

**FEDERATION OF POLISH ORGANISATIONS
IN QUEENSLAND INC.**
(as at 16.12.2020)

CONSTITUTION



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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 model rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

2. Name and Character

The name of the incorporated Association shall be the **Federation of Polish Organisations in Queensland Inc. (*the Association*)**. It shall be located in Brisbane and the area of its activity shall be the State of Queensland.

The Association shall be a state-wide umbrella authority empowered by its member organisations to represent and act on behalf of the Polish community of Queensland, engaging with all tiers of government in Australia. The role of the Association shall be fourfold:

1. Co-ordination,
2. Advocacy,
3. Information (dissemination and exchange), and
4. Community welfare (relations and development)

The character of the Association shall be:

- (a) a voluntary Association of Polish community organisations in Queensland under the Patronage of the Honorary Consul of the Republic of Poland in Queensland,
- (b) upholding the values and principles of democracy, freedom, justice and respect for human rights,
- (c) proactive support for each of its member organisations equally, without prejudice nor vested interest,
- (d) an advocate for interests and endeavours that clearly promote Polish language, history and culture, and
- (e) apolitical (the Association shall not in any way support or actively assist any political party).

3. Objects

The objects of the Association are to—

- (a) represent the Polish community in Queensland, defend its rights, promote its interests and provide support to Polish activities within Queensland,
- (b) liaise and co-operate with people, institutions and organisations in Poland,
- (c) promote the Polish language, traditions and culture in Queensland,
- (d) raise awareness of Poland, its culture, history and current position in Australian society by promoting Polish literature, music and all forms of the arts,
- (e) raise awareness of the contribution of Polish migrants to the wellbeing of Queensland and of Polish cultural heritage in Queensland,
- (f) co-operate with organisations from outside the Polish community in Queensland whose aims are consistent with the principles, aims and objectives of the Association,
- (g) promote loyalty to Australia within the Polish community,

- (h) encourage and assist Australians of Polish origin to actively participate in all spheres of Australian life,
- (i) support Polish youth development and educational activities,
- (j) act as a forum for the development of Polish community activities in Queensland,
- (k) source grant funding, establish funds and foundations, and make gifts, donations, and loans for any purpose that is consistent with the aims of the Association,
- (l) invest any income not immediately required for fulfilling any of its objectives, and
- (m) do all such other acts and things as may appear incidental or conducive to the attainment of the above objectives.

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 take over the funds and other assets and liabilities of the present unincorporated Association known as the [*to be completed*] (the ***unincorporated Association***).
- (4) The Association may also issue secured and unsecured notes, debentures and debenture stock for the Association.

5. Classes of members

- (1) The ordinary membership of the Association shall consist of any existing Polish community organisation in Queensland that is verifiable by social media or website and comprises of not less than 7 (seven) registered members.
- (2) The number of ordinary members is unlimited.

6. Automatic membership

A Polish community organisation which, on the day the Association is incorporated, was a member of the unincorporated Association and which, on or before a day fixed by the Management Committee, agrees in writing to become a member of the incorporated Association, must be admitted by the Management Committee—

- (a) to the equivalent class of membership of the Association as the member held in the unincorporated Association; or
- (b) if there is no equivalent class of membership—as an ordinary member.

7. New membership

- (1) An applicant for membership of the Association must be proposed by 1 member organisation of the Association (the ***proposer***) and seconded by another member organisation (the ***seconder***).
- (2) An application for membership must—
 - (a) be in writing; and

- (b) be signed by the duly appointed representative of the applicant member organisation and the applicant member organisation's proposer and seconder;
- (c) provide a Statutory Declaration stating the number current members of the applicant member organisation, and
- (d) be in the form decided by the Management Committee.

8. 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 member organisations from time to time at an Annual General Meeting; and
 - (b) is payable when, and in the way, the Management Committee decides.
- (2) A member organisation of the incorporated Association which, before becoming a member, has paid the member organisation's 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.

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 Polish community organisation applies to become a member of the Association, and before the Management Committee considers the organisation's application, the organisation 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

- (1) A member organisation 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 organisation's membership if the member organisation—

- (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 itself in a way considered to be injurious or prejudicial to the character or interests of the Association.
- (4) Before the Management Committee terminates a member organisation's membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.
- (5) If, after considering all representations made by the member organisation, the Management Committee decides to terminate the membership, the Secretary of the committee must give the member a written notice of the decision.

11. Appeal against rejection or termination of membership

- (1) A Polish community organisation whose application for membership has been rejected, or whose membership has been terminated, may give the Secretary written notice of the organisation'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 organisation 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. Annual General Meeting to decide appeal

- (1) The Annual 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 member organisations present and eligible to vote at the meeting.
- (5) If a member organisation 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 organisation appeals but the appeal is unsuccessful, the Secretary must, as soon as practicable, refund the membership fee paid by the organisation.

13. Register of member organisations

- (1) The Management Committee must keep a register of member organisations of the Association.
- (2) The register must include the following particulars for each member organisation—
- (a) the full name of the member organisation;
 - (b) the postal or residential address of the member organisation;
 - (c) the date of admission as a member;
 - (d) the date of resignation of the member organisation;
 - (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 member organisations of the Association at all reasonable times.

(4) A member organisation must contact the Secretary to arrange an inspection of the register.

(5) However, the Management Committee may, on the application of a member organisation of the Association, withhold information about the member organisation (other than the member organisation'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 organisation at risk of harm.

14. Prohibition on use of information on register of member organisations

(1) A member organisation of the Association must not—

(a) use information obtained from the register of member organisations 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 (1) does not apply if the use or disclosure of the information is approved by the Association.

15. Appointment or election of the Secretary

(1) The Secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who is—

(a) a member of a member organisation 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 a member organisation of the Association;

(iii) another person.

(2) If the Association has not elected an interim officer as Secretary for the Association before its incorporation, the members of the Management Committee must ensure a Secretary is appointed or elected for the Association within 1 month after incorporation.

(3) 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.

(4) If the Management Committee appoints a person mentioned in sub-rule (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.

(5) However, if the Management Committee appoints a person mentioned in sub-rule (1)(b)(ii) as Secretary to fill a casual vacancy on the Management Committee, the person becomes a member of the Management Committee.

(6) If the Management Committee appoints a person mentioned in sub-rule (1)(b)(iii) as Secretary, the person does not become a member of the Management Committee.

(7) 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 the 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 the 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 member organisations of the Association.

18. Membership of Management Committee

(1) The Management Committee of the Association consists of a President, Treasurer, and any other members the Association member organisations 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 a member organisation 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.

(5) The Management Committee consists of representatives of not less than four member organisations.

19. Electing the Management Committee

(1) A member of the Management Committee may only be elected as follows—

(a) any 2 member organisations of the Association may nominate a member of a member organisation (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 organisations who nominated him or her; 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 organisation 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.
- (3) A list of the candidate names in alphabetical order, with the names of the member organisations who nominated each candidate, must be emailed to all current member organisations 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 member organisations present and eligible to vote at the meeting vote in favour of removing the member.
- (4) Before a vote of member organisations 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.

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 a member organisation 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 member organisations 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 1B 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 member organisations 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 Associations property, both present and future; and
- (c) to purchase, redeem or pay off any securities issued; and
- (d) to borrow amounts from member organisations 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 member organisations of the Association may from time to time decide.

(4) For sub-rule (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.

(2) The Management Committee must meet at least once every calendar month 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 (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) A member of the Management Committee must not vote on a question about a contract or proposed contract with the Association if the member has an interest in the contract or proposed contract and, if the member does vote, the members vote must not be counted.

(9) The President is to preside as chairperson at a Management Committee meeting.

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

25. Special meeting of the 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 recorded electronically and saved securely.

(2) To ensure the accuracy of the minutes, the minutes of each Management Committee meeting must be signed/endorsed electronically 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 member organisations of the Association considered appropriate by the committee to help with the conduct of the Associations 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) Sub-rule (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 the 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, held and minuted.

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

30. 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.

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.

32. Business to be conducted at Annual General Meeting of Level 1 incorporated Associations and particular Level 2 and Level 3 incorporated Associations

- (1) This rule applies only if the Association is—
 - (a) a Level 1 incorporated Association; or
 - (b) a Level 2 incorporated Association to which section 59 of the Act applies; or
 - (c) a Level 3 incorporated Association to which section 59 of the Act applies.
- (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) electing members of the Management Committee;
 - (d) for a Level 1 incorporated Association—appointing an auditor or an accountant for the present financial year;
 - (e) for a Level 2 incorporated Association, or a Level 3 incorporated Association, to which section 59 of the Act applies—appointing an auditor, an accountant or an approved person for the present financial year.

33. Business to be conducted at Annual General Meeting of other Level 2 incorporated Associations

- (1) This rule applies only if the Association is a Level 2 incorporated Association to which section 59A of the Act applies.
- (2) The following business must be conducted at each Annual General Meeting of the Association—
 - (a) receiving the Association's financial statement, and signed statement, for the last reportable financial year;
 - (b) presenting the financial statement and signed statement to the meeting for adoption;
 - (c) electing members of the Management Committee;
 - (d) appointing an auditor, an accountant or an approved person for the present financial year.

34. Business to be conducted at annual general meeting of other Level 3 incorporated Associations

- (1) This rule applies only if the Association is a Level 3 incorporated Association to which section 59B of the Act applies.
- (2) The following business must be conducted at each Annual General Meeting of the Association—
 - (a) receiving the Association's financial statement, and signed statement, for the last reportable financial year;
 - (b) presenting the financial statement and signed statement to the meeting for adoption;
 - (c) electing members of the Management Committee.

35. Notice of an Annual General Meeting

- (1) The Secretary may call an Annual General Meeting of the Association.
- (2) The Secretary must give at least 14 days notice of the meeting to each member organisation 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 member organisation's application for membership of the Association; or
 - (ii) to terminate the member organisation's membership of the Association;
 - (b) a meeting called to hear and decide a proposed special resolution of the Association.
- (6) A notice of an Annual General Meeting must state the business to be conducted at the meeting.

36. Quorum for and adjournment of an Annual General Meeting

- (1) The quorum for an Annual 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 member organisations 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 member organisations 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 member organisations of 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 sub-rule (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 member organisations 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 an Annual General Meeting

- (1) A member organisation may take part and vote in an Annual 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 organisation which participates in a meeting as mentioned in sub-rule (1) is taken to be present at the meeting.
- (3) At each Annual 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 an Annual General Meeting

- (1) At an Annual General Meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the member organisations present.
- (2) Each member organisation 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 organisation is not entitled to vote at an Annual General Meeting if the member organisation'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 organisations 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 organisation 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 ordinary member organisations 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 member organisation's membership.
- (2) A request mentioned in sub-rule (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 (1)(b); or
 - (c) is given the written notice of an intention to appeal mentioned in sub-rule (1)(c).
- (4) If the Secretary is unable or unwilling to call the Special General 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 organisation 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 appointer is an individual—be signed by the appointor or the appointor's attorney properly authorised in writing; or
 - (b) if the appointer is a member organisation—
 - (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 organisation 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 organisation 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 organisation 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 Annual or Special General Meetings

- (1) The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Annual or Special General Meeting are recorded electronically and saved securely.
- (2) To ensure the accuracy of the minutes—
 - (a) the minutes of each Annual or Special General Meeting must be signed/endorsed electronically by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
 - (b) the minutes of each Annual or Special General Meeting must be signed/endorsed electronically by the chairperson of the meeting, or the chairperson of the next meeting of the Association that is an Annual or Special General Meeting, verifying their accuracy.
- (3) If asked by a member organisation of the Association, the Secretary must, within 28 days after the request is made—
 - (a) make the electronic minute file 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 organisation 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.
- (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. Common seal

- (1) The Management Committee must ensure the Association has a common seal.
- (2) The common seal must be—
 - (a) kept securely by the Management Committee; and
 - (b) used only under the authority of the Management Committee.
- (3) Each instrument to which the seal is attached must be signed by a member of the Management Committee and countersigned by—
 - (a) the Secretary; or
 - (b) another member of the Management Committee; or
 - (c) someone authorised by the Management Committee.

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 member organisations 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.

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 30th 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 member organisations 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.
- (4) In this rule— *surplus assets* see section 92(3) of the Act.

