the contract merely because of the existence of the interest; and

[c] the Board member is not disqualified from the office of Board member.

42.2 For the purposes of rule 41.1 “contract” includes an arrangement, dealing or other transaction.

43. Board Members as Employees

43.1 Despite anything to the contrary provided in these rules, a Board member cannot be employed by the association at the same time they are a Board member.

44. Other Board Memberships and Shareholdings

44.1 A Board member of the association may be or become a Board member, officer, employee or member of any incorporated association or body corporate promoted by the association or in which the association may be interested as a vendor, shareholder or otherwise and is not accountable for any reasonable benefits received as a Board member, officer, employee or member of the other incorporated association or body corporate.

REMUNERATION OF BOARD DIRECTORS

45. Board Members’ Remuneration

45.1 Board members may be remunerated for their services in accordance with relevant sector standards for similar sized not – for – profit organisations and as recommended by the Finance Audit and Risk Committee and endorsed by the Auditor.

45.2 Board members may opt to forgo remuneration for their services or donate to a QPP charitable fund.

46. Board Members’ Expenses

46.1 The association may also pay the Board members’ travelling and other expenses that they properly and reasonably incur:

- [1] in attending Board meetings of any meetings of subcommittees or working groups;
- [2] in attending general meetings of the association; and
- [3] in connection with the association’s business;

where reimbursement is provided under the by-laws or policies of the association.

47. Financial Benefit

47.1 To the extent, if any, required by the Act, a Board member must ensure that the requirements of the Act and the Australian Income Tax Assessment Acts are complied with in relation to any financial benefit given by the association to the Board member or to any other related party of the Board member.

BOARD MEETINGS

48. Circulating Resolutions

48.1 The Board may pass a resolution without a Board meeting being held if all the Board members entitled to vote on the resolution [except a Board member absent from Australia who has not left an email address or facsimile number at which they may be given notice] sign a document containing a statement that the member is in favour of the resolution set out in the document.

48.2 Separate copies of a document may be used for signing by Board members if the wording of the resolution and statement is identical in each copy.

48.3 The resolution is passed when the last Board member signs.

48.4 A facsimile or email addressed to or received by the association and purporting to be signed or sent by a Board member for the purpose of rule 48 must be treated as a document signed by that Board member.

48.5 Circulating Resolutions must be recorded in the minutes of the next scheduled Board Meeting and actioned by the CEO as necessary within a timely manner and without undue delay.

49. Meeting of Board Members

49.1 The Board members may meet together for the dispatch of business and regulate their meetings as they see fit.

50. Calling Board Member's Meetings

50.1 The Secretary must convene ordinary meetings of the Board at regular intervals, but meetings must be held at least once every four (4) months.

50.2 The Secretary must convene an additional special meeting of the Board if the Secretary receives a request from:

- [1] any two (2) of President, Secretary, Treasurer and Chief Executive Officer; or
- [2] at least 1/3 of the Board members

The Secretary need not convene an additional special meeting of the Board unless the request is:

- [1] in writing;
- [2] signed by the people requesting the meeting; and
- [3] clearly states the reason why the meeting is being called and the business to be conducted at the meeting.

51. Notice of Meeting

51.1 Subject to rule 50.2 reasonable notice of every Board meeting must be given to each Board member except that it is not necessary to give notice of a meeting of Board members to any Board member who:

- [1] has been given special leave of absence; or
- [2] is absent from Australia and has not left an email address or facsimile number at which they may be given notice.

51.2 At least 48 hours' notice of a Board meeting convened under rule 51.1 must be given to each Board member and other person entitled to receive notice of Board meetings.

51.3 Any notice of a meeting of Board members may be given in writing or orally, and whether by facsimile, telephone, email or any other means of communication.

52. Technology Meeting of Board Members

52.1 A Board meeting may be held using telephone, or if consented to by all members, other technology including video link and computer video conferencing system. The consent may be a standing one. A Board member may only withdraw the consent within a reasonable period before the meeting.

52.2 If a Board meeting is held using any technology and all the Board members take part in the meeting, they must be treated as having consented to the use of the technology for that meeting.

52.3 The following provisions apply to a technology meeting:

- [1] each of the Board members taking part in the meeting must confirm that they are able to hear and be heard by each of the other Board members taking part in the meeting; and

[2] at the commencement of the meeting each Board member must announce their presence to all the other Board members taking part in the meeting.

52.4 If the Secretary is not present at a technology meeting one of the Board members must take minutes of the meeting.

52.5 A Board member may not leave a technology meeting by disconnecting their link to the meeting unless that Board member has previously notified the chair of the meeting.

52.6 A Board member is conclusively presumed to have been present and to have formed part of a quorum at all times during a technology meeting unless that Board member has previously obtained the express consent of the chair to leave the meeting.

53. Quorum

53.1 The quorum for a Board members' meeting is more than 50% of current Board members eligible to vote on resolutions considered by the Board. The quorum must be present at all times during the meeting.

53.2 If a quorum is not present within 30 minutes after the time fixed for a Board meeting called on the request of Board members, the meeting lapses.

53.3 If a quorum is not present within 30 minutes after the time fixed for a Board meeting called other than on request of the Board members, the meeting is to be adjourned to:

[1] the same day, time, and place in the next week; or

[2] a day, time and place decided by the Board.

53.4 If, within 30 minutes after the time approved for the commencement of a Board meeting adjourned under rule 52.3, a quorum is not present then the Board meeting will lapse.

54. Passing of Board Members' Resolutions

54.1 All matters arising at a Board meeting must be decided by a resolution of Board members.

54.2 Unless a resolution is approved by more than 50% of the Board members present at the meeting, the resolution is decided in the negative.

MEETINGS OF MEMBERS

55. Calling of General Meetings

55.1 Excepted as permitted by law, a general meeting to be called the "annual general meeting" must be held at least once every twelve months.

55.2 The annual general meeting must be held within six (6) months of the close of the association's financial year.

55.3 The Secretary must convene a general meeting if:

[1] directed to do so by the Board;

[2] the Secretary receives a request from at least 1/3 of the current Board members;

[3] the Secretary receives a request from at least 33 ordinary members; and

[4] the Secretary receives a written notice of intention to appeal against the rejection of a membership application or the termination of membership.

55.4 The Secretary is not required to convene a general meeting unless the request referred to in rules 55.3[2] and 55.3[3] are in writing, signed by the members requesting the meeting and clearly states the reason the meeting is requested and the business to be conducted at the general meeting.

56. Notice of General Meetings

56.1 At least 28 days' written notice of a general meeting must be given to those persons and bodies corporate who are entitled to receive notice of general meetings and must state the business to be conducted at the meeting.

56.2 A notice of a general meeting must:

- [1] set out the date and time for the meeting, the technology that will be used and clarify the available methods of attendance and voting methods for the meeting;
- [2] state the general nature of the meeting's business;
- [3] if a special resolution is to be proposed at the meeting, set out an intention to propose the special resolution and state the resolution.

56.3 Notice of a general meeting must be given to:

- [1] each member;
- [2] each Board member; and
- [3] any other person determined by the Board.

56.4 Notice of a general meeting may be given:

- [1] personally;
- [2] by sending it by post to the address for the member in the register of members or the alternative address [if any] nominated by the member; or
- [3] by sending it to the email address [if any] nominated by the member.

56.5 A notice of a general meeting sent by post is taken to be given three (3) business days after it is posted.

56.6 A notice of meeting sent by facsimile, or other electronic means, is taken to be given, if sent before 5pm on a business day at the place of receipt, on the day it is sent, and otherwise on the next business day at the place of receipt.

56.7 Service by facsimile or email is not effective if:

- [1] in case of service by facsimile, the association's facsimile machine issues a transmission report that the transmission was unsuccessful;
- [2] in the case of service by email, the association's computer reports that delivery has failed; or
- [3] in either case the addressee notifies the association that the notice was not fully received in a legible form within three (3) hours after the transmission ends or by twelve noon on the business day on which it would otherwise be treated as given, whichever is later.

56.8 A certificate signed by any Board member, Secretary, or other officer of the association that the notice was given in accordance with this rule 56 is conclusive evidence that the notice was given in accordance with this rule 56.

57. Members Resolutions

57.1 Any two ordinary members of the association may propose a resolution to be put before a general meeting by giving the Secretary written notice of the resolution.

57.2 The written notice referred to in rule 57.1 must set out the proposed resolution and must be signed by both ordinary members who propose the resolution.

57.3 Upon receipt of a notice that complies with rules 57.1 and 57.2 the Secretary must add the proposed resolution to the agenda for the next scheduled general meeting.

- 57.4** If the next scheduled general meeting referred to in rule 57.3 is not scheduled to be held for more than 28 days from the date on which the Secretary receives the notice, the Secretary must advise the ordinary members who proposed the resolution.
- 57.5** Ordinary members who are notified under rule 57.4 can elect to approach the Board to ask them to direct the Secretary to call another general meeting under rule 55.3 [1] or can, with the agreement of 31 other ordinary members requisition a general meeting under rule 55.3 [3].

58. Proceedings of General Meetings

- 58.1** The Secretary must send the agenda for a general meeting to all persons who received notice of the general meeting at least 21 days before the date on which voting on resolutions to be put to the general meeting is scheduled to close.
- 58.2** The agenda must include;
- each of the proposed resolutions be voted upon,
 - whether they comprise ordinary or special resolutions,
 - instructions on how to vote and
 - the time and date on which voting closes.
- 58.3** Votes received after the close of voting will be considered invalid.
- 58.4** Each ordinary member is entitled to cast one vote.
- 58.5** Members are encouraged to vote electronically whenever possible but are not required to do so.
- 58.6** Members who opt to not vote electronically and have notified QPP of their voting preferences in advance of the announcement of an AGM, will be offered an alternate paper voting alternative.
- 58.7** The quorum for voting on resolutions put to a general meeting is the current number of Board members plus one (1). This is the minimum requirement for a quorum.
- 58.8** The results of all voting on all resolutions will be announced by the returning officer or their delegate at the AGM.
- 58.9** Members will be able to electronically lodge questions for the Board for which both the question and response will be minuted.
- 58.10** If, within 30 minutes after the appointed time for the commencement of the general meeting called on the request of Board members a quorum is not present the meeting will lapse.
- 58.11** If, within 30 minutes after the time appointed for the commencement of a general meeting convened other than on the request of Board members a quorum is not present, the meeting will be adjourned to the same day, time and place in the next week or such other day, time and place that the Board may determine.
- 58.12** The accidental omission to give notice to any general meeting to or the non-receipt of the notice by any person entitled to receive notice of a general meeting under these rules does not invalidate the proceedings at or any resolution passed at the meeting from time to time and from place to place.
- 58.13** The President shall preside as chairperson of all general meetings unless an independent chairperson has been endorsed by the Board.
- 58.14** If the President, or endorsed independent chairperson, is not present within 15 minutes after the appointed time for the commencement of a general meeting or is unwilling to act, then the members present shall elect one of their number to act as chairperson of the meeting.
- 58.15** The chairperson must conduct the meeting in a proper and orderly way.
- 58.16** Every question, matter, or resolution to be voted on shall be decided by an ordinary majority of votes cast electronically or by paper vote by the ordinary members unless the question is one that requires a special resolution.

58.17 A special resolution shall be decided by a 3/4 majority of votes cast.

58.18 If, at a general meeting, the number of votes cast for and against a resolution are equal, the resolution will be deemed to have been defeated.

59. Business of an Annual General Meeting

59.1 The following business must be conducted at each annual general meeting:

- [1] receiving the statement of income and expenditure, assets, liabilities and mortgages, charges and securities affecting the property;
- [2] receiving the auditor's report on the financial affairs of the association for the last financial year;
- [3] presenting the audited statement to the meeting for adoption;
- [4] the election of Board members;
- [5] the appointment of the auditor; and
- [6] all other business transacted at an annual general meeting and all other business transacted at any other general meeting is special business.

59.2 The business of the annual general meeting also includes other business which under these Rules or the Act ought to be transacted at an annual general meeting.

59.3 The chairperson of the annual general meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask questions about or to make comments on the management of the association.

59.4 If the association's auditor or the auditor's representative is at the meeting, the chairperson of an annual general meeting must allow a reasonable opportunity for the members as a whole at the meeting to ask the auditor or their representative questions relevant to the conduct of the audit and the preparation and content of the auditor's report.

MINUTES

60. Minutes to be Kept.

60.1 The Secretary must ensure that complete and accurate minutes recording all questions, matters, resolutions and other proceedings of each Board meeting (including meetings of committees of Board meetings and general meetings) are entered in a minute book.

60.2 The Secretary must ensure that the minute book for each general meeting is open for inspection at all reasonable times by any member who makes a prior written application to the Secretary for inspection.

60.3 To ensure the accuracy of the minutes recorded under rule 60:

- [1] 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;
- [2] 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
- [3] 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.

60.4 Without limiting rule 60.1 the Secretary must ensure that the minutes also record:

- [1] all appointment of officers and executive employees;

- [2] the names of the Board members present at all meetings of the Board and of the association;
- [3] in case of a technology meeting, the nature of the technology; and
- [4] all resolutions passed by the Board without a meeting.

61. Financial Year

61.1 The financial year of the association closes on June 30 in each year.

62. Funds and Accounts

- 62.1** Subject to rule seven (7) the funds received by the association must be banked in the name of the association as soon as practicable after the receipt of the funds.
- 62.2** All expenditure of the association must be approved or ratified by the Board and the approval or ratification must be recorded in the Board's minutes book.
- 62.3** The association's expenditure must be supported by adequate documentation filed in chronological order and kept at a place decided by the Board.
- 62.4** Payments of less than \$100 may be made from a petty cash account and the Board must decide the amount of petty cash to be kept in the account.
- 62.5** Payments of \$100 or more must be made:
 - by electronic funds transfer or
 - cheque issued by the association and crossed not negotiable and
 - authorised by any two (2) of:
 - President;
 - Secretary;
 - Treasurer;
 - any other person authorised by the Board and described in the organisations Financial Standard Operating Procedure.
- 62.6** The Board must ensure that proper books and accounts showing the correct financial position of the association must be kept in accordance with the requirements of the Act and Australian accounting standards.
- 62.7** Particulars of all payments from, and reimbursements to, the petty cash account must be recorded in the petty cash book.
- 62.8** The association's financial records must be kept in Queensland for at least seven (7) years.
- 62.9** As soon as practicable, after the end of each financial year but no later than two (2) months after the end of each financial year, the Treasurer must ensure that the following statements are prepared:
 - [1] the income and expenditure of the association during the financial year just ended;
 - [2] the liabilities of the association at the close of the financial year just ended; and
 - [3] the mortgages, charges and securities affecting the property of the association at the close of the financial year just ended.
- 62.10** The Treasurer must ensure that the financial affairs of the association are audited annually by a person registered as an auditor under the Corporations Act 2001 [Cth] or any other person who meets the qualifications set out in the Act.
- 62.11** The Treasurer must present the audited statements to the members at the annual general meeting immediately following the close of the financial year in respect of which the audit was conducted.

63. Safe Custody and Common Seal

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

- 63.2** The Board must ensure that the association has a common seal and provide for its safe custody.
- 63.3** The Board must ensure that the common seal of the association is used only with the express authority of the Board.
- 63.4** Each instrument to which the seal is attached must be signed by a member of the Board and countersigned by:
- (a) the Secretary; or
 - (b) another Board member; or
 - (c) someone appointed by the Board.

64. Formalities Omitted

- 64.1** If some formality required by these rules is inadvertently omitted or is not carried out the omission does not invalidate anything, including any resolution, which but for the omission would have been valid unless it is proved to the satisfaction of the Board that the omission has directly prejudiced the rights of any member. The decision of the Board is final and binding on all members.

65. Alteration of Rules

- 65.1** Subject to the requirements of the Act these rules can be amended, repealed or added to by a special resolution made at a general meeting.
- 65.2** Any amendment, repeal or addition to these rules is not effective unless it is registered by the Chief Executive in accordance with the Act.
- 65.3** If the association is approved as a deductible gift recipient or an income tax exempt entity under the Australian income tax assessment legislation, the Board must also ensure that the Australian Tax Office is advised in writing of any changes to these rules.

66. Change of Status

- 66.1** If, during its lifetime, the association ceases to be endorsed as a deductible give recipient or ceases to be endorsed as income tax exempt entity under the Australian income tax assessment legislation, any surplus assets of the Gift Fund must be transferred to a fund, authority or constitution:
- [1] which is charitable at law; and
 - [2] which is endorsed as a deductible gift recipient.

67. Winding Up

- 67.1** The association will be wound up if;
- [1] the total number of members is less than seven (7); or
 - [2] a special resolution of the members is passed at a general meeting called for that purpose.
- 67.2** If, at the time of winding up, the association is endorsed as a deductible gift recipient, any surplus assets of the Gift Fund must be transferred to a fund, authority or institution:
- [1] which is charitable at law; and
 - [2] which is endorsed as a deductible gift recipient.
- 67.3** Subject to Rule 66, if at the time of winding up of the association any assets remain, other than in the Gift Fund, after satisfaction of all of the association's debts and liabilities, surplus assets must not be distributed among the members. Those assets must be given or transferred to another institution or organisation determined by the members at of before the time of winding up which:

- [1] has similar objects to the association's objects;
- [2] has rules that prohibit the distribution of the entity's income and assets to its members; and
- [3] is endorsed as a tax exempt entity for the purposes of the income tax assessment legislation.