



Community Services Tablelands Inc.

ABN 15 549 242 329

# **Constitution of Community Services Tablelands Inc.**

Adopted at AGM 26<sup>th</sup> October 2016

*"Strengthening Community"*

## TABLE OF CONTENTS

1. NAME .....	4
2. OBJECT.....	4
3. POWERS .....	5
4. CLASSES OF MEMBERSHIP .....	7
5. MEMBERSHIP .....	7
6. MEMBERSHIP FEES .....	7
7. ADMISSION AND REJECTION OF MEMBERS.....	8
8. TERMINATION OF MEMBERSHIP.....	8
9. APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP.....	8
10. REGISTER OF MEMBERS.....	9
11. STRUCTURE OF BOARD OF MANAGEMENT .....	10
12. RESIGNATION OR TERMINATION FROM THE FROM BOARD.....	12
13. VACANCIES ON THE BOARD .....	12
14. FUNCTIONS OF THE BOARD .....	13
15. MEETINGS OF THE BOARD OF MANAGEMENT .....	13
16. DELEGATION OF BOARD POWERS.....	14
17. DEFECT OR DISQUALIFICATION .....	15
18. ALTERNATIVE AUTHORITY, BOARD OF MANAGEMENT .....	15
19. ANNUAL GENERAL MEETING.....	15
20. SPECIAL GENERAL MEETINGS.....	16
21. RECORD OF MEETINGS.....	18
22. BY-LAWS.....	18
23. ALTERATION OF RULES.....	18
24. COMMON SEAL.....	19

25. FUNDS AND ACCOUNTS .....19

26. DOCUMENTS .....20

27. FINANCIAL YEAR.....20

28. DISTRIBUTION OF SURPLUS ASSETS.....20

29. GIFT FUND.....21

30. BY-LAWS .....22

31. ALTERATION OF RULES .....22

## 1. NAME

The name of the Incorporated Association is:-

Community Services Tablelands Inc.

### 1.1 Interpretation

Definitions:

In this Constitution unless the context requires otherwise:

**The Association** means Community Services Tablelands Inc.

**The Board** means the Board of Community Services Tablelands Inc.

## 2. OBJECT

The objects for which the Association is established are to:-

- 2.1 Relieve poverty, sickness, suffering, distress, misfortune, disability, and helplessness on a non-discriminatory basis.
- 2.2 Provide a welcoming experience with mutual respect for our clients and staff whilst preserving the dignity, self-respect and independence of all who use the Association's services.
- 2.3 Encourage the principle of helping people to help themselves.
- 2.4 Provide practical and material assistance to individuals and families in crisis.
- 2.5 Build relationships and ties of friendship and support between the Association's clients and with other members of the local community.
- 2.6 Act as a referral centre by collecting and disseminating information, directing people to individuals or groups who may assist them.
- 2.7 Work collaboratively with other service providers and organisations within the community.
- 2.8 Provide facilities where people can meet and share together public and private issues.
- 2.9 Develop educational, welfare, cultural and recreational programmes to build capacity within the community.
- 2.10 Remain informed of the latest research and development to enable the service to be proactive and current.
- 2.11 Do all such things conducive to the furtherance of the objects and interests of the Association.

### 3. POWERS

The powers of the Association are to:-

- 3.1 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 *Associations Incorporation Regulation 1999* Schedule 4 reg. 49.
- 3.2 Further 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.
- 3.3 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 purpose 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;
- 3.4 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;
- 3.5 Appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons, whether they be full-time or part-time employees or volunteers, as may be necessary or convenient for the purposes of the Association;
- 3.6 Remunerate any person or legal entity for services rendered, or to be rendered, in a manner agreed to by the Board and the person/s or legal entity/ies;
- 3.7 Construct, improve, demolish, 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, demolition, maintenance, development, working, carrying out, alteration or control thereof;
- 3.8 Invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit, subject where applicable to *Collections Regulations 2008* reg. 32 (1), (2) (b);
- 3.9 Take, otherwise acquire, and hold shares, debentures or other securities of any company or body corporate;

- 3.10 Further 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;
- 3.11 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 monies 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;
- 3.12 Draw, make accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- 3.13 Further 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;
- 3.14 Take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, or 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;
- 3.15 Take any gift or 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 Clause 3.3;
- 3.16 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;
- 3.17 Print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects;
- 3.18 Further 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 it's or their income and property among it's or their members to an extent at least as great as that imposed upon the Association under or by virtue of *Associations Incorporation Regulation 1999 Schedule 4 reg. 49*;
- 3.19 Further 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;

- 3.20 Further 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 Association with which the Association is authorised to amalgamate;
- 3.21 Make donations for charitable or community purposes;
- 3.22 Do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the power of the Association.

#### **4. CLASSES OF MEMBERSHIP**

The Association shall be non-political and non-sectarian. The classes of membership shall be:

- 4.1 Honorary members: Those persons who have made a significant contribution, or have provided advice or assistance in the management or operation of the Association. They may be invited to membership, unlimited in number and have no voting rights.
- 4.2 Group members: Those persons whose membership is determined by the fact that they represent their own organisation. These members shall be unlimited in number, shall pay the appropriate membership fee and shall have one vote.
- 4.3 Ordinary members: Individual members representing themselves. This class will be unlimited in number, shall pay the appropriate membership fee and shall have one vote.

#### **5. MEMBERSHIP**

Every applicant for any class of membership of the Association shall be proposed by one member of the Association and seconded by another member. The application for membership shall be made:

- 5.1 In writing.
- 5.2 Signed by the applicant, proposer and seconder and
- 5.3 Shall be in such form as the Board from time to time prescribes.

#### **6. MEMBERSHIP FEES**

The membership fee for each ordinary membership and for each other class of membership (if any) is;

- (a) The amount decided by the members from time to time at a general meeting and
- (b) Payable when and in the way the Board decides.

## **7. ADMISSION AND REJECTION OF MEMBERS**

The Board is authorised to admit or reject application for membership.

- 7.1 At the next meeting of the Board after the receipt of any application and the fee applicable for any class of membership, such application (which will include confirmation that the Association holds Public Liability Insurance and the amount for which the Association is insured) shall be considered by the Board who shall thereupon determine upon the admission or rejection of the applicant.
- 7.2 Any applicant who receives a majority of 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.
- 7.3 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**

Membership options:

- 8.1 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.
- 8.2 The Board may terminate a member's membership if the member:
- (a) Is convicted of an indictable offence; or
  - (b) Fails to comply with any of the provisions of these rules; or
  - (c) Has membership fees in arrears for a period of two months or more or;
  - (d) Conducts themselves in a manner considered to be injurious or prejudicial to the character or interests of the Association.
- 8.3 The member concerned shall be given a full and fair opportunity to present their case and if the Board resolves to terminate their membership it shall instruct the Secretary to advise the member in writing accordingly.

## **9. APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP**

Members may appeal against rejection or termination of membership as follows:

- 9.1 An applicant whose application for membership has been rejected, or a member whose membership has been terminated, may within one month of



receiving written notification thereof, lodge with the Secretary written notice of their intention to appeal against the decision of the Board.

- 9.2 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 of such notice, a general meeting to determine the appeal. At any such meeting the applicant shall be given the opportunity to fully present their 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.
- 9.3 The appeal shall be determined by the vote of the members present at such meeting.
- 9.4 Where an applicant, 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**

The Board must keep a register of members of the Association.

- 10.1 The register must include the following particulars:
- (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 Board or the members at a general meeting decide.
- 10.2 The register must be open for inspection by members of the Association at all reasonable times.
- 10.3 A member must contact the Secretary to arrange an inspection of the register.
- 10.4 The Board may on the application of a member of the Association, withhold information about the member (other than the member's full name) from the register if the Board has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.
- 10.5 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.
- 10.6 Clause 10.5 does not apply if the use or disclosure of the information is approved by the Association.

## **11. STRUCTURE OF BOARD OF MANAGEMENT**

- 11.1 The Board of the Association shall consist of a President, Vice-President, and Treasurer, all of whom shall be members of the Association, and such number of other members (to a maximum of 9 inclusive), as the members of the Association at any general meeting may from time to time agree.
- 11.2 At the annual general meeting of the Association, half the members of the Board for the time being shall retire from office, but shall be eligible upon nomination for re-election.
- 11.3 On even numbered calendar years the following positions will retire from office, the President, the Vice-President, Board position 2, Board position 4 and Board position 6.
- 11.4 On odd numbered calendar years the following positions will retire from office the Treasurer, Board position 1, Board position 3 and Board position 5.
- 11.5 The election of officers and other members of the Board shall take place in the following manner:-
- (a) Any two financial members of the Association shall be at liberty to nominate any other financial member to serve as an officer or other member of the Board.
  - (b) The nomination, which shall be in writing and signed by the member and their proposer and seconder, shall be lodged with the Secretary at least fourteen days before the annual general meeting at which the election is to take place;
  - (c) A list of the candidates will be prepared with:
    - names in alphabetical order;
    - the proposers' and seconders' names, shall be posted in a conspicuous place in the office or usual place of meeting of the Association for at least seven days immediately preceding the annual general meeting;

- (d) Balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each financial member present at the annual general meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;
- (e) Should, at the commencement of such meeting, there be an insufficient number of candidates nominated to fill all vacancies, nominations may be taken from the floor of the meeting.

#### 11.6 Appointment or election of Secretary

The Secretary must be an individual residing in Queensland or in another State but not more than 65km from the Queensland border, who is;

- (a) A member of the Association elected by the Association as Secretary or;
- (b) Any of the following persons appointed by the Board as Secretary;
  - (i) A member of the Association's Board;
  - (ii) Another member of the Association;
  - (iii) Another person.
- (c) If a vacancy happens in the office of Secretary, the members of the Board must ensure a Secretary is appointed or elected for the Association within 1 month after the vacancy happens.
- (d) If the Board appoints a person mentioned in Clause 11.6 (b)(ii) as Secretary, other than to fill a casual vacancy on the Board, the person does not become a member of the Board.
- (e) However, if the Board appoints a person mentioned in Clause 11.6 (b)(ii) as Secretary to fill a casual vacancy on the Board, the person becomes a member of the Board.
- (f) If the Board appoints a person mentioned in Clause 11.6 (b)(iii) as Secretary, the person does not become a member of the Board.
- (g) In this rule casual vacancy, on the Board, means a vacancy that happens when an elected member of the Board resigns, dies or otherwise stops holding office.

#### 11.7 Removal of Secretary

- (a) The Board of the Association may at any time remove a person appointed by the Board as the Secretary.
- (b) If the Board removes a Secretary who is a person mentioned in the rule Clause 11.6 (b)(i), the person remains a member of the Board.
- (c) If the Board removes a Secretary who is a person mentioned in rule Clause 11.6 (b)(ii) and who has been appointed to a casual vacancy on

the Board under Clause 11.6 the person remains a member of the Board.

## 11.8 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.

## 12. RESIGNATION OR TERMINATION FROM THE BOARD

12.1 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 unless a later date is specified in the notice when it shall take effect on that later date.

12.2 A member may be removed from office at a general meeting of the Association if a majority of the members present and eligible to vote at the meeting vote in favour of removing the member.

- (a) 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.
- (b) A member has no right of appeal against the member's removal from office under this rule.
- (c) A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

12.3 A Board member may be dismissed from the Board if that member is absent from three consecutive meetings without prior approval or a valid reason.

## 13. VACANCIES ON THE BOARD

The Board shall respond to vacancies on the Board as follows:

13.1 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.

13.2 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 OF THE BOARD**

Functions of the Board are as follows:

- 14.1 Except as otherwise provided by these Rules and subject to resolutions of the members of the Association carried at any General Meeting the Board:
- (a) Shall have the general control and management of the administration of the affairs, property and funds of the Association; and
  - (b) Shall have authority to interpret the meaning of these rules and any matter relating to the Association on which these rules are silent.
- 14.2 The Board may exercise all the powers of the Association:

#### **15. MEETINGS OF THE BOARD OF MANAGEMENT**

Meetings of the Board shall take place as follows:

- 15.1 The Board shall meet at least once every four months to exercise its functions.
- 15.2 A meeting of the Board and notice of a meeting will be decided by the Board from time to time.
- 15.3 A special meeting of the Board shall be convened by the Secretary on the 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.
- 15.4 At every meeting of the Board a simple majority of a number equal to the number of members elected and/or appointed to the Board as at the close of the last general meeting of the members, shall constitute a quorum.
- 15.5 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 Board meeting 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.
- 15.6 A member of the Board shall not vote in respect of any contract or proposed contract with the Association in which they are interested, or any matter arising there from, and if that member does so vote the vote by that member shall not be counted.
- 15.7 If the Secretary receives a written request signed by at least one third of the members of the Board, 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.

(a) If the Secretary is unable or unwilling to call the special meeting, the President must call the meeting.

(b) A request for a special meeting must state why the special meeting is being called and the business to be conducted at that meeting.

(c) A notice of special meeting must state:

- The time and date of the meeting,
- Place of the meeting; and
- The business to be conducted at that meeting.

(d) A special meeting of the Board must be held within 14 days after notice of the meeting is given to the members of the Board. Such notice shall clearly include an agenda of the business to be discussed at the special meeting.

15.8 The President shall preside as chairperson at every meeting of the Board, or if there is no President, or if at any meeting the President 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 members may choose one of their number to be Chairperson of the meeting.

15.9 If within 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.

## **16. DELEGATION OF BOARD POWERS**

16.1 The Board may delegate such powers it deems necessary to a subcommittee consisting of such members of the Association as the Board thinks fit.

16.2 Any subcommittee so formed under the provision of Clause 16.1 shall in the exercise of the powers so delegated conform to any regulations, protocols or limitations imposed on it by the Board.

16.3 A subcommittee formed under the provision in Clause 16.1 will elect a Chairperson. 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 for the purpose of conducting that particular meeting.

- 16.4 A subcommittee 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. Alternatively, the meeting may refer the issue to the Board for a final decision on that particular issue.

## **17. DEFECT OR DISQUALIFICATION**

- 17.1 An act performed by the Board, a subcommittee or a person acting as a member of the Board is taken to have been validly performed.

- 17.2 Clause 17.1 applies even if the act was performed when:

- (a) There was a defect in the appointment of a member of the Board, subcommittee or person acting as a member of the Board; or
- (b) A Board member, subcommittee member or person acting as a member of the Board was disqualified from being a member. All acts done by any meeting of the Board or of a subcommittee 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.

## **18. ALTERNATIVE AUTHORITY, BOARD OF MANAGEMENT**

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 as 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.

## **19. ANNUAL GENERAL MEETING**

- 19.1 Each annual general meeting must be held:-

- (a) At least once a year; and
- (b) Within 6 months after the end date of the Association's reportable financial year.
- (c) At a time and place determined by the Board.

- 19.2 The business to be transacted at every annual general meeting shall be:

- (a) The receiving of the Board report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Association for the preceding financial year;

- (b) The receiving of the audited report upon the books and accounts for the preceding financial year;
- (c) The election of members of the Board; and
- (d) The appointment of an auditor.
- (e) To deal with any other business included in the notice of meeting.

## **20. SPECIAL GENERAL MEETINGS**

20.1 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 numbers 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 resolved; or
- (c) On being given a notice in writing of an intention to appeal against the decision of the Board to reject an application for membership or to terminate the membership of any person.

20.2 At any special general meeting the number of members required to constitute a quorum shall be double the number of members presently on the Board plus one.

20.3 No business shall be transacted at any special general meeting unless a quorum of members is present at the time when the meeting proceeds to business. For the purposes of this rule member includes a person attending as a proxy or as representing a corporation or other legal entity which is a member.

20.4 If within half an hour from the time appointed for the commencement of a special general meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Board or the Association, shall lapse. In any 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 members present shall be a quorum.

20.5 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.



- 20.6 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.
- 20.7 The Secretary shall convene all general meetings of the Association by giving not less than 14 days notice of any such meeting to the members of the Association.
- 20.8 The manner by which such notice is given to all members shall be determined by the Board, provided that notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of their membership by the Board, shall be given in writing. Notice of a general meeting shall include an agenda of the business to be discussed.
- 20.9 Unless otherwise provided by these Rules, at every general meeting:
- (a) The President shall preside as Chairperson or if there is no President, or if 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;
  - (b) The Chairperson shall maintain order and conduct the meeting in a proper and orderly manner;
  - (c) Every question, matter or resolution shall be decided by a majority of votes of the members present except, where the proposed resolution is a special resolution then the votes of three quarters of the members present, and entitled to vote, is required to pass the resolution;
  - (d) Every member present shall be entitled to one vote and in the case of an equality of votes the decision to be decided in the negative, provided that no member shall be entitled to vote at any general meeting if their annual subscription is in arrears at the date of the meeting;
  - (e) Voting shall be by show of hands or a division of members, unless not less than one-fifth of the members present demand a ballot, in which event there shall be a secret ballot. The Chairman shall appoint two members to conduct the ballot in such manner as the Chairman shall determine and the result of the ballot as declared by the Chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded;
  - (f) A member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote and in a secret ballot every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote;

- (g) The instrument appointing a proxy shall be in writing, in the common or usual form under the hand of the appointer or of their attorney duly authorised in writing or, if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy may but need not be a member of the Association. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot;
- (h) Where it is desired to afford members an opportunity of voting for, or against, a resolution the instrument appointing a proxy shall be in the form or a form as near thereto as circumstances permit as represented in Schedule 1;
- (i) 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.

## **21. RECORD OF MEETINGS**

- 21.1 The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Board meeting are kept in the record of minutes. 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.
- 21.2 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.
- 21.3 The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are kept in the record of the minutes.
- 21.4 To ensure the accuracy of the minutes –
  - (a) The minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
  - (b) 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.
  - (c) 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.

- (d) The association may require the member to pay the reasonable costs of providing copies of the minutes.

## **22. BY-LAWS**

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

## **23. ALTERATION OF RULES**

Subject to the provisions of the *Associations Incorporation Act 1981 Qld*, these Rules may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting, provided that no such amendment, rescission or addition shall be valid unless the same shall have been submitted to and approved by the 'Chief Executive Officer of the Office of Fair Trading'.

## **24. COMMON SEAL**

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

## **25. FUNDS AND ACCOUNTS**

- 25.1 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.
- 25.2 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.
- 25.3 All moneys shall be banked as soon as practicable after receipt thereof.
- 25.4 Payments;
  - (a) A payment by the Association of \$100.00 or more must be made by cheque or electronic funds transfer.
  - (b) If a payment of \$100.00 or more is made by cheque or electronic funds transfer, the payment must be authorised by ;
    - i) Any two of the following, the President, Vice-President, Treasurer or;

- ii) Any one of the President, Vice-President, Treasurer jointly with any one of three other members of the Association who have been authorised by the Board to sign cheques issued by the Association.
- iii) Any cheques written for Emergency Relief payments may also be signed by two authorised signatories jointly as delegated by the Board of Management from time to time.

All Cheques shall be crossed “not negotiable” except those in payment of wages, allowances or petty cash recoupment which may be open.

- 25.5 The Board shall determine the amount of petty cash which shall be kept.
- 25.6 All expenditure shall be approved or ratified at a Board meeting.
- 25.7 As soon as practicable after the end of each financial year the Treasurer shall cause to be prepared a statement containing particulars of:
- (a) The income and expenditure for the financial year just ended; and
  - (b) The assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.
- 25.8 All such statements shall be examined by the auditor who shall present their report upon such audit to the Secretary prior to the holding of the annual general meeting following the financial year in respect of which such audit was made.
- 25.9 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 them to the Association or otherwise owing by the Association to them 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.

## **26. DOCUMENTS**

The Board shall provide for the safe custody of information including books, documents, instruments of title, electronic records and securities of the Association.

## **27. FINANCIAL YEAR**

The financial year of the Association shall close on 30<sup>th</sup> June in each year.

## **28. DISTRIBUTION OF SURPLUS ASSETS**

The Association shall be wound up in accordance with the provisions of the *Associations Incorporation Act 1981 Qld* Part 10. If assets, property, goods or chattels remain after satisfaction of all its debts and liabilities, those assets, property, goods or chattels shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution(s) having objects similar to the objects of the Association, which prohibits the distribution of its or their income and property among its or their members to an extent at least as great as required by on the *Associations Incorporation Act 1981 Qld* s92. Such institution(s) should be determined by the members of the Association at a general meeting.

## **29. GIFT FUND**

29.1 The name of the Gift Fund is the "Community Services Tablelands Inc. Gift Fund".

29.2 All gifts of money or property donated to the Association for the above purpose will be credited to the Gift Fund.

29.3 The Association shall keep records of all monies received for the Gift Fund in a separate account in the financial accounts of the Association, including all monies received through the sale of gifted property and investment returns from gifted property.

29.4 No other money or property will be credited to the Gift Fund.

29.5 The Gift Fund is used only to provide funds for the furtherance of the objects of the Association as stated in the Constituent documents.

29.6 If the organisation is wound up or if the endorsement of the organisation as a deductible gift recipient is revoked, the following assets remaining after the payment of the organisation's liabilities shall be transferred to a fund, authority or institution to which income tax deductible gifts can be made:

- Gifts of money or property for the principal purpose of the organisation
- Contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation, and
- Money received by the organisation because of such gifts and contributions.

## **30. BY-LAWS**

30.1 The Board may make, amend or appeal by-laws not inconsistent with these rules, for the internal management of the Association.

30.2 A by-law may be set aside by a vote of members at a general meeting of the Association.

**31. ALTERATION OF RULES**

31.1 Subject to the Act, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.

31.2 However an amendment, repeal or addition is valid only if it is registered by the chief executive.

**SCHEDULE 1**

**Community Services Tablelands Inc. Proxy Form**

I,.....of.....,

being a member of the above named Association,

hereby appoint.....

of.....,

or failing them,

.....

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 thereof.

Signed this.....day of.....20.....

.....SIGNATURE

This form is to be used

- \*in favour of    )  
                          ) the resolution
- \*against         )

\* Strike out whichever is not desired.

(Unless otherwise instructed, the proxy may vote as they think fit.)