
Queensland Shelter Incorporated Rules

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Queensland Shelter Incorporated Rules

1 Interpretation

1.1 In these rules:

| Term | Definition |
|-----------------------|---|
| Act | means the <i>Associations Incorporation Act 1981</i> (Qld). |
| Association | has the meaning set out in rule 2. |
| Candidate | has the meaning set out in rule 17.1. |
| Casual Vacancy | has the meaning set out in rule 13.6. |
| Dispute Notice | has the meaning set out in rule 46.2. |
| Present | has the meaning set out in rule 21.6 for management committee meetings and the meaning set out in rule 32.2 for general meetings. |
| Representative | for a member which is a body corporate means the person nominated by it under rule 5.6. |
| Surplus Assets | has the meaning set out in section 92(3) of the Act. |
| Term | means a period commencing on the date a member is elected to the management committee under rule 17 and ending at the second annual general meeting, following this election. |

1.2 A word or expression that is not defined in these model rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

2 Name

The name of the incorporated association is 'Queensland Shelter Incorporated' (the **Association**).

3 Objects

3.1 The objects of the Association are to be a public benevolent institution and to relieve poverty by providing support and assistance to vulnerable people who are homeless or otherwise in need of community housing in the State of Queensland in the following ways:

- (a) supporting services that provide assistance to vulnerable people who are homeless or otherwise in need of community housing;
- (b) providing services to those in need of community housing or experiencing homelessness;
- (c) developing innovative community housing programs and options that promote affordability, appropriateness and security of tenure to address homelessness and community housing needs;

- (d) obtaining, researching and disseminating information about housing policy and matters related to homelessness; and
 - (e) providing capacity development and training to organisations and individuals operating in the community housing industry or working with the homeless.
- 3.2 To achieve these objects, the Association may, without limitation:
- (a) harness the resources of the community in support of the objects in rule 3.1;
 - (b) establish and maintain affiliations and information exchange with other organisations having similar objects to those in rule 3.1;
 - (c) seek or receive donations and legacies to apply to the objects in rule 3.1;
 - (d) promote the objects in rule 3.1 in any manner the management committee considers appropriate; and
 - (e) do things incidental or conducive to the attainment of the objects in rule 3.1.
- 3.3 Each of the objects in rule 3.1 is a separate object of the Association, and must not be construed by reference to any other object.

4 Powers

- 4.1 The Association has the powers of an individual.
- 4.2 The Association may, for example:
- (a) enter into contracts;
 - (b) acquire, hold, deal with and dispose of property;
 - (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.
- 4.3 The Association may also issue secured and unsecured notes, debentures and debenture stock for the Association.

5 Membership

- 5.1 The membership of the Association consists of ordinary members.
- 5.2 The number of ordinary members is unlimited.
- 5.3 Any individual who:
- (a) is not less than 18 years of age at the date of application;
 - (b) in the opinion of the management committee, is supportive of the objects of the Association; and

- (c) has been proposed by a member (proposer) and has been seconded by another member (seconded),

may apply to be a member of the Association.

5.4 Any body corporate which:

- (a) in the opinion of the management committee, is supportive of the objects of the Association and
- (b) has been proposed by a member (proposer) and has been seconded by another member (seconded),

may apply to be a member of the Association.

5.5 An application for membership must be signed by the applicant and the applicant's proposer and seconded and otherwise be in a form approved by the management committee together with:

- (a) any other documents or evidence as to qualification for membership that the management committee requires; and
- (b) any application fee and membership fee as required by the management committee.

5.6 If the applicant is a body corporate it must nominate one individual (**Representative**) to represent it in the Association.

6 Membership fees

6.1 The membership fee:

- (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.

7 Admission and rejection of new members

7.1 The management committee must consider an application for membership at the next committee meeting held after it receives:

- (a) the application for membership; and
- (b) the appropriate membership fee for the application.

7.2 The management committee must ensure that, as soon as possible after the person applies to become a member of the Association, and before the management committee considers the person's application, the person is advised:

- (a) whether or not the Association has public liability insurance; and
- (b) if the Association has public liability insurance—the amount of the insurance.

7.3 The management committee must decide at the meeting whether to accept or reject the application.

- 7.4 If a majority of the members of the management committee Present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member.
- 7.5 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.

8 When membership ends

- 8.1 A member may resign from the Association by giving a written notice of resignation to the secretary.
- 8.2 The resignation takes effect at:
- (a) the time the notice is received by the secretary; or
 - (b) if a later time is stated in the notice—the later time.
- 8.3 The management committee may terminate a member’s membership if the member:
- (a) is convicted of an indictable offence;
 - (b) does not comply with any of the provisions of these rules;
 - (c) has membership fees in arrears for at least two months; or
 - (d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the Association.
- 8.4 Before the management committee terminates a member’s membership, the committee must give the member:
- (a) a full and fair opportunity to show why the membership should not be terminated; and
 - (b) notice of the time period, not less than ten days, within which the member has to make any representations about why the member’s membership should not be terminated.
- 8.5 After the management committee considers:
- (a) all representations made by the member; or
 - (b) if no representations are made by the member not less than 28 days after notice is given to the member under rule 8.4(b),

the management committee must decide whether or not to terminate the membership and the secretary of the committee must give the member a written notice of the decision.

9 Appeal against rejection or termination of membership

- 9.1 A person whose application for membership has been rejected, or whose membership has been terminated, may give the secretary written notice of the persons intention to appeal against the decision.
- 9.2 A notice of intention to appeal must be given to the secretary within one month after the person receives written notice of the decision.

- 9.3 If the secretary receives a notice of intention to appeal, the secretary must, within one month after receiving the notice, call a general meeting to decide the appeal.

10 General meeting to decide appeal

- 10.1 The general meeting to decide an appeal must be held within three months after the secretary receives the notice of intention to appeal.
- 10.2 At the meeting:
- (a) 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; and
 - (b) the management committee must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.
- 10.3 An appeal must be decided by a majority vote of the members Present and eligible to vote at the meeting.
- 10.4 If a person whose application for membership has been rejected does not appeal against the decision within one month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund the membership fee paid by the person.

11 Register of members

- 11.1 The management committee must keep a register of members of the Association.
- 11.2 The register must include the following particulars for each member:
- (a) the full name of the member;
 - (b) the postal or residential address of the member;
 - (c) the date of admission as a member;
 - (d) the date of death or date of resignation of the member;
 - (e) details about the termination or reinstatement of membership; and
 - (f) any other particulars the management committee or the members at a general meeting decide.
- 11.3 The register must be open for inspection by members of the Association at all reasonable times.
- 11.4 A member must contact the secretary to arrange an inspection of the register.
- 11.5 The management committee may, on the application of a member of the Association, withhold information about the member (other than the members full name) from the register available for inspection if the management committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

12 Prohibition on use of information on register of members

12.1 A member of the Association must not:

- (a) use information obtained from the register of members of the Association to contact, or send material to, another member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes; or
- (b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes.

12.2 Rule 12.1 does not apply if the use or disclosure of the information is approved by the Association.

13 Appointment or election of secretary

13.1 The secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is:

- (a) a member of the Association elected by the Association as secretary; or
- (b) any of the following persons appointed by the management committee as secretary:
 - (i) a member of the Association's management committee;
 - (ii) another member of the Association; or
 - (iii) another person.

13.2 The members of the management committee must ensure a secretary is appointed or elected for the Association:

- (a) within one month after incorporation; and
- (b) if a vacancy happens in the office of secretary, within one month after the vacancy happens.

13.3 If the management committee appoints a person mentioned in rule 13.1(b)(ii) as secretary, other than to fill a Casual Vacancy on the management committee, the person does not become a member of the management committee.

13.4 If the management committee appoints a person mentioned in rule 13.1(b)(ii) as secretary to fill a Casual Vacancy on the management committee, the person becomes a member of the management committee.

13.5 If the management committee appoints a person mentioned in rule 13.1(b)(iii) as secretary, the person does not become a member of the management committee.

13.6 In this rule, the term **Casual Vacancy**, on a management committee, means a vacancy that happens when an elected member of the management committee resigns, dies or otherwise stops holding office.

14 Removal of secretary

- 14.1 The management committee of the Association may at any time remove a person appointed by the committee as the secretary.
- 14.2 If the management committee removes a secretary who is a person mentioned in rule 13.1(b)(i), the person remains a member of the management committee.
- 14.3 If the management committee removes a secretary who is a person mentioned in rule 13.1(b)(ii) and who has been appointed to a Casual Vacancy on the management committee under rule 13.4, the person remains a member of the management committee.

15 Functions of secretary

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

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

16 The management committee

Members

- 16.1 The management committee of the Association must comprise at least three, but not more than 12, members of the Association and must include a president, vice president, treasurer, and any other members the Association that members elect at a general meeting.
- 16.2 Members elected to the management committee under rule 17, will remain in office for a Term, unless the appointment ends under rule 18.
- 16.3 If a member of the Association is appointed to a Casual Vacancy on the management committee under rule 19, their Term does not commence until they are elected as a member of the management committee under rule 17.

17 Electing the management committee

- 17.1 A member of the management committee may only be elected as follows:
- (a) any two members of the Association may nominate another member (**Candidate**) to serve as a member of the management committee;
 - (b) the nomination must be:
 - (i) in a form prescribed by the Association; and

- (ii) given to the secretary at least 14 days before the annual general meeting at which the election is to be held;
 - (c) each member of the Association Present and eligible to vote at the annual general meeting may vote for one Candidate for each vacant position on the management committee; and
 - (d) if, at the start of the meeting, there are not enough Candidates nominated, nominations may be taken from the floor of the meeting.
- 17.2 A person may be a Candidate only if the person:
- (a) is an adult; and
 - (b) is not ineligible to be elected as a member under section 61A of the Act.
- 17.3 A list of the Candidates names in alphabetical order, with the names of the members who nominated each Candidate, must be posted in a conspicuous place in the office or usual place of meeting of the Association for at least seven days immediately preceding the annual general meeting.
- 17.4 If required by the management committee, balloting lists must be prepared containing the names of the Candidates in alphabetical order.
- 17.5 The management committee must ensure that, before a Candidate is elected as a member of the management committee, the Candidate is advised:
- (a) whether or not the Association has public liability insurance; and
 - (b) if the Association has public liability insurance—the amount of the insurance.

18 Resignation, removal or vacation of office of management committee member

- 18.1 A member of the management committee may resign from the committee by giving written notice of resignation to the secretary.
- 18.2 The resignation takes effect at:
- (a) the time the notice is received by the secretary; or
 - (b) if a later time is stated in the notice—the later time.
- 18.3 A member may be removed from office at a general meeting of the Association if a majority of the members Present and eligible to vote at the meeting vote in favour of removing the member.
- 18.4 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.
- 18.5 A member has no right of appeal against the member's removal from office under this rule.
- 18.6 The office of a member of the management committee shall be vacated if the person holding that office:
- (a) dies;

- (b) becomes bankrupt or compounds with creditors or otherwise takes advantage of the laws in force for the time being relating to bankruptcy;
- (c) is convicted of an:
 - (i) offence under the Act; or
 - (ii) indictable offence or an offence punishable on summary conviction for which the person is sentenced to imprisonment, other than in default of payment of a fine;
- (d) has been convicted on indictment or summarily and sentenced to imprisonment, other than in default of payment of a fine, and the rehabilitation period in relation to the conviction has not expired; or
- (e) is disqualified from being a:
 - (i) director under the *Corporations Act 2001* (Cth); or
 - (ii) responsible person under the *Australian Charities and Not-for-profits Commission Act 2012* (Cth).

18.7 In this rule 18, the term **rehabilitation period** has the meaning given in the *Criminal Law (Rehabilitation of Offenders) Act 1986* (Qld).

19 Vacancies on management committee

- 19.1 If a Casual Vacancy happens on the management committee, the continuing members of the committee may appoint another member of the Association to fill the vacancy until the next annual general meeting.
- 19.2 The continuing members of the management committee may act despite a Casual Vacancy on the management committee.
- 19.3 However, if the number of committee members is less than the number fixed under rule 22.1 as a quorum of the management committee, 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.

20 Functions of management committee

- 20.1 Subject to these rules or a resolution of the members of the Association carried at a general meeting, the management committee has the general control and management of the administration of the affairs, property and funds of the Association.
- 20.2 The management committee has authority to interpret the meaning of these rules and any matter relating to the Association on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.
- 20.3 The management committee may exercise the powers of the Association to:

- (a) borrow, raise or secure the payment of amounts in a way the members of the Association decide; and
 - (b) 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;
 - (c) purchase, redeem or pay off any securities issued;
 - (d) borrow amounts from members and pay interest on the amounts borrowed;
 - (e) mortgage or charge the whole or part of its property;
 - (f) issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association;
 - (g) provide and pay off any securities issued; and
 - (h) invest in a way the members of the Association may from time to time decide.
- 20.4 For rule 20.3(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by:
- (a) the financial institution for the Association; or
 - (b) if there is more than one financial institution for the Association—the financial institution nominated by the management committee.
- 20.5 The management committee must have a written policy and procedure for ensuring that management committee members are aware of their fiduciary duties and for managing conflicts of interest.

21 Meetings of management committee

- 21.1 Subject to this rule, the management committee may meet and conduct its proceedings as it considers appropriate.
- 21.2 The management committee must meet at least once every four months to exercise its functions.
- 21.3 The management committee must decide how a meeting is to be called.
- 21.4 Notice of a meeting is to be given in the way decided by the management committee.
- 21.5 The management committee may hold meetings, or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 21.6 A committee member who participates in the meeting as mentioned in rule 21.5 is taken to be Present at the meeting.
- 21.7 A question arising at a committee meeting is to be decided by a majority vote of members of the committee Present at the meeting and, if the votes are equal, the chairman of the meeting has a casting vote, in addition to any deliberative vote.

- 21.8 A member of the management committee must not vote on a question about a contract or proposed contract with the Association if the member has an interest in the contract or proposed contract and, if the member does vote, the members vote must not be counted.
- 21.9 The president is to preside as chairperson at a management committee meeting.
- 21.10 If there is no president or if the president is not Present within ten minutes after the time fixed for a management committee meeting, the members may choose one of their number to preside as chairperson at the meeting.

22 Quorum and adjournment of management committee meeting

- 22.1 At a management committee meeting, more than half of the members elected to the committee as at the close of the last general meeting of the members will form a quorum.
- 22.2 If there is no quorum within 30 minutes after the time fixed for a management committee meeting called on the request of members of the committee, the meeting lapses.
- 22.3 If there is no quorum within 30 minutes after the time fixed for a management committee meeting called other than on the request of the members of the committee:
- (a) the meeting is to be adjourned for at least one day; and
 - (b) the members of the management committee who are Present are to decide the day, time and place of the adjourned meeting.
- 22.4 If, at an adjourned meeting mentioned in rule 22.3, there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

23 Special meeting of management committee

- 23.1 If the secretary receives a written request signed by at least 33% of the members of the management committee, the secretary must call a special meeting of the committee by giving each member of the committee notice of the meeting within 14 days after the secretary receives the request.
- 23.2 If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.
- 23.3 A request for a special meeting must state:
- (a) why the special meeting is called; and
 - (b) the business to be conducted at the meeting.
- 23.4 A notice of a special meeting must state:
- (a) the day, time and place of the meeting; and
 - (b) the business to be conducted at the meeting.
- 23.5 A special meeting of the management committee must be held within 14 days after notice of the meeting is given to the members of the management committee.

24 Minutes of management committee meetings

- 24.1 The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each management committee meeting are entered in a minute book.
- 24.2 To ensure the accuracy of the minutes, 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.

25 Appointment of subcommittees

- 25.1 The management committee may appoint a subcommittee consisting of members of the Association considered appropriate by the committee to help with the conduct of the Association's operations.
- 25.2 A member of the subcommittee who is not a member of the management committee is not entitled to vote at a management committee meeting.
- 25.3 A subcommittee may elect a chairperson of its meetings.
- 25.4 If a chairperson is not elected, or if the chairperson is not Present within ten minutes after the time fixed for a meeting, the members Present may choose one of their number to be chairperson of the meeting.
- 25.5 A subcommittee may meet and adjourn as it considers appropriate.
- 25.6 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 chairman of the meeting has a casting vote, in addition to any deliberative vote.

26 Acts not affected by defects or disqualifications

- 26.1 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.
- 26.2 Rule 26.1 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.

27 Resolutions of management committee without meeting

- 27.1 A written resolution signed by each member of the management committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.
- 27.2 A resolution mentioned in rule 27.1 may consist of several documents in like form, each signed by one or more members of the committee.

28 Annual general meetings

An annual general meeting must be held:

- (a) at least once each year; and
- (b) within six months after the end date of the Association's reportable financial year.

29 Business to be conducted at annual general meeting

29.1 The business to be transacted at every annual general meeting shall be the business required to be conducted at an annual general meeting by the Act or these Rules.

30 Notice of general meeting

30.1 The secretary may call a general meeting of the Association.

30.2 The secretary must give at least 14 days notice of the meeting to each member of the Association.

30.3 If the secretary is unable or unwilling to call the meeting, the president must call the meeting.

30.4 The management committee may decide the way in which the notice must be given.

30.5 Notice of the following meetings must be given in writing:

- (a) a meeting called to hear and decide the appeal of a person against the management committee's decision:
 - (i) to reject the person's application for membership of the Association; or
 - (ii) to terminate the person's membership of the Association;
- (b) a meeting called to hear and decide a proposed special resolution of the Association.

30.6 A notice of a general meeting must state the business to be conducted at the meeting.

31 Quorum and adjournment of general meeting

31.1 The quorum for a general meeting is at least the number of members elected or appointed to the management committee at the close of the Association's last general meeting plus one.

31.2 If all members of the Association are members of the management committee, the quorum is the total number of members less one.

31.3 No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.

31.4 If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the management committee or the Association, the meeting lapses.

- 31.5 If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the management committee or the Association:
- (a) the meeting is to be adjourned for at least seven days; and
 - (b) the management committee is to decide the day, time and place of the adjourned meeting.
- 31.6 The chairperson may, with the consent of any meeting at which there is a quorum, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- 31.7 If a meeting is adjourned under rule 31.6, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- 31.8 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.
- 31.9 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.

32 Procedure at general meeting

- 32.1 A member may take part and vote in a general meeting in person, by proxy, by attorney and if a body corporate, by Representative. A member or their Representative may participate by using any technology that reasonably allows the member or Representative to hear and take part in discussions as they happen.
- 32.2 A member who participates in a meeting as mentioned in rule 32.1 is taken to be Present at the meeting.
- 32.3 At each general meeting:
- (a) the president is to preside as chairperson;
 - (b) if there is no president or if the president is not Present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members Present must elect one of their number to be chairperson of the meeting; and
 - (c) the chairperson must conduct the meeting in a proper and orderly way.

33 Voting at general meeting

- 33.1 At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members Present.
- 33.2 Each member Present and eligible to vote is entitled to one vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
- 33.3 A member is not entitled to vote at a general meeting if the member's annual subscription / membership fee is in arrears at the date of the meeting.
- 33.4 The method of voting is to be decided by the management committee.
- 33.5 If at least 20% of the members Present demand a secret ballot, voting must be by secret ballot.

- 33.6 If a secret ballot is held, the chairperson must appoint two members to conduct the secret ballot in the way the chairperson decides.
- 33.7 The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

34 Special general meeting

- 34.1 The secretary must call a special general meeting by giving each member of the Association notice of the meeting within 14 days after being:
 - (a) directed to call the meeting by the management committee;
 - (b) given a written request signed by at least 33% of the number of ordinary members of the Association; or
 - (c) given a written notice of an intention to appeal against the decision of the management committee to:
 - (i) reject an application for membership; or
 - (ii) terminate a person's membership.
- 34.2 A request mentioned in rule 34.1(b) must state:
 - (a) why the special general meeting is being called; and
 - (b) the business to be conducted at the meeting.
- 34.3 A special general meeting must be held within three months after the secretary is:
 - (a) directed to call the meeting by the management committee;
 - (b) given the written request mentioned in rule 34.1(b); or
 - (c) given the written notice of an intention to appeal mentioned in rule 34.1(c).
- 34.4 If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

35 Proxies

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

Queensland Shelter Incorporated

I, _____ of _____,

being a member of the Association, appoint _____

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

.....

35.2 The instrument appointing a proxy must:

(a) if the appointor is an individual:

(i) be signed by the appointor; or

(ii) the appointor's attorney properly authorised in writing; or

(b) if the appointor is a corporation:

(i) be under seal; or

(ii) be signed by a properly authorised officer or attorney of the corporation.

35.3 A proxy may be a member of the Association or another person.

35.4 The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.

35.5 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.

35.6 Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.

35.7 If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the following or similar form:

Queensland Shelter Incorporated

I, _____ of _____ ,

being a member of the Association, appoint

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/*against [strike out whichever is not wanted] the following resolutions:

[list relevant resolutions]

36 Minutes of general meetings

- 36.1 The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book.
- 36.2 To ensure the accuracy of the minutes:
- (a) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
 - (b) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the Association that is a general meeting or annual general meeting, verifying their accuracy.
- 36.3 If asked by a member of the Association, the secretary must, within 28 days after the request is made:
- (a) make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
 - (b) give the member copies of the minutes of the meeting.
- 36.4 The Association may require the member to pay the reasonable costs of providing copies of the minutes.

37 By-laws

- 37.1 The management committee may make, amend or repeal policies, procedures and by-laws, not inconsistent with these rules, for the internal management of the Association.
- 37.2 A policy, procedure or by-law may be set aside by a vote of members at a general meeting of the Association.

38 Alteration of rules

- 38.1 Subject to the Act, these rules may be amended, repealed or added to by a special resolution passed at a general meeting.
- 38.2 An amendment, repeal or addition is valid only if it is registered by the Office of Fair Trading.

39 Common seal

- 39.1 The management committee must ensure the Association has a common seal.
- 39.2 The common seal must be:
- (a) kept securely by the management committee; and
 - (b) used only under the authority of the management committee.
- 39.3 Each instrument to which the seal is attached must be signed by a member of the management committee and countersigned by:

- (a) the secretary;
- (b) another member of the management committee; or
- (c) someone authorised by the management committee.

40 Funds and accounts

- 40.1 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.
- 40.2 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.
- 40.3 All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- 40.4 A payment by the Association of \$100 or more must be made by cheque or electronic funds transfer.
- 40.5 If a payment of \$100 or more is made by cheque, the cheque must be signed by any two of the following:
 - (a) the president;
 - (b) the secretary;
 - (c) the treasurer; or
 - (d) any one of three other members of the Association who have been authorised by the management committee to sign cheques issued by the Association.
- 40.6 One of the persons who signs the cheque must be the president, the secretary or the treasurer.
- 40.7 Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- 40.8 A petty cash account must be kept, and the management committee must decide the amount of petty cash to be kept in the account.
- 40.9 All expenditure must be approved or ratified at a management committee meeting.

41 General financial matters

- 41.1 As soon as practicable after the end of each financial year the treasurer must cause to be prepared a financial statement containing particulars of:
 - (a) the income and expenditure for the financial year just ended; and
 - (b) the assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.

- 41.2 All such financial statements must be examined in accordance with the provisions of the Act and be presented to the secretary prior to the holding of the annual general meeting next following the financial year in respect of which such examination was made.
- 41.3 In accordance with the provisions of the Act the party examining the financial statements under rule 41.2 must prepare a signed audit report or statement, whichever is applicable.
- 41.4 If required by the Act, within one month after the financial statement and signed statement or audit report are received by a general meeting in accordance with rule 29, the following must be lodged with the Office of Fair Trading:
- (a) a copy of the financial statement for the reportable financial year:
 - (i) as adopted at the annual general meeting of the Association, signed and dated by the president or treasurer; or
 - (ii) as presented to the annual general meeting of the Association, if it is not adopted at the meeting, signed and dated by the president or treasurer;
 - (b) a copy of the signed audit report or statement, whichever is required in accordance with the Act;
 - (c) a return in the approved form; and
 - (d) any fees prescribed under a regulation.

42 Not-for-profit

- 42.1 The income and property of the Association must only be applied towards promoting the Association's objects set out in rule 3.1.
- 42.2 No income or property of the Association may be paid or transferred, directly or indirectly, to a member except for payments to a member:
- (a) in return for services rendered by, or goods supplied, by the member to the Association in the ordinary and usual course of business;
 - (b) for reasonable and proper rent for premises leased by a member to the Association; or
 - (c) as principal payments on money lent by the member, and interest payments if the interest is at a commercial rate.
- 42.3 No income or property of the Association may be paid or transferred, directly or indirectly, to a director on account of remuneration for services provided by the management committee members in their capacity as a management committee member.
- 42.4 All payments to management committee members must be approved by the management committee members including, but not limited to:
- (a) out-of-pocket expenses incurred by a management committee member in performing a duty as a management committee member; and
 - (b) a service rendered to the Association by a management committee member in a professional or technical capacity or as an employee, other than in the capacity as a management committee member where:

- (i) the provision of the service has the prior approval of the management committee members; and
- (ii) the amount payable is not more than an amount which commercially would be reasonable payment for the service.

43 Documents

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

44 Financial year

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

45 Distribution of Surplus Assets to another entity

45.1 This rule applies if the Association:

- (a) is wound-up under part 10 of the Act; and
- (b) has Surplus Assets.

45.2 The Surplus Assets must not be distributed among the members of the Association.

45.3 Subject to rule 45.4, the Surplus Assets must be given to another organisation:

- (a) having objects similar to the Association's objects;
- (b) which is charitable at law; and
- (c) the rules of which prohibit the distribution of the entity's income and assets to its members.

45.4 If the Association has been approved as a deductible gift recipient and is wound up or its approval is revoked (whichever occurs first), then any surplus of the following assets shall be transferred to another organisation with similar objects, which is charitable at law and to which income tax deductible gifts can be made (such as another public benevolent institution in Australia):

- (a) gifts of money or property for the principal purpose of the organisation;
- (b) contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation; and
- (c) money received by the organisation because of such gifts and contributions.

46 Dispute resolution

46.1 All members and the management committee must in good faith try to resolve between themselves any dispute arising out of or in relation to these rules or any by-laws, policy or procedure for the Association.

- 46.2 If, after attempting to resolve a dispute between themselves, the parties cannot agree on a solution to the dispute, a party may make a formal complaint (**Dispute Notice**) to the management committee which must:
- (a) be in writing;
 - (b) identify the complaint and the issue to be resolved; and
 - (c) advise whether a resolution to the issue has been sought as between the parties themselves.
- 46.3 Upon receipt of a Dispute Notice the secretary must advise the complainant that the Dispute Notice has been received and forward a copy of the Dispute Notice to the party against who the complaint is made, within 14 days of receipt of the Dispute Notice:
- (a) seeking a response from the party against who the complaint is made; and
 - (b) seeking 'without prejudice' an early resolution to the complaint.
- 46.4 In an early resolution of the complaint is not possible, the secretary must refer the complaint to an independent mediator.
- 46.5 The mediator must be asked to assess the merit of the complaint and contact both parties to the dispute to determine if the complaint can be resolved through a mediation process.
- 46.6 If the mediation is successful, the parties to the dispute will sign a statement to that effect which will be held at the office of the Association for a period of seven years.
- 46.7 If the mediation under rule 46.6 is unsuccessful, the management committee is to consider appointing an Arbitrator who is to be an independent person with expertise in dispute resolution to determine the dispute between the parties and to refer their findings to the management committee.