

2024

MANAGEMENT COMMITTEE GUIDE

SUPPORTING DOCUMENTS

- Minutes
- Funding Agreements
- Code of Conduct
- Risk Management Guide -
Mandatory Standards



Table of contents

1. Interpretation	1
2. Name	1
3. Objects	1
4. Powers	2
5. Income and property of the association	2
6. Classes of members	3
7. New membership	3
8. Life Membership	3
9. Membership fees	3
10. Admission and rejection of new members	4
11. When membership ends	4
12. Appeal against rejection or termination of membership	5
13. General meeting to decide appeal	5
14. Register of members	5
15. Prohibition on use of information on register of members	6
16. Appointment or election of secretary	6
17. Removal of secretary	7
18. Functions of secretary	7
19. Membership of management committee	7
20. Electing the management committee	8
21. Resignation, removal or vacation of office of management committee member	8
22. Vacancies on management committee	9
23. Functions of management committee	9
24. General duties	10
25. Conflict of Interest	11
26. Meetings of management committee	11
27. Quorum for, and adjournment of, management committee meeting	12
28. Special meeting of management committee	12
29. Minutes of management committee meetings	13
30. Delegations	13

31. Appointment of subcommittees	13
32. Acts not affected by defects or disqualifications	14
33. Resolutions of management committee without meeting	14
34. First annual general meeting	14
35. Subsequent annual general meetings	14
36. Business to be conducted at annual general meeting	14
37. Notice of general meeting	15
38. Quorum for, and adjournment of, general meeting	16
39. Procedure at general meeting	16
40. Voting at general meeting	17
41. Special general meeting	17
42. Proxies	18
43. Minutes of general meetings	20
44. By-laws	20
45. Alteration of rules	20
46. Common seal	20
47. Funds and accounts	21
48. General financial matters	21
49. Documents	22
50. Financial year	22
51. Event of winding up or cancellation	22
52. Revocation of endorsement as a deductible gift recipient	23
53. Certification	23

Rules of Central Queensland Community Legal Centre Inc

1. Interpretation

(1) In these rules -

Act means the *Associations Incorporation Act 1981* (Qld) as modified or amended from time to time.

ACNC Act means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth) as modified or amended from time to time.

branch means a location [established by the management committee] other than the main office of the association where the association provides services and where records are stored on the premises.

branch nominee means a person nominated by a branch sub-committee pursuant to sub-rule 20(1)(a).

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 other than by retiring at an annual general meeting.

deductible contribution means a contribution that is deductible under Items 7 or 8 of the table in subsection 30-15(2) of the ITAA97 and any amendment or re-enactment of these.

ITAA97 means the *Income Tax Assessment Act 1997* (Cth).

member means a member of the management committee or the association, as the context requires.

present-

(a) at a management committee meeting, see rule 26(6); or

(b) at a general meeting, see rule 39(2).

Regulations means the *Associations Incorporation Regulation 1999* (Qld) as modified or amended from time to time.

(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

(1) The name of the incorporated association is CENTRAL QUEENSLAND COMMUNITY LEGAL CENTRE INC (***the association***).

3. Objects

(1) The association is an incorporated association, and is a not-for-profit, non-political entity established and located in Australia for the purpose of providing relief to socio-economically disadvantaged residents of the Central Queensland and Western Queensland regions through the provision of free and accessible legal information, advice and services (**Principal Purpose**).

- (2) Without limiting rule 3(1), the Principal Purpose will be furthered by means and activities including:
- (a) the provision of:
 - (a) legal information, advice and services;
 - (b) online resources regarding legal rights and obligations; and
 - (c) education in relation to legal rights and obligations, to socio-economically disadvantaged residents of communities in the Central Queensland and Western Queensland regions;
 - (b) facilitating and operating:
 - (a) outreach legal clinics; and
 - (b) legal advice clinics, for socio-economically disadvantaged residents in the Central Queensland and Western Queensland regions; and
 - (c) engaging in advocacy in furtherance of the Principal Purpose.

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.

5. Income and property of the association

- (1) The association must not distribute, pay or transfer any income or assets directly or indirectly to its members, including by way of bonus, dividend or other similar payment, except as provided by rules 5(2) and 51.
- (2) Rule 5(1) does not stop the association from doing the following things, provided they are done in good faith:
 - (a) paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the association; or
 - (b) making a payment to a member in carrying out the association's Principal Purpose.

6. Classes of members

- (1) The membership of the association consists of the following classes of members who must support the objects of the association —
 - (a) ordinary members (individual persons);
 - (b) life members (individual person);
 - (c) corporate members (a company or incorporated association); and
 - (d) charitable members (a charitable organisation).
- (2) The number of any of the above classes of members is unlimited.
- (3) A life member is one who may be awarded such membership under rule 8 after ten years of devoted work for the association.
- (4) Ordinary and life individual members may vote and are eligible for election to the management committee.
- (5) Corporate and charitable members may not vote and are not eligible for election to the management committee.

7. New 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.

8. Life Membership

Life membership is available to current or former ordinary members who the association, by special resolution, has determined are deserving of life membership because of outstanding meritorious service to the association.

9. Membership fees

- (1) The membership fee for each ordinary membership and for each other class of membership (if any)—
 - (a) is the amount decided by the members from time to time at a general meeting; and
 - (b) is payable when, and in the way, the management committee decides.
- (2) A member of the incorporated association who, before becoming a member, has paid the members annual subscription for membership of the unincorporated association on or before a day fixed by the management committee, is not liable to pay a further

amount of annual subscription for the period before the day fixed by the management committee as the day on which the next annual subscription is payable.

10. Admission and rejection of new members

- (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.
- (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 such insurance.
- (3) The management committee must decide at the meeting whether to accept or reject the application.
- (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 for the class of membership applied for.
- (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.

11. 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 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.
- (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.
 - (e) becomes uncontactable for a period exceeding 6 months via all contact details in the register of members.
- (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, except when termination is under subrule 11(3)(e).

- (5) Except when the termination is under sub-rule 11(3)(e), 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.
- (6) A member's membership will automatically end if:
 - (a) the member dies; or
 - (b) the association receives a written notification of appointment of a personal representative, guardian, trustee or other person to administer the member's person, estate or property.

12. Appeal against rejection or termination of membership

- (1) A person whose application for membership has been rejected, or whose membership has been terminated by the board, 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 1 month after receiving the notice, call a general meeting to decide the appeal.
- (4) A member has no right of appeal against the member's automatic cessation of membership under rule 11(6).

13. General meeting to decide appeal

- (1) The general meeting to decide an appeal must be held within 3 months after the secretary receives the notice of intention to appeal.
- (2) 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.
- (3) Also, the management committee and the members of the committee who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.
- (4) An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.
- (5) 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.

14. Register of members

- (1) The management committee must keep a register of members of the association.
- (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 ceasing to be a member;
 - (e) Details about the termination or reinstatement of membership;
 - (f) Any other particulars the management committee or the members at a general meeting decide.
- (3) Only members of the association may inspect the register .
- (4) A member may inspect only their own personal details included on the register by contacting the secretary to arrange such inspection.
- (5) However, the management committee may, on the application of a member of the association, withhold information about the member (other than the member's 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 or the association at risk of harm or non-compliance with any applicable law.

15. Prohibition on use of information on register of members

- (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 .
- (2) Sub-rule 15(1) does not apply if the use or disclosure of the information is approved by the association.

16. Appointment or election of secretary

- (1) The secretary must be an adult 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-
 - (a) a member of the associations management committee;
 - (b) another member of the association;
 - (c) another person
- (2) 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.
- (3) If the management committee appoints a person mentioned in sub-rule 16(1)(b)(b) as secretary, other than to fill a casual vacancy on the management committee, the person does not become a member of the management committee.

- (4) However, if the management committee appoints a person mentioned in sub-rule 16(1)(b)(b) as secretary to fill a casual vacancy on the management committee, the person becomes a member of the management committee.
- (5) If the management committee appoints a person mentioned in sub-rule 16(1)(b)(c) as secretary, the person does not become a member of the management committee.

17. Removal of secretary

- (1) (1) The management committee of the association may at any time remove a person appointed by the committee as the secretary.
- (2) If the management committee removes a secretary who is a person mentioned in sub-rule 16(1)(b)(a), the person remains a member of the management committee.
- (3) If the management committee removes a secretary who is a person mentioned in sub-rule 16(1)(b)(b) and who has been appointed to a casual vacancy on the management committee under rule 16(5), the person remains a member of the management committee.

18. 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; and
- (b) keeping minutes of each meeting; and
- (c) keeping copies of all correspo
- (d) ndence and other documents relating to the association; and
- (e) maintaining the register of members of the association.

19. Membership of management committee

- (1) The management committee of the association consists of:
 - (a) the president;
 - (b) the vice president;
 - (c) the treasurer;
 - (d) any other members the association members elected at a general meeting, and;
 - (e) branch nominee, an ex-officio member with right of audience and debate.
- (2) A member of the management committee, other than a secretary appointed by the management committee under sub-rule 16(1)(b)(c), 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.
- (4) A member of the association may be appointed to a casual vacancy on the management committee under rule 22.

20. Electing the management committee

- (1) A member of the management committee may only be elected as follows-
 - (a) in the case of proposed branch nominees, each branch sub-committee may nominate one member of the association to serve as a branch nominee, provided that the person:
 - (a) is an individual;
 - (b) resides within the local government area of the branch; and
 - (c) is not an employee of the association; and
 - (b) in the case of proposed members of the management committee other than branch nominees, any 2 members of the association may nominate another member to serve as a member of the management committee, (each nominee referred to in sub-rules 20(1)(a) and 20(1)(b), a **candidate**);
 - (c) the nomination of the proposed member of the management committee other than branch nominee pursuant to sub-rule 20(1)(b) must be
 - (a) in writing; and
 - (b) signed by the candidate and the members who nominated him or her; and
 - (c) given to the secretary at least 14 days before the annual general meeting at which the election is to be held;
- (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 the Act or the ACNC Act.
- (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 7 days immediately preceding the annual general meeting.
- (4) If required by the management committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- (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.

21. Resignation, removal or vacation of office of management committee member

- (1) A member of the management committee may resign from the committee by giving written notice of resignation to the secretary.
- (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.
- (3) A member may be removed from office at a general meeting of the association if that member voluntarily resigns as a committee member or a majority of the members present and eligible to vote 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 rule.
- (6) A member immediately vacates the office of member of the management committee:
 - (a) in the circumstances mentioned in section 64(2) of the Act; or
 - (b) if the member becomes otherwise ineligible to be a member of the management committee under the Act or the ACNC Act.

22. Vacancies on management committee

- (1) Subject to paragraph (2) 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. In the case of a casual vacancy of a Branch nominee, the Branch Committee will nominate a committee member to fill the vacancy until the next annual general meeting provided the member:
 - (a) has been nominated by the same branch sub-committee that nominated the member whose departure created the vacancy; and
 - (b) meets the requirements for a branch nominee set out in sub-rule 20(1)(a).
- (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 rule 27(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.

23. Functions of management committee

- (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.
- (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.

Note

The Act prevails if the association's rules are inconsistent with the Act - see section 1D of the Act.

- (3) The management committee may exercise the powers of the association-
 - (a) to borrow, raise or secure the payment of amounts in a way the members of the association decide;

- (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 associations property, both present and future; and
 - (c) to purchase, redeem or pay off any securities issued;
 - (d) to borrow amounts from members and pay interest on the amounts borrowed;
 - (e) to mortgage or charge the whole or part of its property;
 - (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association;
 - (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.
- (4) For sub-rule 23(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 1 financial institution for the association-the financial institution nominated by the management committee.

24. General duties

- (1) As soon as practicable after being elected or appointed to the management committee, each member of the management committee must become familiar with these rules and the Act.
- (2) The management committee is collectively responsible for ensuring that the association complies with the Act and that individual members of the management committee comply with these rules.
- (3) The members of the management committee must comply with their duties as directors under legislation and common law (judge-made law), which generally are to:
 - (a) ensure the association keeps financial records in accordance with the Act and that its financial affairs are managed responsibly;
 - (b) exercise their powers and discharge their duties with reasonable care and diligence;
 - (c) exercise their powers and discharge their duties:
 - (a) in good faith in the best interests of the association; and
 - (b) for a proper purpose.
 - (d) not make improper use of:
 - (a) their position; or
 - (b) information acquired by virtue of holding their position-
so as to gain a pecuniary benefit or material advantage for themselves or any other person or to cause detriment to the association;

- (e) disclose any material personal interest in the manner set out in rule 25; and
- (f) not allow the association to operate while it is insolvent.

Note

See also Divisions 2 and 3 of Part 7 of the Act which sets out the general duties of the office holders of an incorporated association effective from the date of commencement of those provisions.

25. Conflict of Interest

- (1) A member of the management committee who has a material personal interest in a matter being considered at a management committee meeting must:
 - (a) as soon as the member becomes aware of the interest, disclose the nature and extent of that interest to the management committee; and
 - (b) disclose the nature and extent of that interest at the next general meeting.
- (2) The member—
 - (a) must not be present while the matter is being considered at the meeting; and
 - (b) must not vote on the matter,
 - unless the remaining members of the management committee decide the member who has a material personal interest in the matter may—
 - (c) be present while the matter is being considered at the meeting; or
 - (d) vote on the matter.

Note

Under section 70C(5) of the Act (effective from the date of commencement of that provision), if there are insufficient board members to form a quorum because a member who has a material personal interest is disqualified from voting on a matter, a general meeting may be called to deal with the matter.

- (3) This rule 25 does not apply to a material personal interest—
 - (a) that exists only because the member belongs to a class of persons for whose benefit the association is established; or
 - (b) that the member has in common with all, or a substantial proportion of, the members of the association.
- (4) Rule 25(1) does not apply to a material personal interest that exists only because the member is an employee of the association.

MANAGEMENT COMMITTEE MEETINGS

26. Meetings of management committee

- (1) Subject to this rule, the management committee may meet and conduct its proceedings as it considers appropriate.
- (2) The management committee must meet at least once every 4 months to exercise its functions.
- (3) The management 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 management committee.
- (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.
- (6) A committee member who participates in the meeting as mentioned in sub-rule 26(5) is taken to be present at the meeting.
- (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 question is decided in the negative.
- (8) The president is to preside as chairperson at a management committee meeting or if there is no president or if the president is not present within 10 minutes after the time fixed for a management committee meeting, the vice-president shall be the chairperson, or if the vice-president is not present at the meeting, then the members may choose 1 of their number to preside as chairperson at the meeting.

27. Quorum for, and adjournment of, management committee meeting

- (1) At a management committee meeting, more than 50% of the members elected to the committee as at the close of the last general meeting of the members form a quorum.
- (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.
- (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 1 day; and
 - (b) the members of the management committee who are present are to decide the day, time and place of the adjourned meeting.
- (4) If, at an adjourned meeting mentioned in sub-rule 27(3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

28. Special meeting of management committee

- (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.
- (2) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.
- (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.
- (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.

- (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.

29. Minutes of management committee meetings

- (1) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings including any material personal interest disclosed under rule 25) of each management committee meeting are entered in a minute book.
- (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.

30. Delegations

- (1) The management committee may delegate to a member of the management committee, a subcommittee, a member of the association or staff, any of its powers and functions other than:
- (a) this power of delegation; or
 - (b) a duty imposed on the management committee by the Act or any other law.
- (2) The delegation must be in writing and may be subject to conditions and limitations the management committee considers appropriate.
- (3) The management committee may, in writing, revoke a delegation wholly or in part.

31. Appointment of subcommittees

- (1) The management committee may appoint a subcommittee consisting of members of the association considered appropriate by the management committee to help with the conduct of the association's operations.
- (2) A subcommittee may only exercise delegated powers in the way the management committee decides.
- (3) Without limiting rule 31(1), the management committee may appoint:
- (a) an executive subcommittee consisting of the president, vice-president, treasurer and any other members of the association considered appropriate by the management committee to assist with the conduct of the association's operations. The president will act as the chairperson of the executive subcommittee; and
 - (b) a branch sub-committee for each branch consisting of members of the association considered appropriate by the management committee to assist with the conduct of operations of the relevant branch.
- (4) A member of the subcommittee who is not a member of the management committee is not entitled to vote at a management committee meeting.
- (5) If the management committee has not appointed a chairperson of the subcommittee, then the subcommittee may elect a chairperson of its meetings.
- (6) 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.
- (7) A subcommittee may meet and adjourn as it considers appropriate.

- (8) 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.

32. 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) Sub-rule 32(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.

33. Resolutions of management committee without meeting

- (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.
- (2) A resolution mentioned in sub-rule 33(1) may consist of several documents in like form, each signed by 1 or more members of the committee.

ANNUAL GENERAL MEETINGS

34. First annual general meeting

The first annual general meeting must be held within 6 months after the end date of the association's first reportable financial year.

35. Subsequent annual general meetings

Each subsequent annual general meeting must be held-

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

36. Business to be conducted at annual general meeting

- (1) The following business must be conducted at each annual general meeting of the Association:
- (a) Receiving and presenting the following documents to the meeting for adoption:
 - (i) if the association is required under the Act or the ACNC Act to prepare a financial statement for the association's last reportable financial year- the financial statement prepared under that legislation;

- (ii) if the association is required under the Act or the ACNC Act to prepare an audit report – that audit report the audit report prepared and signed under that legislation; and
 - (iii) of the association is required under the Act to prepare a verification statement – the verification statement prepared and signed under the Act.
 - (iv) report - the audit report prepared and signed under that legislation; and
 - (v) if the association is required under the Act to prepare a verification statement - the verification statement prepared and signed under the Act.
- (b) electing members of the management committee;
 - (c) appointing an auditor or accountant for the present financial year (if required to be appointed under the Act or the ACNC Act); and
 - (d) if required to be appointed under the Act or the ACNC Act and;
 - (e) any other business required to be dealt with at an annual general meeting under the Act, the Regulations or the ACNC Act.
- (2) The annual general meeting may also conduct any other business of which notice has been given with these rules.

GENERAL MEETINGS

37. 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 member of the association.
- (3) If the secretary is unable or unwilling to call the meeting, the president must call the meeting.
- (4) The management committee may decide the way in which the notice must be given.
- (5) However, 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-
 - (a) to reject the person's application for membership of the association; or
 - (b) to terminate the person's membership of the association;
 - (b) a meeting called to hear and decide a proposed special resolution of the association.
- (6) A notice of a general meeting must state the business to be conducted at the meeting.

38. Quorum for, and adjournment of, general meeting

- (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 1.
- (2) However, if all members of the association are members of the management committee, the quorum is the total number of members less 1.
- (3) No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- (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.
- (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 7 days; and
 - (b) the management committee is to decide the day, time and place of the adjourned meeting.
- (6) If at an adjourned meeting, a quorum is not present within 30 minutes after the time fixed for the meeting, the members present form a quorum.
- (7) 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.
- (8) If a meeting is adjourned under sub-rule 38(7), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (9) 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.
- (10) 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.

39. Procedure at general meeting

- (1) A member may take part and vote in a general meeting in person, by proxy, or by attorney and by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (2) A member who participates in a meeting as mentioned in sub-rule 39(1) is taken to be present at the meeting.
- (3) At each general meeting-
 - (a) the president is to preside as chairperson; and
 - (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 vice-president shall be the chairperson, or if the vice-president is not present, or is unwilling to act, then 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.

40. Voting at general meeting

- (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.
- (2) Each member present and eligible to vote is entitled to 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
- (3) 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.
- (4) The method of voting is to be decided by the management committee.
- (5) However, if at least 20% of the member's present demand a secret ballot, voting must be by secret ballot.
- (6) If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.
- (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.

41. Special general meeting

- (1) The secretary must call a special general meeting by giving each member of the association 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-
 - (a) at least 33% of the number of members of the management committee when the request is signed; or
 - (b) at least the number of ordinary members of the association equal to double the number of members of the association on the management committee when the request is signed plus 1; or
 - (c) being given a written notice of an intention to appeal against the decision of the management committee--
 - (a) to reject an application for membership; or
 - (b) to terminate a person's membership.
- (2) A request mentioned in sub-rule 41(1)(b) must state--
 - (a) why the special general meeting is being called; and
 - (b) the business to be conducted at the meeting.
- (3) A special general meeting must be held within 3 months after the secretary-
 - (a) is directed to call the meeting by the management committee; or
 - (b) is given the written request mentioned in sub-rule 41(1)(b); or
 - (c) is given the written notice of an intention to appeal mentioned in sub-rule 41(1)(c).
- (4) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

42. Proxies

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

CENTRAL QUEENSLAND COMMUNITY LEGAL CENTRE INC:

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

- (2) The instrument appointing a proxy must if the appointer is an individual-be signed by the appointer or the appointer's attorney properly authorised in writing.
- (3) A proxy may be a member of the association or another person.
- (4) The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- (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.
- (6) **If the instrument appointing a proxy purports to be executed under a power of attorney or other authority, the original document or a certified copy of it must be received by the association before the start of the meeting or adjourned meeting.**
- (7) Unless otherwise instructed by the appointer, the proxy may vote as the proxy considers appropriate.
- (8) If a member wants a proxy to vote for or against, or abstain from voting on, a resolution, the instrument appointing the proxy must be in the following or similar form

CENTRAL QUEENSLAND COMMUNITY LEGAL CENTRE INC:

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*/*abstaining from [*strike out whichever is not wanted*] the following resolutions-

[List relevant resolutions]

- (9) A vote cast in accordance with an appointment of proxy or power of attorney is valid even if before the vote was cast the appointor:
- (a) died;
 - (b) became mentally incapacitated; or
 - (c) revoked the proxy or power,
- unless any written notification of the unsoundness of mind or revocation was received by the association before the start of relevant meeting or adjourned meeting.

43. Minutes of general meetings

- (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.
- (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.
- (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.
- (4) The association may require the member to pay the reasonable costs of providing copies of the minutes.

44. 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.

45. Alteration of rules

- (1) Subject to the Act, 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.

46. Common seal

- (1) The association may have a common seal.

- (2) If the association has a common seal:
 - (a) the common seal must be-
 - (a) kept securely by the management committee; and
 - (b) used only under the authority of the management committee; and
 - (b) 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 authorised by the management committee.

47. 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) A payment by the association of \$100 or more must be made by cheque, credit card or electronic funds transfer.
- (5) If a payment of \$100 or more is made by cheque **or electronic funds transfer**, the cheque or **electronic funds transfer** must be signed or **authorised (as applicable) by any 2 of the following-**
 - (a) the president;
 - (b) the vice-president;**
 - (c) the secretary;
 - (d) the treasurer;
 - (e) any 1 of 3 other members of the association who have been authorised by the management committee to sign cheques issued by the association **or authorise the transfer (as applicable).**
- (6) However, 1 of the persons who signs the cheque must be the president, vice – president, the secretary or the treasurer.
- (7) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- (8) 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.
- (9) All expenditure must be approved or ratified at a management committee meeting.

48. General financial matters

- (1) On behalf of the management committee, the treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.

- (2) The income and property of the association must be used solely in promoting the association's Principal Purpose.

49. Documents

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

50. Financial year

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

51. Event of winding up or cancellation

- (1) This rule applies if:
- (a) the association:-
 - (a) is wound-up under part 10 of the Act; or
 - (b) the incorporation of the association is cancelled under,
and
 - (b) the association has surplus assets.
- (2) The surplus assets must not be distributed among the members of the association unless that member is a charity described in sub-rule 51(3).
- (3) Subject to sub-rule 51(4) upon the winding up of the association or the cancellation of the incorporation of the association, any surplus assets must be given or transferred to another entity which is registered as a charity with the Australian Charities and Not-for-profits Commission and which, by its constitution or rules, is:
- (a) required to pursue charitable purpose(s) only which are similar to, or inclusive of the Principal Purpose of the association;
 - (b) required to apply its income and property in promoting its purpose(s); and
 - (c) prohibited from making any distribution to its members to at least the same extent as the association.
- (4) If the association is endorsed as a deductible gift recipient under the ITAA97, upon the winding up of the association or the cancellation of the incorporation of the association, any surplus:
- (a) gifts of money or property received by the association for the Principal Purpose of the association;
 - (b) deductible contributions received by the association in relation to a fund-raising event held for the Principal Purpose of the association; and
 - (c) money received by the association because of the gifts or deductible contributions mentioned in sub-rules 51(4)(a) or (b) including, without limitation, any money received because of the investment of those gifts or deductible contributions,
will be given or transferred to another fund, authority or institution:
- (d) which is charitable at law and has objects which are similar to, or inclusive of, the Principal Purpose of the association;
 - (e) which is required to apply its income and property in promoting its purpose(s);

- (f) gifts to which can be deducted under Division 30 of the ITAA97; and
- (g) which has constituent documents which prohibit the distribution of its income and property among its members to at least the same extent as the association,

such fund, authority or institution to be determined by special resolution of the members at or before the winding up or the cancellation of the incorporation of the association and in default, by application to the Supreme Court of Queensland for determination.

- (5) In this rule- **surplus assets** has the meaning given under section 92(3) of the Act.

- (1) If the association's endorsement as a deductible gift recipient in accordance with Division 30 of the ITAA97 is revoked, any surplus:

52. ~~Revocation of endorsement as a deductible gift recipient~~
- (a) gifts of money or property received by the association for the Principal Purpose of the association;
 - (b) deductible contributions received by the association in relation to a fund-raising event held for the Principal Purpose of the association; and
 - (c) money received by the association because of the gifts or Deductible Contributions mentioned in sub-rules 52(1)(a) or (b) including, without limitation, any money received because of the investment of those gifts or Deductible Contributions,

will be given or transferred to another fund, authority or institution:

- (d) which is charitable at law and has objects which are similar to, or inclusive of, the Principal Purpose of the association;
- (e) which is required to apply its income and property in promoting its purpose(s);
- (f) gifts to which can be deducted under Division 30 of the ITAA97; and
- (g) which has constituent documents which prohibit the distribution of its income and property among its members to at least the same extent as the association,

such fund, authority or institution to be determined by special resolution of the members and in default, by application to the Supreme Court of Queensland for determination.

53. Certification

We certify that this is a true and correct copy of the rules of Central Queensland Community Legal Centre Inc.

.....
Signature of President

.....
Signature of Secretary

.....
Name of President

.....
Name of Secretary