



NOTICE OF ANNUAL GENERAL MEETING

Dear Member,

We hope that you are well. We invite you to attend our upcoming annual general meeting (AGM). At this meeting, we will elect the new leaders of our Association. We will then spend some time having a get together so we can all catch-up and share news.

Place: New Farm Library, 135 Sydney St, New Farm QLD 4005

Time: Arrival from 12:45pm for a 1:05pm start, Saturday 6th July.

Please see below:

- explanation of what an annual general meeting is and what will happen (Section 1)
- explanation of who can nominate for election and what rules apply (Section 2)
- proxy form (Attachment B)
- agenda (Attachment C)
- previous minutes of the annual general meeting (Attachment D)
- minutes from the March special general meeting (Attachment E).

Reminder: if you wish to nominate for a Board position, you must do so by **midnight Sunday 23 June 2024**.

Kind regards,

The Board

Queensland Powerchair Football Association Inc. (IA41299).

Note to Members:

This Notice is quite long. If it is hard to read, we suggest you ask someone else to explain it. You can also email qpfa@gmail.com.





QUEENSLAND POWERCHAIR FOOTBALL ASSOCIATION INC.
ORG NO IA41299 / ABN 80736291961
qldpfa@gmail.com | 0438 948 802 | 31 Brittainy Street Petrie Q 4502
Page 2





1. EXPLANATION

What is an AGM?

An annual general meeting (AGM) is a meeting where all the Members of the Association come together to vote on who the next leaders will be.

What will happen at our AGM?

At our annual general meeting, we will:

- accept the minutes of the last annual general meeting and March special general meeting
- elect Directors.

You will also be given an opportunity to:

- find out about the Association's operations and finances
- ask questions about the operations and finances of the Association
- speak about any items on the agenda
- vote on any resolutions proposed.

Note: 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.¹

How do I vote?

Under our current Constitution, the following people may vote:

- Ordinary Members – may vote
- Volunteer Financial Members – may vote
- Volunteer Non-Financial Members – cannot vote
- Supporter Members – may vote, but their vote is worth only a quarter vote.²

You can four ways to vote:

- in person

¹ Constitution cl 38(3).

² Constitution cl 5(2).





- by proxy
- by attorney
- by using technology.³

To vote by “proxy” means to appoint someone else to vote on your behalf, including someone who is not a member. If you would like to do this, you must:

- complete the form in Attachment B (including electronically)
- sign it (including electronically, such as by typing your name in all capitals)
- give it to the secretary Izzi Harman (for example, by email to qldpfa@gmail.com) before the annual general meeting starts.⁴

Why are financial statements not being ratified?

If you have been involved in incorporated associations before, you may be concerned that we are not moving financial statements.

The Association is a “small incorporated association”.⁵ Normally, the Association as a small incorporated association would be required to prepare an annual financial statement and prepare a verification statement verifying the status of the Association’s financial records.⁶ However, as the Association is a charity subject to charity reporting obligations, we are not required to do so.⁷ Instead, we must follow our charity reporting requirements. This is to avoid duplication of reporting.

Under the Charities Act, the Association is a “small registered entity”.⁸ For that reason, the Association is required to submit an annual information statement to the Charities Commission.⁹ However, the Association is not required to submit annual financial reports.¹⁰

To ensure transparency to our members, the Association’s financial statements, along with the Association’s financial records, are available for inspection on request.

³ Constitution cl 37(1).

⁴ Constitution cl 40.

⁵ That term is defined in s 58 of the Associations Act. Under Associations Regulation s 9BB, the assets threshold has been lifted to \$300,000, and income threshold has been lifted to \$150,000.

⁶ Associations Act ss 59A, 59AB; Constitution cl 34.

⁷ Associations Act ss 59A(2)–(3), 59AB(2)–(4); Associations Regulation s 9C.

⁸ That term is defined in s 205-25(1) of the Charities Act. Under the Charities Regulations, the revenue threshold has been lifted to \$500,000.

⁹ Charities Act s 60-5.

¹⁰ Small registered entities are not covered by the Charities Act s-div 60-C.





2. RULES FOR ELECTION

What positions are up for election?

Although the Members may decide to elect more Directors than we propose, we propose to only elect six (6) Directors in line with the new Governance Structure approved by the Board. This is attached at Attachment A.

Therefore, we request nominations for the following positions:

- President
- Operations Director (Vice President)
- Financial Director (Treasurer)
- Technical Director
- Secretary (optional / non-essential)
- Non-Executive Director – one person who has no defined role and how provides an outsider's perspective during Board meetings.

However, after the election of these positions, time will be allowed for the discussion of non-Director roles. Potentially, the new Board will appoint people to the following roles:

- State Coach
- Volunteers Coordinator
- Logistics Coordinator
- Assets Officer
- Marketing Officer
- Events Coordinator
- Fundraising Coordinator
- Sponsorship & Grants Officer

Position descriptions for all roles are available here:

<https://drive.google.com/file/d/1ExVx1HLwHrkJ-jPumcqviqoqGhpQT4iK/view?usp=sharing>





Who can nominate as a Director?

At an annual general meeting, any member may be elected as a Director, including current Directors. There is no limit on how many times a person can be a Director.¹¹

To be eligible to nominate as a Director, you must:

- be a Member of the Association¹²
- be an adult¹³
- not be convicted of an offence for which the rehabilitation period has not expired¹⁴
- in relation to finances
 - not be an undischarged bankrupt
 - have fully complied with any executed deed of arrangement which
 - have made your final payment as part of a composition you have entered into¹⁵
- under the Blue Card Act, not be a “restricted person”. In other words, you must not
 - hold a negative notice;
 - hold a working with children authority that is suspended;
 - be a disqualified person who does not hold a working with children authority;
 - be with a disqualifying offence the proceeding for which has not ended
 - be subject of an adverse interstate WWC decision¹⁶
- not be subject to one of the follow Disability Services Act
 - an NDIS exclusion
 - a suspended NDIS clearance
 - a interim bar (whether Queensland or interstate issued)
 - be a disqualified person.¹⁷

¹¹ Constitution cl 18(3).

¹² Constitution cl 19(1)(a).

¹³ Associations Act 61(2); Constitution cl 19(2)(a).

¹⁴ Associations Act s 61A(1); Constitution cl 19(2)(b).

¹⁵ Associations Act s 61A(2); Constitution cl 19(2)(b).

¹⁶ Constitution cl 19(2A); Association by-law P&P003, “Child and Youth People Safety and Safeguarding”.

¹⁷ Constitution cl 19(2A); Association by-law P&P005, “Disability Safety and Safeguarding”.





By nominating, you agree that you will, within 1 month of your appointment, obtain a blue card in accordance with Association by-law P&P003 "Child and Youth People Safety and Safeguarding" if you do not already hold a blue card.

Who can nominate for other roles?

Any person (even if not yet a Member) can nominate for the other roles, except for the Reference Representative and Club Representative Roles.

How do I nominate?

To nominate to be a Director of the Board, you must

- do it in writing (including electronically)
- sign it yourself (including electronically, such as by printing your name in all capitals)
- get another member to sign it (including electronically, such as by printing your name in all capitals)
- give it to the secretary Izzi Harman (for example, by email to qldpfa@gmail.com) within **by midnight Sunday 23rd June** date.¹⁸

To help you nominate, we have developed a nomination form which you can use which is attached to the email this notice relates to.

To nominate for any other position, you can visit this link:

- https://docs.google.com/forms/d/e/1FAIpQLSd4xmYRqfDaFtjFcUiY8bOl2BqtBLWn-idZuEGOjtcCnhrtJA/viewform?usp=sf_link

Please be advised that all nominations / applications will be made available to our members and will be kept on file.

¹⁸ Constitution cl 19(b).





3. TERMS USED

In this Notice:

Association means the Queensland Powerchair Football Association Inc. (IA41299).

Associations Act means the *Associations Incorporation Act 1981* (Qld).

Associations Regulation means the *Associations Incorporation Regulation 1999* (Qld).

Blue Card Act means the *Working with Children (Risk Management and Screen) Act 2000* (Qld).

Board means the Association's management committee.

Charities Act means the *Australian Charities and Not-for-profits Commission Act 2012* (Cwlth).

Charities Commission means the Australian Charities and Not-for-profits Commission.

Charities Regulation means the *Australian Charities and Not-for-profits Commission Regulations 2022* (Cwlth).

Constitution means the Association's constitution, which can be viewed at on the Charity Commission's website.¹⁹

Director means members of the Management Committee

Disability Services Act means the *Disability Services Act 2006* (Qld)

Members means a member of the Association.

Notice means this notice of annual general meeting.

¹⁹ <https://www.acnc.gov.au/charity/charities/fbe5f679-dedd-ee11-904d-00224893b0ed/documents/>





ATTACHMENT A – NEW GOVERNANCE STRUCTURE





ATTACHMENT B – PROXY FORM

To appoint a general proxy (can vote however they wish)

[Name of association]: 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 _____

To appoint a specific proxy (must vote according to what you write down)

[Name of association]: 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]





ATTACHMENT C – AGENDA

AGENDA FOR THE FINANCIAL YEAR 2023-24 ANNUAL GENERAL MEETING OF THE QUEENSLAND POWERCHAIR FOOTBALL ASSOCIATION INC

Place: New Farm Library, 135 Sydney St, New Farm QLD 4005

Time: arrival from 12:45 for a 1:05 pm start.

Order of business:

1. Acceptance of previous minutes of annual general meeting

Motion: That the previous minutes of the annual general meeting are accepted as a true and accurate record of that meeting.

2. Acceptance of minutes of the March special general meeting

Motion: That the previous minutes of the March special general meeting are accepted as a true and accurate record of that meeting.

3. Presentation of executive reports (excluding Secretary)

- a. President
- b. Secretary
- c. Treasurer

4. Election of Directors

5. Discussion about and appointment of other roles

6. Motion of thanks to outgoing Directors

Motion: That the immediate outgoing Directors are thanked for their work towards furthering the objects of the Association and their good management of the Association.





ATTACHMENT D – PREVIOUS ANNUAL GENERAL MEETING MINUTES

TO BE PROVIDED AT A LATER DATE





ATTACHMENT E – MARCH SPECIAL GENERAL MEETING

OUR SPECIAL MEETING

We started at 12:55.



We changed our rules to make QPFA a **charity**.

A **charity** is a special kind of club that helps people.



Being a charity makes it easier to get money from the government and business people.



Everyone who was there said yes.



We stopped at 1:03 pm.





**MINUTES OF
SPECIAL GENERAL MEETING
OF THE
QUEENSLAND POWERCHAIR FOOTBALL ASSOCIATION INC.**

Date: 09 March 2024

Attendees: Tyler Harmer, Thomas Byrne, Jessie McCarthy, Scott Harry, Tristram Peters, Samuel Uchytel, Thomas Latcham, Darcy Clews, Brennan Smoothy, Mark Warren, Tobias Kennett, Izzi Harman, Kevin Pretorius, Lincoln Matthews

Opening

Meeting opened 12:55 pm.

Item 1

Motion: That the Association agrees to amending the QPFA Constitution from the current Constitution (attached at Attachment A of the meeting notice) to the new Constitution (attached at Attachment B of the meeting notice).

Mover: Tobias Kennett (Treasurer)

Seconded: Mark Warren (President)

Discussion:

- Tobias Kennett – introductory speech explaining the background context and purpose of the changes, explaining how a SGM works and how to vote.
- Tristram Peters – offered comments in support of the motion.
- Izzi Harman – explained further background context, benefits of charity status and how voting works.

Motion put:

- In favour: Tyler Harmer, Thomas Byrne, Jessie McCarthy, Scott Harry, Tristram Peters, Samuel Uchytel, Thomas Latcham, Darcy Clews, Brennan Smoothy, Mark Warren, Tobias Kennett, Izzi Harman, Kevin Pretorius
- Against: nil
- Did not vote: Lincoln Matthews

Result: motion passed





Closure

Meeting closed 1:03 pm.





Constitution of the Queensland Powerchair Football Association Inc., IA41299

Approved via Special General Meeting held 09 March 2024

1 Interpretation

(1) In these rules—

Act means the *Associations Incorporation Act 1981*.

present—

- (a) at a management committee meeting, see rule 23(6); or
 - (b) at a general meeting, see rule 37(2).
- (2) A word or expression that is not defined in these rules, but is defined in the Act has, if the context permits, the meaning given by the Act.
- (3) The provision at section 47(1) of the Associations Incorporation Act 1981 does not apply.

2 Name

The name of the incorporated association is the “Queensland Powerchair Football Association Inc.” (***the association***).

3 Object

- (1) The association is established for the public charitable purposes of providing benevolent relief to people in need due to disability.
- (2) To achieve the charitable purposes of the association, the association may, for example, provide social activities, including social sports, which provide physical exercise, accessible social interactions, and a supportive community for person in need due to disability.

4 Powers

- (1) The association has the powers of the 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) NOT USED
- (4) The association may also issue secured and unsecured notes, debentures and debenture stock for the association.

5 Classes of members

- (1) The membership of the association consists of ordinary members, volunteer financial members, volunteer non-financial members and supporter members, and any other classes of membership created by the management committee from time to time.
- (2) The classes of membership represent the following:
 - 1. **Ordinary members**—are members of the association who participate in the activities and events conducted by the association. Their annual membership fee entitles them to participate in, without additional charge, the social powerchair football league and associated training run by the association. All other activities may come at an additional cost. As financial members, ordinary members have voting rights, rights to call meetings, count for quorum etc.
 - 2. **Volunteer financial members**—are members of the association who volunteer within the association to support it furthering its charitable purposes of providing benevolent relief to people in need due to disability. Volunteer financial members may themselves be persons in need due to disability. As financial members, volunteer financial members have voting rights, rights to call meetings, count for quorum etc.
 - 3. **Volunteer non-financial members**—are members of the association who volunteer within the association to support it furthering its charitable purposes of providing benevolent relief to people in need due to disability. Volunteer non-financial members may themselves be persons in need due to disability. Unlike volunteer financial members, volunteer non-financial members are not financial members. Despite





anything else within these rules, volunteer non-financial members shall not be charged a fee for membership but, consequently, shall not hold any voting right, rights to call meeting, count for quorum etc.

4. **Supporter members**—are members of the association who are members for the purpose of indirectly supporting the association through financial contributions. Supporter members have the right to attend the association's social powerchair football league as spectator. They may, for example, do ad hoc volunteering within the association and may, for example, attend fundraising activities of the association. As financial members, supporter financial members have voting rights, rights to call meetings, count for quorum etc. However, each supporter member's vote, signature or other act will only be treated as worth the value of one-quarter ($\frac{1}{4}$) of an ordinary member's or volunteer financial member's vote, signature or other act, such that four (4) support member's votes, signatures or other acts have the same value as one (1) ordinary member's or volunteer financial member's votes, signatures or other acts.

- (3) The number of ordinary members, volunteer financial members, volunteer non-financial members and supporter members are unlimited.

6 NOT USED

7 New membership

An application for membership must be—

- (a) in writing; and
- (b) signed by the applicant; and
- (c) in the form decided by the management committee.

8 Membership fees

- (1) The membership fee for ordinary members, volunteer financial members, supporter members and any other members that require the payment of fees—
- (a) is the amount decided by the management committee from time to time; and





(b) is payable when, and in the way, the management committee decides.

(2) NOT USED

9 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 the 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.

10 When membership ends or is suspended

- (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.
- (3A) Also, the management committee may terminate a member's membership if the member fails to comply with the provisions of any by-law of the association, or fails to fulfil requirements established under any by-law of the association, including the provisions of or requirements within a by-law relating to any of the following—
 - (a) child safety and safeguarding;
 - (b) disability safety and safeguarding;
 - (c) individual conduct.
- (3B) Also, the management committee may transfer a volunteer financial member's membership from a volunteer financial membership to a supporter membership if it is deemed that the volunteer financial member's volunteer services are no longer required.
- (3C) Also, the management committee may terminate a volunteer non-financial member's membership if it is deemed that the volunteer financial member's volunteer services are no longer required.
- (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.
- (4A) Subrule (4) does not apply where subrules (3B) or (3C) apply.
- (5) If, after considering all representations made by the member, the management committee decides to terminate the membership, the secretary of the committee must give the member a written notice of the decision.





10A When membership is suspended or limited

- (1) Where the management committee has the power to terminate a member's membership, the management committee also has the power to—
 - (a) suspend the member's membership; or
 - (b) limit the rights and privileges of the member under their membership.
- (2) Also, the by-laws of the association may provide for when and the way—
 - (a) a member's membership may be suspended; or
 - (b) the rights and privileges of the member under their membership may be restricted.
- (3) A by-law of the association may provide for the no fault or without prejudice—
 - (a) suspension of a member's membership; or
 - (b) limitation of the rights and privileges of the member under their membership.

11 Appeal against rejection or termination of membership

- (1) A person whose application for membership has been rejected, or whose membership has been terminated, may give the secretary written notice of the person's intention to appeal against the decision.
- (1A) Also, a person whose membership has been suspended, or whose rights and privileges under their membership have been limited, 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.





12 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 1 month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund the membership fee paid by the person.

13 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 death or time of resignation of the 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) The register must be open for inspection by members of the association at all reasonable times.
- (4) A member must contact the secretary to arrange an inspection of the register.





- (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 at risk of harm.

14 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) Subrule (1) does not apply if the use or disclosure of the information is approved by the association.

15 Appointment or election of secretary

- (2) 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—
 - (i) a member of the association's management committee;
 - (ii) another member of the association;
 - (iii) another person.
- (3) NOT USED





- (4) 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.
- (5) If the management committee appoints a person mentioned in subrule (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.
- (6) However, if the management committee appoints a person mentioned in subrule (1)(b)(ii) as secretary to fill a casual vacancy on the management committee, the person becomes a member of the management committee.
- (7) If the management committee appoints a person mentioned in subrule (1)(b)(iii) as secretary, the person does not become a member of the management committee.
- (8) In this rule—

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.

16 Removal of secretary

- (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 rule 15(1)(b)(i), the person remains a member of the management committee.
- (3) If the management committee removes a secretary who is a person mentioned in rule 15(1)(b)(ii) and who has been appointed to a casual vacancy on the management committee under rule 15(5), the person remains a member of the management committee.

17 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 correspondence and other documents relating to the association; and
- (d) maintaining the register of members of the association.

18 Membership of management committee

- (1) The management committee of the association consists of a president, vice-president, treasurer, and any other members the association members elect at a general meeting.
- (2) A member of the management committee, other than a secretary appointed by the management committee under rule 15(1)(b)(iii), 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 21.

19 Electing the management committee

- (1) A member of the management committee may only be elected as follows—
 - (a) any member of the association may nominate another member (the ***candidate***) to serve as a member of the management committee;
 - (b) the nomination must be—
 - (i) in writing; and
 - (ii) signed by the candidate and the member who nominated them; and
 - (iii) 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 1 candidate for each vacant position on the management committee;
- (d) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- (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.
- (2A) Also, a person may be a candidate only if the person complies with the provisions of any by-law of the association, or fulfils requirements established under any by-law of the association, including the provisions of or requirements within a by-law relating to any of the following—
 - (a) child safety and safeguarding;
 - (b) disability safety and safeguarding;
 - (c) individual conduct.
- (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.

20 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 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 in the circumstances mentioned in section 64(2) of the Act.

20A Suspension of office of management committee member

- (1) Where a member's membership is suspended and the member is also a member of the management committee, the member's membership of the management committee is also suspended.
- (2) Also, the by-laws of the association may provide for when and the way a management committee member's office may be suspended, including suspension at no fault or without prejudice.

21 Vacancies on management committee

- (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.
- (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 24(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.

22 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; and
 - (b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the association's property, both present and future; and
 - (c) to purchase, redeem or pay off any securities issued; and
 - (d) to borrow amounts from members and pay interest on the amounts borrowed; and
 - (e) to mortgage or charge the whole or part of its property; and
 - (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association; and
 - (g) to provide and pay off any securities issued; and
 - (h) to invest in a way the members of the association may from time to time decide.





- (4) For subrule (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.

23 Meetings of management committee

- (1) Subject to this rule, the management committee may meet and conduct its proceedings as it considers appropriate.

Note—

See also sections 70B and 70C of the Act about requirements relating to the proceedings of the management committee if a member of the committee has a material personal interest in a matter being considered at a meeting of the committee.

- (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 subrule (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.
- (9) 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 members may choose 1 of their number to preside as chairperson at the meeting.





24 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 subrule (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

25 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.





26 Minutes of management committee meetings

- (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.
- (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.

27 Appointment of subcommittees

- (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.
- (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.
- (3) A subcommittee may elect a chairperson of its meetings.
- (4) If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be chairperson of the meeting.
- (5) A subcommittee may meet and adjourn as it considers appropriate.
- (6) A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

28 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) Subrule (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.

29 Resolutions of management committee without meeting

- (1) A written resolution signed by 75% or more of the members 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 subrule (1) may consist of several documents in like form, each signed by 1 or more members of the committee.

30 NOT USED

31 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.

31A Management committee members to be elected at annual general meeting

The association must elect the members of the management committee at each annual general meeting of the association.

32 Other business for annual general meeting of large incorporated associations and particular medium and small incorporated associations

- (1) This rule applies if the association is—
 - (a) a large incorporated association to which sections 59A and 59AA of the Act apply; or
 - (b) a medium incorporated association to which sections 59A and 59AA of the Act apply; or





- (c) a small incorporated association to which sections 59A and 59AA of the Act apply.
- (2) The following business must be conducted at each annual general meeting of the association—
 - (a) receiving the association's financial statement, and audit report, for the last reportable financial year;
 - (b) presenting the financial statement and audit report to the meeting for adoption;
 - (c) for a large incorporated association—appointing an auditor or an accountant for the present financial year;
 - (d) for a medium or small incorporated association—appointing an auditor, an accountant or an approved person for the present financial year.

33 Other business for annual general meeting of other medium incorporated associations

- (1) This rule applies if the association is a medium incorporated association to which sections 59A and 59AB of the Act apply.
- (2) The following business must be conducted at each annual general meeting of the association—
 - (a) receiving the association's financial statement, and verification statement, for the last reportable financial year;
 - (b) presenting the financial statement and verification statement to the meeting for adoption;
 - (c) appointing an auditor, an accountant or an approved person for the present financial year.

34 Other business for annual general meeting of other small incorporated associations

- (1) This rule applies if the association is a small incorporated association to which sections 59A and 59AB of the Act apply.
- (2) The following business must be conducted at each annual general meeting of the association—





- (a) receiving the association's financial statement, and verification statement, for the last reportable financial year;
- (b) presenting the financial statement and verification statement to the meeting for adoption.

35 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—
 - (i) to reject the person's application for membership of the association; or
 - (ii) to terminate the person's membership of the association; or
 - (iii) to suspend a person's membership of the association; or
 - (iv) to limit a person's rights or privileges under 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.

36 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) 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.
- (7) If a meeting is adjourned under subrule (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (8) The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- (9) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

37 Procedure at general meeting

- (1) A member may take part and vote in a general meeting in person, by proxy, by attorney or 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 subrule (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 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.

38 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 members 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.

39 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—
 - (i) at least 33% of the number of members of the management committee when the request is signed; or





- (ii) at least the number of 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—
 - (i) to reject an application for membership; or
 - (ii) to terminate a person's membership; or
 - (iii) to suspend a person's membership, or
 - (iv) to limit the rights and privileges of a member under the member's membership.
- (2) A request mentioned in subrule (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 subrule (1)(b); or
 - (c) is given the written notice of an intention to appeal mentioned in subrule (1)(c).
- (4) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

40 Proxies

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

[Name of association]:

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—
- (a) if the appointor is an individual—be signed by the appointor or 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.
- (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) Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.
- (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—

[Name of association]:

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*]

41 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.

42 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.
- (1A) To avoid any doubt, the management committee may call such by-laws any name the management committee thinks is appropriate, including 'codes', 'delegations', 'policies', 'procedures' or 'rules'.
- (2) A by-law may be set aside by a vote of members at a general meeting of the association.





43 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.

44 NOT USED

45 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 or electronic funds transfer.
- (5) If a payment of \$100 or more is made by cheque, the cheque must be signed by any 2 of the following—
 - (a) the president;
 - (b) the secretary;
 - (c) the treasurer;
 - (d) any 1 of 3 other members of the association who have been authorised by the management committee to sign cheques issued by the association.
- (6) However, 1 of the persons who signs the cheque must be the 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.

46 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 objects and exercising the association's powers.
- (3) No part of the association's income or property is to be distributed, paid or transferred by way of a bonus, dividend or other similar payment to the association's member.
- (4) However, subrule (3) does not apply to—
 - (a) reasonable remuneration paid to a member of the association for work done by the member for or on behalf of the association; or
 - (b) any payments or dispositions of property that are incidental to activities of the association in accordance or consistent with the association's objectives.

47 Documents

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

48 Financial year

The end date of the association's financial year is 31 June in each year.

49 Distribution of surplus assets to another entity

- (1) This rule applies if the association—





- (a) is wound-up under part 10 of the Act; and
- (b) has surplus assets.
- (2) The surplus assets must not be distributed among the members of the association.
- (3) The surplus assets must be given to another entity—
 - (a) having objects similar to the association's objects; and
 - (b) the rules of which prohibit the distribution of the entity's income and assets to its members.
- (3A) Subrule (3) applies subject to rule 50.
- (4) In this rule—
surplus assets see section 92(3) of the Act.

50 Transfer of relevant assets and distribution of other surplus assets on winding-up

- (1) This rule applies to an association that has been endorsed as a deductible gift recipient under the *Income Tax Assessment Act 1997* (Cwlth) if the association—
 - (a) is wound-up under part 10 of the Act; and
 - (b) has surplus assets.
- (2) The association must transfer the association's relevant assets to another entity that has been endorsed as a deductible gift recipient under that Act.
- (3) If the association is a charity registered under the *Australian Charities and Not-for-profits Commission Act 2012* (Cwlth), the entity to which the association's relevant assets are transferred must be a charity at law.
- (4) Any surplus assets that are not relevant assets must be distributed under rule 49.
- (5) In this rule—
relevant assets, of an association, means the association's surplus assets that are—





- (a) gifts of money or property given to the association for use for its principal purpose; or
- (b) contributions made in relation to a fund-raising event within the meaning of the *Income Tax Assessment Act 1997* (Cwlth) held for the principal purpose of the association; or
- (c) money received by the association because of the gifts or contributions mentioned in paragraph (a) or (b).

surplus assets see section 92(3) of the Act.

51 Distribution of relevant assets on revocation of endorsement as deductible gift recipient

- (1) This rule applies if an association's endorsement as a deductible gift recipient under the *Income Tax Assessment Act 1997* (Cwlth) is revoked under that Act.
- (2) The association must transfer the association's relevant assets to another entity that has been endorsed as a deductible gift recipient under that Act.
- (3) In this rule—

relevant assets, of an association, see rule 50.

surplus assets see section 92(3) of the Act.

