

# **Constitution**

Committee for Brisbane Inc.

# Constitution

of Committee for Brisbane Inc.

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## 1. Defined terms

In this constitution the following expressions shall have the following meanings:

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

**Advisory Council** means the Advisory Council of the Association.

**Auditor** means the Association's auditor.

**Association** means the Committee for Brisbane Inc.

**Constitution** means the constitution of the Association as amended from time to time.

**Executive Committee** means the Executive Committee of the Association.

**Financial** means a Member's membership fee has been paid by the due date.

**Management Committee** means the Management Committee of the Association.

**Member** means a Person that has consented to become a Member of the Association and that is accepted as a Member by the Management Committee.

**Person** means every individual, business, firm, company, corporation, association, professional body, organisation or body of persons.

**Sub-Committee** is a sub-committee of the Association established by the Management Committee.

## 2. Name

The name of the Association is Committee for Brisbane Inc.

## 3. Objects

The objects of the Association are to be an independent organisation that is committed to shaping greater Brisbane as the world's most liveable place.

## 4. Income and property

- (a) The income and property of the Association must be used solely in promotion of its objects and in the exercise of its powers.
- (b) No portion of the income and/or property of the Association must be paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to persons who at any time are or have been members of the Association, or to any person claiming through any of them.
- (c) Nothing in this Constitution prevents the payment in good faith of remuneration for any officers of the Association or to any member or other person in return for services actually rendered to the Association or for goods supplied in the ordinary way of business, or prevents the payment of interest on money borrowed or the payment of rent for premises let to the Association.

## 5. Powers

- (a) The Association has the powers of an individual.
- (b) The Association may, for example:
  - (i) Enter into contracts, and
  - (ii) Acquire, hold, deal with and dispose of property, and
  - (iii) Make charges for services and facilities it supplies, and
  - (iv) Raise or secure the payment of amounts in a way the members of the Association decide, and
  - (v) Secure the amounts mentioned in paragraph (iv) 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
  - (vi) Purchase, redeem or pay off any securities issued, and
  - (vii) Borrow amounts from members and pay interest on the amounts borrowed, and
  - (viii) Mortgage or charge the whole or part of the Association's property, and
  - (ix) Issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association, and
  - (x) Provide and pay off any securities issued, and
  - (xi) Invest in a way the members of the Association may from time to time decide, and
  - (xii) Do other things necessary or convenient to be done in carrying out its affairs.
- (c) For clause 5(b)(vii), 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:
  - (i) The financial institution for the Association, or
  - (ii) If there is more than one financial institution nominated by the Association, the financial institution nominated by the Association.

## 6. Members

### 6.1 Classes of Members

The membership of the Association shall consist of:

- (a) Corporate Leaders, and
- (b) Corporate Members, and
- (c) Enterprise Members, and

- (d) Associate Members, and
- (e) Student Members, and
- (f) Affiliates, and
- (g) Life Members.

## **6.2 Number of Members**

Subject to clause 6.4(a), the number of Members of the Association is unlimited.

## **6.3 Membership**

The Members of the Association will be Persons who have consented to become Members of the Association and who are accepted as Members by the Management Committee.

## **6.4 Corporate Leaders, Corporate Members, Enterprise Members, Associate Members and Student Members**

- (a) For the purposes of defining and delivering appropriate membership benefits, in its sole discretion the Management Committee may set a maximum number of Corporate Leaders.
- (b) The membership benefits for each category of membership in clause 6.4 shall be determined by the Management Committee in its sole discretion.
- (c) Student Members are not entitled to vote at any General Meeting.

## **6.5 Affiliates**

- (a) Affiliates shall be invited by the Management Committee.
- (b) Affiliates shall comprise charities, not-for-profits and industry associations.
- (c) The membership benefits for Affiliates shall be determined by the Management Committee in its sole discretion.
- (d) Affiliates are not entitled to vote at any General Meeting.

## **6.6 Life Members**

- (a) Life Members are appointed by the Management Committee.
- (b) All past-Presidents will be appointed Life Members by the Management Committee upon cessation of holding office as President.

- (c) In addition to clause 6.6(b), only Members or former Members of the Association who have provided outstanding commitment to the Association through active involvement in the activities of the Association, over a number of years, may be appointed as Life Members.
- (d) The membership benefits for Life Members shall be determined by the Management Committee in its sole discretion.
- (e) A Life Member may be terminated in accordance with clause 6.11.
- (f) The number of Life Members is unlimited.

### **6.7 Register of Members**

A current register of Members must be kept by the Secretary, recording for each Member:

- (a) The name and residential or business address of the Member,
- (b) The date of admission as a Member,
- (c) The date of death or resignation of the Member,
- (d) Details about the termination or reinstatement of membership, and
- (e) Any other particulars that the Management Committee, the Executive Committee or the Members of the Association in any General Meeting may require.

### **6.8 Inspection of register**

- (a) The register must be open for inspection at all reasonable times.
- (b) However, before a member may inspect the register, the member must apply to the Secretary to inspect it.

### **6.9 Admission and rejection of Members**

- (a) The Management Committee must consider an application for membership at the next meeting of the Management Committee held after it receives the application.
- (b) The Management Committee must decide at the meeting whether to accept or reject the application.
- (c) If a majority of the Management Committee present at the meeting vote to accept the applicant as a Member, the applicant must be accepted as a Member of the class of membership applied for.
- (d) The Secretary must, as soon as practicable after the Management Committee decides to accept or reject an application, give the applicant written notice of the decision.



**6.10 Resignation of membership**

- (a) A Member may resign from the Association at any time by giving notice in writing to the Secretary.
- (b) The resignation takes effect on:
  - (i) The day and time the notice is received by the Secretary, or
  - (ii) If a later date is stated in the notice then it shall take effect on that later date.

**6.11 Termination of membership**

- (a) The Management Committee may terminate a Member's membership if the Member:
  - (i) Is convicted of an indictable offence, or
  - (ii) Fails to comply with any of the provisions of this Constitution, or
  - (iii) Is not a Financial Member, or
  - (iv) Conducts himself/herself in a manner considered to be injurious or prejudicial to the character or interests of the Association.
- (b) Before the Management Committee terminates a Member's membership, the Member must be given a full and fair opportunity to show why the membership should not be terminated.
- (c) If the Management Committee terminates a Member, the Secretary must advise the Member in writing.
- (d) A Person whose application for membership has been rejected or whose membership has been terminated, may within one month of receiving written notification of the rejection or termination, give the Secretary written notice of the person's intention to appeal against the decision.
- (e) Upon receipt of a notice of intention to appeal the Secretary must, within three months after the date of receipt, call a General Meeting to decide the appeal.
- (f) 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.
- (g) The Management Committee or those Members who rejected the application or terminated the membership must be given an opportunity to show why the application should be rejected or the membership should be terminated.
- (h) An appeal must be decided by a vote of the Members present at the meeting.
- (i) If a person whose application is rejected does not appeal against the decision within the time prescribed by this Constitution or the person appeals but the appeal is unsuccessful, the Secretary must as soon as practicable refund the amount of any application fee paid.

**6.12 Membership fees**

- (a) The membership fee for each category of membership is the amount decided by the Management Committee from time to time.
- (b) The membership fee must be paid by 31 July each year for the period 1 July of that year to 30 June of the following year, or within one (1) calendar month of receiving an invoice for the membership fee.
- (c) If any membership fee is not paid by the due date in any year, the Member ceases to be a Financial Member and their membership may be terminated by resolution of the Management Committee, in accordance with section 6.11.

**6.13 Votes of Members**

- (a) Providing they are Financial, these categories of Members have the right to vote at any Annual General Meeting or Extraordinary General Meeting of the Association:
  - (i) Corporate Leaders, and
  - (ii) Corporate Members, and
  - (iii) Enterprise Members, and
  - (iv) Associate Members, and
  - (v) Life Members.
- (b) These categories of Members are not entitled to vote at any Annual General Meeting or Extraordinary General Meeting of the Association:
  - (i) Student Members, and
  - (ii) Affiliates.
- (c) Providing they are Financial, each Member present in person or by proxy or by nominated representative or by attorney at any Annual General Meeting or Extraordinary General Meeting of the Association of which due notice has been given will have one vote.
- (d) Notice of appointment of a proxy or nominated representative or attorney must be in writing and delivered to the Secretary prior to the meeting which the proxy or representative or attorney is to attend. An appointment will be for one or more meetings if stated or otherwise until it is revoked.
- (e) A Member may vote by proxy or by nominated representative or by attorney in respect of any question arising at any Annual General Meeting or Extraordinary General Meeting of the Association.

## **7. Meetings**

### **7.1 Proceedings at Meetings**

Subject to the rules under this Constitution, at every meeting of the Members of the Association:

- (a) The President, or if there is no President, or if the President is not present within fifteen (15) minutes after the time fixed for the meeting, or is unwilling to act, a Vice-President, is to preside as Chairperson.
- (b) If both Vice-Presidents are absent or unwilling to act, then the Financial Members present must elect one of their number to be Chairperson of the meeting.
- (c) The Chairperson must conduct the meeting in a proper and orderly way.
- (d) Every question, matter or resolution must be decided by a majority of votes of the Members present.
- (e) Each Member present and entitled to vote is entitled to one vote only and if the votes are equal, the Chairperson has a casting vote in addition to one primary vote.
- (f) Only Financial Members are entitled to vote at a General Meeting.
- (g) Voting will be by a show of hands or a division of Members unless at least 20% or more of the Members present demand a secret ballot.
- (h) If a secret ballot is held, the Chairperson must appoint two Members to conduct the secret ballot in the way the Chairperson decides.
- (i) 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.
- (j) A Member may vote in person or by proxy or by nominated representative or by attorney and:
  - (i) On a show of hands, every person present who is a Member or a proxy or a nominated representative or an attorney of a Member, has one vote, and
  - (ii) In a secret ballot, every Member present in person or by proxy or by nominated representative or by attorney of a Member, has one vote.
- (k) An instrument appointing a proxy must be in writing and:
  - (i) If the appointer is an individual, signed by the appointor or the appointer's attorney properly authorised in writing, or
  - (ii) If the appointer is a business, firm, company, corporation, association, professional body, organisation or body of persons, either under seal or signed by their properly authorised officer or attorney.
- (l) An instrument nominating a representative must be in writing and:
  - (i) If the appointer is a business, firm, company, corporation, association, professional body, organisation or body of persons, either under seal or signed by their properly authorised officer or attorney.

- (m) A proxy may be a Member of the Association or another person.
- (n) The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- (o) If someone wants to give a Member an opportunity of voting for or against a resolution, the instrument appointing a proxy must be in the following form or like form:

ASSOCIATION:

I, [insert name] of [insert address], being a Member of the Association, appoint [insert name] of [insert address], or failing them, [insert name] of [insert address], as my proxy to vote for me on my behalf at the (Annual) General Meeting of the Association, to be held on the [insert day] day of [insert month] 20xx, and at any adjournment.

Signed this [insert day] day of [insert month], 20xx.

Signature

This form to be used \*in favour of/\*against the resolution

(\*strike out whichever is not wanted. Unless otherwise instructed, the proxy may vote as the proxy considers appropriate).

- (p) The instrument appointing a proxy must be given to the Secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- (q) The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings for each meeting of the Management Committee, Executive Committee and General Meeting are available for inspection at all reasonable times by any Member who previously applies to the Secretary for inspection.
- (r) To ensure the accuracy of the minutes recorded, the minutes of each Management Committee meeting, Executive Committee meeting and General Meeting must be signed by the Chairperson of the meeting or the Chairperson of the next succeeding Management Committee meeting, Executive Committee meeting or General Meeting, respectively, verifying their accuracy, provided that the minutes of any Annual General Meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding General Meeting or Annual General Meeting.

## 7.2 Quorum

The quorum for a meeting of Members or other General Meeting is at least the number of Members elected or appointed to the Management Committee at the close of the last Annual General Meeting, plus one (1).

### **7.3 Poll**

A poll may be demanded by any three (3) Members of the Management Committee or by any ten (10) Financial Members or nominated representatives of Financial Members.

### **7.4 General Meeting**

- (a) The Management Committee may, whenever it thinks fit, convene a General Meeting and the Management Committee must convene a General Meeting on the requisition of ten (10) Members.
- (b) At least fourteen (14) days' notice in writing must be given, specifying the place, day and hour of any General Meeting and in the case of special business, the general nature of such business must be given to Members, but the accidental omission to give such notice to any Member will not invalidate the proceedings at such meeting.
- (c) Whenever the Management Committee thinks fit, it may submit any question to the vote of all Members entitled to vote at an Extraordinary General Meeting by means of a postal ballot in such form and returnable in such manner as the Management Committee decides.
- (d) A resolution approved by a majority of Members or specific majority stated by the Management Committee of Members voting by ballot, shall have the same force and effect as such a resolution would have if carried by a majority or specific majority at a duly constituted General Meeting competent to pass such resolution.

### **7.5 Annual General Meeting**

An Annual General Meeting will be held in accordance with the requirements of the Act.

### **7.6 Business to be conducted at the Annual General Meeting**

- (a) Receive the report of the Management Committee concerning the activities of the Association.
- (b) Receive the statement of income and expenditure, assets and liabilities, and mortgages, charges and securities affecting the property of the Association for the last financial year.
- (c) Receive the Auditor's report on the financial affairs of the Association for the last financial year.
- (d) Present the audited statement to the meeting for adoption.
- (e) Elect members of the Management Committee, in accordance with clauses 8.1(c) and 8.1(d), being:
  - (i) A President,
  - (ii) Two (2) Vice-Presidents,

- (iii) A Secretary,
  - (iv) A Treasurer, and
  - (v) Up to nine (9) others as per clause 8.1(a)(i)(B).
- (f) Appoint an Auditor.
- (g) Transact any other business which under this Constitution must be transacted at an Annual General Meeting.

## **7.7 Other business**

- (a) All other business transacted at an Annual General Meeting and all business transacted at an Extraordinary General Meeting shall be special business.
- (b) The Management Committee may introduce special business at any Annual, Extraordinary or other General Meeting, but no Member without the approval of the Management Committee can introduce any special business unless the Member has given three (3) or more days' notice of the special business in writing to the Secretary.

## **8. Management Committee**

### **8.1 Membership of Management Committee**

- (a) The Management Committee of the Association consists of:
  - (i) Elected Members or nominated representatives of Members, being:
    - (A) a President, two (2) Vice-Presidents, a Secretary, a Treasurer, and
    - (B) up to nine (9) others, comprising up to five Members or nominated representatives from the Corporate Leader member category, up to three Members or nominated representatives from the Corporate Member category and up to one Member or nominated representative from the Enterprise Member category, and
  - (ii) Any other Member or nominated representative of a Member appointed by the existing members of the Management Committee, from time to time, in accordance with clause 8.4.
- (b) A member of the Management Committee and each of those persons appointed under clause 8.1(a) must be a Financial Member of the Association or a nominated representative of a Financial Member.
- (c) A member of the Management Committee must retire from office at the second Annual General Meeting following the meeting at which the member was elected, but is eligible, on nomination, for re-election to the same position for a further term of two (2) years, but in total for no longer than four (4) consecutive years

- (d) Notwithstanding clause 8.1(c), any person having served four (4) consecutive years in any position may stand for election at an Annual General Meeting to any other position on the Executive Committee, but the maximum term they may serve in that other position is two (2) years.

## **8.2 Electing the Management Committee**

- (a) An elected member of the Management Committee may only be elected as follows:
- (i) Any two Financial Members of the Association may nominate another Member or representative of another Member ('candidate') to serve as a member of the Management Committee.
  - (ii) The nomination must:
    - (A) be in writing, and
    - (B) specify the position, as per clause 8.1(a)(i)(A), or the category, as per clause 8.1(a)(i)(B), being sought, and
    - (C) be signed by the candidate and the Members who nominated him or her, and
    - (D) be given to the Secretary at least three (3) days before the Annual General Meeting at which the election is to be held.
  - (iii) Each Member present at the Annual General Meeting may vote for any number of candidates but not more than the number of vacancies, including the number of vacancies specified for each category of membership as per clause 8.1(a)(i)(B).
  - (iv) If, at the start of the meeting, there are either no candidates nominated for a position on the Executive Committee or not enough candidates nominated per category under clause 8.1(a)(i)(B), nominations may be taken from the floor of the meeting to fill those vacancies.
- (b) A list of candidates' names in alphabetical order, with the names of the Members who nominated each candidate, must be posted on the website of the Association for at least seven (7) days immediately preceding the Annual General Meeting.
- (c) If required by the Management Committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- (d) The Association must hold an election of members to the Management Committee at each Annual General Meeting, in accordance with clauses 8.1(c) and 8.1(d).

## **8.3 Resignation or removal from office of Management Committee member**

- (a) A Management Committee member may resign from the committee by giving written notice of resignation to the Secretary.
- (b) The resignation takes effect on:

- (i) The day and at the time the notice is received by the Secretary, or
  - (ii) If a later day is stated in the notice, the later day.
- (c) A member may be removed from office at a General Meeting of the Association if a majority of the Members present at the meeting vote in favour of removing the member.
- (d) 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.
- (e) A member shall cease to be a member of the Management Committee if, without being excused from attendance by the Management Committee, he or she does not attend three (3) consecutive meetings of the Management Committee.
- (f) A member has no right of appeal against the member's removal from office under this section.

#### **8.4 Vacancies on Management Committee**

- (a) If a casual vacancy happens on the Management Committee in respect of the elected members contemplated by clause 8.1(a)(i), the continuing members of the Management Committee may appoint another Member or nominated representative of a Member to fill the vacancy until the next Annual General Meeting.
- (b) The continuing members of the Management Committee may act despite a casual vacancy on the Management Committee.
- (c) However, if the number of committee members is less than the number fixed under this Constitution as a quorum of the Management Committee, as per clause 8.6(g), the continuing members may act only to:
- (i) Increase the number of Management Committee members to the number required for a quorum, or
  - (ii) Call a General Meeting of the Association.

#### **8.5 Functions of Management Committee**

- (a) Subject to this Constitution or a resolution of the Members carried at a General Meeting, the Management Committee has:
- (i) The general control and management of the administration of the affairs, property and funds of the Association, and
  - (ii) Authority to interpret the meaning of this Constitution and any matter relating to the Association on which the Constitution is silent.
- (b) The Management Committee may exercise all the powers of the Association.



- (c) The Management Committee may ratify the acts of the Secretary and/or any resolutions passed by the Executive Committee at an Executive Committee meeting if decided by a majority of committee members present at the meeting.

## **8.6 Meetings of Management Committee**

- (a) Subject to clauses 8.6(b) to 8.6(p), the Committee may meet and conduct its proceedings as it considers appropriate.
- (b) The Committee must meet at least once every two months to exercise its functions.
- (c) The Committee must decide how a meeting is to be called.
- (d) Notice of a meeting is to be given in the way decided by the Committee.
- (e) If the Secretary receives a written request signed by at least 33% of the Management Committee members, the Secretary must call a special meeting of the Committee.
- (f) A request for a special meeting must state:
  - (i) Why the special meeting is called, and
  - (ii) The business to be conducted at the meeting.
- (g) At a Management Committee meeting, more than 50% of the elected members contemplated by clause 8.1(a)(i), as at the close of the last General Meeting of the members, form a quorum.
- (h) A question arising at a Management Committee meeting is to be decided by a majority vote of Management Committee members present at the meeting and, if the votes are equal, the question is decided in the negative.
- (i) A Management Committee member 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.
- (j) The Secretary must give each Management Committee member at least fourteen (14) days' notice of a special meeting of the Committee.
- (k) A notice of a special meeting must state:
  - (i) The day, time and place of the meeting, and
  - (ii) The business to be conducted at the meeting.
- (l) The President or, if there is no President or if the President is not present within ten (10) minutes after the time fixed for a Management Committee meeting, a Vice-President, is to preside as Chairperson at the meeting.
- (m) If the President and Vice-Presidents are absent from a Management Committee meeting, the members may choose one of their number to preside as Chairperson at the meeting.

- (n) If a quorum is not present within 30 minutes after the time fixed for a Management Committee meeting called on the request of committee members, the meeting lapses.
- (o) If a quorum is not present within 30 minutes after the time fixed for a Management Committee meeting called other than on the request of Committee members, the meeting is to be adjourned to:
  - (i) The same day, time and place in the next week, or
  - (ii) A day, time and place decided by the Committee.
- (p) If, at an adjourned meeting mentioned in subsection 8.6(o), a quorum is not present within 30 minutes after the time fixed for the meeting, the meeting lapses.

### **8.7 Acts not affected by defects or disqualifications**

- (a) An act performed by the Management Committee, a Sub-Committee or a person acting as a member of the Management Committee is taken to have been validly performed.
- (b) Subsection 8.7(a) applies even if the act was performed when:
  - (i) There was a defect in the appointment of a member of the Management Committee, Sub-Committee or person acting as a member of the Management Committee, or
  - (ii) A Management Committee member, Sub-Committee member or person acting as a member of the Management Committee was disqualified from being a member.

### **8.8 Resolutions of Management Committee without meeting**

- (a) A written resolution signed by each member of the Management Committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.
- (b) A resolution mentioned in subsection 8.8(a) may consist of several documents in like form, each signed by one or more members of the Management Committee.
- (c) Confirmation by email from a member of the Management Committee, where the member's identity and their voting intention is clear and confirmed, is taken to be signed by the member in accordance with clause 8.8(a).

## **9. Executive Committee**

### **9.1 Membership of Executive Committee**

The Executive Committee consists of those persons who from time to time hold the positions of:

- (a) President,

- (b) Vice President,
- (c) Secretary, and
- (d) Treasurer.

## **9.2 Function of Executive Committee**

The role of the Executive Committee is to facilitate the timely administration of the affairs of the Association when matters of urgent attention arise between the holding of Management Committee meetings.

## **9.3 Meetings of Executive Committee**

- (a) The Executive Committee will decide how frequently and when it will meet.
- (b) The Executive Committee must decide how a meeting is to be called.
- (c) Notice of a meeting is to be given in the way decided by the Executive Committee.
- (d) At an Executive Committee meeting, three (3) members of the Executive Committee form a quorum.
- (e) A question arising at an Executive Committee meeting is to be decided by a majority vote of Executive Committee members present at a meeting and if the votes are equal, the question is decided in the negative.

## **9.4 Acts not affected by defects or disqualifications**

- (a) An act performed by the Executive Committee is taken to have been validly performed.
- (b) Subsection 9.4(a) applies even if the act was performed when:
  - (i) There was a defect in the appointment of a member of the Executive Committee, or a person acting as a member of the Executive Committee, or
  - (ii) A member of the Executive Committee or a person acting as a member of the Executive Committee was disqualified from being a member.

## **10. Advisory Council**

### **10.1 Membership of Advisory Council**

- (a) The Advisory Council consists of Members of the Association and other individuals appointed by the Management Committee, from time to time.
- (b) The number of Members and other individuals on the Advisory Council shall be determined by the Management Committee.

- (c) A Chairperson of the Advisory Council shall be appointed by the Management Committee.

## **10.2 Function of Advisory Council**

- (a) The Advisory Council may, when asked by the Management Committee, provide strategic advice and direction to the Association and the Management Committee with respect to matters relevant to the objects of the Association.
- (b) The Advisory Council may, for investigation and report by the Management Committee, identify policy matters about which the Association should form a view.

## **10.3 Meetings of Advisory Council**

- (a) The Advisory Council should meet at least two times each year.
- (b) The Management Committee shall decide how an Advisory Council meeting is to be called.
- (c) Notice of a meeting of the Advisory Council is to be given in the way decided by the Management Committee.

## **11. Sub-Committees**

The Management Committee may establish Standing (permanent) or Special Purpose (temporary) Sub-Committees of the Association.

### **11.1 Function of Sub-Committees**

- (a) Sub-Committees will provide strategic advice and direction to the Association and the Management Committee with respect to matters relevant to the objects of the Association.
- (b) When establishing a Sub-Committee, the Management Committee will confirm the terms of appointment of its members and the meeting schedule and document the aims and objectives of the Sub-Committee.

## **12. Secretary**

### **12.1 Appointment and removal**

The Management Committee may remove the Secretary at any time, but only in accordance with clause 8.3.

## **12.2 Vacancy**

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 one month after the vacancy happens.

## **12.3 Eligibility**

The Secretary must be an individual residing in Queensland who is:

- (a) A Financial Member of the Association elected by the Association as Secretary, or
- (b) A member of the Association's Management Committee appointed by the Management Committee, or
- (c) Appointed by the Management Committee as Secretary (whether or not the individual is a Member of the Association).

## **13. President**

- (a) The President must be elected in accordance with clause 8.1 and will remain in that office in accordance with clause 8.1(c) or until his/her retirement from the position, whichever is the earlier.
- (b) In the President's absence, a Vice-President shall act for him/her as arranged.

## **14. Chief Executive Officer**

- (a) The Management Committee may appoint a Chief Executive Officer.
- (b) On appointment, the Chief Executive Officer will be responsible for the general control and management of the affairs of the Association on a day-to-day basis.
- (c) The Chief Executive Officer may be paid as remuneration for their services a sum to be determined from time to time by the Management Committee at a Management Committee meeting.

## **15. Financial year**

The financial year of the Association closes on 30 June each year.

## **16. Funds and accounts**

- (a) The finances of the Association must be controlled by the Management Committee and a statement of receipts and expenditure must be placed before the Management Committee for its consideration at every Management Committee meeting.

- (b) At a meeting prior to the Annual General Meeting, the Management Committee must consider a budget of income and expenditure for the coming year.
- (c) At the first meeting after the Annual General Meeting, the Management Committee must endorse all subscriptions paid by members.
- (d) The Management Committee must keep an account or accounts in the name of the Association at a financial institution/s decided by the Management Committee.
- (e) Payments of one hundred (100) dollars or more must be paid from an account of the Association either by cheque signed by any two authorised members of the Executive Committee or by any other means approved by the Executive Committee.
- (f) As soon as practicable after the end of each financial year, the Treasurer must ensure a statement containing the following particulars is prepared:
  - (i) The income and expenditure for the financial year just ended,
  - (ii) The Association's assets and liabilities at the close of the year, and
  - (iii) All mortgages, charges and securities affecting the property of the Association at the close of the year.
- (g) The books and accounts of the Association must be audited prior to the Annual General Meeting and the audited accounts and any report of the Auditor must be tabled at the Annual General Meeting.
- (h) The Management Committee must provide for the safe custody of books, documents, instruments of title and securities of the Association.

## **17. Dissolution**

- (a) The Association must be dissolved when there are three or less members.
- (b) The Association may be dissolved on a vote of 75% of the members present at a General Meeting convened to consider whether the Association should be dissolved.

## **18. Distribution of surplus assets to another entity**

- (a) This rule applies if the Association:
  - (i) Is wound up under part 10 of the Act, and
  - (ii) Has surplus assets, as defined in section 92(3) of the Act.
- (b) The surplus assets must not be distributed among the Members.
- (c) The surplus assets must be given to another entity:
  - (i) Having objects similar to the Association's objects, and
  - (ii) The rules of which prohibit the distribution of the entity's income and assets to its members.

**19. By-Laws**

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

**20. Alteration of Constitution**

- (a) Subject to the *Associations Incorporation Act 1981*, this Constitution may be amended, repealed or added to by a special resolution carried at a general meeting.
- (b) However, an amendment, repeal or addition is valid only if it is registered by the Chief Executive.

**21. Common Seal**

- (a) The Management Committee must ensure the Association has a common seal.
- (b) The common seal must be:
  - (i) Kept securely by the Management Committee, and
  - (ii) Used only under the authority of the Management Committee.
- (c) Each instrument to which the seal is attached must be signed by a member of the Management Committee and countersigned by:
  - (i) The Secretary, or
  - (ii) Another member of the Management Committee, or someone appointed by the Management Committee.