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***ASSOCIATIONS INCORPORATION ACT***

**CONSTITUTION**

**OF**

**QUEENSLAND SHELTER INCORPORATED**

**ABN 21 495 503 790**

**This Constitution was adopted by a special resolution  
of the Association on the twenty-sixth day of May 2006**

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## ASSOCIATIONS INCORPORATION ACT

### CONSTITUTION

Constitution of Queensland Shelter Inc.

OF  
**QUEENSLAND SHELTER INCORPORATED**

**1. WORDS AND EXPRESSIONS TO HAVE MEANING IN THE ACT**

A word or expression that is not defined in this Constitution, but is defined in the *Associations Incorporation Act 1981* has, if the context permits, the meaning given by the Act.

**2. NAME**

The name of the incorporated association is **QUEENSLAND SHELTER INCORPORATED**. (“the **Association**”)

**3. OBJECTS**

The objects of the association are:

- (1) To develop a broad membership base of housing workers, tenants and people interested in housing issues throughout Queensland;
- (2) To act as a forum for association members and interested parties, assisting them to contribute to discussions on housing policy and housing needs;
- (3) To obtain, research and disseminate information about housing policy and related matters to association members;
- (4) To raise issues of housing policy with various levels of government as determined from time to time by the membership;
- (5) To be involved in the development of training provision in relation to housing, by Government agencies, community groups, TAFE colleges and tertiary institutions and also in formulation of training programmes by other agencies;
- (6) To promote community awareness of, and involvement in, the formulation of state and national housing policy, particularly by low-income people and associated support services;
- (7) To provide a link between the Government and the association membership, to ensure information flow between the two sectors. Association through its membership will be one point of contact for both Government and community;
- (8) To represent the views of members on housing and related issues to –
  - (a) Government,
  - (b) the media,
  - (c) the public;
- (9) To work for the introduction of equitable tenancy legislation for the protection of public and  
**Constitution of Queensland Shelter Inc.**

private tenants;

- (10) To encourage innovative housing programs;
- (11) To critically and constructively comment on existing housing policy and the practice of decision makers both in government and the private sector;
- (12) To work for a broad range of housing options that promote affordability, appropriateness and security of tenure.

#### **4. POWERS**

- (1) The association has the powers of an individual.
- (2) The association may, for example -
  - (a) enter into contracts; and
  - (b) acquire, hold, deal with and dispose of property; and
  - (c) make charges for services and facilities it supplies; and
  - (d) do other things necessary or convenient to be done in carrying out its affairs.
- (3) The association may also issue secured and unsecured notes, debentures and debenture stock for the association.
- (4) To subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the Association shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of section 34(11);
- (5) In furtherance of the objects of the Association to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Association or persons frequenting the Association's premises;
- (6) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, building, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Association: Provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts;
- (7) To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association; to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- (8) To appoint, employ, remove or suspend such employees and consultants as may be

necessary or convenient for the purposes of the Association;

- (9) To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the incorporated association, or in or about the incorporated association or promotion of the incorporated association or in the furtherance of its objects;
- (10) To construct, improve, maintain, develop work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration and control thereof;
- (11) To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit; subject where applicable to regulation 33 of the Collections Regulations 1998;
- (12) To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate;
- (13) In furtherance of the objects of the Association to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts for obligations by any person or body corporate, and otherwise to assist any person or body corporate;
- (14) To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, line or other security upon the whole or any part of the incorporated association's property or assets present or future and to purchase, redeem or pay-off any such securities;
- (15) To draw, make, accept, endorse, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- (16) In furtherance of the objects of the Association to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association;
- (17) To take or hold mortgages, liens or charges, to secure payments of the purchase price, or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others;
- (18) To take any gift or property whether subject to any special trust or not, for any one or more of the objects of the Associations but subject always to the proviso in sub-rule (4);
- (19) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise;

- (20) To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects;
- (21) 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 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 section 34(11);
- (22) In furtherance of the objects of the Association to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorised to amalgamate;
- (23) In furtherance of the objects of the Association to transfer all or any 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;
- (24) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

## 5. CLASSES OF MEMBERS

- (1) The membership of the Association shall consist of the following classes of members:-
  - (a) individuals who have one vote each ;
  - (b) organisations who have one vote each;
  - (c) associate members who cannot vote;
- (2) The number of members in each class shall be unlimited.

## 6. MEMBERSHIP

- (1) An applicant for membership of the association must be proposed by 1 member of the association (the **proposer**) and seconded by another member (the **seconder**).
- (2) An application for membership must be-
  - (a) in writing; and
  - (b) signed by the applicant and the applicant's proposer and seconder; and
  - (c) in the form decided by the management committee.

## 7. MEMBERSHIP FEES

- (1) The membership fee for each class of membership-
  - (a) is the amount decided by the members from time to time at a general meeting; and

- (b) is payable when, and in the way, the management committee decides.
- (2) A financial member at any material time is a member who is not then indebted to the organisation in respect of annual subscription or levy or other payment whatsoever;
- (3) Only those members who are financial members at the time shall be entitled, subject to the lawful procedure of the meeting, to speak or vote upon any motion at any general meeting of the organisation.

## **8. ADMISSION AND REJECTION OF MEMBERS**

- (1) The management committee must consider an application for membership at the next meeting of the committee held after it receives-
  - (a) the application; and
  - (b) the appropriate membership fee for the application.
- (2) The management committee must decide at the meeting whether to accept or reject the application.
- (3) If a majority of the management committee members present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member to the class of membership applied for.
- (4) The secretary of the association must, as soon as practicable after the management committee decides to accept or reject an application, give the applicant a written notice of the decision.

## **9. WHEN MEMBERSHIP ENDS**

- (1) A member may resign from the association by giving a written notice of resignation to the secretary.
- (2) The resignation takes effect on-
  - (a) the day and at the time the notice is received by the secretary; or
  - (b) if a later day is stated in the notice - the later day.
- (3) The management committee may terminate a member's membership if the member -
  - (a) is convicted of an indictable offence; or
  - (b) does not comply with any of the provisions of these rules; or
  - (c) has membership fees in arrears for at least 2 months; or
  - (d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the association.

- (4) Before the management committee terminates a member's membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.
- (5) If, after considering all representations made by the member, the management committee decides to terminate the membership, the secretary of the committee must give the member a written notice of the decision.

## **10. APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP**

- (1) A person whose application for membership has been rejected, or whose membership has been terminated, may give the secretary written notice of the person's intention to appeal against the decision.
- (2) A notice of intention to appeal must be given to the secretary within 1 month after the person receives written notice of the decision.
- (3) If the secretary receives a notice of intention to appeal, the secretary must, within 3 months after the day of receipt, call a general meeting to decide the appeal.
- (4) At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
- (5) Also, the management committee and the committee members who rejected the application or terminated the membership must be given an opportunity to show why the application should be rejected or the membership should be terminated.
- (6) An appeal must be decided by a vote of the members present at the meeting.
- (7) If a person whose application has been rejected does not appeal against the decision within 1 month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund the application fee paid by the person.

## **11. REGISTER OF MEMBERS**

- (1) The management committee must keep a register of members.
- (2) The register of members must include the following particulars for each member-
  - (a) the full name and residential address of the member;
  - (b) the date of admission as a member;
  - (c) the date of death or resignation of the member;
  - (d) details about the termination or reinstatement of membership;
  - (e) any other particulars the management committee or the members at a general meeting decide.
- (3) The register must be open for inspection by any member at all reasonable times.



- (4) However, before the member may inspect the register, the member must apply to the secretary to inspect it.

## **12. SECRETARY**

- (1) If a vacancy happens in the office of secretary, the members of the management committee must ensure a secretary is appointed or elected for the association within 1 month after the vacancy happens.<sup>1</sup>
- (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 elected by the association as secretary; or
  - (b) any of the following persons appointed by the management committee-
    - (i) a member of the association's management committee;
    - (ii) a member of the association;
    - (iii) another person.

## **13. MEMBERSHIP OF MANAGEMENT COMMITTEE**

- (1) The management committee of the association consists of - The Chairperson, Vice-chairperson, Secretary, Treasurer, Assistant Secretary and Five members, - Executive Officer (ex officio, non-voting).
- (2) A member of the management committee must be a member of the association.
- (3) At each annual general meeting of the association, the members of the management committee must retire from office, but are eligible, on nomination, for re-election.

## **14. ELECTING THE MANAGEMENT COMMITTEE**

- (1) The clauses in Schedule 1 apply to the election of members of the Management Committee.
- (2) The Association may by resolution passed in general meeting:
- (a) remove any member of the Management Committee; and
  - (b) appoint another person in the committee member's place.

## **15. RESIGNATION OR REMOVAL FROM OFFICE OF MANAGEMENT COMMITTEE OR EXECUTIVE COMMITTEE MEMBER**

- (1) A management committee or executive committee member may resign from membership of either committee at any time by giving written notice of resignation to the secretary.

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<sup>1</sup> Section 65 Associations Incorporation Act 1981  
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- (2) The resignation takes effect on-
  - (a) the day and at the time the notice is received by the secretary; or
  - (b) if a later day is stated in the notice - the later day.
- (3) A member may be removed from office at a general meeting of the association if a majority of the members present at the meeting vote in favour of removing the member.
- (4) Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- (5) A member has no right of appeal against the member's removal from office under this section.

#### **16. VACANCIES ON MANAGEMENT COMMITTEE**

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

#### **17. FUNCTIONS OF MANAGEMENT COMMITTEE**

- (1) Subject to these rules or a resolution of the association members carried at a general meeting or a resolution of a Branch delegates' meeting, the management committee -
  - (a) has the general control and management of the administration of the affairs, property and funds of the association; and
  - (b) has authority to interpret the meaning of these rules and any matter relating to the association on which the rules are silent.
- (2) The management committee may exercise the powers of the association -
  - (a) to borrow, raise or secure the payment of amounts in a way the association members decide; and

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<sup>2</sup> For the number of members to form a quorum, see section 19 (Meetings of management committee)

- (b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the association's property, both present and future; and
  - (c) to purchase, redeem or pay off any securities issued; and
  - (d) to borrow amounts from members and pay interest on the amounts borrowed; and
  - (e) to mortgage or charge the whole or part of its property; and
  - (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association; and
  - (g) to provide and pay off any securities issued; and
  - (h) to invest in a way the members of the association may from time to time decide.
- (3) For sub-section (2)(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by -
- (a) the financial institution for the association; or
  - (b) if there is more than 1 financial institution for the association - the financial institution nominated by the association.

## **18. EXECUTIVE COMMITTEE**

- (1) Subject to Clause 20, the day-to-day management of the Association shall be administered by an Executive Committee;
- (2) The Executive Committee shall be a sub-committee of the Management Committee and shall be directed by, and be responsible to, the Management Committee;
- (3) The Executive Committee shall comprise of:
  - The Chairperson, Secretary, Treasurer, Assistant Secretary and Executive Officer (ex officio),
- (4) Meetings must be held at least monthly;
- (5) Quorum for meetings shall be set at half the number of Executive Committee members plus one.

## **19. MEETINGS OF MANAGEMENT COMMITTEE**

- (1) Subject to subsections (2) to (16), the management committee may meet and conduct its proceedings as it considers appropriate.
  - (a) A management committee meeting may be held by the members communicating with

each other by any technological means by which they are able simultaneously to hear each other and to participate in discussion.

- (b) The members need not all be physically present in the same place for a management committee meeting to be held.
  - (c) A member who participates in a meeting held in accordance with this section is taken to be present and entitled to vote at the meeting.
  - (d) A member can only withdraw his or her consent to the means of communication between members proposed for a management committee meeting if the member does so at least 48 hours before the meeting,
- (2) The management committee must meet at least once every 2 months to exercise its functions.
  - (3) The committee must decide how a meeting is to be called.
  - (4) Notice of a meeting is to be given in the way decided by the committee.
  - (5) If the secretary receives a written request signed by at least 33% of the management committee members, the secretary must call a special meeting of the committee.
  - (6) A request for a special meeting must state-
    - (a) why the special meeting is being called; and
    - (b) the business to be conducted at the meeting.
  - (7) At a management committee meeting, more than 50% of the members elected or appointed to the committee as at the close of the last general meeting of the members form a quorum.
  - (8) A question arising at a committee meeting is to be decided by a majority vote of committee members present at the meeting and, if the votes are equal, the question is decided in the negative.
  - (9) A management committee member must not vote on a question about a contract or proposed contract with the association if the member has an interest in the contract or proposed contract, and if the member does vote the member's vote must not be counted.
  - (10) The secretary must give each management committee member at least 14 days notice of a special meeting of the committee. A special meeting of the Management Committee shall be convened by the Secretary on the direction of the Chairperson or on the requisition in writing signed by not less than one-third of the members of the Management Committee, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be conducted at the meeting.
  - (11) A notice of a special meeting must state-
    - (a) the day, time and place of the meeting; and
    - (b) the business to be conducted at the meeting.

- (12) The chairperson or, if there is no chairperson or if the chairperson is not present within 10 minutes after the time fixed for a management committee meeting, the vice- chairperson is to preside as chairperson at the meeting.
- (13) If the chairperson and the vice- chairperson are absent from a management committee meeting, the members may choose 1 of their number to preside as chairperson at the meeting.
- (14) If a quorum is not present within 30 minutes after the time fixed for a management committee meeting called on the request of committee members, the meeting lapses.
- (15) If a quorum is not present within 30 minutes after the time fixed for a management committee meeting called other than on the request of committee members, the meeting is to be adjourned to-
  - (a) the same day, time and place in the next week; or
  - (b) a day, time and place decided by the committee.
- (16) If, at the adjourned meeting mentioned in subsection (15), a quorum is not present within 30 minutes after the time fixed for the meeting, the meeting lapses.

## **20. DELEGATION OF MANAGEMENT COMMITTEE POWERS: SUBCOMMITTEES**

- (1) The management committee may delegate the whole or part of its powers to a subcommittee consisting of the association members considered appropriate by the committee.
- (2) A subcommittee may only exercise delegated powers in the way the management committee decides.
- (3) A subcommittee may elect a chairperson of its meetings.
- (4) If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be chairperson of the meeting.
- (5) A subcommittee may meet and adjourn as it considers appropriate.
- (6) A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

## **21. BRANCHES**

- (1) Association members may establish Branches within a geographical area or around a specific interest to facilitate discussion of housing policy, gather information and prepare project submissions. The establishment of a branch does not relieve the members of the branch of a liability or obligation the members have as members of the association;
- (2) The structure that exists within each Branch and its method of work and decision-making

shall be determined by the Branch, subject to this Constitution;

- (3) Branches can establish their own bank accounts for administrative purposes if they wish, provided that their actions are consistent with this Constitution;
- (4) Each year a Branch shall nominate a delegate to 4-monthly meetings of Branch delegates;
- (5) A Branch must consist of a minimum of 5 financial association members at any time. Failure to maintain minimum membership may result in dis-endorsement of a Branch;
- (6) Members may belong to more than one Branch if they desire;
- (7) Notice of intention of formation of a new Branch must be given in writing to the Management Committee;
- (8) The formation of a Branch must be approved by the Management Committee;
- (9) Approval shall normally be given by the Management Committee for the formation of a new Branch where there is majority support for the proposal among members of either the geographic area or special interest area of the intending Branch;
- (10) All branches are entitled to a maintenance subsidy to be established annually by the management committee at the first meeting after the AGM. Subsidies will be drawn from members' funds;
- (11) Branches may apply to the management committee for project funding. Project applications will be called for within 3 months of the AGM and determined by a vote of the management committee.

#### **21A BRANCH DELEGATES' MEETING**

- (1) Branch delegates shall meet 3 times a year to discuss policies.
- (2) The Branch delegates' meeting shall give direction on policies to the Management Committee which shall carry out the Association's policies.
- (3) Housing policies decided by the branch delegates shall be subject to approval in accordance with clause 22.

#### **22. HOUSING POLICY FORMULATION**

- (1) Housing policies shall be formulated with the maximum participation of members and shall finally be determined by the direct and equal say of the membership by a voluntary postal vote;
- (2) Emergency policy decisions can be made by the Management Committee and this decision shall be submitted for full ballot ratification as soon as possible. The Management Committee shall not make any emergency housing policy decision which contradicts any housing policy of the Association already approved by a ballot of members;
- (3) A housing policy ballot shall be determined by a simple majority of members;

- (4) A decision made by a majority of members voting in a non-elective ballot is valid only if such majority constitutes at least 3% of eligible membership;
- (5) Housing policies which concern one geographic area or special interest area only may be determined by that group alone, subject to ratification by a majority of delegates at the next delegates' meeting.

**23. VALIDITY OF DECISIONS: ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS**

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

**24. RESOLUTIONS OF MANAGEMENT COMMITTEE WITHOUT MEETING**

- (1) A written resolution signed by each member of the management committee for the time being entitled to receive notice of a committee meeting is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.
- (2) A resolution mentioned in subsection (1) may consist of several documents in like form, each signed by 1 or more members of the committee.

**25. 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.

**26. BUSINESS TO BE CONDUCTED AT ANNUAL GENERAL MEETING**

The following business must be conducted at each annual general meeting -

- (a) receiving the Executive Committee's report and the statement of income and expenditure, assets, liabilities and mortgages, charges and securities affecting the property of the association for the last financial year;<sup>3</sup>
- (b) receiving the auditor's report on the financial affairs of the association for the last financial year;

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<sup>3</sup> This statement is required to be prepared under the Associations Incorporation Act 1981, section 59 (Audit and statement).

- (c) presenting the audited statement to the meeting for adoption;
- (d) announcing the results of the postal ballot for the election of members of the Management Committee; and;
- (e) appointing an auditor.

## **27. SPECIAL GENERAL MEETING**

- (1) The secretary may only call a special general meeting by giving each member notice of the meeting within 14 days after-
  - (a) being directed to call the meeting by the management committee; or
  - (b) being given a written request signed by-
    - (i) at least 33% of the members of the association presently on the management committee; or
    - (ii) at least the number of ordinary members of the association equal to double the number of members of the association presently on the management committee plus 1; or
  - (c) being given a written notice of an intention to appeal against the decision of the management committee-
    - (i) to reject an application for membership; or
    - (ii) to terminate a person's membership.
- (2) A request mentioned in subsection (1) (b) must state-
  - (a) why the special general meeting is being called; and
  - (b) the business to be conducted at the meeting.

## **28. NOTICE OF GENERAL MEETING**

- (1) The secretary may call a general meeting of the association.
- (2) The secretary must give at least 14 days notice of the meeting to each association member.
- (3) The management committee may decide the way in which the notice must be given.
- (4) However, notice of the following meetings must be given in writing-
  - (a) a meeting called to hear and decide the appeal of a member against the rejection or termination of the member's membership by the management committee; or
  - (b) a meeting called to hear and decide a proposed special resolution of the association.
- (5) A notice of a general meeting must state the business to be conducted at the meeting.



## 29. QUORUM FOR, AND ADJOURNMENT OF, GENERAL MEETING

- (1) Subject to subsection (5), at a general meeting the number of members equal to double the number of members of the association presently on the management committee plus 1 form a quorum.
- (2) No business may be conducted at a general meeting unless a quorum of members is present when the meeting proceeds to business.
- (3) If a quorum is not present within 30 minutes after the time fixed for a general meeting called on the request of members of the management committee or the association, the meeting lapses.
- (4) If a quorum is not present within 30 minutes after the time fixed for a general meeting called other than on the request of members of the management committee or the association, the meeting is to be adjourned to-
  - (a) the same day, time and place in the next week; or
  - (b) a day, time and place decided by the management committee.
- (5) If at an adjourned meeting, a quorum under subsection (1) is not present within 30 minutes after the time fixed for the meeting, the members present form a quorum.
- (6) The chairperson may, with the consent of any meeting at which a quorum is present, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- (7) If a meeting is adjourned under subsection (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (8) The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- (9) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.
- (10) In this rule –

"member" includes a person attending as a proxy or representing a corporation that is a member.

## 30. PROCEDURE AT GENERAL MEETING

- (1) Subject to these rules, at each general meeting -
  - (a) the chairperson or, if there is no chairperson or if the chairperson is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the vice-chairperson is to preside as chairperson; and

- (b) if the vice- chairperson is absent or unwilling to act as chairperson, the members present must elect 1 of their number to be chairperson of the meeting; and
- (c) the chairperson must conduct the meeting in a proper and orderly way; and
- (d) each question, matter or resolution must be decided by a majority of votes of the members present; and
- (e) each member present and entitled to vote is entitled to 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote; and
- (f) a member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting; and
- (g) voting may be by a show of hands or a division of members, unless at least 20% of the members present demand a secret ballot; and
- (h) if a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides; and
- (i) the result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held; and
- (j) a member may vote in person or by proxy or by attorney and-
  - (i) on a show of hands, each person present who is a member or a representative of a member has 1 vote; and
  - (ii) in a secret ballot, each member present in person or by proxy or by attorney or other properly authorised representative has 1 vote; and
- (k) an instrument appointing a proxy must be in writing; and-
  - (i) if the appointor is an individual - signed by the appointor or the appointor's attorney properly authorised in writing; or
  - (ii) if the appointor is a corporation - either under seal or signed by a properly authorised officer or attorney of the corporation; and
- (l) a proxy may be a member of the association or another person; and
- (m) the instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot; and
- (n) if someone wants to give a member an opportunity to vote for or against a resolution, the instrument appointing a proxy must be in the following or like form -

“QUEENSLAND SHELTER INCORPORATED:

I, \_\_\_\_\_ of \_\_\_\_\_, being a member of the association, appoint  
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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 \_\_\_\_\_ , 20 \_\_\_\_\_ ,  
and at any adjournment of the meeting.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ , 20 \_\_\_\_\_ .

Signature.

This form is to be used \_\_\_\_\_ \* in favour of \_\_\_\_\_ the resolution.  
\_\_\_\_\_ \*against \_\_\_\_\_

\*Strike out whichever is not wanted. (Unless otherwise instructed, the proxy may vote as the proxy considers appropriate.); and

- (o) each instrument appointing a proxy must be given to the secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote"; and
  - (p) the secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each management committee meeting and general meeting are entered in a minute book; and
  - (q) the secretary must ensure the minute book for each general meeting is open for inspection at all reasonable times by any financial member who previously applies to the secretary for the inspection.
- (2) To ensure the accuracy of the minutes recorded under subsection (1)(p)-
- (a) the minutes of each management committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next management committee meeting, verifying their accuracy; and
  - (b) 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
  - (c) 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.

### 31. BY-LAWS

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

### **32. ALTERATION OF RULES**

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

### **33. COMMON SEAL**

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

### **34. FUNDS AND ACCOUNTS**

- (1) The funds of the association must be kept in an account in the name of the association in a financial institution decided by the management committee.
- (2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
- (3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (4) If an amount of \$100 or more is paid by cheque, the cheque must be signed by any 2 of the following-
  - (a) the chairperson;
  - (b) the secretary;
  - (c) the treasurer;
  - (d) another member authorised by the management committee for the purpose.
- (5) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed 'not negotiable'.

- (6) A petty cash account must be kept on the imprest system, and the management committee must decide the amount of petty cash to be kept in the account.
- (7) All expenditure must be approved or ratified at a management committee meeting.
- (8) The treasurer must, as soon as practicable after the end of each financial year, ensure a statement containing the following particulars is prepared -
  - (a) the income and expenditure for the financial year just ended;
  - (b) the association's assets and liabilities at the close of the year;
  - (c) the mortgages, charges and securities affecting the property of the association at the close of the year.
- (9) If the association is incorporated within 3 months before the end of the association's financial year, subsection (8) does not apply for the financial year in which the association is incorporated.
- (10) The auditor must examine the statement prepared under subsection (8) and present a report about it to the secretary before the next annual general meeting following the financial year for which the audit was made.
- (11) The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.

### **35. DOCUMENTS**

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

### **36. FINANCIAL YEAR**

The financial year of the association closes on 30<sup>th</sup> June in each year.

### **37. DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY**

- (1) This section applies if the association-
  - (a) is wound-up under part 10 of the Act;<sup>4</sup> and
  - (b) it has surplus assets.
- (2) The surplus assets must not be distributed among the association members.
- (3) The surplus assets must be given to another entity -
  - (a) having objects similar to the association's objects; and

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<sup>4</sup> Part 10 (Winding-up) of the Act

- (b) the rules of which prohibit the distribution of the entity's income and assets to its members.
- (4) In this section –
- "surplus assets"** has the meaning given by section 92(3)<sup>5</sup> of the Act.

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<sup>5</sup>

Section 92 (Distribution of surplus assets) of the Act.

## **SCHEDULE 1 ELECTION OF DIRECTORS**

### **Sch 1.1 Holding of Election**

An election of members of the Management Committee of the Association is to be held by ballot except where the number of nominations is equal to or less than the number of vacancies. If the number of persons who are duly nominated does not exceed the number of committee members to be elected separate resolutions will be proposed at the annual general meeting to confirm the appointment of each nominee and the association's annual general meeting notice will state that an election of committee members will not take place at the annual general meeting and that separate resolutions will be held to confirm the appointment of each nominee.

### **Sch 1.2 Appointment of Returning Officers**

The Management Committee must appoint a Returning Officer who may appoint assistant Returning Officers, none of whom can be a committee member or a person who intends to accept a nomination for the office of committee member.

### **Sch 1.3 Electoral Roll**

The Secretary must prepare and give the Returning Officer a list of Members eligible to vote on the election of committee members, made up to the day before nominations for the election close.

### **Sch 1.4 Nominations**

- (a) The Management Committee must call for nominations at least fifty six (56) days prior to the annual general meeting.
- (b) Nominations close thirty five (35) days before the annual general meeting.
- (c) In order to be nominated, a candidate must:
  - (i) be an individual financial member;
  - (ii) be nominated by two (2) Members; and
  - (iii) consent to the nomination.

### **Sch 1.5 Rejection of Nomination**

- (a) The Returning Officer must scrutinise nominations immediately upon receipt and reject a nomination where it appears to the Returning Officer that the candidate is not eligible.
- (b) Upon rejecting a nomination, the Returning Officer is to notify immediately the candidate, the candidate's proposers and the Directors.

### **Sch 1.6 Appointment of Scrutineer**

- (a) A candidate may appoint a scrutineer and the Management Committee may
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appoint a maximum of three scrutineers, none of whom is a candidate or an employee of the Association.

- (b) The duties and responsibilities of scrutineers are to:
  - (i) observe the sorting, counting and recording of ballot papers;
  - (ii) ensure that the votes of unrejected ballot papers are correctly credited to the appropriate candidates; and
  - (iii) raise any query with the Returning Officer regarding any of the ballot papers.

**Sch 1.7 Ballot Papers**

- (a) After nominations have closed under clause Sch 2.4 (Nominations), the Returning Officer is to prepare ballot papers for the election.
- (b) The order in which the candidates appear on the ballot paper is to be determined by the Returning Officer by lot.
- (c) The Returning Officer must cause some authenticating mark to appear on each ballot paper prior to their distribution to Members.

**Sch 1.8 Postal Vote**

- (a) The Returning Officer must send to each Member who is eligible to vote on an election of Directors at least twenty one (21) days before the annual general meeting:
  - (i) a ballot paper;
  - (ii) an unsealed envelope, marked "Ballot Paper";
  - (iii) an unsealed envelope, marked "Returning Officer", the reverse side of which shall bear the following:
    - Name of Member
    - Member's Address
    - Member's Signature
  - (iv) a postal envelope addressed to the Returning Officer.
- (b) Ballot papers may be delivered personally or posted to Members at their addresses shown in the Register of Members.
- (c) Any Member exercising a right to vote must:
  - (i) complete the ballot paper in accordance with this Schedule;
  - (ii) place the ballot paper in the envelope marked "Ballot Paper";
  - (iii) place the sealed "Ballot Paper" envelope in the envelope marked **Constitution of Queensland Shelter Inc.**



"Returning Officer", complete it and return it to the Returning Officer.

- (d) A Member must ensure that his or her ballot papers are received by the Returning Officer by noon on the day fixed for the closing of the ballot.
- (e) Any ballot paper not received by the Returning Officer prior to the closing of the ballot is excluded from the ballot.
- (f) Any ballot paper received by the Returning Officer is to be kept in secured ballot boxes until the closure of the ballot.
- (g) A Member who has not received a ballot paper or has spoiled it may send to the Returning Officer a declaration to that effect and the Returning Officer must:
  - (i) send a duplicate ballot paper to that Member;
  - (ii) mark the envelope marked "Returning Officer" "Duplicate"; and
  - (iii) keep a record of all duplicate ballot papers issued.

#### **Sch 1.9 Closure of the Ballot**

The ballot closes seven (7) days before the annual general meeting.

#### **Sch 1.10 Procedures After Close of the Ballot**

- (a) As soon as practicable after the close of the ballot, the Returning Officer must deal with the ballots as follows:
  - (i) open all postal envelopes and extract envelopes marked "Returning Officer";
  - (ii) for each envelope marked "Returning Officer", mark the Member's name as shown on the envelope off the electoral roll;
  - (iii) where a duplicate ballot paper has been issued and the original envelope marked "Returning Officer" received, mark the original envelope "rejected";
  - (iv) if the envelope marked "Returning Officer" has not been signed, or the signature is identified as not being the Member's or there is insufficient detail to identify the Member, mark the envelope "rejected";
  - (v) extract the envelopes marked "Ballot Paper" from all unrejected envelopes marked "Returning Officer", ensuring that no envelope marked "Ballot Paper" could subsequently be identified with any particular Member;
  - (vi) when all the envelopes marked "Returning Officer" have been so dealt with, cause all the envelopes marked "Ballot Paper" to be opened and the ballot papers to be taken out;

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- (vii) cause the ballot papers to be scrutinised under his or her supervision and reject such ballot papers as he or she finds to be informal under clause Sch 1.10(b) and clause Sch 1.8(e);
- (viii) count the votes in accordance with clause Sch 1.11 (Voting System);
- (ix) prepare and sign a declaration of the ballot as to:
  - (a) the number of ballot papers lodged;
  - (b) the number of formal votes;
  - (c) the number of informal votes;
  - (d) the number of votes cast for each candidate; and
  - (e) the names of those persons elected.
- (x) deliver the statement to the Secretary.
- (b) A ballot paper is informal if:
  - (i) it is not authenticated by the authenticating mark of the Returning Officer; or
  - (ii) it has no vote indicated on it or it does not indicate the Member's preference for a candidate.
- (c) The Returning Officer must preserve the ballot papers for a period of at least three (3) months after the declaration of the ballot.
- (d) No election shall be voided on account of any error or omission of the Returning Officer which did not affect the results of the election.

**Sch 1.11 Voting System**

- (a) On any ballot, the persons receiving the highest number of votes in accordance with the numbers of vacancies to be filled are elected directors.
- (b) In the case of an equality of votes, the person to be elected must be decided by lot.