

1. **Words and expressions to have meaning in Act.**  
A word or expression that is not defined in these rules, but is defined in the Associations Incorporation Act 1981 has, if the context permits, the meaning given by the Act.
2. **Name:** **Cooloola Human Services Network Inc.**
3. **Objects:**
  - (1) The objects for which the association is established is to be a community based Organization which contributes significantly to the development of the local community, by encouraging initiatives that address issues of social justice for the whole community.
  - (2) To promote and assist the development of all aspects of social justice and well-being of the local community.
  - (3) To foster the principle of community development in all functions of the association.
  - (4) To regularly identify, review and respond to community needs and service gaps.
  - (5) To promote the philosophies of self help and local control of solutions whenever possible, by providing support or auspicing to agencies or projects that provide direct support to people.
4. **Powers:**  
The powers of the association are:-
  - (1) The association has the powers of an individual;
  - (2) The association 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 supports; and
    - (d) do other things necessary or convenient to be done, in carrying out its affairs.
  - (3) The association may take over the funds and other assets and liabilities of the present unincorporated association known as Cooloola Human Services Network.
  - (4) The association may also issue secured and unsecured notes, debentures and debenture stock for the association.
  - (5) 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.
  - (6) To borrow or raise money by:-
    - (a) either alone or jointly with any other person or legal entity, in such manner as may be thought proper; and
    - (b) whether upon fluctuating advance account or over draft, or otherwise - to represent or secure any moneys; and further advances, borrowed or to be borrowed alone or with others aforesaid; by
      - (i) notes secured or unsecured; or
      - (ii) debentures or debenture stock perpetual or otherwise;
      - (iii) or by mortgage, charge, lien of other security -upon the whole or any part of the incorporated association's property or assets present or future; and
    - (c) to purchase, redeem or pay-off any such securities.

- (7) 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 amongst its or their members to an extent at least as great as that imposed upon the Association under or by virtue of rule 47.
- (8) **Indemnity:**  
Persons, who, by authority accept or incur any pecuniary liability on behalf of the association, shall be held indemnified against any personal loss in respect of such liability,

**5. Classes of members:**

- (1) The membership of the association shall consist of ordinary members, the number of which shall be unlimited and any of the following classes of members;
- (2) Organizational membership, which shall be open to any recognized organization that is supportive of the objects of the association;
- (3) Honorary membership, which may be granted to dignitaries or persons of high standing in the community, the length and determination of honorary membership shall be determined by the management committee;
- (4) Life membership, which may be granted to person's for outstanding contribution to the association, as determined by the management committee.

**6. Automatic membership:**

- (1) A person who, on the day the association is incorporated, was a member of the unincorporated association and who, on or before a day fixed by the management committee, agrees in writing to become a member of the incorporated association, must be admitted by the management committee-
  - (a) to the equivalent class of membership of the association as the member held in the unincorporated association; or
  - (b) if there is no equivalent class of membership – as an ordinary member.

**7. New membership:**

- (1) An applicant for membership of the association must be proposed by 2 members of the association (the proposer) and seconded by another member (the seconder).
- (2) An application for membership must be –
  - (a) in writing, and
  - (b) signed by the applicant or representative of the applicant, and the applicant's proposer and seconder, and
  - (c) in the form decided by the management committee.

**8. Membership fees:**

- (1) The membership fee for each ordinary membership and for each other class of membership –
  - (a) is the amount decided by the management committee;
  - (b) is payable when, and in the way, the management committee decides.

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

- (1) The management committee must consider an application for membership at the next committee meeting held after it receives –
  - (a) the application for membership; and

- (b) the appropriate membership fee for the application.
- (2) The management committee must ensure that, as soon as possible after the person applies to become a member of the association, and before the management committee considers the person application, the person is advised –
  - (a) whether or not the association has public liability insurance; and
  - (b) if the association has public liability insurance – the amount of the insurance.
- (3) Any applicant who receives a majority of the votes of the members of the management committee present at the meeting, at which such application is being considered, shall be accepted as a member of the association.
- (4) Upon the acceptance or rejection of an application for membership the secretary shall without delay give the applicant notice in writing of such acceptance or rejection.

#### **10. 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 the later date.
- (2) If a member:-
  - (a) is convicted of an indictable offence;
  - (b) fails to comply with any of the provisions of these Rules;
  - (c) has membership fees in arrears of two months or more;
  - (d) acts in a manner considered to be injurious or prejudicial to the character or interest of the association,the management committee shall consider whether the member's membership is terminated.
- (3) The member concerned shall be given a full and fair opportunity of presenting the member's case and if the management committee resolves to terminate the membership it shall instruct the secretary to advise the member in writing accordingly.

#### **11. 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 of such determination or rejection, lodge with the secretary written notice of the person's intention to appeal against the decision of the management committee.
- (2) Upon receipt of a notification of intention to appeal against rejection or termination of membership, the secretary shall convene within three months of date of receipt by the secretary of such notice, a general meeting to determine the appeal.
- (3) At any such meeting the applicant shall be given the opportunity to fully present the applicant's case and the management committee or those members of the management committee who rejected the application for membership or terminated the membership, subsequently shall likewise have the opportunity of presenting it or their case.
- (4) The appeal shall be determined by a simple majority vote of the members present at such meeting.

- (5) Where a person whose application is rejected does not appeal against the decision of the management committee within the time prescribed by the Rules, or so appeals but the appeal is unsuccessful; the secretary shall without delay refund the amount of any paid fee

## **12. Register of members:**

- (1) The management committee must keep a register of members of the association.
- (2) The register must include the following particulars for each member –
  - (a) the full name of the member;
  - (b) the postal or residential address of the member;
  - (c) the date of admission as a member;
  - (d) the date of death or time of resignation of the 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) The register must be open for inspection by members of the association at all reasonable times.
- (4) A member must contact the secretary to arrange an inspection of the register.
- (5) However, the management committee may, on the application of a member of the association, withhold information about the member (other than the members full name) from the register available for inspection if the management committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.

## **13. Prohibition on use of information on register of members:**

- (1) A member of the association must not –
  - (a) use information obtained from the register of members of the association to contact or send material to another member of the association for the purpose of advertising for political, religious, charitable or commercial purpose; 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.
- (2) Sub rule (1A) does not apply if the use or disclosure of the information is approved by the association.

## **14. Appointment or election of secretary:**

- (1) If the association has not elected an interim officer as secretary for the association before its incorporation, the members of the management committee must ensure a secretary is appointed or elected for the association within one month after incorporation.
- (2) If a vacancy happens in the office of secretary, the members of the management committee must ensure a secretary is appointed or elected for the association with one month after the vacancy happens.
- (3) The secretary must be an individual residing in Queensland, or in another State but not more than 65 km from the Queensland border, who is –
  - (a) a member of the association elected by the association as secretary;
  - (b) or any of the following persons appointed by the management committee –
    - (i) a member of the association's management committee;
    - (ii) another member of the association;
    - (iii) another person;

- (4) If the management committee appoints a person mentioned in sub rule **(3) (b) (ii)** as secretary, other than to fill a casual vacancy on the management committee, the person does not become a member of the management committee.
- (5) However, if the management committee appoints a person mentioned in sub rule **(3) (b) (ii)** as secretary to fill a casual vacancy on the management committee, the person becomes a member of the management committee.
- (6) If the management committee appoints a person mentioned in sub rule **(3) (b) (iii)** as secretary, the person does not become a member of the management committee.
- (7) In this rule – casual vacancy, on a management committee, means a vacancy that happens when an elected member of the management committee resigns, dies or otherwise stops holding office.

**15. Removal of secretary:**

- (1) The management committee of the association may at any time remove a person appointed by the committee as the secretary.
- (2) If the management committee removes a secretary who is a person mentioned in rule 13 (3) (b) (i), the person remains a member of the management committee.
- (3) If the management committee removes a secretary who is a person mentioned in rule 13 (3) (b) (ii) and who has been appointed to a casual vacancy on the management committee under rule 13 (5), the person remains a member of the management committee.

**16. Functions of secretary:**

The secretary's functions include, but are not limited to –

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

**17. Membership of management committee:**

- (1) The management committee of the association consists of a President, Vice President, Treasurer and a minimum of two (2) other members of the association that members elect or appoint at a general meeting.
- (2) A member of the management committee, other than the secretary, must be a member of the association.
- (3) At each annual general meeting of the association, the members of the management committee must retire from office, but are eligible, on nomination, for re-election.

**18. Electing the management committee:**

- (1) A member of the management committee shall be elected as follows –
  - (a) any two members of the association may nominate another member (the candidate) to serve as a member of the management committee.
  - (b) the nomination must be –
    - (i) in writing; and
    - (ii) signed by the candidate and the members who nominated him or her; and
    - (iii) given to the secretary at least 14 days before the annual general meeting at which the election is to be held.

- (c) each member of the Association present and eligible to vote at the annual general meeting, may vote for 1 candidate for each vacant position on the management committee.
- (d) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- (2) A list of the candidates names, in alphabetical order, with the names of the members who nominated each candidate, must be posted in a conspicuous place in the office or usual place of meeting of the association for at least 7 days immediately preceding the annual general meeting.
- (3) If required by the management committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- (4) A person may be a candidate only if the person –
  - (a) is an adult; and
  - (b) is not ineligible to be elected as a member under section 61A of the Act.
- (5) The management committee must ensure that, before a candidate is elected as a member of the management committee, the candidate is advised –
  - (a) whether or not the association has public liability insurance; and
  - (b) if the association has public liability insurance – the amount of the insurance.

**19. Resignation or removal from office of management committee member:**

- (1) A management committee member may resign from the committee by giving written notice of resignation to the secretary.
- (2) The resignation takes effect on –
  - (a) the day and at the time the notice is received by the secretary; or
  - (b) if a later day is stated in the notice – the later day.
- (3) A member may be removed from office at a general meeting of the association if a majority of the members present at the meeting vote in favour of removing the member.
- (4) Before a vote of members 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.
- (5) A member has not right of appeal against the member's removal from office under this section.
- (5) A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

**20. Vacancies on management committee:**

- (1) If a casual vacancy happens on the management committee, the continuing members of the committee may appoint another member of the association to fill the vacancy until the next annual general meeting.
- (2) The continuing members of the management committee may act despite a casual vacancy on the management committee.
- (3) However, if the number of committee members is less than the number fixed under rule 22 (1)

- (1) as a quorum of the management committee, the continuing members may act only to –
  - (a) increase the number of management committee members to the number required for a quorum; or
  - (b) call a general meeting of the association.

## **21. Functions of management committee:**

- (1) Subject to these rules or a resolution of the associations members carried at a general meeting, the management committee –
  - (a) has the general control and management of the administration of the affairs, property and funds of the association, and
  - (b) has the authority to interpret the meaning of these rules and any matter relating to the association on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act.
- (2) The management committee may exercise the powers of the association –
  - (a) to borrow, raise or secure the payments of amounts in a way the association's members decide; and
  - (b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the association's property, both present and future; and
  - (c) to purchase, redeem or pay off any securities issued; and
  - (d) to borrow amounts from members and pay interest on the amounts borrowed; and
  - (e) to mortgage or charge the whole or part of its property; and
  - (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association; and
  - (g) to provide and pay off any securities issued; and
  - (h) to invest in a way the members of the association may from time to time decide.
- (3) For sub section (2) (d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by –
  - (a) the financial institution for the association; or
  - (b) if there is more than one financial institution for the association, the financial institution nominated by the association.

## **22. Meetings of management committee:**

- (1) Subject to this rule, the management committee may meet and conduct its proceedings as it considers appropriate.
- (2) The management committee must meet at least once every 4 months to exercise its functions.
- (3) The management committee must decide how a meeting is to be called.
- (4) Notice of a meeting is to be given in the way decided by the management committee.
- (5) The management committee may hold meetings, or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.

- (6) A committee member who participates in the meeting as mentioned in sub rule (5) is taken to be present at the meeting.
- (7) A question arising at a committee meeting is to be decided by a majority vote of members of the committee present at the meeting and if the votes are equal, the question is decided in the negative.
- (8) A member of the management committee must not vote on a question about a contract or proposed contract with the association if the member has an interest in the contract or proposed contract and, if the member does vote, the members vote must not be counted.
- (9) The president is to preside as chairperson at a management committee meeting.
- (10) If there is no president or if the president is not present within 10 minutes after the time fixed for a management committee meeting, the members may choose 1 of their number to preside as chairperson at the meeting.

### **23. Quorum for, and adjournment of, management committee meeting.**

- (1) At a management committee meeting, more than 50% of the members elected to the committee as at the close of the last general meeting of the members, for a quorum.
- (2) If there is no quorum within 30 minutes after the time fixed for a management committee meeting called on the request of members of the committee, the meeting lapses.
- (3) If there is no quorum within 30 minutes after the time fixed for a management committee meeting called other than on the request of the members of the committee –
  - (a) the meeting is to be adjourned for at least 1 day; and
  - (b) the members of the management committee who are present are to decide the day, time and place of the adjourned meeting.
- (4) If, at an adjourned meeting mentioned in sub rule (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

### **24. Special meeting of management committee.**

- (1) If the secretary receives a written request signed by at least 33% of the members of the management committee, the secretary must call a special meeting of the committee by giving each member of the committee notice of the meeting within 14 days after the secretary receives the request.
- (2) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.
- (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.
- (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.
- (5) 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.



**25. Minutes of management committee meetings.**

- (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.
- (2) To ensure the accuracy of the minutes, the minutes of each management committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next management committee meeting, verifying their accuracy.

**26. Appointment of sub-committees:**

- (1) The management committee may appoint a subcommittee consisting of members of the association considered appropriate by the committee to help with the conduct of the associations operations.
- (2) A member of the subcommittee who is not a member of the management committee is not entitled to vote at a management committee meeting.
- (3) A subcommittee may elect a chairperson of its meetings.
- (4) If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be chairperson of the meeting.
- (5) A **subcommittee** may meet and adjourn as it considers appropriate.
- (6) A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

**27. Acts not affected by defects or disqualifications.**

- (1) An act performed by the management committee a subcommittee or a person acting as a member of the management committee is taken to have been validly performed.
- (2) Sub rule (1) applies even if the act was performed when –
  - (a) there was a defect in the appointment of a member of the management committee, subcommittee or person acting as a member of the management committee; or
  - (b) a management committee member, subcommittee member or a person acting as a member of the management committee was disqualified from being a member.

**28. Resolutions of management committee without meeting.**

- (1) A written resolution signed by each member of the management committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.
- (2) A resolution mentioned in sub rule (1) may consist of several documents in like form, each signed by 1 or more members of the committee.
- (3) A resolution mentioned in sub rule (1) may consist of several electronic communications and shall be considered valid by response received.

**29. Annual General Meetings:**

Each annual general meeting must be held –

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

**30. Business to be conducted at annual general meeting of level 1 incorporated associations and particular level 2 and 3 incorporated associations.**

- (1) This rule applies only if the association is –
  - (a) a level 1 incorporated association; or
  - (b) a level 2 incorporated association to which section 59 of the Act applies; or
  - (c) a level 3 incorporated association to which section 59 of the Act applies.
- (2) The following business must be conducted at each annual general meeting of the association –
  - (a) receiving the association’s financial statement, and audit report, for the last reportable financial year;
  - (b) presenting the financial statement and audit report to the meeting for adoption;
  - (c) electing members of the management committee;
  - (d) for a level 1 incorporated association – appointing an auditor or an accountant for the present financial year;
  - (e) for a level 2 incorporated association, or a level 3 incorporated association, to which section 59 of the Act applies – appointing an auditor, an accountant or an approved person for the present financial year.

**31. Business to be conducted at annual general meeting of other level 2 incorporated associations.**

- (1) This rule applies only if the association is a level 2 incorporated association to which section 59A of the Act applies.
- (2) The following business must be conducted at each annual general meeting of the association –
  - (a) receiving the association’s financial statement, and signed statement, for the last reportable financial year;
  - (b) presenting the financial statement and signed statement to the meeting for adoption;
  - (c) electing members of the management committee;
  - (d) appointing an auditor, an accountant or an approved person for the present financial year.

**32. Business to be conducted at annual general meeting of other level 3 incorporated associations.**

- (1) This rule applies only if the association is a level 3 incorporated association to which section 59B of the Act applies.
- (2) The following business must be conducted at each annual general meeting of the association –
  - (a) receiving the association’s financial statement, and signed statement, for the last reportable financial year;
  - (b) presenting the financial statement and signed statement to the meeting for adoption;
  - (c) electing members of the management committee.

**33. Notice of general meeting.**

- (1) The secretary may call a general meeting of the association.
- (2) The secretary must give at least 14 days notice of the meeting to each member of the association.

- (3) If the secretary is unable or unwilling to call the meeting, the president must call the meeting.
- (4) The management committee may decide the way in which the notice must be given.
- (5) However, notice of the following meetings must be given in writing –
  - (a) a meeting called to hear and decide the appeal of a person against the management committee's decision –
    - (i) to reject the person's application for the membership of the association; or
    - (ii) to terminate the person's membership of the association.
  - (b) a meeting called to hear and decide a proposed special resolution of the association.
- (6) A notice of a general meeting must state the business to be conducted at the meeting.

#### **34. Quorum for, and adjournment of, general meeting.**

- (1) The quorum for a general meeting is at least the number of members elected or appointed to the management committee at the close of the association's last general meeting plus 1.
- (2) However, if all members of the association are members of the management committee, the quorum is the total numbers of members less 1.
- (3) No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- (4) If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the management committee or the association, the meeting lapses.
- (5) If there is no quorum within 30 minutes after the time fixed for a general meeting called other than on the request of members of the management committee of the association –
  - (a) the meeting is to be adjourned for at least 7 days; and
  - (b) the management committee is to decide the day, time and place of the adjourned meeting.
- (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.
- (7) If a meeting is adjourned under sub rule (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (8) The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- (9) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

#### **35. Procedure at a general meeting.**

- (1) A member may take part and vote in a general meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (2) A member who participates in a meeting as mentioned in sub rule (1) is taken to be present at the meeting
- (3) At each general meeting –
  - (a) the president is to preside as chairperson; and
  - (b) if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect 1 of their number to be chairperson of the meeting, and
  - (c) the chairperson must conduct the meeting in a proper and orderly way.

**36. Voting at general meeting.**

- (1) At a general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present.
- (2) Each member present and eligible to vote is entitled to 1 vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
- (3) A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.
- (4) The method of voting is to be decided by the management committee.
- (5) However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- (6) If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.
- (7) The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

**37. Special general meeting.**

- (1) The secretary must call a special general meeting by giving each member of the association notice of the meeting within 14 days after –
  - (a) being directed to call the meeting by the management committee; or
  - (b) being given a written request signed by –
    - (i) at least 33% of the number of members of the management committee when the request is signed; or
    - (ii) at least the number of ordinary members of the association equal to double the number of members of the association on the management committee when the request is signed plus 1; or
  - (c) being given a written notice of an intention to appeal against the decision of the management committee –
    - (i) to reject an application for membership; or
    - (ii) to terminate a person's membership.
- (2) A request mentioned in sub rule (1) (b) must state –
  - (a) why the special general meeting is being called; and
  - (b) the business to be conducted at the meeting.
- (3) A special general meeting must be held within 3 months after the secretary –
  - (a) is directed to call the meeting by the management committee; or
  - (b) is given the written request mentioned in sub rule (1) (b); or
  - (c) is given the written notice of an intention to appeal mentioned in sub rule (1) (c)
- (4) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

**38. Proxies.**

- (1) An instrument appointing a proxy must be in writing and be in the following or similar form:-

*[Name of the association]*

I, \_\_\_\_\_ of \_\_\_\_\_ being  
A member of the association, appoint

\_\_\_\_\_ of \_\_\_\_\_  
As my proxy to vote for me on my behalf at the (annual) general meeting of the association, to  
be held on the \_\_\_\_\_ day of 20\_\_\_\_  
and at any adjournment of the meeting.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_ Signature

- (2) The instrument appointing a proxy vote must –
  - (a) if the appointed is an individual – be signed by the appointor or the appointor’s attorney properly authorised in writing; or
  - (b) if the appointor is a corporation –
    - (i) be under seal; or
    - (ii) be signed by a properly authorised officer or attorney of the corporation.
- (3) A proxy may be a member of the association or another person.
- (4) The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.
- (5) Each instrument appointing a proxy must be given to the secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.
- (6) Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.
- (7) If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the following or similar form –

[Name of association]  
 I, \_\_\_\_\_ of \_\_\_\_\_ being  
 A member of the association, appoint \_\_\_\_\_  
 \_\_\_\_\_ of \_\_\_\_\_  
 as my proxy to vote for me on my behalf at the (annual) general meeting of the association, to  
 be held on the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_  
 and any adjournment of the meeting  
 Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_  
 \_\_\_\_\_ Signature

This form is to be used “in favour of / \*against [*strike out whichever is not wanted*] the  
 Following **resolutions** – [*List relevant resolutions*]

### 39. Minutes of general meetings.

- (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.
- (2) To ensure the accuracy of the minutes –
  - (d) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
  - (e) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the association that is a general meeting or annual general meeting, verifying their accuracy.
- (3) If asked by a member of the association, the secretary must, within 28 days after the request is made –
  - (a) make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and
  - (b) give the member copies of the minutes of the meeting.
- (4) The association may require the member to pay the reasonable costs of providing copies of the minutes.

### 40. By-laws.

- (1) The management committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the association.
- (1) A by-law may be set aside by a vote of members at a general meeting of the association.

**41. Alteration of rules.**

- (1) Subject to the Act, these rules may be amended, repealed or added to be 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.

**42. Common seal.**

- (1) The management committee must ensure the association has a common seal.
- (2) The common seal must be –
  - (a) kept securely by the management committee; and
  - (b) used only under the authority of the management committee.
- (2) Each instrument to which the seal is attached must be signed by a member of the management committee and countersigned by –
  - (a) the secretary; or
  - (b) another member of the management committee; or –
  - (c) someone authorised by the management committee.

**43. Funds and accounts.**

- (1) The funds of the association must be kept in an account in the name of the association in a financial institution decided by the management committee.
- (2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
- (3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (4) A payment by the association of \$100 or more must be made by cheque or electronic funds transfer.
- (5) If a payment of \$100 or more is made by cheque, the cheque must be signed by any 2 of the following –
  - (a) the president;
  - (b) the secretary;
  - (c) the treasurer;
  - (d) any 1 of 3 other members of the association who have been authorised by the management committee to sign cheques issued by the association.
- (6) However, 1 of the persons who signs the cheque must be the president, the secretary or the treasurer.
- (7) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed not negotiable.
- (8) A petty cash account must be kept on the imprest system, and the management committee must decide the amount of petty cash to be kept in the account.
- (9) All expenditure must be approved or ratified at a management committee meeting.

**44. General financial matters.**

- (1) On behalf of the management committee, the treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- (2) The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.

**45. Documents.**

The management committee must ensure the safe custody of books, documents, instruments of title and securities of the association.

**46. Financial year.**

The end date of the association's financial year is 31<sup>st</sup> December, in each year.

**47. Distribution of surplus assets to another entity.**

- (1) This rule applies if the association –
  - (a) is wound-up under part 10 of the Act; and
  - (b) has surplus assets.
- (2) The surplus assets must not be distributed among the members of the association.
- (3) The surplus assets must be given to another entity –
  - (a) having objects similar to the association's objects; and
  - (b) the rules of which prohibit the distribution of the entity's income and assets to its members.
- (4) In this rule – **surplus assets** see section 92(3) of the Act.