

	Governance System
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The Constitution of the

QUEENSLAND COUNCIL OF SOCIAL SERVICE INC.

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RULES

1. NAME

The name of the incorporated association shall be the Queensland Council of Social Service Inc. (in these Rules called "the Association").

2. OBJECTS

The objects for which the Association is established are: -

- (1) To contribute to the relief of poverty, sickness and other misfortune and to the promotion of the well being of individuals, groups and communities who are disadvantaged and vulnerable either socially, physically, intellectually or emotionally (hereinafter called "Social Welfare").
- (2) To undertake, carry on or carry out any other charitable work or purpose.
- (3) To work towards a united Australia which respects this land of ours, values Aboriginal and Torres Strait Islander heritage and provides justice and equity for all.

3. POWERS

The powers of the Association are:

- (1) To take over the funds and other assets and the liabilities of the present unincorporated association known as the "Queensland Council of Social Service";
- (2) To promote, establish, carry out and support and to assist in promoting, establishing, carrying out and supporting any Social Welfare program designed to contribute to the alleviation of poverty, sickness or other misfortune including those undertaken by statutory authorities, voluntary welfare organisations and other community groups;
- (3) To promote and foster collaboration in social welfare matters between voluntary, governmental and municipal agencies, educational and professional organisations, industrial, commercial and consumer bodies, employer and employee associations, or any other bodies or organisations interested in the same;
- (4) To establish and maintain facilities calculated to encourage and improve communication between organisations and individuals engaged in social welfare and social development and to enable such organisations and individuals to consider and, where necessary, to take action in matters of mutual interest;
- (5) To provide consultation, advice, guidance and service in social welfare matters;
- (6) To establish research facilities to carry out research in social welfare matters of value to Australia;
- (7) To consider and study social trends and institute research for the purpose of identifying social problems, and where necessary, take action to alleviate them;

- (8) To accumulate and disseminate to interested persons and bodies information on social welfare matters derived from research studies, publications, films, tapes and any other sources in order to promote informed public opinion and to arrange or provide for the holding of exhibitions, meetings, lectures or seminars calculated to further the objects of the Association;
- (9) To establish or aid in the establishment of regional Councils of Social Welfare, information bureaux and similar organisations;
- (10) To co-operate with national organisations concerned with social welfare in Australia;
- (11) To subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the Association shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of Rule 29 (10);
- (12) In furtherance of the objects of the Association to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid for the members of the Association or persons frequenting the Association's premises;
- (13) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with any of the objects of the Association, provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts;
- (14) To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association; to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- (15) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association;
- (16) To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the incorporated association, or in or about the incorporated association or promotion of the incorporated association or in the furtherance of its objects;
- (17) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
- (18) To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit;

- (19) To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate subject where applicable to Regulation 32 (14) of the Collections Regulations 1975;
- (20) In furtherance of the objects of the Association to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate;
- (21) To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated Association's property or assets present or future and to purchase, redeem or pay-off any such securities;
- (22) To draw, make accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- (23) In furtherance of the objects of the Association to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association;
- (24) To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others;
- (25) To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Association, but subject always to the proviso in sub-rule (4);
- (26) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise;
- (27) To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects;
- (28) In furtherance of the objects of the Association to amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Association under or by virtue of Rule 28 (10).
- (29) In furtherance of the objects of the Association to purchase or otherwise acquire and undertake all or any part of the property assets, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorised to amalgamate;
- (30) In furtherance of the objects of the Association to transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated associations with which the Association is authorised to amalgamate;

- (31) To make donations for patriotic, charitable or community purposes;
- (32) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged;
- (33) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

4. CLASSES OF MEMBERS

- (1) There are four (4) classes of membership:
 - (a) **Not-for-profit, Non-government community service and health organisation members** being those members who are not-for-profit, non-government associations, societies, boards or other bodies whether incorporated or unincorporated which are engaged or have an interest in some form of social and community services and health. For the purposes of this sub-clause the term 'not-for-profit' shall mean an organisation that has rules or a constitution that prohibits the distribution of income, profits or property to a member or shareholder at any time, including on winding up. Not-for-profit non-government community service and health organisation members have the right to vote on all motions and may nominate Board members.
 - (b) **Associate members** being any body, incorporated or unincorporated including any government department or instrumentality and not being a Not-for-profit, non-government community service and health organisation member. Associate members do not have the right to vote, may not nominate Board members and may not stand for election to the Board.
 - (c) **Individual members** being any natural person. Individual members have the right to vote on all motions, may nominate Board members and are eligible to stand for election to the Board.
 - (d) **Honorary Life members** being any person invited by the Board to be an Honorary Life member on account of outstanding services to the community or other qualifications recognised by the Board. Honorary Life members do not have the right to vote, may not nominate Board members and may not stand for election to the Board.
- (2) The number of members in all classes shall be unlimited.
- (3) The term 'Voting members' in these rules shall mean Not-for-profit, non-government community service and health organisation members and Individual members.

5. APPLYING TO BECOME A MEMBER

- (1) Every person who at the date of incorporation of the Association was a member of the unincorporated association and who on or before the 15th day of December, 1986, agrees in writing to become a member of the Association shall be admitted by the Board to the same class of membership of the Association as that member held in the unincorporated association. Every member of the Association who previously to his/her agreeing to become a member of the Association has paid his/her subscription due on the 1st day of July, 1986, as a member of the unincorporated association, shall not be liable to pay any further sum by way of annual subscription to the Association for the period prior to the 1st day of July, 1987.

- (2) Every applicant for any class of membership of the Association (other than the members of the unincorporated association referred to in sub rule (1) shall be proposed by one member of the Association and seconded by another member. The application for membership shall be made in writing, signed by the applicant and his/her proposer and seconder and shall be in such form as the Board from time to time prescribes.
- (3) As soon as practicable after receiving an application for membership, the person applying must be given notice in a form approved by the Board advising:-
 - (a) whether or not the Association has public liability insurance; and
 - (b) if the Association has insurance, the amount of the insurance.

6. MEMBERSHIP FEES

- (1) The membership fees for each class of membership shall be the sum as the Board shall from time to time so determine.
- (2) The membership fees for each class of membership shall be payable at such time and in such manner as the Board shall from time to time determine.

7. ADMISSION AND REJECTION OF MEMBERS

- (1) At the next meeting of the Board after the receipt of any application and the fee applicable for any class of membership, the Board shall determine whether the applicant has received notice pursuant to clause 5(3) above and if so, such application shall be considered by the Board, who shall thereupon determine upon the admission or rejection of the applicant. In the event that the Board determines that notice pursuant to clause 5(3) has not been given, the Board must adjourn the application to the next meeting of the Board.
- (2) Any applicant who receives a majority of the votes of the members of the Board present at the meeting at which such application is being considered, shall be accepted as a member to the class of membership applied for.
- (3) Upon the acceptance or rejection of an application for any class of membership the secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.

8. TERMINATION OF MEMBERSHIP

- (1) A member may resign from the Association at any time by giving notice in writing to the secretary. Such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date.
- (2) (a) If a member –
 - (i) is convicted of an indictable offence; or
 - (ii) fails to comply with any of the provision of these Rules; or
 - (iii) has membership fees in arrears for a period of six months or more; or
 - (iv) conducts himself in a manner considered to be injurious or prejudicial to the character or interests of the Association, the Board shall consider whether his/her membership shall be terminated.

- (b) If the Board considers that membership shall be terminated, it shall resolve by two thirds majority present so to do after having given to the member twenty-one days notice in writing of the intention to terminate.
- (3) The member concerned shall be given a full and fair opportunity of presenting his/her case at the meeting of the Board at which the termination of membership is to be considered.

9. APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

- (1) A person whose application for membership has been rejected or whose membership has been terminated may within one month of receiving written notification thereof, lodge with the secretary written notice of his/her intention to appeal against the decision of the Board.
- (2) Upon receipt of a notification of intention to appeal against rejection or termination of membership, the secretary shall convene, within three months of the date of receipt by him of such notice, a general meeting to determine the appeal. At any such meeting the applicant shall be given the opportunity to fully present his/her case and the Board or those members thereof who rejected the application for membership or terminated the membership subsequently shall likewise have the opportunity of presenting its or their case. The appeal shall be determined by the vote of the members present at such meeting.
- (3) Where a person whose application is rejected, does not appeal against the decision of the Board within the time prescribed by these Rules or so appeals, but the appeal is unsuccessful, the secretary shall forthwith refund the amount of any fee paid.

10. REGISTER OF MEMBERS

- (1) The Secretary shall cause a Register to be kept in which shall be entered the names and residential addresses of all persons admitted to membership to the Association and the dates of their admission.
- (2) Particulars shall also be entered into the Register of deaths, resignations, terminations and reinstatements of membership and any further particulars as the Board or the members at any general meeting may require from time to time.
- (3) The Register shall be open for inspection at all reasonable times by any member who previously applies to the secretary for such inspection.
- (4) The Board may direct the Secretary, on the written request of a member of the association, to withhold information about the member (other than the member's full name) from the register available for inspection if the Board has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.
- (5) A member of the Association must not:
 - (a) use information obtained from the register of members of the Association to contact, or send material to, another member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes; or
 - (b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send

material to, another member of the Association for the purpose of advertising for political, religious, charitable or commercial purposes.

- (6) Sub-rule (5) does not apply if the use or disclosure of the information is approved by the Association.

11. MEMBERSHIP OF BOARD

- (1) The governance of the Association shall vest in the Board.
- (2) The Board shall consist of:
- a President;
 - a Vice President;
 - a Treasurer;
 - not more than six (6) additional members, one of whom shall be appointed by the Board as Secretary
- (3) The composition of the nine (9) Board members shall be made up of:
- (a) Up to seven (7) persons who are nominated by any two Voting members, elected by the general meeting, and who are:
- (i) Not a government employee; and
 - (ii) Not a person whose primary employment is as an employee of, nor a person having a controlling interest in, a for-profit organisation. For the purposes of this sub-clause, 'for-profit' means an organisation, incorporated or unincorporated, that does not have rules or a Constitution that prohibits the distribution of income, profits or property to a member or shareholder at any time, including on winding up.
- (b) Up to two (2) persons who are nominated by the Board, and elected by the general meeting, to provide specific skills and expertise for the good governance of the Association.
- (c) In the event that the Board does not nominate two persons to provide specific skills and expertise under sub-clause (b), the remaining positions shall be filled by nominees of the Voting members eligible for election under sub-clause (a) above.
- (d) Of the nine (9) Board members, three (3) must at all times be "Regional members". For the purposes of this clause, Regional members means residing in regional centres beyond the local government boundaries of Brisbane City Council, Ipswich City Council, Logan City Council, Moreton Bay Regional Council or Redlands City Council.
- (4) All persons elected to the Board must be Individual members. If a person is not an Individual member at the time they are elected to the Board, they have until the first Board meeting following their election to apply to the Board for Individual membership.
- (5) The President, Vice President and Treasurer must be elected directly by the general meeting from the nominees of the voting members.
- (6) The Secretary is appointed by the Board from the elected members at the first Board meeting following the Annual General Meeting.
- (7) The Secretary must be an individual residing in Queensland or in another State, but not more than 65 km from the Queensland border.

- (8) The Board must notify the Office of Fair Trading of:
- (a) the appointment of a new Secretary, Treasurer or President; or
 - (b) a change of the Secretary's address; in the approved form within one month of the appointment or change of address.
- (9) All members of the Board shall be elected for a term of two (2) years.
- (10) The following transitional arrangements shall apply for two years after the passage of this resolution and no longer apply following the 2013 Annual General Meeting:
- (a) The Board shall be made up of between fifteen (15) and nine (9) persons;
 - (b) At the 2012 Annual General Meeting, all members elected at the Annual General Meeting held in 2010, or appointed since, shall retire but they are eligible to be re-nominated for election. The following positions shall be elected by the members:
 - (i) Treasurer
 - (ii) Vice President
 - (iii) 1 x Regional Members
 - (iv) 2 x additional members (one of whom may be nominated by the Board in accordance with clause 11(3)(b))
 - (c) At the 2013 Annual General Meeting, all members elected at the Annual General Meeting held in 2011, or appointed since, shall retire but they are eligible to be re-nominated for election. The following positions shall be elected by the members:
 - (i) President
 - (ii) 1 x additional member (who may be nominated by the Board in accordance with clause 11(3)(b))
 - (iii) 2 x Regional Members
- (11) Following the expiry of the transitional period, all members who have held a position on the Board for two years must retire, but they are eligible to be nominated for re-election.
- (12) The Board must give notice to all Board nominees (in a form approved by the Board) stating:-
- (a) whether or not the Association has public liability insurance; and
 - (b) if the Association has insurance, the amount of the insurance.

12. RESIGNATION OR REMOVAL OF BOARD MEMBERS

- (1) Any member of the Board may resign from membership of the Board at any time by giving notice in writing to the secretary, but such resignation shall take effect at the time such notice is received by the secretary.
- (2) The position of Board member automatically becomes vacant if:
- (i) the person fails to attend three consecutive meetings without providing an excuse for non-attendance that is acceptable to the Board.
 - (ii) the person is 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. 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.

- (iii) the person no longer fulfils the criteria for Board members set out in clause 11.
- (3) The Board may at any time remove a person appointed by the Board as Secretary.
- (4) If the Board removes a person appointed as Secretary, the removal does not otherwise affect the person's membership of the Board.
- (5) A member has no right of appeal against the member's removal from office under this section.

13. VACANCIES ON BOARD

- (1) The Board shall have power at any time to appoint any member of the Association to fill any casual vacancy on the Board until the next Annual General Meeting.
- (2) If a vacancy happens in the office of Secretary the Board must ensure a Secretary is appointed from elected members of the Board within one month after the vacancy happens.
- (3) The continuing members of the Board may act notwithstanding any casual vacancy in the Board, but if and so long as, their number is reduced below the number fixed by or pursuant to these Rules as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to that number or of summoning a general meeting of the Association, but for no other purpose.

14. FUNCTIONS AND RESPONSIBILITIES OF THE BOARD

- (1) The Board is the governing body of the Queensland Council of Social Service and is responsible for the attainment of the objects of the Council, the determination of policy, general organisation and direction of the Council and representation of the interests of the members of the Council and their client groups. Its primary function is to determine matters of principle and policy, rather than matters of detailed day-to-day management. It shall have the general control of the affairs, property and funds of the Council.
- (2) The Board must ensure that the Association takes out, and at all times keeps current, public liability insurance in relation to any land which the Association:-
 - (a) owns;
 - (b) leases; or
 - (c) is a trustee of under the *Land Act 1994*;
- (3) The amount of insurance must be decided by the Board (taking into account the requirements of 14(2)) and the Board must report its decision each year to the Annual General Meeting.

15. APPOINTMENT OF CHIEF EXECUTIVE OFFICER

- (1) The Board shall appoint a Chief Executive Officer upon such terms and conditions as the Board determines from time to time.
- (2) The Chief Executive Officer shall be responsible for the day to day management and operations of the Council and be responsible and

accountable to the Board for the purpose of achieving the objects of the Council.

- (3) The Chief Executive Officer shall also be responsible for implementing Board decisions.
- (4) The Board may delegate to the Chief Executive Officer other such powers and functions as it considers appropriate from time to time.

16. MEETINGS OF BOARD

- (1) The Secretary in consultation with the President shall call a meeting of the Board at least once every four calendar months and the Board shall meet at that time to exercise its functions.
- (2) A special meeting of the Board shall be convened by the secretary on a requisition in writing signed by not less than one-third of the members of the Board, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.
- (3) At every meeting of the Board one third of the members for the time being shall constitute a quorum, except that no quorum shall be less than three.
- (4) Subject as previously provided in this rule, the Board may meet together and regulate its proceedings as it thinks fit: Provided that questions arising at any meeting of the Board shall be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.
- (5) A member of the Board shall not vote in respect of any contract or proposed contract with the Association in which he is interested, or any matter arising thereout, and if he/she does so vote his/her vote shall not be counted.
- (6) Not less than fourteen days notice shall be given by the secretary to members of the Board of any special meeting of the Board. Such notice shall clearly state the nature of the business to be discussed thereat.
- (7) The President shall preside as Chairperson at every meeting of the Board, or if there is no President, or if at any meeting he is not present within ten minutes after the time appointed for holding the meeting, the Vice-President shall be Chairperson or if the Vice-President is not present at the meeting, then the members may choose one of their number to be Chairperson of the meeting.
- (8) If within half an hour from the time appointed for the commencement of a Board meeting a quorum is not present, the meeting if convened upon the requisition of members of the Board, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.
- (9) Subject to the Rules and the Act, the Board may meet and conduct its meetings as it considers appropriate, including by electronic methods.
- (10) The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Board meeting are entered in a minute book.

- (11) To ensure the accuracy of the minutes, the minutes of each Board meeting must be signed by the Chairperson of the meeting, or the Chairperson of the next Board meeting, verifying their accuracy.

17. SUB COMMITTEES

- (1) The Board may delegate any of its powers to a sub-committee consisting of such members of the Association as the Board thinks fit. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board.
- (2) A sub-committee may elect a Chairperson of its meetings. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairperson of the meeting.
- (3) A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.

18. VALIDATION

- (1) All acts done by any meeting of the Board or of a sub-committee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the members of the Board or any of them were disqualified be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.

19. RESOLUTIONS IN WRITING

- (1) A resolution in writing signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Board.

20. DATE AND BUSINESS OF ANNUAL GENERAL MEETINGS

- (1) The Annual General Meeting shall be held within six months of the close of the financial year, unless the Board shall for sufficient reason prescribe a later date. At least 60 days' notice thereof shall be given to members.
- (3) The business to be transacted at every Annual General Meeting shall be:
 - (a) receiving the Association's financial statement, and audit report for the last financial year;;
 - (b) presenting the financial statement and audit report to the meeting for adoption;
 - (c) the election of members of the Board;
 - (d) the appointment of an auditor for the financial year; and
 - (e) receiving the Board's report to members about whether or not public liability insurance is required by the Association under the Act, and if so, the amount of insurance that the Association currently maintains.

21. CONVENING SPECIAL GENERAL MEETINGS

- (1) The Secretary shall convene a Special General Meeting –
 - (a) when directed to do so by the Board; or
 - (b) on the requisition in writing signed by not less than one-third of the members presently on the Board or not less than the number of ordinary members of the Association which equals double the number of members presently on the Board plus one. Such requisition shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat; or

22. QUORUM AT GENERAL MEETINGS

- (1) At any general meeting the number of members required to constitute a quorum shall be not less than twenty-five voting members.
- (2) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business for the purpose of determining whether a quorum of voting members is present, a voting member may be counted as part of the quorum if they attend in person or by their representative attending in person or by proxy.
- (3) If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of the members of the Board or the Association, shall lapse. In any other case it shall stand adjourned for fourteen days to the same time and place, or to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.
- (4) The Chairperson, may with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid, it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- (5) Subject to the Rules and the Act, the Board may resolve to conduct a general meeting as it considers appropriate, including by electronic methods, to better enable members to attend and participate in meetings.

23. CONVENING GENERAL MEETINGS

- (1) The Secretary shall convene all general meetings of the Association by giving not less than 30 days notice of any such meeting to the members of the Association, specifying the time and place of the meeting.
- (2) The manner by which such notice shall be given shall be determined by the Board: Notice of a general meeting shall clearly state the nature of the business to be discussed thereat.

24. CHAIRPERSON AT GENERAL MEETINGS

- (1) The President shall preside as Chairperson, or if there is no President, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice President shall be the Chairperson

or if the Vice-President is not present or is unwilling to act, then the members present shall elect one of their number to be Chairperson of the meeting;

- (2) The Chairperson shall maintain order and conduct the meeting in a proper and orderly manner.

25. VOTING AT GENERAL MEETINGS

- (1) Every question, matter or resolution shall be decided by a majority of votes of the voting members.
- (2) Every voting member shall be entitled to one vote. Provided that no member shall be entitled to vote at any general meeting if their annual subscription is more than one month in arrears at the date of the meeting.
- (3) In the case of an equality of votes, the chairperson shall not have a second or casting vote.
- (4) Individual members may vote by:
 - (i) personally attending a meeting to exercise a vote, or
 - (ii) appointing a proxy to exercise a vote on their behalf.
- (5) Non-government community service and health organisation members may vote by:
 - (i) nominating a representative who attends a meeting personally to vote on its behalf, or
 - (ii) appointing a proxy to exercise a vote on their behalf.
- (6) The appointment of a representative to attend a meeting and act on behalf of a Non-government community service and health organisation member shall be in writing, in the form approved by the Board. A second representative may be nominated to act in the event that the first representative is unable to attend in person. Unless the representative appointment form complies with all of the requirements, the appointment of a representative shall not be valid and the vote must not be counted.
- (7) The appointment of a proxy shall be in writing in the form approved by the Board. Unless the proxy form complies with all of the requirements, the appointment of a proxy shall not be valid and the proxy vote must not be counted.
- (8) Voting shall be by a show of hands or by secret ballot. A secret ballot must be held in the following circumstances:
 - (i) at any time if the Chairperson requests that a secret ballot be held
 - (ii) for the election of Directors at an Annual General Meeting
 - (iii) at any time if requested by at least 5 voting members.
- (9) The Chairperson shall appoint two members to conduct the secret ballot in such manner as he/she shall determine and the result of the ballot as declared by the chairperson shall be deemed to be the resolution of the meeting.
- (10) The instrument appointing a proxy shall be deposited with the secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote.

26. MINUTES OF GENERAL MEETINGS

- (1) The Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every general meeting to be entered in a minute book.
- (2) If asked by a member of the association, the Secretary must, within 28 days after the request is made:
 - (i) make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
 - (ii) give the member copies of the minutes of the meeting. The association may require a member requesting copies of the minutes to pay the reasonable costs of providing such copies.
- (1) For the purposes of ensuring the accuracy of the recording of such minutes the minutes of every general meeting or Annual General Meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding general meeting. .

27. BY-LAWS

The Board may from time make, amend or repeal by-laws, not inconsistent with these Rules, for the internal management of the Association and any by-law may be set aside by a general meeting of members.

28. ALTERATION OF RULES

- (1) Subject to the Associations Incorporation Act 1981, these rules may be amended repealed or added to by a special resolution carried at a general meeting.
- (2) However an amendment, repeal or addition is valid only if it is registered by the chief executive.

29. COMMON SEAL

The Board shall provide for a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the Executive Committee and every instrument to which the seal is affixed shall be signed by a member of the Executive Committee and shall be countersigned by the secretary or by a second member of the Executive Committee or by some other person appointed by the Board for the purpose

30. FUNDS AND ACCOUNTS

- (1) The funds of the Association shall be banked in the name of the Association in such bank as the Board may from time to time direct.
- (2) Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature.
- (3) All moneys shall be banked as soon as practicable after receipt thereof.
- (4) All amounts of one hundred dollars or over shall be paid by electronic funds transfer or by cheque signed by any two of the president, secretary, treasurer or other member authorised from time to time by the Board.
- (5) Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty cash recouplement's which may be open.

- (6) The Board shall determine the amount of petty cash which shall be kept on the imprest system.
- (7) All expenditure shall be approved or ratified at a Board meeting.
- (8) Within six months after the end of each financial year the Treasurer on behalf of the Board shall:
 - (a) cause to be prepared a financial statement for its last financial year containing particulars of:
 - (i) the income and expenditure for the financial year; and
 - (ii) the assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year; and
 - (iii) any other matter reasonably required by the auditor or required by law.
 - (b) have the financial statements examined by the auditor who shall present his/her signed audit report upon such audit to the secretary prior to the holding of the Annual General Meeting next following the financial year in respect of which such audit was made.
- (9) Within one month after the financial statement and audit report are presented to the Annual General Meeting, the Association must lodge with the Office of Fair Trading:-
 - (a) A copy of the financial statement signed and dated by the President and the Secretary;
 - (b) a copy of the signed audit report;
 - (c) a return in the approved form: and
 - (d) the prescribed fee.
- (10) (a) If requested by a member, the Secretary must, within 28 days, make the Association's financial statement and audit report available for inspection by the member at a mutually convenient time and place and provide copies of the documents if so requested.
 - (b) The Secretary may require the member to pay the reasonable costs of providing the copies of the documents.

31. USE OF ASSOCIATION INCOME AND PROPERTY

The income and property of the Association whencesoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by him to the Association or otherwise owing by the Association to him or of remuneration to any officers or servants of the Association or to any member of the Association or other person in return for any services actually rendered to the Association provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association.

32 PATRONS

- (1) There shall be a Patron whose acceptance of the Board's invitation to such patronage is confirmed by the Association at an Annual General Meeting.
- (2) There shall be such Vice Patrons whose acceptances of the Board's invitations to such patronage are confirmed by the Association at each Annual General Meeting.
- (3) Not less than 40 days prior to each Annual General Meeting, members may make recommendations to the Board of persons to whom the Committee should consider extending invitations for acceptance of the positions of Patron (where applicable) and Vice Patrons.

33. DOCUMENTS

- (1) The Board shall provide for the safe custody of instruments of title and securities of the Association.
- (2) The secretary shall keep copies of all correspondence, and other documents relating to the Association.

34. NOMINATED ADDRESS

The Board must ensure that the Association has a nominated address for the service of documents on the Association and will notify the Office of Fair Trading of any change in its nominated address in the approved form.

35 FINANCIAL YEAR

The financial year of the Queensland Council of Social Service Inc be from 1st July to 30th June inclusive, to take effect from 1st July, 2000.

36. DISTRIBUTION OF SURPLUS ASSETS ON WINDING UP

If the Association shall be wound up in accordance with the provisions of the Associations Incorporation Act 1981, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Association under or by virtue of Rule 29 (10), such institution or institutions to be determined by the members of the Association.