



CONSTITUTION
of the
QUEENSLAND ASSOCIATION OF SPECIAL
EDUCATION LEADERS INC.

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CONSTITUTION of the
QUEENSLAND ASSOCIATION OF SPECIAL EDUCATION LEADERS INC.
5 November 2021

1. Interpretation

1.1 In these rules—

Act means the Associations Incorporation Act 1981;

Association means Queensland Association of Special Education Leaders Inc.;

Executive/Management Committee means the management committee of the Association;

Members means members of the Association;

Membership means membership of the Association;

Objects means the objects of the Association set out in rule 3;

Officer means each member of the Executive/Management Committee, the President and each Regional Councillor;

Present means:

(a) at an Executive/Management (Executive/Management Committee) meeting, see rule 23; or

(b) at a General Meeting, see rule 37(2);

President means the president of the Association elected under rule 17.1(a)(i);

Regional Councillor means a person appointed as a regional councillor under rule 19.1(a);

Secretary means the secretary of the Association appointed under rule 14.

Special Resolution means a resolution pursuant to s3 of the Act which must be passed by a meeting by votes of three quarters of the Members who are present and entitled to vote on the resolution.

State Council means the advisory committee of the Association appointed under rule 19; and

Surplus Assets has the same meaning as in section 92(3) of the Act.

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

2. Name

2.1 The name of the incorporated association is Queensland Association of Special Education Leaders Inc.

3. Objects

3.1 The Objects of the Association are:

(a) to promote and to influence the advancement of education in Queensland;

- (b) to develop the professional learning of Members;
- (c) to support the welfare of Members;
- (d) to recognise and value all special education leadership roles of Members;
- (e) to provide guidance and support for Members in their roles;
- (f) to advocate for the needs of Members, students with disability and their families;
- (g) to provide a forum for discussion of matters of professional interest to Members; and
- (h) to collaborate and partner with other professional educational and leadership organisations to influence the state and national education agenda.

4. Powers

4.1 The Association has the powers of an individual.

4.2 The Association may:

- (a) enter into contracts; and other employment arrangements as required;
- (b) acquire, hold, deal with and dispose of property;
- (c) make charges for services and facilities it supplies;
- (d) issue secured and unsecured notes, debentures and debenture stock for the Association; and
- (e) do other things necessary or convenient to be done in carrying out its affairs]

5. Categories of Membership

5.1 Categories

The Association has six (6) categories of membership being:

- (a) Ordinary Member;
- (b) Associate Member;
- (c) Affiliate Member;
- (d) Past Service Member;
- (e) Aspirant Member; and
- (f) Life Member.

5.2 Ordinary Membership

Ordinary Membership may be granted to:

- (a) Principals, Deputy Principals, Heads of School, Heads of Special Education Services, Heads of Curriculum, and other classified officers in the profession of Queensland State School leadership in special education;
- (b) Principals, Deputy Principals, Heads of School, Heads of Special Education Services, Heads of Curriculum, and other classified officers in the profession of Queensland State school leadership in special education who are in acting positions for more than one semester in a Queensland State School (for the calendar year in which that person holds the acting position); and
- (c) Those officers who have previously been eligible for Ordinary Membership but who currently occupy other administrative roles or hold positions in regional offices, central office or are on secondment.

5.3 **Associate Membership**

Associate Membership may be granted to:

- (a) special education leaders who are not working in the Queensland State School system.

5.4 **Affiliate Membership**

Affiliate Membership may be granted to a Full Ordinary Member or a Life Member of:

- (a) the Queensland Association of State School Principals (**QASSP**);
- (b) the Queensland Secondary Principals Association (**QSPA**);
- (c) the Queensland Association of Cross Sector Leaders (**QACSL**); or
- (d) any other national or international government sector school leader's association.

5.5 **Past Service Membership**

Past Service membership may be granted to:

- (a) a former Ordinary Member who has ceased to meet the criteria for Ordinary Membership.

5.6 **Aspirant Membership**

Aspirant Membership may be granted to:

- (a) employees of the Department of Education who are currently fulfilling leadership roles in special education and/or actively seeking promotion into classified positions in special education.

5.7 **Life Membership**

- (a) The Association may recognise meritorious service of an Ordinary Member to the Association and elevate a current or former Ordinary Member to a Life Member.
- (b) Every candidate for life membership of the Association must be nominated by one (1) Ordinary Member, Aspirant Member or Life Member of the Association and seconded by another Ordinary Member, Aspirant Member or Life Member.
- (c) The candidate must be a person who is considered by the Ordinary Member, Aspirant Members and Life Members of the Association to have provided special meritorious or distinguished work or services to the Association.
- (d) The members in the Executive/Management Committee meeting must in their absolute discretion determine whether Life Membership is granted to the nominee.
- (e) Life Members are not required to pay the annual membership fee.

5.8 **Number of Members**

- (a) The number of Members in each class is unlimited.

6. **Rights and Obligations of Members**

6.1 Ordinary Members, Aspirant Members and Life Members are entitled to:

- (a) nominate themselves or be nominated for election to the Executive/Management Committee, as a Regional Councillor and/or for the position of President;
- (b) vote for the election of the Officers of the Association;
- (c) attend and vote at Annual and Special General Meetings;

- (d) receive correspondence sent to all Members;
- (e) have Members' access to the Association's website;
- (f) Members' rates at professional development activities and conferences; and
- (g) be appointed by the Executive/Management Committee as a member of sub-committee or other working party.

6.2 Associate Members, Affiliate Members, and Past Service Members are entitled to:

- (a) attend General, Annual and Special General meetings as an observer;
- (b) contribute to the discussion at any of the meeting at which they attend as an observer;
- (c) receive correspondence sent to all Members;
- (d) have Members' access to the Association's website;
- (e) Members' rates at professional development activities and conferences; and
- (f) be appointed by the Executive/Management Committee as a member of sub-committee or other working party.

6.3 Associate Members, Affiliate Members, and Past Service Members are not entitled to:

- (a) nominate themselves or be nominated for election to the Executive/Management Committee and/or for the position of President;
- (b) vote for the election of the Executive/Management Committee members and for the President; or
- (c) vote at Annual and Special General Meetings.

6.4 **Compliance with Constitution**

- (a) Every Member is bound by and in all respects must comply with and observe this constitution and must conform with any policies, by-laws or rules of the Association, any code of professional conduct that may be adopted by the Executive/Management Committee.

6.5 **New membership**

- (a) An applicant for Membership of the Association must:
 - (i) complete the Application for Membership Form;
 - (ii) pay the appropriate Membership fee; and
 - (iii) forward the application and fee to the Association for consideration by the Executive/Management Committee.

7. **Membership fees**

7.1 The Membership fee for each class of membership:

- (a) is the amount determined by the Executive/ Management Committee from time to time; and
- (b) is payable when, and in the way, the Executive/Management Committee decides.

8. **Admission and rejection of new members:**

8.1 The Executive/Management Committee must consider an application for Membership within a reasonable time after it receives:

- (a) the application for Membership; and
 - (b) the appropriate Membership fee for the application.
- 8.2 The Executive/Management Committee must ensure that, as soon as possible after the person applies to become a Member of the Association, and before the Executive/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.
- 8.3 The Executive/Management Committee must decide in its absolute discretion whether to accept or reject an application for Membership.
- 8.4 The Executive/Management Committee must, as soon as practicable after the Executive/Management Committee decides to accept or reject an application, give or cause to be given to the applicant a written notice of the decision. The Executive/Management Committee is not required to give reasons for its decision regarding Membership. The decision of the Executive/Management Committee regarding the appropriate category of Membership for an applicant is final.
- 9. When membership ends**
- 9.1 A Member may resign from the Association by giving a written notice of resignation to the Secretary.
- 9.2 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.
- 9.3 The Executive/Management Committee may terminate a Member's Membership if the Member:
- (a) is convicted of an indictable offence;
 - (b) does not comply with any rule of this constitution;
 - (c) has membership fees in arrears for at least two (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.
- 9.4 Before the Executive/Management Committee terminates a Member's Membership, the Executive/Management Committee must give the Member a full and fair opportunity to show why the Membership should not be terminated.
- 9.5 If, after considering all representations made by the Member, Executive/Management Committee decides to terminate the Membership, the Executive/Management Committee must give or cause to be given to the Member a written notice of the decision including the reasons for the decision.
- 10. Appeal against rejection or termination of Membership**
- 10.1 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.

- 10.2 A notice of intention to appeal must be given to the Secretary within one (1) month after the person receives written notice of the decision.
- 10.3 If the Secretary receives a notice of intention to appeal, the Secretary must, within one (1) month after receiving the notice, call a General Meeting to decide the appeal.
- 11. General meeting to decide appeal**
- 11.1 The Executive/Management Committee must call a General Meeting to consider an appeal by a person whose application for Membership has been rejected, or whose Membership has been terminated. The General Meeting must be held within three (3) months after the Secretary receives the notice of intention to appeal.
- 11.2 At the General Meeting, the appellant must be given a full and fair opportunity to show why the application should not be rejected or the Membership should not be terminated. The appellant may provide a written submission (not exceeding 2000 words) to be provided with the notice of appeal or may make an oral presentation (not exceeding 15 minutes) to the General Meeting.
- 11.3 The Executive/Management Committee must be given a full and fair opportunity to explain why the application should be rejected or the Membership should be terminated.
- 11.4 An appeal must be decided by a majority vote of the Ordinary Members, Aspirant Members and Life Members present and eligible to vote at the General Meeting.
- 11.5 If a person whose application for Membership has been rejected does not appeal against the decision within one (1) month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the treasurer must, as soon as practicable, refund any Membership fee paid by the person. A person whose Membership is terminated is entitled to a pro rata refund of their Membership fee upon request to the Executive/Management Committee.
- 12. Register of members**
- 12.1 The Executive/Management Committee must keep a register of Members of the Association.
- 12.2 The register must include the following particulars for each Member—
- (a) the full name of the Member;
 - (b) name and address of the school or work site;
 - (c) email address;
 - (d) category of Membership;
 - (e) the date of admission as a Member;
 - (f) the date the person ceased to be a Member;
 - (g) details about the termination or reinstatement of Membership; and
 - (h) any other particulars the Executive/Management Committee require.
- 12.3 The register must be open for inspection by Members at all reasonable times.
- 12.4 A Member must contact the Secretary to arrange an inspection of the register.

- 12.5 The Executive/Management Committee may, on the application of a Member upon reasonable grounds as determined by the Executive/Management Committee, withhold information about the Member (other than the Member's full name) from the register available for inspection.
- 13. Prohibition on use of information on register of Members**
- 13.1 A Member must not—
- (a) use information obtained from the register of Members to contact, or send material to, another Member for the purpose of advertising for political, religious, charitable or commercial purposes; or
 - (b) disclose information obtained from the register to someone else.
- 14. Appointment or election of Secretary**
- 14.1 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) an Ordinary Members, Aspirant Members or Life Member elected by the Association as Secretary; or
 - (b) any of the following persons appointed by the Executive/Management Committee as Secretary:
 - (i) a member of the Association's Executive/Management Committee;
 - (ii) another Ordinary Member, Aspirant Member or Life Member.
- 14.2 If the office of Secretary becomes vacant, the members of the Executive/Management Committee must ensure a Secretary is appointed or elected for the Association within one (1) month after the vacancy occurs.
- 14.3 If the Management Committee appoints a person mentioned in rule 14.1(b)(ii) as Secretary, other than to fill a casual vacancy on the Executive/Management Committee, the person does not become a member of the Executive/Management Committee.
- 14.4 If the Management Committee appoints a person mentioned in rule 14.1(b)(ii) as Secretary to fill a casual vacancy on the Executive/Management Committee, the person becomes a member of the Executive/Management Committee.
- 14.5 In this rule 14, "casual vacancy", on an Executive/Management Committee, means a vacancy that happens when an elected member of the Executive/Management Committee resigns, dies or otherwise stops holding office.
- 15. Removal of Secretary**
- 15.1 The Executive/Management Committee may at any time remove a person appointed as the Secretary.
- 15.2 If the Executive/Management Committee removes a Secretary who is a person mentioned in rule 14.1 (b) (i), the person remains a member of the Executive/Management Committee.
- 15.3 If the Executive/Management Committee removes a Secretary who is a person mentioned in rule 14.1 (b) (ii) and who has been appointed to fill a casual vacancy on the Executive/Management Committee under rule 14.4, the person remains a member of the Executive/Management Committee.
- 16. Functions of Secretary**
- 16.1 The Secretary's functions include, but are not limited to—

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

17. Membership of Executive/Management Committee

17.1 The Executive/Management Committee consists of:

- (a) the Executive comprising:
 - (i) President who must be a person who is permanently employed by the Department of Education and who has been an Ordinary Member for at least five (5) years in total (though not necessarily consecutively);
 - (ii) Three (3) Vice-Presidents made up of at least one (1) Principal and at least one (1) leader of a special education program;
 - (iii) Secretary; and
 - (iv) Treasurer; and
- (b) ten (10) Committee Members reflecting the Membership; all of whom must be Ordinary Members, Aspirant Members or Life Members of the Association.

The Executive/Management Committee may co-opt other Members for a specific purpose or function.

17.2 An Ordinary Member may be appointed to a casual vacancy on the Executive/Management Committee under rule 21.

18. Term of Office

18.1 The term of office for members of the Executive is for a period of two (2) years.

18.2 The term of office for the members of the Executive/Management Committee (excluding the Executive) is for a period of one (1) year until 31 December 2022. From 1 January 2023, the term of office of each member of the Executive/Management Committee (including both the Executive and the other Committee Members) is two (2) years.

18.3 At each annual General Meeting:

- (a) each member of the Executive/Management Committee who has completed a two (2) year term in that office; and
- (b) each Regional Councillor

must retire from office, but is eligible, on nomination, for re-election at the General Meeting.

18.4 The limit of terms for Executive positions will be three (3) consecutive terms.

18.5 All members of the Executive/Management Committee will hold office for a period commencing on the first day of January in the year following the year in which he or she is elected and ending on the 31st day of December at the conclusion of their term of office.

19. State Council

19.1 The State Council consists of:

- (a) a representative from each Department of Education region who is an Ordinary Member, Aspirant Member or Life Member, (referred to as a “**Regional Councillor**”); and
- (b) each member of the Executive/Management Committee.

20. Resignation, removal or vacation of office of Executive/Management Committee member or a Regional Councillor

- 20.1 A member of the Executive/Management Committee may resign from office by giving written notice of resignation to the Secretary.
- 20.2 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.
- 20.3 A member of the Executive/Management Committee may be removed from office at a General Meeting of the Association if a majority of the Ordinary and Life Members present and eligible to vote at the meeting vote in favour of removing the member.
- 20.4 Before a vote of Ordinary Members, Aspirant Members and Life Members is taken about removing the member from office of the Executive/Management Committee, the member of the Executive/Management Committee must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- 20.5 A member of the Executive/Management Committee has no right of appeal against the member’s removal from office under this rule 20.
- 20.6 A member of the Executive/Management Committee immediately vacates the office as a member of the Executive/Management Committee in the circumstances stated in section 64(2) of the Act.
- 20.7 A member of the Executive/Management Committee who fails to attend three meetings in a row may be suspended from office by the Executive/Management Committee if he or she fails to explain why they should continue in their Executive/Management Committee position for that calendar year when requested by the Executive/Management Committee.

21. Vacancies on Executive/Management Committee and State Council

- 21.1 If a casual vacancy occurs on the Executive/Management Committee or State Council, the continuing members of the committee may appoint another Ordinary or Life Member to fill the vacancy until the next Annual General Meeting.
- 21.2 The continuing members of the Executive/Management Committee may continue to act despite a casual vacancy on the Executive/Management Committee.
- 21.3 The period during which a person fills a casual vacancy is not included as a “term” for the purposes of rule 18.4.
- 21.4 If the number of Executive/Management Committee members is less than the number fixed under rule 25.1 as a quorum of the Executive/Management Committee, the continuing members may act only to:
 - (a) fill the casual vacancy on the Executive/Management Committee to the number required for a quorum; or
 - (b) call a General Meeting of the Association.

22. Functions of Executive/Management Committee

- 22.1 Subject to this constitution, the Executive/Management Committee has the general control and management of the administration of the affairs, property and funds of the Association
- 22.2 The Executive/Management Committee has authority to interpret the meaning this constitution and any matter relating to the Association on which the constitution is silent, but any interpretation must have regard to the Act, including any regulation made under the Act.
- 22.3 The Executive/Management Committee may exercise the powers of the Association—
- (a) to borrow, raise or secure the payment of amounts in a way the Members decide;
 - (b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the Association's property, both present and future;
 - (c) to purchase, redeem or pay off any securities issued;
 - (d) to borrow amounts from Members and pay interest on the amounts borrowed;
 - (e) to mortgage or charge the whole or part of its property;
 - (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association;
 - (g) to provide and pay off any securities issued; and
 - (h) to invest in a way the Members may from time to time decide.
- 22.4 For rule 22.3(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by:
- (a) the financial institution for the Association; or
 - (b) if there is more than one (1) financial institution for the Association—the financial institution nominated by the Executive/Management Committee.

23. Role of State Council

- 23.1 The role of the State Council is:
- (a) to advise the Executive/Management Committee on policy matters for the Association;
 - (b) to support the development of the Association's position on current education policy and matters;
 - (c) to gather information from Members and to give feedback to the Executive/Management Committee;
 - (d) to disseminate and discuss information to Members; and
 - (e) to represent the Association at a regional level with regular meetings/networks and to host the President and other key/relevant presenters.

24. Meetings of Executive/Management Committee and State Council

- 24.1 The Executive/Management Committee may meet and conduct its proceedings as it considers appropriate. The Executive/Management Committee may determine the procedure to be adopted for meetings of the State Council.

- 24.2 The State Council must meet at least once per school term, with one of those meetings to coincide with the annual conference of the Association.
- 24.3 The Executive/Management Committee must meet at least once per school term to exercise its functions via face-to-face meeting or teleconference.
- 24.4 The Executive/Management Committee and State Council 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.
- 24.5 A member of the Executive/Management Committee or State Council who participates in a meeting electronically is taken to be present at the meeting for the whole of the meeting and may not leave the meeting except with the consent of the President.
- 24.6 Each Executive/Management Committee Member and State Councillor present is entitled to one vote.
- 24.7 A question arising at a meeting is to be decided by a majority vote of members of those present at the meeting and, if the votes are equal, the question is decided in the negative.
- 24.8 A member of the Executive/Management Committee or State Council 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 must be absent from the meeting during any discussion about and the vote regarding that contract or proposed contract. If the member does vote, the member's vote must not be counted.
- 24.9 The President is to preside as chairperson at each Executive/Management Committee and State Council meeting.
- 24.10 If there is no President or if the President is not present within ten (10) minutes after the time fixed for an Executive/Management Committee or State Council meeting, the members may choose one (1) of their number to preside as chairperson at the meeting.
- 25. Quorum for, and adjournment of, Executive/Management Committee meetings and State Council meetings**
- 25.1 At an Executive/Management Committee meeting, more than 50% of the members elected to the Executive/Management Committee as at the close of the previous Annual General Meeting form a quorum.
- 25.2 If there is no quorum within 30 minutes after the time fixed for an Executive/Management Committee meeting called on the request of members of the Executive/Management Committee, the meeting lapses.
- 25.3 If there is no quorum within 30 minutes after the time fixed for an Executive/Management Committee meeting called other than on the request of the members of the Executive/Management Committee —
- (a) the meeting is to be adjourned for at least one (1) day; and
 - (b) the members of the Executive/Management Committee who are present are to decide the day, time and place of the adjourned meeting.
- 25.4 If, at an adjourned meeting mentioned in rule 25.3, there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.
- 25.5 There is no quorum requirement for the State Council.

26. Special Meeting of Executive/Management Committee

- 26.1 If the Secretary receives a written request signed by at least 33% of the members of the Executive/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.
- 26.2 If the Secretary is unable or unwilling to call the Special Meeting, the President must call the meeting.
- 26.3 A request for a Special Meeting must state—
- (a) why the special meeting is called;
 - (b) the day, time and place of the meeting; and
 - (c) the business to be conducted at the meeting.
- 26.4 A Special Meeting of the Executive/Management Committee must be held within 14 days after notice of the meeting is given to the members of the Executive/Management Committee.

27. Minutes of Executive/Management Committee and State Council meetings

- 27.1 The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Executive/Management Committee meeting and State Council meeting are electronically recorded distributed and stored in a timely manner.
- 27.2 To ensure the accuracy of the minutes, the minutes of each Executive/Management Committee meeting and State Council meeting must be signed by the chairperson of the meeting, or the chairperson of the next Executive/Management Committee meeting, verifying their accuracy.

28. Appointment of subcommittees

- 28.1 The Executive/Management Committee may appoint a subcommittee consisting of members of the Association considered appropriate by the Executive/Management Committee to help with the conduct of the Association's operations and in response to current and timely matters.
- 28.2 A member of the subcommittee who is not a member of the Executive/Management Committee is not entitled to vote at an Executive/Management Committee meeting.
- 28.3 A subcommittee may elect a chairperson of its meetings.
- 28.4 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 one (1) of their number to be chairperson of the meeting.
- 28.5 A subcommittee may meet and adjourn as it considers appropriate.
- 28.6 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.

29. Acts not affected by defects or disqualifications

29.1 An act performed by the Executive/Management Committee, a subcommittee or a person acting as a member of the Executive/Management Committee is taken to have been validly performed.

29.2 Rule 29.1 applies even if the act was performed when:

- (a) there was a defect in the appointment of a member of the Executive/Management Committee, subcommittee or person acting as a member of the Executive/Management Committee; or
- (b) an Executive/Management Committee member, subcommittee member or person acting as a member of the Executive/Management Committee was disqualified from being a member.

30. Resolutions of Executive/Management Committee without meeting

30.1 A written resolution signed by each member of the Executive/Management Committee is as valid and effectual as if it had been passed at an Executive/Management Committee meeting that was properly called and held.

30.2 A resolution mentioned in rule 30.1 may consist of several documents in like form, each signed by one (1) or more members of the committee.

31. Annual General Meetings

31.1 Each Annual General Meeting must be held—

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

32. Business to be conducted at Annual General Meeting

32.1 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 previous reportable financial year;
- (b) presenting the financial statement and audit report to the meeting for adoption;
- (c) electing as needed, in accordance with the terms of office, members of the Executive, Executive/Management Committee and Regional Councillors; and
- (d) appointing an auditor or an accountant for the present financial year.

33. Notice of General Meeting

33.1 The Secretary may call a General Meeting of the Association.

33.2 The Secretary must give at least 14 days' notice of the meeting to each Member.

33.3 If the Secretary is unable or unwilling to call the meeting, the President must call the meeting.

33.4 The Executive/Management Committee may decide the manner in which the notice must be given.

33.5 Notice of the following meetings must be given in writing—

- (a) a meeting called to hear and decide the appeal of a person against the Executive/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; and
- (b) a meeting called to hear and decide a proposed Special Resolution of the Association.

33.6 A notice of a General Meeting must state the business to be conducted at the meeting.

34. Quorum for, and adjournment of, General Meeting

34.1 The quorum for a General Meeting is at least the number of members elected or appointed to the Executive/Management Committee at the close of the Association's last Annual General meeting plus one (1).

34.2 No business may be conducted at a General Meeting unless there is a quorum of Ordinary Members, Aspirant Members and/or Life Members when the meeting proceeds to business.

34.3 If there is no quorum within 30 minutes after the time fixed for a General Meeting called on the request of members of the Executive/Management Committee or the Members, the meeting lapses.

34.4 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 Executive/Management Committee or the Members—

- (a) the meeting is to be adjourned for at least seven (7) days; and
- (b) the Executive/Management Committee is to decide the day, time and place of the adjourned meeting.

34.5 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.

34.6 If a meeting is adjourned under rule 34.5, only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.

34.7 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 more than 30 days.

34.8 If a meeting is adjourned for more than 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

35. Procedure at General Meeting

35.1 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.

35.2 A Member who participates in a meeting as mentioned in rule 35.1 is taken to be present at the meeting.

35.3 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 Ordinary Members, Aspirant Members and Life Members present must elect one (1) of their number to be chairperson of the meeting; and
- (c) the chairperson must conduct the meeting in a proper and orderly way.

36. Voting at General Meeting

- 36.1 At a General Meeting, each question, matter or resolution, other than a Special Resolution, must be decided by a majority of votes of the Ordinary Members, Aspirant Members and Life Members present.
- 36.2 Each Ordinary Member, Aspirant Member and Life Member present and eligible to vote is entitled to one (1) vote only and, if the votes are equal, the chairperson does not have a casting vote and the chairperson may direct that the issue is discussed further and may call a further vote. If the votes remain equal, the resolution must be deferred to the next General Meeting
- 36.3 An Ordinary Member or Aspirant 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.
- 36.4 The method of voting is to be decided by the Executive/Management Committee.
- 36.5 If at least 20% of the Ordinary Members, Aspirant Members and Life Members present demand a secret ballot, voting must be by secret ballot.
- 36.6 If a secret ballot is held, the chairperson must appoint two (2) Ordinary Members, Aspirant Members or Life Members to conduct the secret ballot in the way the chairperson decides.
- 36.7 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.

37. Special General Meeting

- 37.1 The Secretary must call a Special General Meeting by giving each Member notice of the meeting within 14 days after:
 - (a) being directed to call the meeting by the Executive/Management Committee;
 - (b) being given a written request signed by—
 - (i) at least 33% of the number of members of the Executive/Management Committee when the request is signed; or
 - (ii) at least the number of Ordinary Members, Aspirant Members or Life Members equal to double the number of members on the Executive/Management Committee when the request is signed plus one (1); or
 - (c) being given a written notice of an intention to appeal against the decision of the Executive/Management Committee:
 - (i) to reject an application for Membership; or
 - (ii) to terminate a person's Membership.
- 37.2 A request mentioned in rule 37.1(b) must state—
 - (a) why the Special General Meeting is being called; and

(b) the business to be conducted at the meeting.

37.3 A Special General Meeting must be held within three (3) months after the Secretary—

(a) is directed to call the meeting by the Executive/Management Committee; or

(b) is given the written request mentioned in rule 37.1(b); or

(c) is given the written notice of an intention to appeal mentioned in rule 37.1(c).

37.4 If the Secretary is unable or unwilling to call the Special Meeting, the President must call the meeting.

38. Proxies

38.1 An Ordinary Member, Aspirant Member or Life Member may appoint a proxy to attend a general meeting of the Association. An instrument appointing a proxy must be in writing and be in the following or similar form:

<p>QASEL</p> <p>I, _____ of _____, being an Ordinary Member/Aspirant Member/Life Member, 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 as follows: : [insert resolution] yes/no</p> <p>Signed this _____ day of _____, 20__.</p>

38.2 The instrument appointing a proxy must:

(a) if the appointer is an individual, be signed by the appointer or the appointer's attorney properly authorised in writing; or

(b) if the appointer is a corporation:

(i) be under seal; or

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

38.3 A proxy must be an Ordinary Member, Aspirant Member or Life Member.

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

38.5 Each instrument appointing a proxy must be given to the Secretary at least 48 hours before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.

38.6 Unless otherwise instructed by the appointer, the proxy may vote as the proxy considers appropriate.

39. Minutes of all meetings

- 39.1 The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are electronically recorded distributed and stored in a timely manner.
- 39.2 To ensure the accuracy of the minutes 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.
- 39.3 If asked by a Member, the Secretary must, within 28 days after the request is made—
- (a) make the minutes for a particular General Meeting available for inspection by the Member at a mutually agreed time and place; and
 - (b) give the Member a copy of the relevant minutes of the meeting.
- 39.4 The Association may require the Member to pay the reasonable costs of providing the copy of the minutes.

40. Policies and Procedures

- 40.1 The Executive/Management Committee may make, amend or repeal policies and procedures, not inconsistent with this constitution, for the internal management of the Association.
- 40.2 A policy or procedure may be set aside by a vote of Ordinary Members, Aspirant Members and Life Members at a General Meeting of the Association.

41. Alteration of this Constitution

- 41.1 Subject to the Act, this constitution may be amended, repealed or added to by a Special Resolution carried at a General Meeting.
- 41.2 An amendment, repeal or addition to this constitution is valid only if it is registered by the chief executive of the Office of Fair Trading.

42. Common seal

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

43. Funds and accounts

- 43.1 The funds of the Association must be kept in an account in the name of the Association in a financial institution decided by the Executive/Management Committee.
- 43.2 Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.
- 43.3 All amounts must be deposited in the financial institution account as soon as practicable after receipt.

43.4 A payment by the Association of \$100 or more must be made by Association debit card or electronic funds transfer by two approved signatories.

43.5 A record of expenditure must be approved or ratified at an Executive/Management Committee meeting.

44. General financial matters

44.1 On behalf of the Executive/Management Committee, the Treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its previous reportable financial year is prepared.

44.2 The income and property of the Association must be used solely in promoting the Association's Objects and exercising the Association's powers.

45. Documents

45.1 The Executive/Management Committee must ensure the safe custody of books, documents, instruments of title and securities of the Association.

46. Financial year

46.1 The end date of the Association's financial year is 30th September in each year.

47. Distribution of surplus assets to another entity

47.1 This rule applies if the Association:

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

47.2 The surplus assets must not be distributed among the Members.

47.3 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.