

CONSTITUTION OF **NEIGHBOURHOOD CENTRES QUEENSLAND INCORPORATED**

(Formerly QUEENSLAND FAMILIES AND COMMUNITIES ASSOCIATION INC)

A Queensland Incorporated Association

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PRELIMINARY

1 Name

The name of the association is Neighbourhood Centres Queensland (the association).

2 Type of Association

The association is a not-for-profit incorporated association which is a registered charity.

3 Application of the ACNC Legislation

While the association is a registered charity, it must comply with certain sections of the ACNC Act and such sections will override any clauses in this constitution to the degree of their inconsistency.

4 Definitions and Interpretation

In this constitution, words and phrases have the meaning set out in clause 70 and interpretation of this constitution is set out in clause 71.

CHARITABLE OBJECTS AND POWERS

5 Objects

The objects for which the association is established are to:

- (a) advance social and public welfare by providing a collective voice, leadership, advocacy and support to Neighbourhood Centres in Queensland to provide relief to individuals and families experiencing poverty, distress or disadvantage;
- (b) develop and advance community development frameworks to support neighbourhood and community centres to achieve their objects/purpose and to meet the needs of the community; and
- (c) be a conduit for strategic dialogue with current and potential sector partners and other relevant organisations, services and institutions to advance the capacity of neighbourhood and community centres to achieve their purpose and to meet the needs of the community with a particular focus on the relief of poverty, distress or disadvantage.

6 Powers

- (1) Subject to clause 7, the association has, in the exercise of its affairs:
 - (a) all the powers of an individual;
 - (b) all the powers of an incorporated association under the Act; and

- (c) the power to do all things that help it to achieve its objects.
- (2) The association may, for example:
 - (a) enter into contracts;
 - (b) acquire, hold, deal with and dispose of property;
 - (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.

7 Not-For-Profit

- (1) The association and its committee may only exercise their powers and use the income and assets of the association for the objects in clause 5 and must not distribute any income or assets directly or indirectly to its members, except as provided in clauses 7(2) and 65.
- (2) Clause 7(1) does not stop the association from doing the following things, provided they are done in good faith:
 - (a) paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the association; or
 - (b) making a payment to a member in carrying out the association's objects.

8 Alteration of Constitution

- (1) Subject to the Act, this constitution 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.
- (3) The members must not pass a special resolution that amends this constitution if passing it causes the association to no longer be a charity.

CLASSES OF MEMBERSHIP

9 Members

- (1) There are three classes of membership of the association: ordinary members, associate members and individual members.
- (2) Unless the context otherwise requires, in this constitution, the term "member" refers to all three classes of membership.

10 Ordinary Members

- (1) Natural persons are not eligible to become ordinary members.
- (2) An organisation is eligible to apply to be an ordinary member if the organisation is a neighbourhood centre.
- (3) Ordinary members must nominate a representative in accordance with clause 18.

11 Associate Members

- (1) Natural persons are not eligible to become ordinary members.
- (2) An organisation is eligible to apply to be an associate member of the association if:
 - (a) the organisation provides a community focal point, and a range of community development and social inclusion opportunities, activities and services; or
 - (b) the organisation is a community based and community governed organisation with a primary focus on specific service delivery.
- (3) Associate members enjoy all membership benefits except they cannot:
 - (a) vote in general meetings or on circular resolutions; and
 - (b) cannot nominate, or be nominated for, election to the management committee.
- (4) An associate member representative can only sit on the management committee if appointed in accordance with clause 27(1)(c).

12 Individual Members

- (1) Organisations are not eligible to become individual members.
- (2) A person who supports the objects of the association is eligible to apply to be an individual member.
- (3) Individual members enjoy all membership benefits except they cannot:
 - (a) vote in general meetings or on circular resolutions; and
 - (b) cannot nominate, or be nominated, for election to the management committee.
- (4) An individual member can only sit in the management committee if appointed in accordance with clause 27(1)(c).

MEMBERSHIP

13 Register of Members

- (1) The management committee must ensure that a register is kept of members of the association in electronic form.
- (2) The register must include the following particulars for each member:
 - (c) the full name of the member;
 - (d) the postal or residential address of the member; and
 - (e) 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) The management committee 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 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) 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.
- (2) Clause 14(1) does not apply if the use or disclosure of the information is approved by the association.

15 New Membership

- (1) An applicant for membership of the association must be proposed by a member of the association (the proposer) and seconded by another member (the seconder).
- (2) An application for membership must be:

- (a) in writing;
- (b) signed by the applicant and the applicant's proposer and seconder; and
- (c) in the form decided by the management committee.

16 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 persons 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) It is up to the discretion of the management committee whether the applicant satisfies the criteria of an ordinary, associate or individual member (whichever is relevant).
- (4) The management committee will decide at the meeting by majority vote to accept or reject the applicant as a member.
- (5) The secretary of the association must, as soon as practicable after the management committee decides to accept or reject an application, give the applicant a written notice of the decision but does not need to give reasons.

17 When A Person Becomes a Member

An applicant will become a member when they are entered on the register of members.

18 Representatives of Ordinary Members

- (1) An ordinary member may appoint as a representative one individual to represent the member at meetings (including voting) and for the purpose of being nominated, appointed or elected as a management committee member.
- (2) The appointment of a representative by a member must:
 - (a) be in writing;
 - (b) include the name of the representative;
 - (c) be signed on behalf of the member; and

- (d) be given to the association or, for representation at a meeting, be given to the chairperson before the meeting starts.
- (3) A representative has all the rights of a member relevant to the purposes of the appointment as a representative.
- (4) The appointment may be standing (ongoing).
- (5) An ordinary member may notify the association that the representative is no longer a representative.

19 Membership Fees

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 a general meeting; and
- (b) is payable when, and in the way, the management committee decides.

20 When Membership Ends

A person immediately stops being a member if they:

- (a) die;
- (b) are wound up or otherwise dissolved or deregistered (for an incorporated member);
- (c) resign, subject to clause 21;
- (d) are terminated, subject to clause 22; or
- (e) have not responded within three months to a written request from the secretary that they confirm in writing that they want to remain a member.

21 Resignation of Membership

- (1) A member may resign from the association by giving a written 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.

22 Termination of Membership

- (1) The management committee may terminate a member's membership if the member:
 - (a) is convicted of an indictable offence;

- (b) does not comply with a provision of this constitution;
 - (c) has membership fees in arrears for at least 2 months; or
 - (d) conducts themselves in a way considered to be injurious or prejudicial to the character or interests of the association.
- (2) 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.
- (3) After considering all representations made by the member, the management committee must make a decision and the secretary of the management committee must give the member a written notice of the decision made by the management committee.

23 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 written notice of the person's intention to appeal against the decision.
- (2) A notice of intention to appeal must be given to the secretary within 1 month after the person receives written notice of the management committee's decision to reject or terminate the person's membership.
- (3) If the secretary receives a notice of intention to appeal, the secretary must, within 1 month after receiving the notice, call a general meeting to decide the appeal.

24 General Meeting to Decide Appeal

- (1) The general meeting to decide an appeal must be held within 3 months after the secretary receives the notice of intention to appeal.
- (2) 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.
- (3) The management committee and the members of the committee who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.
- (4) An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting, which is final.
- (5) If a person whose application for membership has been rejected does not appeal against the decision within 1 month after receiving written 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.

MANAGEMENT COMMITTEE

25 Duties of Management Committee Members

- (1) The management committee must comply with their duties as responsible persons under legislation and common law (judge-made law), and with the duties described in governance standard 5 of the regulations made under the ACNC Act which are:
 - (a) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a responsible person of the association;
 - (b) to act in good faith in the best interests of the association and to further the objects of the association set out in clause 5;
 - (c) not to misuse their position as a management committee member;
 - (d) not to misuse information they gain in their role as a management committee member;
 - (e) to disclose any perceived or actual material conflicts of interest in the manner set out in clause 42;
 - (f) to ensure that the financial affairs of the association are managed responsibly; and
 - (g) not to allow the association to operate while it is insolvent.

26 Functions of Management Committee

- (1) Subject to this constitution or a resolution of the members of the association 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;
 - (b) may lobby and advocate on behalf of members on issues and policies relevant to the association; and
 - (c) following consultation with the membership, may adjust the number of members on the management committee to ensure reasonable representation of both the metropolitan zone and regional/rural zone.
- (2) The management committee has authority to interpret the meaning of this constitution and any matter relating to the association on which this constitution

is silent, but any interpretation must have regard to the Act, including any regulation made under the Act.

Note—

The Act prevails if the associations constitution are inconsistent with the Act—see section 1B 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;
 - (b) to secure the amounts mentioned in clause 26(3)(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;
 - (c) to purchase, redeem or pay off any securities issued;
 - (d) to borrow amounts from members and pay interest on the amounts borrowed;
 - (e) to mortgage or charge the whole or part of its property;
 - (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association;
 - (g) to provide and pay off any securities issued;
 - (h) to invest in a way the members of the association may from time to time decide; and
 - (i) obtain insurances for the association.
- (4) For clause 26(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.

27 Composition of the Management Committee

- (1) The management committee of the association must at all times have a minimum of 7 members and a maximum of 9 members, of which:
 - (a) four (4) must be ordinary members from the regional/rural zone;

- (b) three (3) must be ordinary members from the metropolitan zone; and
 - (c) two (2) may be ordinary, associate or individual members with relevant qualifications and experience that benefit the association which may be appointed by the management committee.
- (2) The composition requirements of clauses 27(1)(a) and 27(1)(b) will not apply if insufficient nominations exist from that zone.
- (3) The requirement to have a minimum of 7 members does not apply when an event described in clause 38 has occurred.

28 Term of Office

- (1) Members of the management committee are elected for two-year terms.
- (2) At each annual general meeting of the association, either three or four (alternating according to the number of expired terms) ordinary members of the committee will retire from office, but will be eligible for re-election in accordance with this constitution.
- (3) Other than a member of the management committee appointed under clauses 34(b) and 41, a member's term of office starts at the end of the annual general meeting at which they are elected and ends at the end of the annual general meeting at which they retire.
- (4) Members of the committee may only serve in a particular role for a period of no longer than four years (2 x 2-year terms) unless the members in a general meeting pass a special resolution allowing a longer term. A member becomes eligible to serve in the said role again after a further 2 years has elapsed.
- (5) For the avoidance of doubt, member organisations must not hold more than one position on the management committee, that position being filled by their one nominated representative only.

29 Election of the Management Committee

- (1) Only ordinary members (through their representative) are entitled to be elected to the management committee.
- (2) Prior to an annual general meeting, it is expected that:
- (a) ordinary members from the regional/rural zone will be responsible for nominating their four (4) members for appointment to the management committee using an appropriate method of their own choosing;
 - (b) ordinary members from the metropolitan zone will be responsible for nominating their three (3) members for appointment to the management committee using an appropriate method of their own choosing;

- (3) In any case, in order to be eligible, an ordinary member must be nominated
 - (i) in writing;
 - (ii) signed by the candidate and the member who nominated them;
 - (iii) given to the secretary at least 7 days before the annual general meeting at which the voting on the appointment is to be held; and
 - (iv) given to the association's members by the secretary in an alphabetical list at least 4 days before the annual general meeting at which the voting on the appointment is to be held.

30 Voting at the Annual General Meeting for Management Committee

- (1) Each member of the association present and eligible to vote at the annual general meeting may vote for the management committee.
- (2) If, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- (3) When there are more candidates nominated for the management committee than positions available, a secret ballot is to be held.
- (4) The secret ballot for the election of members of the management committee is to be conducted at the annual general meeting in such usual and proper manner as the chairperson may direct.

OFFICEHOLDERS

31 Officeholders generally

The officeholders of the association are the president, secretary and treasurer.

32 Eligibility of Officeholders

- (1) All officeholders:
 - (a) must have relevant skill or expertise to fulfil duties; and
 - (b) are elected from the members of the management committee, except in the case of a secretary who has been appointed under clauses 34(b)(ii) or 34(b)(iii).

33 Election of Officeholders

- (1) Following an annual general meeting, the seven members of the management committee will hold a management committee meeting and elect from among themselves the officeholder roles of the president, secretary and treasurer.
- (2) If the number of nominations received for an officeholder position exceeds one, a secret ballot is to be held for that position.

34 Appointment of Secretary

- (1) The secretary must be an individual residing in Queensland who is:
- (a) a member of the association elected onto the membership committee and elected by the membership committee as secretary (in accordance with clauses 28, 30 and 33);
 - (b) if no valid nomination for election as secretary has been received or in the event of a casual vacancy in the position of secretary, 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; or
 - (A) A person appointed under this section, other than to fill a casual vacancy on the management committee, does not become a member of the management committee.
 - (B) A person appointed under this section to fill a casual vacancy on the management committee will become a member of the management committee.
 - (iii) another person.
 - (A) A person appointed under this section will not become a member of the management committee.
- (2) 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.

35 Functions of Secretary

- (1) 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;
 - (b) keeping minutes of each meeting;
 - (c) keeping copies of all correspondence and other documents relating to the association; and
 - (d) maintaining the register of members of the association.

36 By-Laws and Policies

- (4) The management committee may make, amend or repeal by-laws and policies, not inconsistent with this constitution, for the internal management of the association.
- (5) A by-law or policy may be set aside by a vote of members at a general meeting of the association.

37 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) Clause 37(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.

ENDING OF POSITION

38 When a Management Committee Member or Officeholder ends their Position

- (1) A management committee member or officeholder's (whichever is relevant) position will end if they:
 - (a) give written notice of resignation as a committee member or officeholder to the secretary of the association pursuant to clause 39;
 - (b) die;
 - (c) are removed as a committee member or officeholder by a resolution of the members, in accordance with clause 40;
 - (d) stop being a member of the association, except in the case of a secretary who was appointed in accordance with clause 34(b)(ii) or 34(b)(iii);
 - (e) are a representative of a member, and that member stops being a member;
 - (f) are a representative of a member, and the member notifies the association that the representative is no longer a representative;
 - (g) are absent for 3 consecutive committee meetings without approval from the management committee; or

- (h) become ineligible to be a responsible person of the association under the Act or the ACNC Act.

39 Resignation of Management Committee Member or Officeholder

- (1) A member of the management committee or officeholder may resign from their position by giving written 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.

40 Removal of Management Committee Member

- (1) A management committee member or officeholder may be removed from their position 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 their removal.
 - (a) Before a vote of members is taken under clause 40(1), the member or officeholder must be given a full and fair opportunity to show cause why they should not be removed from office.
- (2) A member or officeholder has no right of appeal against the members removal from office under this rule.
- (3) A member or officeholder immediately vacates their office in the circumstances mentioned in section 64(2) of the Act.
- (4) The management committee of the association may at any time remove a person appointed by the management committee as the secretary.
- (5) If the management committee removes a secretary who was elected in accordance with clause 34(b)(i) or appointed in accordance with 34(b)(ii)(B), the person remains a member of the management committee.
- (6) If the management committee removes a secretary who has been appointed in accordance with clause 34(b)(ii)(A), the person is removed from the management committee.

41 Casual Vacancies on the 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) Before the next annual general meeting, respective zones must seek and nominate a replacement under clause 28 for a committee member who has resigned or been removed from office under clause 38.

- (3) The continuing members of the management committee may act despite a casual vacancy on the management committee.
- (4) If the number of committee members is less than the number fixed under clause 46(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 and the respective zone or zones must seek and nominate a replacement under clause 28 for a committee member who has resigned or been removed from office under clause 38.
- (5) If a vacancy happens in the office of secretary, the members of the management committee must ensure a secretary is appointed within 1 month after the vacancy happens.

CONFLICTS OF INTEREST

42 Conflicts of Interest

- (1) A committee member or officeholder must disclose the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at a committee meeting in the association's register of interests:
 - (a) to the other committee members; or
 - (b) if all the committee members have the same conflict of interest, to the members at the next general meeting, or at an earlier time if reasonable to do so.
- (2) The disclosure of a conflict of interest by a committee member or officeholder shall be recorded in the minutes of the meeting.
- (3) Each committee member or officeholder who has an actual or perceived material conflict in a matter that is being considered at a committee meeting must not, except as provided under clause 42(4):
 - (a) be present at the meeting while the matter is being discussed; or
 - (b) vote on the matter.
- (4) A committee member or officeholder may still be present and vote if:
 - (a) their interest arises because they are a member of the association, and the other members have the same interest;

- (b) their interest relates to an insurance contract that insures, or would insure, the committee member against liabilities that the committee member incurs as a committee member of the association (see clause 68);
- (c) their interest relates to a payment by the association under clause 67 (indemnity), or any contract relating to an indemnity that is allowed under the Act;
- (d) the Chief Executive gives a notice allowing the committee member to vote on the matter; or
- (e) the other committee members who do not have a material personal interest in the matter pass a resolution that:
 - (i) identifies the committee member or officeholder, the nature and extent of their interest in the matter and how it relates to the affairs of the association; and
 - (ii) says that those committee members are satisfied that the interest should not stop the committee member and officeholder from voting or being present.

MANAGEMENT COMMITTEE MEETINGS

43 When the Management Committee Meets

- (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) A management committee member may request the secretary to call a meeting on reasonable grounds.
- (4) 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.
- (5) A committee member who participates in the meeting as mentioned in clause 43(4) is taken to be present at the meeting.

44 Calling a Management Committee meeting

- (1) The secretary may call a meeting of the management committee:
 - (a) periodically, in accordance with clause 43(2); and
 - (b) on any reasonable grounds.

- (2) The secretary must call a management committee meeting if requested to in accordance with clause 48.

45 Notice of Management Committee

The secretary must give at least 7 days' notice of the meeting to each member of the management committee.

46 Quorum for, and Adjournment of, Management Committee Meeting

- (1) At a management committee meeting, quorum is 30% of the members elected to the committee as at the close of the last annual general meeting.
- (2) If there is no quorum within 30 minutes after the time fixed for a management committee meeting called on the request of a member or 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 to the same day in the next week at the same time and place; or
 - (b) the management committee decides the day, time and place of the adjourned meeting.
- (4) If, at an adjourned meeting mentioned in clause 46(3), there is no quorum within 30 minutes after the time fixed for the meeting, the meeting lapses.
- (5) The president is to preside as chairperson at a management committee meeting.
- (6) 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 one (1) of their number to preside as chairperson at the meeting.

47 Voting at Management Committee Meetings

- (1) 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.
- (2) 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.

48 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.

- (a) A request for a special meeting must state:
 - (i) why the special meeting is called; and
 - (ii) the business to be conducted at the meeting.
- (2) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.
- (3) 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.
 - (a) A notice of a special meeting must state:
 - (i) the day, time and place of the meeting; and
 - (ii) the business to be conducted at the meeting.

49 Minutes of Management Committee Meetings

- (1) The secretary must ensure that 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.

50 Circular Resolutions of Management Committee Members

- (1) The management committee may pass a circular resolution without a management committee meeting being held.
- (2) A circular resolution is passed if all the management committee members entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in clause 50(3) or clause 50(4).
- (3) Each management committee member may sign:
 - (a) a single document setting out the resolution and containing a statement that they agree to the resolution; or
 - (b) separate copies of that document, as long as the wording of the resolution is the same in each copy.
- (4) The association may send a circular resolution by email to the management committee members and the management committee members may agree to

the resolution by sending a reply email to that effect, including the text of the resolution in their reply.

- (5) A circular resolution is passed when the last management committee member signs or otherwise agrees to the resolution in the manner set out in clause 50(3) or clause 50(4).

GENERAL MEETINGS

51 Annual General Meeting

- (1) The Secretary must call a general meeting, called an annual general meeting:
 - (a) at least once per year; and
 - (b) within 6 months after the end date of the association's reportable financial year.
- (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) nominating members for appointment to the management committee;
 - (d) appointing an auditor or an accountant for the present financial year; and
 - (e) the setting of membership fees.

52 Calling a General Meeting

- (1) The secretary may call a general meeting of the association on reasonable grounds.
- (2) The secretary must call a general meeting of the association if:
 - (i) directed to by the management committee;
 - (ii) given a written notice of an intention to appeal against the decision of the management committee:
 - (A) to reject an application for membership; or
 - (B) to terminate a person's membership.
 - (iii) at least thirty-three per cent (33%) of the number of members of the management committee makes a written request to do so;

- (iv) ten per cent (10%) of the membership of the association makes a written request to do so;
- (3) A request mentioned in clauses 52(2)(iii) and 52(2)(iv) must state:
 - (a) why the general meeting is being called; and
 - (b) the business to be conducted at the meeting.
- (4) The secretary must call a meeting:
 - (i) mentioned in clause 52(2)(i)—within 14 days; or
 - (ii) mentioned in clauses 52(2)(ii), 52(2)(iii) and 52(2)(iv)—within 3 months.

53 Notice of General Meeting

- (1) The secretary must give at least 14 days' notice of the meeting to each member of the association.
- (2) Notice of the meetings must be given in writing (including electronically) and must state the business to be conducted at the meeting.
- (3) If the secretary is unable or unwilling to call the meeting, the president must call the meeting.

54 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) If all members of the association are members of the management committee, the quorum is the total number 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 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.
 - (a) If a meeting is adjourned under clause 54(6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (7) 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.
- (8) 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.

55 Procedure at General Meeting

- (1) A member may take part and vote in a general meeting in person or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
 - (a) A member who participates in a meeting as mentioned in clause 55(1) is taken to be present at the meeting.
- (2) At each general meeting:
 - (a) the president is to preside as chairperson;
 - (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 one (1) of their number to be chairperson of the meeting; and
 - (c) the chairperson must conduct the meeting in a proper and orderly way.

56 Voting at General Meetings

- (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.

57 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.

58 Circular resolutions of members

- (1) Subject to clause 58(3), the management committee may put a resolution to the members to pass a resolution without a general meeting being held (a circular resolution).
- (2) The management committee must notify the auditor (if any) as soon as possible that a circular resolution has or will be put to members, and set out the wording of the resolution.
- (3) Circular resolutions cannot be used:
 - (a) for a resolution to remove an auditor, appoint a management committee member or remove a management committee member;
 - (b) for passing a special resolution (unless within 18 months after registration of the association); or

- (c) where the Act or this constitution requires a meeting to be held.
- (4) A circular resolution is passed if a majority of the members entitled to vote on the resolution sign or agree to the circular resolution, in the manner set out in clause 58(5) or clause 58(6).
- (5) Members may sign:
 - (a) a single document setting out the circular resolution and containing a statement that they agree to the resolution; or
 - (b) separate copies of that document, as long as the wording is the same in each copy.
- (6) The association may send a circular resolution by email to members and members may agree by sending a reply email to that effect, including the text of the resolution in their reply.

SUBCOMMITTEES

59 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) The convenor of the subcommittee must be a member of the association and is appointed by the management committee.
- (3) A terms of reference must be prepared for the subcommittee and approved by the management committee.
- (4) The subcommittee may appoint non-members of the association to the subcommittee where these non-members have the skill or expertise to support the terms of reference.
- (5) The convenor acts as chairperson unless the convenor delegates this role to another subcommittee member.
- (6) If a chairperson is not present within 10 minutes after the time fixed for a subcommittee meeting, the members present may choose one (1) of their number to be chairperson of the meeting.
- (7) A subcommittee may meet and adjourn as it considers appropriate.

FINANCIAL MATTERS AND RECORDS

60 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 association must retain its records for at least 7 years.
- (3) The management committee members must take reasonable steps to ensure that the association's records are kept safe.
- (4) The income and property of the association must be used solely in promoting the association's objects and exercising the association's powers.

61 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;
 - (b) another member of the management committee; or
 - (c) someone authorised by the management committee.

62 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, however electronic funds transfer is preferred.
- (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 4 other members of the management committee 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) All payments and expenditure of \$99 or under by or on behalf of the association will be made by cheque, direct debit or electronic funds transfer on a bank account of the association, except for petty cash allowances, to provide for the effective operation of the association.
- (9) 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.
- (10) Debit cards may only be held by members approved by the management committee.
- (11) Debit cards may only be used for activities that are a direct consequence of the cardholders' function within the association.
- (12) All expenditure must be approved or ratified at a management committee meeting.

63 Documents

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

64 Financial Year

The end date of the association's financial year is 30 June in each year.

65 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 constitution or 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.

66 Decision as to distribution

The decision as to the charity or charities to be given the surplus assets must be made by a special resolution of members at or before the time of winding up. If the members do not make this decision, the association may apply to the Supreme Court to make this decision.

INDEMNITY, INSURANCE AND ACCESS

67 Indemnity

- (1) The association indemnifies each officeholder and management committee member of the association out of the assets of the association, to the relevant extent, against all losses and liabilities (including costs expenses and charges) incurred by that person as officeholder of the association.
- (2) In this clause, ‘to the relevant extent’ means:
 - (a) to the extent that the association is not precluded by law (including the Act) from doing so; and
 - (b) for the amount that the officeholder is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).
- (3) The indemnity is a continuing obligation and is enforceable by an officeholder even though that person is no longer an officeholder of the association.

68 Insurance

To the extent permitted by law (including the Act), and if the management committee members consider it appropriate, the association may pay or agree to pay a premium for a contract insuring a person who is or has been an officeholder or management committee member of the association against any liability incurred by the person as an officeholder of the association.

69 Management Committee Members’ Access to Documents

- (1) A management committee member has a right of access to the financial records of the association at all reasonable times.
- (2) If the management committee agrees, the association must give a management committee member or former management committee member access to:
 - (a) certain documents, including documents provided for or available to the management committee, and

- (b) any other documents referred to in those documents.

DEFINITIONS AND INTERPRETATION

70 Definitions

In this constitution:

Act means the *Associations Incorporation Act 1981*.

ACNC Act means the *Australian Charities and Not-For-Profits Commission Act 2012* (Cth)

community means a group of interacting people living in a common location (community of location) or sharing common ethnicity, values or experiences (community of culture or community of identity).

community organisation means a not for profit organisation whose primary objects relate to the service (alt. development and wellbeing) of a community.

community based organisation means a community organisation where membership is open and accessible to all members of a community of location (and generally reflects the demographics of its community) and which accounts for its actions to that community.

community governed organisation means a community based organisation where the governing body (board or management committee) is elected rather than appointed and is the main point of authority within the organisation. This does not include a local, state or federal government body or a religious or charitable organisation operating in more than one geographic location.

general meeting means a meeting of members and includes the annual general meeting, under clause 51.

metropolitan zone means southeast Queensland, specifically metropolitan Brisbane, the Sunshine Coast and the Gold Coast.

neighbourhood centre (also referred to as a community centre) means a community governed organisation which provides a community focal point and a range of community development and social inclusion opportunities, activities and community-focused services.

present—

- (a) at a management committee meeting, see clause 43(5); or
- (b) at a general meeting, see clause 55(1)(a).

rural/regional zone means the remaining areas in Queensland that are not part of the metropolitan zone.

special resolution means a resolution that has been passed by at least 75% of the votes cast by members present and entitled to vote on the resolution.

surplus assets means any assets of the association that remain after paying all debts and all other liabilities of the association, including the costs of winding up.

written notice includes emails.

71 Interpretation

In this constitution:

- (a) the words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression;
- (b) reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations);
- (c) headings are for convenience only and do not affect interpretation;
- (d) a word or expression that is used in this constitution that is defined in the Act, or used in that Act and covering the same subject, has the same meaning as in that Act; and
- (e) unless the contrary intention appears:
 - (i) a reference to a person includes natural persons, firms, companies, corporations, bodies corporate, trustee, trusts, charities, associations, partnerships, government authorities, and other legal entities;
 - (ii) a reference to a person includes references to that person's estate, personal representatives, executors, administrators and permitted substitutes, successors and assigns;
 - (iii) a reference to an Act includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as regulations);
 - (iv) if a word or phrase is given a defined meaning, another grammatical form of that word or phrase has a corresponding meaning;
 - (v) singular words include the plural and vice versa,
 - (vi) any gender includes every gender;
 - (vii) a reference to a clause is a reference to a clause of this constitution;

- (viii) a reference to a document or agreement (including a reference to this document) is to that document or agreement as amended, supplemented, varied or replaced; and
- (ix) if any day by which a person must do something under this document is not a Business Day, then the person must do it on or by the next Business Day.

END OF DOCUMENT