



CONSTITUTION of the QUEENSLAND ASSOCIATION OF SPECIAL EDUCATION LEADERS INC.

28 August 2020

1. Interpretation

1.1. In these rules—

Act means the *Associations Incorporation Act 1981*, present:

- a) at an **Executive/Management (Executive/Management Committee) meeting**, see rule 23; or
- b) at a General Meeting, see rule 37(2).
- c) 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. and shall hereafter be referred to as the Association.

3. Objects

3.1. The Objects of the Association are:

- a) To promote and 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
- 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; 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

4.3. The association may also issue secured and unsecured notes, debentures and debenture stock for the association.

5. Classes of Membership

5.1. 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 over one semester in a Queensland State school; 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.

5.2. Associate Membership

Associate Membership may be granted to:

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

5.3. Affiliate Membership

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

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

5.4. Past Service Membership

Past Service membership may be granted to:

- a) Ordinary Members who have ceased service in one of the categories listed for Ordinary Membership.

5.5. 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.**

5.6. Life Membership

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

5.7. Number of Members

- a) The number of Members in each class shall be unlimited.

6. Rights and Obligations of Members

6.1. Ordinary Members and Life Members are entitled to:

- a) nominate themselves 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, including the President
- c) attend and vote at State Council, **Management**, Annual and Special General Meetings, **as relevant to their elected role.**
- 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**
- g) **be a member of sub-committee or other working party.**

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

- a) **attend State Council, Executive and Management**, General, Annual and Special General meetings as an observer
- b) contribute to the discussion at any of the above meetings
- 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
- f) **be a member of sub-committee or other working party.**

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

- a) nominate themselves 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
- c) vote at Annual and Special General Meetings.

6.4. Compliance with Constitution

- a) Every Member will be bound by and in all respects comply with and observe the provisions of the Constitution and will conform with any By-Laws of the Association, any code of professional conduct that may be adopted by the Executive/Executive/Management Committee, and any other rules which may be lawfully made by the Association.

6.5. New membership

- a) An applicant for membership of the Association must complete the Application for Membership Form, pay the appropriate Membership Fee and forward it to the Association for consideration **by the Executive/Management Committee at their earliest convenience.**

7. Membership fees

7.1. The membership fee for each class of membership:

- a) is the amount decided by the members from time to time at a general meeting; and
- b) is payable when, and in the way, the **Executive/Management (Executive/Management Committee)** decides.

8. Admission and rejection of new members:

8.1. The **Executive/Management (Executive/Management Committee)** must consider an application for membership 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 at the meeting whether to accept or reject the application.
- 8.4. If a majority of the members of the **Executive/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 appropriate to their position.
- 8.5. The Secretary or **delegate** of the Association must, as soon as practicable after the **Executive/Management Committee** decides to accept or reject an application, give the applicant a written notice of the decision.

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—
- the time the notice is received by the Secretary; or
 - if a later time is stated in the notice—the later time.

The **Executive/Management Committee** may terminate a member's membership if the member—

- is convicted of an indictable offence; or
 - does not comply with any of the provisions of these rules; or
 - has membership fees in arrears for at least 2 months; or
 - conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the association.
- 9.3. 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.
- 9.4. If, after considering all representations made by the member, **Executive/Management Committee** decides to terminate the membership, the Secretary of the committee must give the member a written notice of 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 1 (one) 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 1 (one) month after receiving the notice, call a General Meeting to decide the appeal.

11. General meeting to decide appeal

- 11.1. The General Meeting to decide an appeal must be held within 3 months after the Secretary receives the notice of intention to appeal.
- 11.2. 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.

- 11.3. Also, the **Executive/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.
- 11.4. An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.
- 11.5. If a person whose application for membership has been rejected does not appeal against the decision within 1 (one) 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.

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 of death or time of resignation of the member;
 - g) details about the termination or reinstatement of membership;
 - h) any other particulars the **Executive/Management Committee** or the members at a General Meeting decide.
- 12.3. The register must be open for inspection by members of the Association at all reasonable times.
- 12.4. A member must contact the Secretary to arrange an inspection of the register.
- 12.5. However, the **Executive/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 **Executive/Management Committee** has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

13. Prohibition on use of information on register of members

- 13.1. 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.
- 13.2. Subrule (1) does not apply if the use or disclosure of the information is approved by the Association.

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 or Life member of the Association 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 or Life member of the Association;

- 14.2. If a vacancy happens in the office of Secretary, the members of the Executive/Management Committee must ensure a Secretary is appointed or elected for the Association within 1 month after the vacancy happens.
- 14.3. If the Management Committee appoints a person mentioned in subrule (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. However, if the Management Committee appoints a person mentioned in subrule (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— 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** of the Association may at any time remove a person appointed by the committee 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 a casual vacancy on the **Executive/Management Committee** under rule 15(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—
- 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
 - keeping minutes of each meeting; and
 - keeping copies of all correspondence and other documents relating to the Association; and
 - maintaining the register of members of the Association.

17. Membership of Executive/Management Committee

- 17.1. The **Executive/Management Committee** of the Association consists of
- The Executive:
 - President (who must be a principal)
 - (ii) Vice-Presidents (3 positions); made up of at least one (1) Principal and at least one (1) leader of a special education program**
 - Secretary
 - Treasurer
 - ~~(v) Immediate Past President for the first complete term of the President or school year following election of a new president~~
 - As well as:
 - Ten (10) Committee Members reflecting the diversity of the membership of the Association; all of whom shall be Ordinary (or Life Members) of the Association.
 - The **Executive/Management Committee** may choose to co-opt other members of the Association for a specific purpose or function.

- 17.2. At each Annual General Meeting of the Association, **the non-executive members of the Executive/Management Committee** must retire from office, but are eligible, on nomination, for re-election.
- 17.3. An Ordinary Member of the Association may be appointed to a casual vacancy on the **Executive/Management Committee** under rule 22.

18. Terms of Office

~~18.1. The election of executive officers to the Executive is for a period of two years, except for the position of immediate past president which will be for the first two year term following the election of a new President.~~

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18.2. At each Annual General Meeting of the Association, the members of the Executive/Management Committee including: committee members; regional councillors, and only executive officers who have completed a two year term, would retire from office, however be eligible, on nomination, for re-election. This sequence would be repeated to ensure staggered two year terms of nomination and election of QASEL Executive. The limit of terms will be three consecutive terms for Executive positions. 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 two years later.

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19. Membership of State Council

- 19.1. The State Council, where possible, consists of:
- representatives of each Department of Education region who are an Ordinary or Life Member, hereinafter collectively referred to as **Regional Councillors**
 - all of the members of the **Executive/Management Committee**.

20. Electing the Executive/Management Committee and Regional Councillors

- 20.1. A member of the **Executive/Management Committee** may only be elected as follows—
- any financial member or Life Member of the Association may nominate another financial member or Life Member (the candidate) to serve as a member of the **Executive/Management Committee**;
 - the nomination must be—
 - in writing; and
 - signed by the candidate and the member who nominated him or her; and
 - received by the Secretary at least 14 days before the Annual General Meeting at which the election is to be held;
 - each Ordinary financial member or Life Member of the Association present and eligible to vote at the Annual General Meeting may vote for 1 (one) candidate for each vacant position on the **Executive/Management Committee**;
 - if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- 20.2. A person may be a candidate only if the person—
- is an adult; and
 - is not ineligible to be elected as a member under section 61A of the Act.
 - is a financial Ordinary member or Life member
- 20.3. A list of the candidates' names in alphabetical order, with the names of the members who nominated each candidate, must be posted by the Secretary via email; on the website; or 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.

20.4. If required by the **Executive/Management Committee**, balloting lists must be prepared by the Secretary containing the names of the candidates in alphabetical order.

20.5. Balloting by Ordinary or Life members who are unable to attend the Annual General Meeting in person can be sent to the Secretary in writing no later than 3 days prior to the Annual General Meeting

20.5-20.6. If there is more than one nomination for a position on the Executive/Management Committee or as a Regional Councillor, the candidate who receives the majority of votes will be elected to the relevant office/position.

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

21.1. A member of the **Executive/Management Committee** may resign from the committee by giving written notice of resignation to the Secretary.

21.2. 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.

21.3. 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.

21.4. 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.

21.5. A member has no right of appeal against the member's removal from office under this rule.

21.6. A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

21.7. A member who fails to attend three meetings in a row may be asked to explain why they should continue in their **Executive/Management Committee** position for that calendar year, excluding rule 20.

22. Vacancies on **Executive/Management Committee** and State Council

22.1. If a casual vacancy happens on the **Executive/Management Committee** or State Council, the continuing members of the committee may appoint another Ordinary or Life Member of the Association to fill the vacancy until the next Annual General Meeting.

22.2. The continuing members of the **Executive/Management Committee** may continue to act despite a casual vacancy on the **Executive/Management Committee**.

22.3. However, if the number of **Executive/Management Committee** members is less than the number fixed under rule **26 (1)** as a quorum of the **Executive/Management Committee**, the continuing members may act only to—

- a) increase the number of **Executive/Management Committee** members to the number required for a quorum; or
- b) call a General Meeting of the Association.

23. Functions of **Executive/Management Committee**

23.1. Subject to these rules or a resolution of the members of the Association carried at a General Meeting, the **Executive/Management Committee** has the general control and management of the administration of the affairs, property and funds of the Association.

23.2. The **Executive/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.

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 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) (h) to invest in a way the members of the Association may from time to time decide.

23.3. 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 (one) financial institution for the Association—the financial institution nominated by the **Executive/Management Committee**

24. Functions of State Council

24.1. The role of the State Council is to:

- a) 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
- e) to represent the Association at a regional level with regular meetings/networks and to host the President and other key/relevant presenters**
- f) to table/discuss State Council member issues and with the support of the President resolve these in a timely and effective manner**

25. Meetings of **Executive/Management Committee** and State Council

25.1. Subject to this rule, the **Executive/Management Committee** and State Council may meet and conduct its proceedings as it considers appropriate.

25.2. The State Council must meet **at least once per school term, with one of those meetings to coincide with the conference** to exercise its functions.

25.3. **The Executive/Management Committee must meet at least once per school term to exercise its functions via face-to-face meeting or teleconference.**

- 25.4. The **Executive/Management Committee** must decide how a meeting is to be called.
- 25.5. Notice of a meeting is to be given in the way decided by the **Executive/Management Committee**.
- 25.6. 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.
- 25.7. A member who participates in the meeting as mentioned in sub rule (6) is taken to be present at the meeting.
- 25.8. Every **Executive/Management Committee Member** and State Councillor present shall be entitled to one vote.
- 25.9. 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.
- 25.10. 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, if the member does vote, the member's vote must not be counted.
- 25.11. The President is to preside as chairperson at an **Executive/Management Committee** and State Council meeting.
- 25.12. If there is no President or if the President is not present within 10 minutes after the time fixed for an **Executive/Management Committee** or State Council meeting, the members may choose 1 (one) of their number to preside as chairperson at the meeting.

26. Quorum for, and adjournment of, Executive/Management Committee meetings and State Council meetings

- 26.1. At an **Executive/Management Committee** meeting, more than 50% of the members elected to the committee as at the close of the last Annual General Meeting of the members form a quorum.
- 26.2. 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 committee, the meeting lapses.
- 26.3. 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 committee—
 - a) the meeting is to be adjourned for at least 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.
- 26.4. 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.

27. Special Meeting of Executive/Management Committee

- 27.1. 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.
- 27.2. If the Secretary is unable or unwilling to call the Special Meeting, the President must call the meeting.

27.3. A request for a Special Meeting must state—

- a) why the special meeting is called; and
- b) the day, time and place of the meeting; and
- c) the business to be conducted at the meeting.

27.4. 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**.

28. Minutes of **Executive/Management Committee** and State Council meetings

28.1. 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 meetings are **electronically recorded distributed and stored in a timely manner**.

28.2. 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.

29. Appointment of subcommittees

29.1. The **Executive/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 **and in response to current and timely matters**.

29.2. 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.

29.3. A subcommittee may elect a chairperson of its meetings.

29.4. 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 (one) of their number to be chairperson of the meeting.

29.5. A subcommittee may meet and adjourn as it considers appropriate.

29.6. 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.

30. Acts not affected by defects or disqualifications

30.1. 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.

30.2. Subrule (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.

31. Resolutions of **Executive/Management Committee** without meeting

- 31.1. 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.
- 31.2. A resolution mentioned in subrule (1) may consist of several documents in like form, each signed by 1 (one) or more members of the committee.

32. Annual General Meetings

- 32.1. Each 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.

33. Business to be conducted at Annual General Meeting of Level 1 Incorporated Associations

- 33.1. 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 last 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**;
 - d) appointing an auditor or an accountant for the present financial year.

34. Notice of General Meeting

- 34.1. The Secretary may call a General Meeting of the Association.
- 34.2. The Secretary must give at least 14 days' notice of the meeting to each member of the Association.
- 34.3. If the Secretary is unable or unwilling to call the meeting, the President must call the meeting.
- 34.4. The **Executive/Management Committee** may decide the way in which the notice must be given.
- 34.5. 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 **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;
 - b) a meeting called to hear and decide a proposed special resolution of the Association.
- 34.6. A notice of a General Meeting must state the business to be conducted at the meeting.

35. Quorum for, and adjournment of, General Meeting

- 35.1. 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 1 (one).
- 35.2. However, if all members of the Association are members of the **Executive/Management Committee**, the quorum is the total number of members less 1 (one).

- 35.3. No business may be conducted at a General Meeting unless there is a quorum of members when the meeting proceeds to business.
- 35.4. If there is no quorum within 30 minutes after the time fixed for a General Meeting called on the request of members of the **Executive/Management Committee** or the Association, the meeting lapses.
- 35.5. 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 **Executive/Management Committee** or the Association—
- a) the meeting is to be adjourned for at least 7 days; and
 - b) the **Executive/Management Committee** is to decide the day, time and place of the adjourned meeting.
- 35.6. 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.
- 35.7. 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.
- 35.8. 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.
- 35.9. 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.

36. Procedure at General Meeting

- 36.1. 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.
- 36.2. A member who participates in a meeting as mentioned in subrule (1) is taken to be present at the meeting.
- 36.3. 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 (one) of their number to be chairperson of the meeting; and
 - c) the chairperson must conduct the meeting in a proper and orderly way.

37. Voting at General Meeting

- 37.1. 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 or Life members present.
- 37.2. Each member present and eligible to vote is entitled to 1 (one) vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
- 37.3. 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.
- 37.4. The method of voting is to be decided by the **Executive/Management Committee**.
- 37.5. However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.

- 37.6. If a secret ballot is held, the chairperson must appoint 2 (two) members to conduct the secret ballot in the way the chairperson decides.
- 37.7. 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.

38. Special General Meeting

- 38.1. 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 **Executive/Management Committee**; or
 - 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 or Life members of the Association equal to double the number of members on the **Executive/Management Committee** when the request is signed plus 1 (one); 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.
- 38.2. 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.
- 38.3. A Special General Meeting must be held within 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 subrule (1)(b); or
 - c) is given the written notice of an intention to appeal mentioned in subrule (1)(c).
- 38.4. If the Secretary is unable or unwilling to call the Special Meeting, the President must call the meeting.

39. Proxies

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

QASEL:

I, _____ of _____, being an Ordinary / 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.

Signed this _____ day of _____, 20 ____ .

Signature: _____

- 39.2. 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.
- 39.3. A proxy may be a member of the Association or another person.
- 39.4. The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- 39.5. 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.
- 39.6. Unless otherwise instructed by the appointer, the proxy may vote as the proxy considers appropriate.

40. Minutes of **all** meetings

- 40.1. 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**.
- 40.2. 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
- 40.3. 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.
- 40.4. If asked by a member of the Association, 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 copies of the minutes of the meeting.
- 40.5. The Association may require the member to pay the reasonable costs of providing copies of the minutes.

41. **By-laws**

- 41.1. The **Executive/Management Committee** may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Association.
- 41.2. A by-law may be set aside by a vote of members at a General Meeting of the Association.

42. **Alteration of rules**

- 42.1. Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a General Meeting.
- 42.2. However, an amendment, repeal or addition is valid only if it is registered by the chief executive **of the Office of Fair Trading**.

43. Common seal

- 43.1. The **Executive/Management Committee** must ensure the Association has a common seal.
- 43.2. 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**.
- 43.3. 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; or
 - b) another member of the **Executive/Management Committee**; or
 - c) someone authorised by the **Executive/Management Committee**.

44. Funds and accounts

- 44.1. 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**.
- 44.2. Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.
- 44.3. All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- 44.4. A payment by the Association of \$100 or more must be made by **Association debit card or electronic funds transfer by two approved signatories**.
- 44.5. A record of expenditure must be approved or ratified at an **Executive/Management Committee** meeting.

45. General financial matters

- 45.1. 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 last reportable financial year is prepared.
- 45.2. The income and property of the Association must be used solely in promoting the Association's Objects and exercising the Association's powers.

46. Documents

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

47. Financial year

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

48. Distribution of surplus assets to another entity

48.1. This rule applies if the Association—

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

48.2. The surplus assets must not be distributed among the members of the Association.

48.3. 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.

48.4. In this rule— surplus assets see section 92(3) of the Act.