

# Caloundra Women`s Shed Inc CONSTITUTION



# CONTENTS

	Page
<b>INTRODUCTION</b>	
1. Interpretation	3
2. Name	3
3. Objects	4
4. Powers	5
<b>MEMBERSHIP</b>	
5. Classes of members	6
6. Automatic membership	6
7. New memberships	6
8. Membership fees	7
9. Admission and rejection new members	7
10. When membership ends	8
11. Appeal against rejection or termination of membership	9
12. Meeting to decide appeal	9
13. Register of members	9
14. Prohibition of use of information on register of members	10
15. Appointment or election of secretary	11
<b>MANAGEMENT COMMITTEE</b>	
16. Removal of secretary	12
17. Functions of secretary	12
18. Membership of management committee	12
19. Electing the management committee	13
20. Resignation, removal, or vacation of office of management committee member	14
21. Vacancies on management committee	14
22. Functions of management committee	15
23. Meetings of management committee	17
24. Quorum for, and adjournment of, management committee meeting.	16
25. Special meeting of management committee	18
26. Minutes of management committee meetings	18
27. Appointment of subcommittees	18
28. Acts not affected by defects or disqualifications	19

29.	Resolutions of management committee without meeting	19
30.	First annual general meeting	20
31.	Subsequent annual general meetings	20
31A	Management committee members to be elected at annual general meeting	20
32.	Other business for annual general meeting of large, incorporated associations and particular medium and small incorporated associations.	20
33.	Other business for annual general meeting of other medium incorporated associations	21
34.	Other business for annual general meeting of other small incorporated associations	21
35.	Notice of general meeting	22
36.	Quorum for, and adjournment of, general meeting	22
37.	Procedure at general meeting	23
38.	Voting at general meeting	24
39.	Special general meeting	24
40.	Proxies	25
41.	Minutes of general meetings	27
42.	By-laws	27
43.	Alteration of rules	27
44.	Common seal	28

## **FINANCE AND ASSET MANAGEMENT**

45.	Funds and accounts	28
46.	General financial matters	29
47.	Documents	29
48.	Financial year	29
49.	Distribution of surplus assets to another entity	29

# Caloundra Women`s Shed Inc Constitution

## INTRODUCTION

All incorporated associations are required by law to have a constitution that sets out the rules and bye laws of the association. Any amendments to the constitution must be agreed by members voting at a general meeting, and notified to the Office of Fair Trading (*Application to register amendment of rules. Associations Incorporation Form 8*) Hence, only items that require a member vote to make a change have been included in this constitution.

It is acceptable for operational processes and policies required for the day to day operation of the association to be created and passed by the management committee, therefore these are not included in the constitution (unless it is agreed that the policies are outside the scope of management committee).

The *Caloundra Women`s Shed Inc Constitution* is based on the *Model Rules for Incorporated Associations Queensland*

## 1 Interpretation

(1) In these rules—

*Act* means the *Associations Incorporation Act 1981 present*—

- (a) at a management committee meeting, see rule 23(6); or
- (b) at a general meeting, see rule 37(2).

(2) A word or expression that is not defined in these model rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

## 2 Name

The name of the incorporated association is *Caloundra Women`s Shed Inc (the association)*.

## 3 Objects

The objects of the association are to —

- (1) provide a safe, supportive and friendly environment for local women, including anyone who identifies as a woman, to meet in a gendered space.
- (2) provide a welcoming environment which will inspire and energise women to gain the social, mental and health benefits of belonging to our community.
- (3) create and nurture the independence and well-being of women through teaching and learning, working and laughing in a caring community.
- (4) provide a safe space to meet, volunteer, up skill, teach, learn, support and laugh together.
- (5) reduce social isolation by maintaining an open door welcoming policy, embracing all women, regardless of age, ethnicity, abilities, income, culture, religion or beliefs
- (6) ensure that all association programs and activities are non-political a secular and support the vision of the association.
- (7) apply the property and capacity of the association towards the fulfilment and achievement of the association objectives.
- (8) pursue appropriate commercial arrangements, including sponsorship and marketing opportunities to further the interests of the association and hence its members.
- (9) engage with and contribute to the development of the Australian and International Women's Shed Movement
- (10) use and protect the Intellectual Property of the association
- (11) do all that is reasonable and necessary to support the achievement of these Objectives and enable members to receive the benefits which these Objectives are intended to achieve.

The Caloundra Women's Shed Inc is a *Not-for-Profit* organisation which relies on the voluntary efforts of its members. The Caloundra Women's Shed Inc respects and recognises that volunteer capacity will determine what and how the association engage in activities, and the ability to fund and secure facilities and equipment. The property and income of the association will be applied solely towards the promotion of the aims and objects of the association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members of the association, except in good faith in the promotion of these aims and objectives.

It should be noted that Rule 4.1 of the Act does not prevent the association from paying a member in the following circumstances:

- (a) reimbursement for expenses properly incurred by the member, or
- (b) for goods and services provided by the member,
- (c) In the event that the association pays a member for goods or services the member is required to provide evidence of current product or public liability insurance.

#### **4. Powers**

- (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 supplies; 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 the '*The Caloundra Women's Shed*' (the *unincorporated association*).

#### **5. Classes of members**

The association shall comprise Ordinary Members, Founding Friend Members and Honorary Members, who shall have the right to receive notice of General Meetings and to be present, to debate and to vote, at General Meetings.

- (1) Ordinary Members, pay an annual membership fee. The number of ordinary members is unlimited.
- (2) Founding Friends are members who contributed a *donation*, a minimum of \$35, to be used as a contribution towards set up costs for the association, in advance of the association becoming incorporated. These Founding Friends will be entitled to twelve months membership of Caloundra Women`s Shed from the date the association becomes incorporated.
- (3) Honorary Members, an annual membership conferred due to significant voluntary contribution by a member or non-member. Honorary members must be proposed and accepted by members of the management committee.

## **6 Automatic membership**

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 memberships**

- (1) An application for new membership of the association must be—
  - (a) in writing signed by the applicant and submitted to the association secretary, or
  - (b) electronically by the website, and
  - (c) in the form decided by the management committee.

- (2) A summary of new membership applications will be presented for admission at management committee meetings, at the next convenient meeting of the committee.

## **8 Membership fees**

- (1) The membership fee for each ordinary membership and for each other class of membership (if any) —
  - (a) is the amount decided by the members from time to time at an Annual general meeting; and
  - (b) is payable when, and in the way, the management committee decides.
- (2) A member of the incorporated association who, before becoming a member, has paid the member's annual subscription for membership of the unincorporated association on or before a day fixed by the management committee, is not liable to pay a further amount of annual subscription for the period before the day fixed by the management committee as the day on which the next annual subscription is payable.

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

- (1) Members are admitted after the association has received -
  - (a) the application for membership; and
  - (b) the appropriate membership fee for the application and
  - (c) If a majority of the members of the management committee present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.
- (2) The management committee must ensure that, the person is advised—
  - (a) of the association public liability insurance and the amount of that insurance.
- (3) The management committee will decide at the monthly meeting at which the applications are submitted, whether to accept or reject the applications. Majority decision will prevail.



- (4) Members may assume their application has been successful unless they are informed otherwise. If an application is rejected the applicant will be given by writing/email notice of the decision.

## **10. When membership ends**

- (1) A member may resign from the association by giving a written/ email notice of resignation to the secretary, no reimbursement of fees will be made.
- (2) The resignation takes effect at—
  - (a) the time the notice is received by the secretary; or
  - (b) if a later time is stated in the notice — the later time.
- (3) The management committee may terminate a member's membership if the member —
  - (a) is convicted of an indictable offence; or
  - (b) does not comply with any of the provisions of these rules; or
  - (c) has membership fees in arrears for at least 2 months; or
  - (d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the association.
- (4) Before the management committee terminates a member's membership, the committee must give the member a full and fair opportunity to show why the membership should not be terminated EXCEPT where fees have been in arrears for 2 months. This will be deemed as consent for membership to lapse.
- (5) If, after considering all representations made by the member, the management committee decides to terminate the membership, the secretary of the committee must give the member a written/ email notice of the decision.

## **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 give the secretary in writing/ by email, notice of the person's intention to appeal against the decision.
- (2) A notice of intention to appeal must be provided to the secretary within 1 month after the person receives written/ email notice of the decision.

- (3) If the secretary receives a notice of intention to appeal, the secretary must, within 1 month after receiving the notice, call the meeting to decide the appeal.

## **12. Meeting to decide appeal.**

- (1) The meeting to decide an appeal must be held within 3 months after the secretary receives the notice of intention to appeal.
- (2) The overriding framework for the meeting will be restorative rather than combative.
- (3) The meeting to decide the appeal will be held in private with the President and one other member of the management committee.
- (4) The applicant may attend with a supporter.
- (5) At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
- (6) Privacy of the applicant will be respected to allow the applicant to discuss personal circumstances should they wish.
- (7) To respect the privacy of the applicant the executive panel can reach a decision without providing the specific reasons for that decision, to the next management committee meeting, declaring the appeal ‘successful’ or ‘unsuccessful’
- (8) The decision of the executive panel is final.
- (9) If a person whose application for membership has been rejected does not appeal against the decision within 1 month after receiving in writing or by email, notice of the decision, or the person appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund the membership fee paid by the person.

## **13. 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 or email 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 make any request to inspect the Register of Members in writing/ by email to the secretary.
- (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.

#### **14. Prohibition on use of information on register of members**

- (1) Members 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.
- (2) Subrule (1) does not apply if the use or disclosure of the information is approved by the association.

#### **15. Appointment or election of secretary**

- (1) The secretary must be an adult 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 management committee as secretary—
- i. a member of the associations management committee
  - ii. another member of the association
  - iii. another person.
- (2) 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 1 month after incorporation.
- (3) If a vacancy happens in the office of secretary, the members of the management committee must ensure a secretary is appointed or elected for the association within 1 month after the vacancy happens.
- (4) If the management committee appoints a member of the association 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 another member of the association 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 who is not a member of the association or a member of the management committee, 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, or otherwise stops holding office.

## **16. 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 15(1)(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 15(1)(b)(ii) and who has been appointed to a casual vacancy on the management committee under rule 15(5), the person remains a member of the management committee.

## **17. 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.
- (d) maintaining the register of members of the association.

## **18. Membership of management committee**

- (1) The management committee of the association consists of a president, treasurer, and any other members the association members elect at a general meeting.
- (2) A member of the management committee, other than a secretary appointed by the management committee under rule 15(1)(b)(iii), 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.
- (4) A member of the association may be appointed to a casual vacancy on the management committee under rule 21.

## 19. Electing the management committee.

- (1) A member of the management committee may only be elected as follows—
  - (a) Any 2 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/by email: and
    - i. signed by the candidate and the members who nominated them: and
    - ii. 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 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.
- (3) A list of the candidates' names in alphabetical order must be made available to all members of the association at least 7 days immediately preceding the annual general meeting.
- (4) If required by the management committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- (5) The management committee must ensure that, before a candidate is elected as a member of the management committee, the candidate is advised in writing/by email —
  - (a) whether or not the association has public liability insurance; and
  - (b) if the association has public liability insurance—the amount of the insurance.

**20. Resignation, removal or vacation of office of management committee member**

- (1) A member of the management committee may resign from the committee by giving by way of writing/by email, notice of resignation to the secretary.
- (2) The resignation takes effect at—
  - (a) the time the notice is received by the secretary; or
  - (b) if a later time is stated in the notice—the later time.
- (3) 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.
- (4) 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.
- (5) A member has no right of appeal against the member's removal from office under this rule.
- (6) A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

**21. 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 24 (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.

**22. Functions of management committee**

- (1) Subject to these rules or a resolution of the members of the association carried at a general meeting, the management committee has the general control and management of the administration of the affairs, property and funds of the association.
- (2) The management committee has 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.

Note—

*The Act prevails if the association's rules are inconsistent with the Act—see section 1D of the Act.*

- (3) The management committee may exercise the powers of the association—
  - (a) to borrow, raise or secure the payment of amounts in a way the members of the association 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 associations 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.
- (4) For subrule (3)(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 1 financial institution for the association—the financial institution nominated by the management committee.

### **23. Meetings of management committee**

- (1) Subject to this rule, the management committee may meet and conduct its proceedings as it considers appropriate.

*Note—*

*See also sections 70B and 70C of the Act about requirements relating to the proceedings of the management committee if a member of the committee has a material personal interest in a matter being considered at a meeting of the committee.*

- (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 subrule (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.

#### **24. 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 form 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 subrule (3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.

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

- (1) If the secretary receives by way of writing/ by email, a 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.

## **26. 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.

## **27. Appointment of subcommittees**

- (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 association's 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.

**28. 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) Subrule (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 person acting as a member of the management committee was disqualified from being a member.

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

- (1) A written/ by email, 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 subrule (1) may consist of several documents in like form, each signed by 1 or more members of the committee.
- (3) A resolution of the management committee is valid if agreed by a majority of the management committee in writing or by email. Each member is deemed to have voted by way of writing or by email response.

**30. First annual general meeting**

The first annual general meeting must be held within 6 months after the end date of the association's first reportable financial year.

**31. Subsequent annual general meetings**

Each subsequent 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.

**31A Management committee members to be elected at annual general meeting**

The association must elect the members of the management committee at each annual general meeting of the association.

**32. Other business for annual general meeting of large, incorporated associations and particular medium and small incorporated associations**

(1) This rule applies if the association is—

- (a) a large, incorporated association to which sections 59A and 59AA of the Act apply; or
- (b) a medium incorporated association to which sections 59A and 59AA of the Act apply; or
- (c) a small, incorporated association to which sections 59A and 59AA of the Act apply.

(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) for a large, incorporated association—appointing an auditor or an accountant for the present financial year;
- (d) for a medium or small incorporated association— appointing an auditor, an accountant or an approved person for the present financial year.

**33. Other business for annual general meeting of other medium incorporated associations**

(1) This rule applies if the association is a medium incorporated association to which sections 59A and 59AB of the Act apply.

- (2) The following business must be conducted at each annual general meeting of the association—
  - (a) receiving the association's financial statement, and verification statement, for the last reportable financial year.
  - (b) presenting the financial statement and verification statement to the meeting for adoption.
  - (c) appointing an auditor, an accountant, or an approved person for the present financial year.

### **34 Other business for annual general meeting of other small incorporated associations**

- (1) This rule applies if the association is a small, incorporated association to which sections 59A and 59AB of the Act apply.
- (2) The following business must be conducted at each annual general meeting of the association—
  - (a) receiving the association's financial statement, and verification statement, for the last reportable financial year.
  - (b) presenting the financial statement and verification statement at the meeting for adoption

### **35. 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 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.

### **36. 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 number of members less one.
- (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 or 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 subrule (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.

### **37. Procedure at 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 subrule (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.

### **38. 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.

### **39. 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/electronically by email, 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/ email, 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 subrule (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/ by email, request mentioned in subrule (1)(b); or
  - (c) is given the written/electronically by email, notice of an intention to appeal mentioned in subrule (1)(c).
- (4) If the secretary is unable or willing to call the special meeting, the president must call the meeting.

#### 40. Proxies

(1) The instrument appointing a proxy must be in writing and be in the following or similar

<i>Caloundra Women's Shed:</i> r
I, <name of member> of <address>, being a member of the association, appoint <proxy name> of <proxy address> as my proxy to vote for me on my behalf at the (annual) general meeting of the association, to be held on the <day> day of <month> <year> and at any adjournment of the meeting.
Signature <signature of member>
Signed <date>.

(2) The instrument appointing a proxy must—

(a) if the appointor is an individual—be signed by the appointor or the appointor's attorney properly authorised in writing or by email; 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—

<b><i>Caloundra Women`s Shed:</i></b>	
I, <name of member> of <address>, being a member of the association, appoint <proxy name> of <proxy address> as my proxy to vote for me on my behalf at the (annual) general meeting of the association, to be held on the <day> day of <month> <year> and at any adjournment of the meeting.	
Signature <signature of member>	
Th is for	Signed <date>.

m is to be used *\*in favour of/\*against* [strike out whichever is not wanted]  
the following resolutions—

[List relevant resolutions]

#### **41. 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—
  - (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.
- (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.

#### **42. 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.
- (2) A by-law may be set aside by a vote of members at a general meeting of the association.

#### **43. Alteration of rules**

- (1) Subject to the Act, 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.

#### **44. 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.
- (3) 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

### **FINANCE AND ASSET MANAGEMENT**

#### **45. 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) Payments of more than \$100 need to be agreed with the Treasurer in advance and recorded by email.
- (6) Payments of more than \$500 need to be approved by the management committee in advance including any 2 of the following—
  - (a) the president.
  - (b) the secretary.
  - (c) the treasurer.
  - (d) any 1 of 2 other members of the management committee.
- (7) No member of the association may enter into a financial or other obligation on behalf of the association without prior approval from the management committee
- (8) All expenditure must be approved or ratified at a management committee meeting.

#### **46. 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.
- (3) No person may apply for or approach other organisations/persons regarding financial support (grants, sponsorship, donations) without prior approval from the management committee.

**47. Documents**

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

**48. Financial year**

The end date of the association's financial year is to be the *30<sup>th</sup> June annually*.

**49. 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.