

New Farm and Districts
Historical Society Inc.

IA 33819

CONSTITUTION

ADOPTED / /2026

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Introductory provisions

1.1. Definitions

1.1.1. In this constitution:

- a. **ACNC** legislation means the Australian Charities Not for profit Commission Act 2011 and regulations made under that Act;
- b. **Act** means the *Associations Incorporation Act 1981* as modified and amended from time to time and includes any regulations made under that Act;
- c. **aggrieved party** means a member of the Society who has instituted the grievance procedure under rule 10;
- d. **management committee** means the management committee of the Society;
- e. **by lot** means deciding or choosing by lottery. For example, conducting a draw at random;
- f. **casual vacancy**, on the management committee, means a vacancy that occurs when a management committee member resigns, dies or otherwise stops holding office and includes where a position is not filled at an election as set out in rule 6.4.5(e);
- g. **constitution** means this document;
- h. **general meeting** means a meeting of the Society's members and includes the annual general meeting;
- i. **life member** means a person appointed to be a life member by the management committee under rule 3.6.1.
- j. **majority** means more than one half;
- k. **member** means a person admitted as a member of the Society in accordance with this constitution;
- l. **ordinary resolution** means a resolution that is passed at a general meeting by the votes of at least 50% of the members present;
- m. **present** means:
 - i at a management committee meeting, see clause 8.1.3; or
 - ii at a general meeting, see clause 5.6.2.
- n. **relative**, of a person, means a spouse, parent, sibling, child, grandparent or grandchild of the person;
- o. **remuneration**:
 - i includes salary, allowance and other entitlements; and
 - ii does not include reimbursement of out-of-pocket expenses.
- p. **senior employee** means a person who:

- i makes, or participates in making, decisions that affect the whole, or a substantial part of the activities of the Society; or
 - ii has the capacity to significantly affect the Society's financial standing.
 - q. **Society** means the New Farm and Districts Historical Society Inc., the incorporated association to which this constitution applies;
 - r. **special resolution** means a resolution that is passed at a general meeting by the votes of at least 75% of the members present and eligible to vote;
 - s. **surplus assets** means the assets after payment of the debts and liabilities remaining on a winding-up of the Society and the costs, charges and expenses of the winding-up;
 - t. **subscription fee** means a fee payable to the Society for participation as a member in the Society's affairs;
 - u. **written / in writing** means, unless the contrary intention appears, all forms of visible words, including printed, hard copy or electronic formats.
- 1.1.2. Words importing the singular include the plural where context requires or permits.

1.2. Name

- 1.2.1. The name of the incorporated association is New Farm and Districts Historical Society Inc.

1.3. Associations Incorporation Act 1981 and the ACNC Act

- 1.3.1. In this constitution, unless the context requires otherwise, an expression has, in a provision of this constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.
- 1.3.2. Section 47(1) of the Act does not apply, meaning that the model rules created under the Act are expressly displaced by this constitution.
- 1.3.3. If the Society is registered as a charity by the ACNC, the ACNC Act and regulations apply to it.

2. PURPOSE AND POWERS OF THE SOCIETY

2.1. Purpose

- 2.1.1. The purpose of the Society is to research, record, conserve and promote the history of New Farm and surrounding communities of Brisbane, Queensland for the benefit of the public.
- 2.1.2. The Society may do all such things as are incidental or conducive to the attainment of its purpose.

2.2. Powers

- 2.2.1. The Society has all of the powers of an individual.
- 2.2.2. The Society may, for example:
- a. enter into contracts; and

- b. acquire, hold, deal with and dispose of property; and
- c. make charges for services and facilities it supplies; and
- d. do other necessary or convenient things to be done in carrying out its affairs.

3. MEMBERSHIP OF THE SOCIETY

3.1. Members

- 3.1.1. The only type of membership in the Society is ordinary membership and it is unlimited.
- 3.1.2. A member:
 - i must support the purpose of the Society as set out in rule 2.1.1;
 - ii must comply with the Society's constitution, code of conduct and all other governance documents;
 - iii is entitled to all of the rights and privileges of a member under this constitution, the Act and the Society's governance documents.
- 3.1.3. A right, privilege or obligation of a member of the Society is not capable of being transferred or transmitted to another.

3.2. Application for membership

- 3.2.1. An individual can apply to be a member of the Society.
- 3.2.2. An application for membership must:
 - a. be in writing in the form decided by the management committee;
 - b. set out an address at which they wish to receive notices from the Society under rule 11.2.1;
 - c. include their address and contact details;
 - d. include an undertaking by the applicant to comply with the Society's constitution, code of conduct and all other governance documents; and
 - e. be accompanied by any other documents or information determined by the management committee from time to time.

3.3. Admission and rejection of new members

- 3.3.1. The management committee must determine an application for membership as soon as possible after the receipt of:
 - a. the application for membership; and
 - b. any application fee.
- 3.3.2. The Society must ensure that all potential members are advised:
 - a. whether or not the Society has public liability insurance; and
 - b. if the Society has public liability insurance, the amount of the insurance.
- 3.3.3. The management committee may accept or reject an application for

membership at its discretion and is not required to provide any reason for its decision.

- 3.3.4. The management committee may have a process to accept an application for membership by electronic means.
- 3.3.5. The management committee may delegate the authority to admit a person as a member but any decision to reject an application for membership must be made by the management committee.
- 3.3.6. A person becomes a member of the Society upon the acceptance of their application for membership by the management committee or its delegate.
- 3.3.7. An applicant has no right to appeal against a decision rejecting an application for membership.
- 3.3.8. The Society must, as soon as possible, after its decision in relation to the application give the applicant notice of the decision and if the application is rejected refund any application fee paid by the applicant.

3.4. Fees

- 3.4.1. The annual subscription fee and application for membership fee are:
 - a. the amounts decided by the management committee from time to time; and
 - b. payable when, and in the way, the management committee decides.
- 3.4.2. A member who has their membership terminated or suspended by the Society continues to be liable to pay any unpaid fee due at the time of the suspension or termination.
- 3.4.3. A member who has any fee outstanding at the time of a general meeting is not eligible to be counted in the quorum for the meeting and is not entitled to vote at the meeting.

3.5. Membership renewal

- 3.5.1. A member must renew their membership and pay any annual subscription fee each year, in accordance with the timeframes and procedures set down by the management committee from time to time.
- 3.5.2. A member's membership ceases immediately if the member fails to pay the annual subscription fee, if any, within four (4) calendar months of its due date.
- 3.5.3. For clarity, this rule does not apply to a life member.

3.6. Life Members

- 3.6.1. The management committee may from time to time appoint an existing member as a life member if they are satisfied that the person has made a sustained, significant contribution to Society.
- 3.6.2. A life member is, subject to rule 4, a member for the duration of their life.
- 3.6.3. A life member has all of the rights, privileges and obligations of a member (see rule 3.7.1) but is not required to pay an annual subscription fee.

3.7. Rights of members

- 3.7.1. Members are entitled to:
- a. receive notices of and attend general meetings;
 - b. seek access to the Society's records which are accessible to a member under this constitution;
 - c. receive the reports required to be given to members under the Act;
 - d. if qualified, be nominated for or nominate other qualified persons for election to the management committee;
 - e. if qualified, be elected to the management committee;
 - f. request the calling of a general meeting in accordance with this constitution;
 - g. vote on members business at general meetings including:
 - i in elections for the management committee;
 - ii to amend the constitution;
 - iii to determine an appeal under rule 4.3.3;
 - iv to remove a management committee member under rule 6.5.3, and
 - h. participate in the events, activities and affairs of the Society as agreed with the Society in accordance with their subscription.

3.8. Members Register

- 3.8.1. The management committee must keep a register of members of the Society in accordance with the Act, which may be in an electronic form, which must include the following particulars for each member:
- a. the full name of the member;
 - b. the address provided by the member for the receipt of notices to the member under rule 11.2.1;
 - c. the date of admission as a member;
 - d. the date of cessation of the member as a member;
 - e. details about the termination or reinstatement of membership;
 - f. any other particulars the management committee or the members at a general meeting decide.
- 3.8.2. The register of members is to be open for inspection by the members at all reasonable times with at least 48 hours notice to be given to the secretary of the wish to inspect the register.
- 3.8.3. A member must provide details of the reason why they wish to inspect the register which must be for a purpose approved by the management committee such as to call a meeting under rule 5.3.4.
- 3.8.4. The management committee respects a member's entitlement to privacy and

safety and may on the request of a member withhold personal information about an individual from the register where the management committee believes the disclosure of information would put the person at risk of harm.

3.9. Prohibition on use of information on register of members

- 3.9.1. A member of the Society must:
- a. Not use information obtained from the register of members of the Society to contact, or send material to, another member of the Society for the purpose of advertising for political, religious, charitable or commercial purposes;
 - b. Not disclose information obtained from the register to someone else; and
 - c. use the information obtained from the register only for the purpose for which it was provided.

4. CESSATION OF MEMBERSHIP

4.1. Resignation of a member

- 4.1.1. A member may resign from the Society by giving a written notice of resignation to the secretary.
- 4.1.2. 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.

4.2. Suspension or Termination of membership

- 4.2.1. The management committee may decide to terminate or suspend a member's membership if it is satisfied that the member has:
- a. breached, failed, refused or neglected to comply with a provision of this constitution, the Society's code of conduct or any other governance documents or any direction or determination of the management committee; or
 - b. acted in a manner injurious or prejudicial to the character and interests of the Society; or
 - c. brought the Society into disrepute.
- 4.2.2. If the management committee decides that it has grounds to take action against a member under rule 4.2.1, it must give the member written notice advising that it is considering suspending or terminating the member's membership and setting out the grounds on which this is based.
- 4.2.3. Upon receipt of the notice under rule 4.2.2, the member may initiate a grievance procedure in relation to the dispute, in which case the grievance process set out in rule 10 will apply.
- 4.2.4. If, after the grievance procedure in rule 10 has ended, there is no resolution of the matter referred to in rule 4.2.2 then the management committee may at a meeting determine to suspend or terminate the member's membership.

- 4.2.5. The member must be given reasonable notice of the meeting referred to in rule 4.2.4 and the right to be heard in relation to the matter either at the meeting or by submitting to the management committee, at or before the date of that meeting, written representations relating to the decision.
- 4.2.6. The secretary must, within seven days of the meeting at which the determination by the management committee referred to in clause 4.2.4 is made, give the member a written notice of the decision.
- 4.2.7. Nothing in this constitution or the grievance procedure prevents the management committee from immediately suspending a member's right to participate in Society activities in circumstances considered by the management committee to warrant such immediate action, pending the process outlined in this rule or rule 10.
- 4.2.8. A member who has had their membership suspended is not during the period of suspension entitled to vote at a general meeting, be a proxy for a general meeting, be counted in the quorum for a general meeting, nor be elected to the management committee.

4.3. Appeal against termination or suspension of membership

- 4.3.1. A member whose membership has been terminated or suspended may give the secretary written notice of their intention to appeal against the decision.
- 4.3.2. A notice of intention to appeal must be received by the secretary within fourteen (14) days after the member receives written notice of the decision from the secretary under rule 4.2.6.
- 4.3.3. At the general meeting called to determine an appeal:
 - a. the member must be given a full and fair opportunity to show why the membership should not be terminated or suspended;
 - b. the management committee must be given a full and fair opportunity to show why the membership should be terminated or suspended; and
 - c. any decision to allow the appeal must be made by an ordinary resolution of the members present and entitled to vote.
- 4.3.4. Where a decision of the management committee to terminate or suspend a member's membership is set aside by the members, the membership must be reinstated.

5. MEETINGS OF MEMBERS

5.1. Annual general meetings

- 5.1.1. The Society's annual general meeting must be held within six (6) months after the end date of the Society's reportable financial year.
- 5.1.2. The following business must be conducted at each annual general meeting:
 - a. receiving and adopting the Society's financial statement, and any audit report, for the last reportable financial year;
 - b. electing management committee members;

- c. appointing a reviewer or auditor, if required by the Act for the present financial year;
- d. presentation of the details of any remuneration paid or other benefits given for the financial year to the following persons:
 - i management committee members and any of their relatives;
 - ii any senior employee of the Society and any of their relatives;
- e. any other business required by the Act, the management committee, or the members request be conducted at an AGM.

5.2. General meetings

- 5.2.1. A general meeting may be held by persons attending in person face to face or by using technology or by a hybrid of these methods.

5.3. Calling a general meeting

- 5.3.1. Within 21 days after:
 - a. being directed to call a general meeting by the management committee;
 - b. being given a valid request from members of the Society to call a general meeting under rule 5.3.2; or
 - c. receiving a notice of intention to appeal from a member under rule 4.3.1,

the secretary must fix a date for a general meeting to be held and give notice of the meeting under rule 5.4.1.
- 5.3.2. To be a valid request under clause 5.3.1 (b) it must:
 - a. be in writing,
 - b. be signed or otherwise authorised by members equal to double the number of members on the management committee plus one; and
 - c. state any proposed resolution to be considered at the general meeting.
- 5.3.3. If the secretary is unable or unwilling to call a general meeting, the president must call the meeting.
- 5.3.4. If the secretary or president do not within 28 days from the date of receipt of the request mentioned in clause 5.3.1(b) call the meeting, the members who made the request (or any of them) may themselves call and arrange to hold the meeting. For this purpose, the secretary must provide a list of the members of the Society and the place specified by the member for receiving notices from the Society.
- 5.3.5. Any meeting called by the members under clause 5.3.4 must be called in the same manner as that in which meetings are called by the management committee and must be held not later than three months from the date of receipt of the request mentioned in clause 5.3.1(b).
- 5.3.6. All reasonable expenses of convening and conducting such a meeting shall be met by the Society, unless otherwise decided by the members by ordinary resolution.

5.4. Notice of general meeting

- 5.4.1. Written notice of a general meeting (including an annual general meeting) containing the matters set out in rule 5.4.2 (a) must be provided to each member of the Society at least 14 days before the date of the general meeting.
- 5.4.2. A notice of a general meeting must:
 - a. state the business to be conducted at the meeting and must specify the date, time and place for the meeting;
 - b. be given in accordance with rule 11.21.

5.5. Quorum for, and adjournment of, general meeting

- 5.5.1. The quorum for any general meeting is at least twice the number of members equal to the number of management committee members at the close of the Society's last general meeting plus one, present (as described in rule 5.6.2) at the meeting.
- 5.5.2. No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- 5.5.3. If there is no quorum within 30 minutes after the time fixed for a general meeting called upon the request of members of the Society under clause 5.3.1(b), the meeting lapses.
- 5.5.4. If there is no quorum within 30 minutes after the time fixed for a general meeting called (other than upon the request of members of the Society under clause 5.3.1(b)), the meeting is to be adjourned for at least seven days and the management committee is to decide the day, time and place of the adjourned meeting.
- 5.5.5. If the required quorum is not present at the adjourned meeting, the members who are present and entitled to vote will be deemed to be the quorum and may transact the business for which the meeting was called.
- 5.5.6. 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.
- 5.5.7. No business will be transacted at any adjourned general meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 5.5.8. A resolution passed at any adjourned meeting will be treated as having been passed on the date when it was in fact passed and will not be deemed to have been passed on any earlier date.
- 5.5.9. When a meeting is adjourned, a new notice of the adjourned meeting is required only if the meeting is adjourned for 14 days or more.

5.6. Procedure at general meeting

- 5.6.1. A member may take part and vote in a general meeting:
 - a. in person including face to face or by technology; or
 - b. by proxy.

- 5.6.2. A member who participates in a meeting as mentioned in clause 5.6.1 is taken to be present at the meeting.
- 5.6.3. At each general meeting:
 - a. the president is to preside as chair of the meeting; and
 - b. if there is no president or if the president is not present within 30 minutes after the time fixed for the meeting or is unwilling to act, the members present may choose another person to chair the meeting; and
 - c. the chairperson must conduct the meeting in a proper and orderly way.

5.7. Voting at general meeting

- 5.7.1. At a general meeting, each question, matter or resolution, other than one which is required to be passed by a special resolution, must be decided by an ordinary resolution of the members present and entitled to vote.
- 5.7.2. Each member present (see rule 5.6.2) and entitled to vote is entitled to one vote.
- 5.7.3. A challenge to a member's right to vote at a general meeting:
 - a. may only be made at the meeting; and
 - b. must be determined by the chairperson, whose decision is final.
- 5.7.4. Subject to rule 5.7.5, the method of voting is to be decided by the management committee.
- 5.7.5. If at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- 5.7.6. If a secret ballot is held, the chairperson must appoint two persons to conduct the secret ballot in the way the chairperson decides.
- 5.7.7. If the votes on any proposed resolution are equal, the proposed resolution is taken to fail.
- 5.7.8. The chairperson of the meeting does not have a casting vote.
- 5.7.9. The result of a vote as declared by the chairperson is taken to be a resolution of the meeting at which the vote was held.

5.8. Proxies

- 5.8.1. A member may appoint a person to be their proxy for a meeting using the proxy form approved by the management committee.
- 5.8.2. The proxy form must be received by the secretary at least 48 hours before the start of the meeting to which it relates.
- 5.8.3. The member may direct the proxy how to vote on any business and a proxy must vote in accordance with any such direction but if no such direction is given the proxy may vote as the proxy considers appropriate.

5.9. Minutes of general meetings

- 5.9.1. The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book, which may be in electronic format.

- 5.9.2. The minutes of a general meeting must be confirmed in writing as accurate by the chairperson of the meeting or the chairperson of the next general meeting.
- 5.9.3. Upon the request of a member, the secretary must, within 28 days:
 - 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 minutes of the meeting.
- 5.9.4. The Society may require the member to pay the reasonable costs of providing copies of the minutes.

6. THE MANAGEMENT COMMITTEE

6.1. Membership of management committee

- 6.1.1. The Society must have a management committee of no less than 3 persons and no more than 9 persons comprised as follows:
 - a. The president;
 - b. The secretary;
 - c. The treasurer; and
 - d. Up to six other persons elected as management committee members at a general meeting.

6.2. Qualifications for management committee members

- 6.2.1. A person is eligible to be a management committee member only if the person :
 - a. is a current financial member of the Society;
 - b. is over the age of 18 years;
 - c. is not ineligible to be elected as a management committee member under the Act;
 - d. has agreed to comply with the Terms of Reference for management committee members and the code of conduct; and
 - e. has consented to be a management committee member.
- 6.2.2. In addition to the requirements in rule 6.2.1 to be qualified for election as the secretary, the person must reside in Queensland, or in another state but not more than 65km from the Queensland border.

6.3. Term of office of management committee

- 6.3.1. The term of office of a management committee member is from the end of the annual general meeting at which they are elected until the end of the next annual general meeting following their election, but, a person, if eligible, on nomination, can be re-elected.

6.4. Electing the management committee

- 6.4.1. The secretary must call for nominations for management committee positions at

least twenty-eight (28) days before the general meeting at which the election is to be held.

6.4.2. Nominations must be:

- i in writing in the form fixed by the management committee; and
- ii received by the secretary at least 21 days before the general meeting at which the election is to be held.

6.4.3. A list of the candidates' names in alphabetical order must be made available to members of the Society using such method as determined by the management committee, at least seven days immediately preceding the general meeting.

6.4.4. The management committee may have balloting lists prepared for the meeting containing the names of the candidates in alphabetical order together with such other information as the management committee determines.

6.4.5. At the general meeting:

- a. each member present and entitled to vote may vote for one candidate for each vacant position on the management committee;
- b. any equality in voting is decided as follows:
 - i if there are two candidates for a vacant management committee position and both candidates receive an equal number of votes, the outcome is to be determined by lot;
 - ii if there are three or more candidates for a vacant management committee position and two or more candidates receive an equal highest number of votes, a second vote is conducted between only those candidates who received the equal highest number of votes. If, following the second vote, two or more candidates receive an equal highest number of votes, the outcome is to be determined by lot.
- c. if there is only one candidate for a vacant management committee position, the candidate is declared elected;
- d. if there are no candidates nominated for any vacant management committee position, nominations for that position may, at the discretion of the chairperson, be taken from the floor of the meeting;
- e. if no candidate is elected to any vacant management committee position, a casual vacancy is deemed to have occurred in that position.

6.4.6. The management committee must ensure that all candidates for election as a management committee member, are advised:

- a. whether or not the Society has public liability insurance; and
- b. if the Society has public liability insurance, the amount of the insurance.

6.5. Resignation, removal or vacation of office of management committee member

6.5.1. A management committee member may resign from the management committee by giving written notice of resignation to the secretary.

- 6.5.2. 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.
- 6.5.3. Subject to rule 6.5.4, a management committee member may be removed from office by an ordinary resolution passed by the members present and entitled to vote at a general meeting.
- 6.5.4. Before a vote is taken about removing the management committee member from office, they must be afforded natural justice and given a full and fair opportunity to show cause why they should not be removed from office.
- 6.5.5. A management committee member has no right of appeal against their removal from office by the members under this clause.
- 6.5.6. A management committee member's office is automatically vacated if:
- a. the person dies;
 - b. the person becomes disqualified from being a management committee member under the Act;
 - c. the person becomes of unsound mind or is a person whose person or estate is liable to be dealt with in any way under the law relating to mental health;
 - d. the person is convicted of an indictable offence or is made bankrupt;
 - e. the person is absent from three consecutive management committee meetings without express approval of the management committee; or
 - f. the person ceases to be a member;
 - g. the person is removed from office by the members under rule 6.5.3; or
 - h. the person's term in office expires.

6.6. Vacancies on management committee

- 6.6.1. If a casual vacancy occurs on the management committee, the continuing members of the management committee may appoint a qualified person to fill the vacancy until the next annual general meeting.
- 6.6.2. If a casual vacancy occurs in the office of secretary the management committee must appoint a qualified person to fill the vacancy within one month of the vacancy occurring, until the next annual general meeting.
- 6.6.3. If the number of management committee members is less than three (3) the continuing members of the management committee may act only to:
- a. increase the number of management committee members to the number required for a quorum for a management committee meeting; or
 - b. call a general meeting of the Society.

7. FUNCTIONS AND DUTIES OF MANAGEMENT COMMITTEE

7.1. Functions of management committee

- 7.1.1. The management committee:
 - a. has the general control and management of the administration of the affairs, property and funds of the Society; and
 - b. may exercise all the powers of the Society.
- 7.1.2. The management committee has authority to interpret the meaning of this constitution and any matter relating to the Society on which the constitution is silent, but any interpretation must have regard to the Act.

7.2. Duties of management committee

- 7.2.1. The management committee must take all reasonable steps to ensure that the Society complies with its obligations under the Act and this constitution.
- 7.2.2. Each management committee member has all of the duties imposed upon them by the Act (and if the Society is a registered ACNC charity the duties imposed on Responsible Persons by the ACNC legislation) including the duty to exercise their powers and discharge their duties:
 - a. in good faith,
 - b. in the best interests of the Society for proper purpose; and
 - c. with a degree of care and diligence that a reasonable person would exercise in the circumstances.
- 7.2.3. Subject to the Act, management committee members have a duty to prevent the Society from trading insolvent.

7.3. Terms of Reference for the Management committee

- 7.3.1. The Society must have a Terms of Reference setting out amongst other things:
 - a. the role of the president, treasurer, secretary and any other management committee member position;
 - b. the duties and responsibilities of the management committee; and
 - c. a code of conduct for the management committee members.

7.4. Disclosure of material personal interests

- 7.4.1. Subject to the Act a management committee member who has a material personal interest in a matter being considered at a management committee meeting must:
 - a. as soon as the member becomes aware of the interest, disclose the nature and extent of the interest to the management committee;
 - b. not be present while the matter is being considered at the management committee meeting; and
 - c. not vote on the matter.

- 7.4.2. Clause 7.4.1 does not apply if the management committee, other than the management committee members who have a material personal interest in the matter, having regard to what is in the best interests of the Society, decide the management committee member who has a material personal interest in the matter may:
- a. be present while the matter is being considered at the meeting; or
 - b. vote on the matter.
- 7.4.3. If the management committee decides under clause 7.4.2 that a management committee member who has a material personal interest in a matter may be present at a meeting while the matter is being considered, or may vote on the matter, the management committee must ensure that:
- a. the decision is recorded in the minutes of the management committee meeting ; and
 - b. details of the decision are given to a member of the Society if requested by the member.

7.5. Delegation

- 7.5.1. The management committee may delegate any of its powers and authorities, duties and functions to any person or to any subcommittee except:
- a. the power to delegate; or
 - b. a function that is a duty imposed on the management committee by the Act or by any other law.
- 7.5.2. Despite any delegation under this clause, the management committee may continue to exercise all its functions, including any function that has been delegated and remains accountable for the exercise of those functions at all times.

7.6. Appointment of subcommittees

- 7.6.1. The management committee may create and dissolve any subcommittees considered appropriate by the management committee to help with the conduct of the Society's affairs.
- 7.6.2. Subcommittees shall have such membership, powers and duties as the management committee shall determine from time to time.
- 7.6.3. A subcommittee must have always at least one current management committee member.
- 7.6.4. A subcommittee may meet and adjourn as it considers appropriate, or as requested by the management committee.
- 7.6.5. Each subcommittee must promptly and regularly produce its minutes and records for inspection by or on behalf of the management committee.
- 7.6.6. A subcommittee of the Society must comply with any direction from the management committee.

7.7. Governance Documents

- 7.7.1. The management committee may make, amend or repeal governance

documents for the proper governance and management of the Society. These may include a code of conduct, policies, terms of reference, charters, by-laws and similar as determined by the committee and which must be consistent with this constitution.

7.8. Roles of secretary, president and treasurer

- 7.8.1. The secretary's role includes, but is not limited to:
 - a. calling meetings of the Society, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president;
 - b. keeping minutes of each meeting;
 - c. keeping copies of all correspondence and other documents relating to the Society; and
 - d. maintaining the register of members.
- 7.8.2. With the approval of the management committee the secretary may delegate administrative functions of the secretary's role or tasks to a person approved by the management committee.
- 7.8.3. The president's functions include, but are not limited to—
 - a. providing leadership and strategic direction to the management committee and the Society;
 - b. chairing management committee meetings and general meetings, ensuring meetings are conducted fairly, efficiently, and in accordance with this constitution;
 - c. acting as the primary spokesperson and public representative of the Society, or nominating another management committee member to do so where appropriate; and
 - d. overseeing the implementation of the Society's strategic goals, projects, and governance policies.
- 7.8.4. The treasurer's functions include, but are not limited to—
 - a. receiving and banking all money paid to the association, and keeping accurate records of all receipts and payments;
 - b. ensuring the association's funds are kept in an account in the name of the association, in accordance with 9.1.1; and
 - c. preparing and presenting a financial report to the management committee at each management committee meeting, showing the association's current financial position, including income, expenditure and account balances since the last report; and
 - d. providing the management committee with whatever financial information it requires to approve or ratify expenditure under rule 9.1.8; and
 - e. ensuring a financial statement for the association's last reportable

financial year is prepared as soon as practicable after the end date of each financial year and providing a full review to the management committee at the end of the financial year; and

- f. presenting the financial statement and any audit report, or signed statement (as applicable), to the annual general meeting for adoption.

7.9. Immediate Past President

- 7.9.1. Following an annual general meeting, the management committee may, by resolution, invite the person who has just ceased to be the Society's president to accept appointment as the ex-officio immediate past president for such term as determined by the management committee.
- 7.9.2. An invitation under rule 7.9.1 is at the sole discretion of the management committee, and the management committee is not obliged to give reasons for its decision.
- 7.9.3. The immediate past president is not a member of the management committee, and whilst they may speak at management committee meetings, they are not counted in the quorum for such a meeting and may not vote at such an meeting.
- 7.9.4. While acting in the role, the immediate past president has the same duties and disclosure obligations as committee members under rules 7.2 and 7.4 of this constitution.
- 7.9.5. The role of the immediate past president includes to:
 - a. provide continuity and historical perspective to support the new committee,
 - b. mentor the president and assist with leadership transition,
 - c. offer advice and guidance on Society policies, projects, and governance,
 - d. represent the Society at events or meetings when delegated to do so, and
 - e. contribute to special projects or subcommittees as requested by the management committee.
- 7.9.6. A person's participation as immediate past president ends on the earliest of:
 - a. the expiry of their term set by the management committee under rule 7.9.1;
 - b. their resignation from the role by written notice to the secretary;
 - c. their ceasing to be a member of the Society; or
 - d. the management committee deciding to end their term.
- 7.9.7. If a person is elected to the management committee while acting as immediate past president under this rule, their participation as immediate past president ends, and they continue to serve in their elected capacity.

7.10. Acts not affected by defects or disqualifications

- 7.10.1. An act performed by the management committee, a subcommittee or a person acting under the direction of the management committee is taken to have been validly performed.
- 7.10.2. Clause 7.10.1 applies even if the act was performed when:
 - a. there was a defect, informality or irregularity in the appointment of a management committee member, subcommittee member or person acting under the direction of the management committee; or
 - b. there was an irregularity in the convening or conduct of any management committee meeting, subcommittee meeting or general meeting that was not discovered until after the conclusion of that meeting; or
 - c. a management committee member, subcommittee member was disqualified from being a management committee member or subcommittee member.

8. MANAGEMENT COMMITTEE MEETINGS

8.1. Management committee meetings

- 8.1.1. The management committee must meet at least once every 2 months to exercise its functions.
- 8.1.2. The management committee may hold meetings or permit a management 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.
- 8.1.3. A management committee member who participates in the meeting as mentioned in clause 8.1.2 is taken to be present at the meeting.
- 8.1.4. Each management committee member present is entitled to one vote.
- 8.1.5. A proposed resolution is to be decided by a majority vote of management committee members present and voting at the meeting and, if the votes are equal, the proposed resolution is deemed to be lost.
- 8.1.6. The president is to preside as chairperson at a management committee meeting.
- 8.1.7. If there is no president or if the president is not present within 30 minutes after the time fixed for a management committee meeting, the management committee members may choose one of their number to preside as chair at the meeting.

8.2. Special meeting of management committee

- 8.2.1. If the secretary receives a written request from at least 33% of the

management committee members, the secretary must call a special meeting of the management committee by giving each management committee member notice of the meeting within 14 days after the secretary receives the request.

- 8.2.2. If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.
- 8.2.3. A request for a special meeting must state:
 - a. why the special meeting is called; and
 - b. the business to be conducted at the meeting.
- 8.2.4. A notice of a special meeting must state:
 - a. the day, time and place of the meeting; and
 - b. the business to be conducted at the meeting.
- 8.2.5. Only the business listed on the notice of a special meeting of the management committee may be conducted at a special meeting of the management committee.
- 8.2.6. A special meeting of the management committee must be held within 14 days after notice of the meeting is given to the members of the management committee.

8.3. Quorum for, and adjournment of, management committee meeting

- 8.3.1. At a management committee meeting, a simple majority of management committee members at the date of the meeting forms a quorum.
- 8.3.2. If there is no quorum within 30 minutes after the time fixed for a management committee meeting:
 - a. the meeting is to be adjourned for at least one day; and
 - b. the members of the management committee who are present are to decide the day, time and place of the adjourned meeting.
- 8.3.3. If, at an adjourned meeting mentioned in clause 8.3.2, there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

8.4. Minutes of management committee meetings

- 8.4.1. The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each management committee meeting are entered in a minute book, which may be in electronic format.
- 8.4.2. The minutes of each management committee meeting must be acknowledged in writing as accurate by the chairperson of the meeting, or the chairperson of the next management committee meeting.
- 8.4.3. Minutes of management committee meetings are available for inspection only by the secretary, the management committee and any other person

approved by the management committee.

8.5. Resolutions of management committee without meeting (circular resolution)

- 8.5.1. A written resolution which accords with this rule is as valid and effectual as if it had been passed at a management committee meeting that was properly called and held.
- 8.5.2. The president may determine to ask the management committee to consider passing a resolution in writing without holding a meeting of the management committee where:
 - a. the president considers that the business to be decided is routine or non- contentious; or
 - b. the management committee has previously determined that the business may be dealt with under this rule.
- 8.5.3. At least 7 days written notice must be given to all management committee members of the request for them to approve a circular resolution under this rule.
- 8.5.4. To pass the circular resolution under this rule a majority of the management committee members at the time must consent to it.
- 8.5.5. A management committee member can consent to the passage of the resolution by
 - a. signing a document containing the resolution; or
 - b. giving written notice to the secretary signifying their consent to the resolution and either setting out its terms or otherwise clearly identifying it.
- 8.5.6. Such a resolution may be validly transmitted and agreed to electronically.
- 8.5.7. The resolution is passed when the last management committee member to do so, consents to its passage.

9. FINANCE

9.1. Funds and accounts

- 9.1.1. The funds of the Society must be kept in one or more accounts in the name of the Society in a financial institution decided by the management committee.
- 9.1.2. Records and accounts must be kept in the English language which correctly record and explain its transactions and financial position and performance.
- 9.1.3. All funds must be deposited in a financial institution account as soon as possible after their receipt.
- 9.1.4. The management committee is authorised to have a debit or credit card provided by a reputable financial institution and an authorised delegate may use this account for financial transactions in accordance with the

directions of the management committee.

- 9.1.5. A payment by the Society of \$100 or more must be made by electronic funds transfer including by credit or debit card.
- 9.1.6. Any electronic funds transfer must be approved by any two of the following:
 - a. the president;
 - b. the treasurer;
 - c. the secretary;
 - d. any other person who has been authorised by the management committee to approve electronic funds transfers by the Society.
- 9.1.7. A petty cash account and a credit or debit card account may be kept on the imprest system, and the management committee must decide the amount of funds to be kept in any such accounts.
- 9.1.8. All expenditure must be approved or ratified by the management committee.

9.2. Annual financial statement

- 9.2.1. The treasurer must, as soon as possible after the end date of each financial year, ensure a financial statement for the Society's last reportable financial year is prepared and shared with the committee in accordance with the requirements of the Act (and if the Society is a registered ACNC charity, the requirements of the ACNC legislation).
- 9.2.2. The management committee must ensure that the Society's financial statement is prepared by an external auditor and presented to the annual general meeting for adoption.

9.3. Not-for-profit association

- 9.3.1. The income and property of the Society must be applied solely towards the promotion of the purpose of the Society as set out in this constitution and must not directly or indirectly be paid or transferred by way of profit to or among the members of the Society.
- 9.3.2. Clause 9.3.1 does not prevent the payment in good faith of:
 - a. The remuneration of any person in return for services rendered to or on behalf of the Society; or
 - b. repayment for out-of-pocket expenses incurred on behalf of the Society; or
 - c. payment for sale or hire of goods or payment of rent for premises let to the Society; or
 - d. interest to any member in respect of money advanced by that member to the Society or otherwise owing by the Society to the member, provided

that the rate of interest is not 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 of the Society; or
 - ii if there is more than one financial institution of the Society, the financial institution nominated by the management committee; or
- e. the payment of a premium on insurance.

9.4. Financial year

The Society's financial year commences on 1 July in one year and ends on 30 June of the following year.

10. GRIEVANCE PROCEDURE

10.1. Application of grievance procedure

Subject to rule 10.2 this grievance procedure applies to disputes between:

- a. a member and another member;
- b. a member and the management committee;
- c. a member and the Society.

10.2. Grievance procedure does not apply in particular circumstances

- 10.2.1. This grievance procedure cannot be used by a person whose membership has been suspended or terminated by the management committee under rule 4.2.4 as the process to appeal that decision is set out in rule 4.3 and is final.
- 10.2.2. If a member initiates a grievance procedure in relation to a dispute and the Society or the management committee is the other party to the dispute, then the management committee (including the secretary) does not have to act in accordance with this grievance procedure if:
 - a. before the grievance procedure was initiated, a process had started to take action under rule 4.2 against the aggrieved party and the dispute relates to the process adopted or a matter relevant to that process;
 - b. the aggrieved party has had their membership suspended or terminated under rule 4.2.4; or
 - c. the dispute relates to a matter that has already been the subject of a grievance procedure between the aggrieved party and the Society or the management committee.

10.3. Grievance process

- 10.3.1. An aggrieved party may initiate the grievance procedure in relation to a dispute by giving written notice of the dispute to:
 - a. The other party to the dispute; and

- b. If the other party is not the management committee— the management committee.
- 10.3.2. The parties to a dispute must, in good faith, attempt to resolve the dispute within 14 days after the aggrieved party initiates the grievance procedure using such process as they agree.
- 10.3.3. If the dispute is not resolved between the parties under rule 10.3.2, the aggrieved party may, within 28 days after the aggrieved party initiates the grievance procedure, ask the management committee via the secretary to refer the dispute to mediation.
- 10.3.4. If the aggrieved party asks the management committee to refer the dispute to mediation under rule 10.3.3, it must refer the dispute to mediation within 14 days after the request.
- 10.3.5. Any meeting or mediation session required under the grievance procedure may be conducted by electronic means if the parties to the dispute and, for a mediation, the mediator agree.
- 10.3.6. If 2 or more members initiate a grievance procedure in relation to the same subject matter, the management committee may deal with the disputes in a single process.

10.4. Appointment of mediator

- 10.4.1. If a dispute is referred to mediation, the parties to the dispute must choose a mediator to conduct the mediation, within twenty-one (21) days after the dispute is referred to mediation, and if they are unable to do so, the mediator must be:
 - a. for a dispute between a member and another member, a person appointed by the management committee; or
 - b. for a dispute between a member and the management committee or the Society, an accredited mediator or a mediator appointed by a Queensland dispute resolution centre.

10.5. Conduct of mediation

- 10.5.1. The parties must use their best efforts to co-operate to enable the mediation to be held within 28 days after the appointment of a mediator.
- 10.5.2. The mediator:
 - a. must give each party to the dispute an opportunity to be heard on the matter the subject of the dispute;
 - b. must comply with natural justice;
 - c. must not act as an adjudicator or arbitrator; and
 - d. during the mediation—may see the parties with or without their representatives, together or separately.
- 10.5.3. The parties to the dispute must act reasonably and genuinely in the mediation.
- 10.5.4. The costs of the mediation, if any, are to be shared equally between the

parties unless otherwise agreed.

- 10.5.5. A party to a dispute may appoint another person with sufficient knowledge of the subject matter of the dispute to be able to represent the party effectively, to act on their behalf in the grievance procedure.

10.6. When does grievance process end

10.6.1. If:

- a. an aggrieved party does not ask the secretary to refer the dispute to mediation under subrule 10.3.3,
- b. the aggrieved party advises the secretary in writing that they do not wish to proceed with their grievance or the grievance process;
- c. an accredited mediator refuses to mediate the dispute,
- d. a dispute resolution centre refuses to appoint a mediator under rule 10.4.1 (b),
- e. the mediation is not concluded within 60 days of the request for a mediation under rule 10.3.3;
- f. rule 10.2 applies;
- g. the dispute is not resolved at the mediation,
- h. the parties agree that the dispute is resolved,
- i. the parties agree that the grievance procedure is at an end,

then the grievance procedure in relation to the dispute is at an end and if the dispute is not resolved the parties may seek to resolve the dispute in accordance with the Act or otherwise in accordance with the law.

11. LEGAL MATTERS

11.1. Documents

The management committee must ensure the safe custody of all books and documents of the Society including by electronic storage.

11.2. Notices

- 11.2.1. A written notice required to be given to a member under these Rules may be given personally, electronically or by sending it by post to the place provided by the member for receipt of notices from the Society under rule 3.2.2. b.
- 11.2.2. A notice properly addressed and posted is taken to be given and received on the day seven (7) days after the day of its posting.
- 11.2.3. A notice sent or given by electronic transmission is taken to be affected by properly addressing and transmitting the electronic transmission on the day of its transmission.
- 11.2.4. Where a given number of days' notice or notice extending over any other period must be given, the day of service is not to be counted in the

number of days or other period.

11.3. Execution of documents

A contract, lease or other similar legal document must be signed by a management committee member and countersigned by:

- i the secretary; or
- ii another management committee member; or
- iii someone authorised by the management committee.

11.4. Amendment of constitution

11.4.1. Subject to the Act, this constitution may be replaced, amended, repealed or added to by a special resolution passed at a general meeting of members.

11.4.2. However, a replacement, amendment, repeal or addition is valid only if it is registered by the chief executive of the relevant government department from time to time having responsibility for supervision of the provisions of the Act.

11.5. Insurance

The Society may pay a premium for a contract insuring a secretary, management committee member or employee against liability that the person incurs as an officer of the Society including a liability for legal costs.

12. WINDING UP THE SOCIETY

12.1. Distribution of surplus assets

12.1.1. This clause applies if the Society:

- a. is wound-up or voluntarily closed down; and
- b. has surplus assets.

12.1.2. The surplus assets must not be distributed among the members of the Society.

12.1.3. Subject to rule 12.1.4 and 12.1.5 the surplus assets must be given to one or more entities:

- a. having a purpose similar to the Society 's purpose; and
- b. the rules of which prohibit the distribution of the entity's income and assets to its members.

12.1.4. If the Society is registered as a charity under Part 11A of the Taxation Administration Act 2001(Qld), then the charitable organisation to which the surplus property may be given under clause 12.1.3 must also be:

- a. registered under the Taxation Administration Act 2001(Qld); or
- b. one which the commissioner as defined in that Act is satisfied:

- c. has a principal object or pursuit mentioned in subsection (3)(a) of that Act; or
 - d. is charitable or for the promotion of the public good.
- 12.1.5. If the Society is registered as a charity by the ACNC, the surplus assets must be given to one or more charitable entities.