

CONSTITUTION OF NEIGHBOURHOOD CENTRES QUEENSLAND INC.

(Formerly QUEENSLAND FAMILIES AND COMMUNITIES ASSOCIATION INC)

A Queensland Incorporated Association

Organisation Number: IA18414
ABN: 55 675 124 337

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PRELIMINARY

1 Name

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

2 Type of Association

The association is a not-for-profit association incorporated under the Act which is a registered charity under the ACNC Act

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 board 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 and 66A.
- (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 supporter members.
- (2) Unless the context otherwise requires, in this constitution, the term "member" refers to all three classes of membership.

10 Ordinary Members

- (1) Individuals 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 may appoint a representative in accordance with clause 18.
- (4) Ordinary members may nominate an individual to be elected or appointed as a board member in accordance with clauses 27(1)(c), 29 and 41.

11 Associate Members

- (1) Individuals are not eligible to become associate 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/or 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; or
 - (b) nominate an individual for election to the board.
- (4) Associate members may appoint a representative in accordance with clause 18.
- (5) Associate members may nominate an individual to be appointed as a board member in accordance with clause 27(1)(c) but not otherwise.

12 Supporter Members

- (1) Organisations are not eligible to become supporter members.
- (2) An individual who supports the objects of the association is eligible to apply to be a supporter member.
- (3) Supporter members enjoy all membership benefits except they cannot:
 - (a) vote in general meetings or on circular resolutions; or
 - (b) nominate an individual, or be nominated, for election to the board.
- (4) A supporter member may be appointed as a member of the board in accordance with clause 27(1)(c) but not otherwise.

MEMBERSHIP

13 Register of Members

- (1) The board 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:
 - (a) the full name of the member;
 - (b) the postal or residential address of the member;
 - (c) the member's class of membership; and
 - (d) any other particulars the board 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 board may, on the application of a member of the association, withhold information about the member (other than the member's full name) from the register available for inspection if the board 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 application for membership must be:
 - (a) in writing;
 - (b) address any eligibility criteria set by the board or specified in this Constitution;
 - (c) signed by the applicant; and

(d) in the form decided by the board.

16 Admission and Rejection of New Members

- (1) A delegate of the board must conduct an assessment of the applicant for membership in accordance with any eligibility criteria set by the board and make a recommendation to the board.
- (2) The board must consider any application for membership recommended by the delegate at the next board meeting held after it receives:
 - (a) the application for membership; and
 - (b) the appropriate membership fee for the application.
- (3) The board must ensure that, as soon as possible after the person applies to become a member of the association, and before the board considers the person's 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.
- (4) It is up to the discretion of the board whether the applicant satisfies the criteria of an ordinary, associate or supporter member (whichever is relevant).
- (5) The board will decide at the meeting by majority vote to accept or reject the applicant as a member.
- (6) The secretary of the association must, as soon as practicable after the board 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 an Applicant Becomes a Member

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

18 Representatives of Ordinary Members and Associate Members

- (1) An ordinary member may appoint an individual as a representative to exercise all or any powers the ordinary member may exercise at meetings of members (including voting) and relating to circular resolutions of members.board
- (2) An associate member may appoint an individual to attend and observe general meetings as the representative of the member.
- (3) The appointment of a representative by a member under this clause must:
 - (a) be in writing;
 - (b) include the name of the representative;
 - (c) be signed on behalf of the member;
 - (d) set out any restrictions on the representative's powers; and

- (e) be given to the association or, for representation at a meeting, be given to the chairperson before the meeting starts.
- (4) A member may appoint more than one representative but only one representative may exercise the member's powers in relation to meetings and resolutions of members at any one time.
- (5) Unless otherwise specified in the appointment, the representative may exercise on behalf of the member all of the powers that the member could exercise at a meeting or in voting on a resolution.
- (6) The appointment of a representative may be standing (ongoing).
- (7) An member may notify the association that the representative is no longer its representative. Unless the association has received notice before the start of a meeting or before a circular resolution of members is signed by a representative (as the case may be), that the representative is no longer its representative, a vote cast, or a resolution signed, by the representative will be valid even if the appointment of the representative was revoked at that time.

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 board 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 member that is an organisation);
- (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 board 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 board terminates a member's membership, the board 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 board must make a decision and the secretary of the board must give the member a written notice of the decision made by the board.

23 Appeal Against Rejection or Termination of Membership

- (1) An applicant whose application for membership has been rejected, or a member whose membership has been terminated, may give the secretary written notice of their intention to appeal against the decision.
- (2) A notice of intention to appeal must be given to the secretary within 1 month after the applicant or member (as the case may be) receives written notice of the board's decision to reject or terminate 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 appellant 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 board 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 there is no quorum within 30 minutes after the time fixed for the general meeting convened to decide the appeal, the meeting lapses and the appeal is taken to be unsuccessful.

- (6) If an applicant 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 applicant appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund the membership fee paid by the applicant.

BOARD

25 Duties of Board Members

- (1) The members of the board 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 board member;
 - (d) not to misuse information they gain in their role as a board 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 Board

- (1) Subject to this constitution or a resolution of the members of the association carried at a general meeting, the board:
- (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 board to ensure reasonable representation of both the metropolitan zone and regional/rural zone.
- (2) The board 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 association's constitution is inconsistent with the Act—see section 1B of the Act.

- (3) The board 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 board.

27 Composition of the Board

- (1) Subject to clause 26(1)(c), the board of the association must at all times have a minimum of 7 members and a maximum of 9 members, of which:
- (a) up to four (4) must be individuals nominated by ordinary members from the regional/rural zone and elected in accordance with clause 29;
 - (b) up to three (3) must be individuals nominated by ordinary members from the metropolitan zone and elected in accordance with clause 29; and

- (c) up to two (2) must be a supporter member or an individual nominated by an ordinary, associate or supporter member, with relevant qualifications and experience that benefit the association, and appointed by the board from time to time.
- (2) The requirement to have a minimum of 7 members does not apply if there are insufficient nominations from a zone to make up the number of board members from that zone or when an event described in clause 38 has occurred.
 - (3) Each member may only have one individual nominated by that member serving on the board at a time, whether elected or appointed. A supporter member while serving as a board member may not nominate another person as a board member.
 - (4) A nomination of an individual for appointment as a board member under clause 27(1)(c) or to fill a casual vacancy in the position of an elected board member under clause 41 must:
 - (i) be in writing;
 - (ii) state that the nomination is an appointment under clause 27(1)(c) or clause 41 (as the case may be);
 - (iii) be signed by the nominee and, unless the nomination is by a supporter member of themselves, the member who nominated the nominee; and
 - (iv) be given to the secretary at least 7 days before the appointment is considered by the board.
 - (5) A member of the board, may, but need not be, a supporter member of the association.
 - (6) A person may be nominated or appointed as a member of the board only if the person:
 - (i) is an adult;
 - (ii) is not ineligible to be a board member of the association under section 61A of the Act or a responsible person of the association under the ACNC Act.

28 Term of Office

- (1) Members of the board elected under clause 29 or appointed by the board under clause 27(1)(c), hold office for two-year terms as described in this clause.
- (2) At each annual general meeting of the association, members of the board ~~either three or four (alternating~~ with expired terms as per clause 28(1), referred to in clauses 27(1)(a) and 27(1)(b) who are elected under clause 29, must retire from office but will be eligible for re-election in accordance with this constitution.

- (3) The term of office of a board member elected under clause 29, 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. The term of office of a board member appointed under clause 27(1)(c) starts on the date of their appointment.
- (4) A person who ceased to be a board member after serving the maximum term permitted under clause 28(4) becomes eligible to be elected or appointed as a board member again after 2 years have elapsed since the date the individual last ceased to be a board member.

29 Election of the Board

- (1) Only nominees of ordinary members are entitled to be elected to the board under clauses 27(1)(a) and 27(1)(b).
- (2) Prior to an annual general meeting, it is expected that:
 - (a) ordinary members from the regional/rural zone will be responsible for organising and providing nominations from ordinary members for the number of committee member positions available under clause 27(1)(a) in the relevant year, board using an appropriate method of their own choosing; and
 - (b) ordinary members from the metropolitan zone will be responsible for organising and providing nominations from ordinary members for the number of board member positions available under clause 27(1)(b) in the relevant year, board using an appropriate method of their own choosing.
- (3) In any case, in order for an individual to be eligible to stand for election as a board member at an annual general meeting under clauses 27(1)(a) and 27(1)(b), the nomination must:
 - (i) be in writing;
 - (ii) state whether the nomination is for election for the regional/rural zone under clause 27(1)(a) or for the metropolitan zone under clause 27(1)(b);
 - (iii) be signed by the candidate and the ordinary member who nominated them;
 - (iv) be given to the secretary at least 7 days before the annual general meeting at which the election is to be held; and
 - (v) be 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 election is to be held.

30 Voting at the Annual General Meeting for Board

- (1) Each ordinary member of the association present and eligible to vote at the annual general meeting may vote on the election of the available positions on

the board under clauses 27(1)(a) and 27(1)(b), regardless of the zone the ordinary member is from.

- (2) If, at the start of the meeting, there are not enough candidates nominated for a zone under either clause 27(1)(a) or 27(1)(b), nominations for candidates for the relevant zone may be taken from the representatives of ordinary members from the relevant zone from the floor of the meeting.
- (3) When there are more candidates nominated for the board than positions available for a zone, a secret ballot is to be held for the available positions for that zone.
- (4) A secret ballot for the election of members of the board 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 by the members of the board from among themselves in accordance with clause 33, except in the case of the appointment of a secretary under clause 34(1)(b).

33 Election of Officeholders

- (1) Promptly after each annual general meeting, a board meeting must be held at which all officeholder positions are to be declared vacant, nominations from the board members for the officeholder positions are to be taken and the board will elect the officeholders from among the nominees.
- (2) If the number of nominations received for an officeholder position exceeds one, a secret ballot is to be held for that position.
- (3) An officeholder may only serve as an officeholder for a continuous period of no longer than four years. For the purposes of clarity, a board member whose position as officeholder has ceased continues to hold office as a board member, subject to this constitution.

34 Appointment and Removal of Secretary

- (1) The secretary must be an adult residing in Queensland who is:

- (a) a member of the board elected by the board as secretary under clause 33; or
- (b) if no appointment is made under clause 33 or in the event of a casual vacancy in the position of secretary, any of the following persons appointed by the board as secretary:
 - (i) a member of the board;
 - (ii) a supporter member of the association or a nominee of a member of the association; or
 - (iii) another person.
- (2) A individual appointed as secretary under clauses 34(1)(b)(ii) or 34(1)(b)(iii) does not thereby become a member of the board.boardboard
- (3) The board may at any time remove an individual from the office of secretary, whether the individual was elected or appointed to that position.
- (4) If the board removes a secretary who was elected in accordance with clause 34(1)(a) or appointed in accordance with 34(1)(b)(i), the individual remains a member of the board.
- (5) If a vacancy happens in the office of secretary, the members of the board must ensure a secretary is appointed within 1 month after the vacancy happens.

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 board 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 board, a committee or an individual acting as a member of the board 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 board, committee or individual acting as a member of the board; or
- (b) a board member, committee member or individual acting as a member of the board was disqualified from being a member.

ENDING OF POSITION

38 When a Board Member or Officeholder ends their Position

- (1) The position of a board member or officeholder (whichever is relevant) will end if they:
 - (a) give written notice of resignation as a board member or officeholder to the secretary of the association pursuant to clause 39;
 - (b) die;
 - (c) are removed as a board member or officeholder by a resolution of the members, in accordance with clause 40;
 - (d) were a supporter member at the time of their appointment or election as a Board member or officeholder and stop being a supporter member of the association, except in the case of a secretary who was appointed in accordance with clause 34(1)(b)(ii) or 34(1)(b)(iii);
 - (e) were elected or appointed as a board member on the nomination of a member, and the board member or officeholder ceases its relationship (for example, employment relationship) with the relevant organisation, service or institution which advances the capacity of neighbourhood centres and community organisations;
 - (f) were elected or appointed as a board member on the nomination of a member, and that nominating member notifies the association in writing that the member's nomination is revoked;
 - (g) are absent for 3 consecutive board meetings without approval from the board; or
 - (h) become ineligible to be a board member in the circumstances mentioned in section 64(2) of the Act or a responsible person of the association under the ACNC Act (including a secretary appointed in accordance with clause 34(1)(b)(ii) or 34(1)(b)(iii) who is not a board member).

39 Resignation of Board Member or Officeholder

- (1) A member of the board 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 Board Member

- (1) A board 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.
- (2) 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.
- (3) A member or officeholder has no right of appeal against their removal from office under this clause.

41 Casual Vacancies on the Board

- (1) If a casual vacancy happens in the office of a member of the board elected under clause 29, the continuing members of the board may appoint a nominee of an ordinary member from the zone in relation to which the vacancy has happened, to fill the vacancy until the next annual general meeting.
- (2) Before appointing a person to fill a casual vacancy under clause 41(1), the board must notify the ordinary members from the relevant zone of the vacancy and invite them to nominate an individual under clause 28 to fill the casual vacancy and the board must give reasonable consideration to all such nominations received.
- (3) The continuing members of the board may act despite a casual vacancy on the board.
- (4) If the number of board members is less than the number fixed under clause 46(1) as a quorum of the board, the continuing members may act only to:
 - (a) increase the number of board members to the number required for a quorum; or
 - (b) call a general meeting of the association which may elect, in accordance with clause 29, board members to fill any vacancies in the office of a member of the board referred to in clauses 27(1)(a) and 27(1)(b).

CONFLICTS OF INTEREST

42 Conflicts of Interest

- (1) A board 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 board meeting:
 - (a) to the other board members; or

- (b) if all the board 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 board member or officeholder shall be recorded in the minutes of the meeting[and in the association's register of interests].
- (3) Each board member or officeholder who has an actual or perceived material conflict in a matter that is being considered at a board 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 board 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 board member against liabilities that the board member incurs as a board 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 other board members who do not have a material personal interest in the matter pass a resolution that:
 - (i) identifies the board 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 board members are satisfied that the interest should not stop the board member and officeholder from voting or being present.
- (5) If there are not enough board members to form a quorum to consider a matter because of clause 42(3):
 - (a) one or more board members, including those who have a material personal interest in the matter may call a general meeting; and
 - (b) the general meeting may pass a resolution to deal with the matter.

BOARD MEETINGS

43 When the Board Meets

- (1) Subject to this clause, the board may meet and conduct its proceedings as it considers appropriate.
- (2) The board must meet at least once every 4 months to exercise its functions.
- (3) A board member may request the secretary to call a meeting on reasonable grounds.
- (4) The board may hold meetings, or permit a board 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 board member who participates in the meeting as mentioned in clause 43(4) is taken to be present at the meeting.

44 Calling a Board meeting

- (1) The secretary may call a meeting of the board:
 - (a) periodically, in accordance with clause 43(2); and
 - (b) on any reasonable grounds, including on receiving a request under clause 43(3) .
- (2) The secretary must call a board meeting if requested to by the board or in accordance with clause 48.

45 Notice of Board

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

46 Quorum for, and Adjournment of, Board Meeting

- (1) At a board meeting, quorum is 30% of the members elected to the board 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 board meeting called on the request of a member under clause 43(3) or members of the board in accordance with clause 48, the meeting lapses.
- (3) If there is no quorum within 30 minutes after the time fixed for a board meeting called other than on the request of a member under clause 43(3) or the members of the board in accordance with clause 48 the meeting is to be adjourned to the same day in the next week at the same time and place.
- (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 board meeting.

- (6) If there is no president or if the president is not present within 10 minutes after the time fixed for a board meeting or does not wish or is not able to be the chairperson, the members may choose one (1) of their number to preside as chairperson at the meeting.

47 Voting at Board Meetings

- (1) A question arising at a board meeting is to be decided by a majority vote of members of the board present at the meeting and, if the votes are equal, the question is decided in the negative.

48 Special Meeting of Board

- (1) If the secretary receives a written request signed by at least 33% of the members of the board, the secretary must call a special meeting of the board by giving each member of the board 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 board must be held within 14 days after notice of the meeting is given to the members of the board.
 - (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 Board Meetings

- (1) The secretary must ensure that full and accurate minutes of all questions, matters, resolutions and other proceedings of each board meeting are entered in a minute book.
- (2) To ensure the accuracy of the minutes, the minutes of each board meeting must be signed by the chairperson of the meeting, or the chairperson of the next board meeting, verifying their accuracy.

50 Circular Resolutions of Board Members

- (1) The board may pass a circular resolution without a board meeting being held.
- (2) A circular resolution is passed if all the board 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 board 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 board members and the board 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 board 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 (if required), for the last reportable financial year;
 - (b) presenting the financial statement and audit report (if required) to the meeting for adoption;
 - (c) election of members of the board;
 - (d) appointing an auditor or an accountant for the present financial year, if required under relevant laws including the Act and the ACNC Act; 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 board;
 - (ii) given a written notice of an intention to appeal under clause 23 against the decision of the board:
 - (A) to reject an application for membership; or
 - (B) to terminate member's membership.

- (iii) at least thirty-three per cent (33%) of the number of members of the board at the time of the request make a written request to do so; or
 - (iv) ten per cent (10%) of the number of ordinary members of the association at the time of the request make 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 general meeting must be held:
- (i) in the case of a meeting mentioned in clause 52(2)(i)—within one month after the secretary is directed to call the meeting; or
 - (ii) in the case of a meeting mentioned in clauses 52(2)(iii) and 52(2)(iv)—within 3 months after the secretary is given the written request.

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 board at the close of the association's last general meeting plus 1.
- (2) If all members of the association are members of the board, 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 board or the ordinary members of the association or in relation to an appeal under clause 23, 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 board or the ordinary members of the association or in relation to an appeal under clause 23:
 - (a) the meeting is to be adjourned for at least 7 days; and
 - (b) the board 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 clause 54(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.

55 Procedure at General Meeting

- (1) A member (or a representative of the 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.
- (2) A member who participates in a meeting as mentioned in clause 55(1) is taken to be present at the meeting.
- (3) 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 board.
- (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 board may put a resolution to the members to pass a resolution without a general meeting being held (a circular resolution).
- (2) The board 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 board member or remove a board member or officeholder;
 - (b) for passing a special resolution; 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.

COMMITTEES

59 Appointment of committees

- (1) The board may appoint a committee consisting of any board members, members of the association or representatives of members of the association and other individuals considered appropriate by the board to help with the conduct of the association's operations.
- (2) The convenor of the committee must be a member of the association or representative of a member of the association and is appointed by the board.
- (3) A terms of reference must be prepared for the committee and approved by the board.
- (4) The committee may appoint non-members of the association to the committee where these non-members have the skill or expertise to support the terms of reference.
- (5) The convenor acts as chairperson of meetings of the committee unless the convenor delegates this role to another committee member.
- (6) If the chairperson is not present within 10 minutes after the time fixed for a committee meeting, the members present may choose one (1) of their number to be chairperson of the meeting.
- (7) A committee may meet and adjourn as it considers appropriate.

FINANCIAL MATTERS AND RECORDS

60 General Financial Matters

- (1) On behalf of the board, 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 board members must take reasonable steps to ensure that the association's records are kept safe.

61 Common Seal and Execution of Documents

- (1) The association may have a common seal.
- (2) If the association has a common seal, it must be:
 - (a) kept securely by the board; and
 - (b) used only under the authority of the board.
- (3) The association may execute a document if the common seal is attached to the document and the document is signed by a member of the board and countersigned by:
 - (a) the secretary;
 - (b) another member of the board; or
 - (c) another person authorised by the board.
- (4) The association may execute a document without using the common seal if the document is signed by a member of the board and countersigned by:
 - (a) the secretary;
 - (b) another member of the board; or
 - (c) another person authorised by the board.

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 board.
- (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 board who have been authorised by the board 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 board 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 board.
- (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 board meeting.

63 Documents

The board 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 clause applies if the association:
 - (a) is wound-up under part 10 of the Act or has its registration cancelled under part 11 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 which is a charity:
 - (a) having charitable 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; and
 - (c) if the association is endorsed as a deductible gift recipient, that is a deductible gift recipient.
- (4) In this clause and clauses 66 and 66A
 - (a) *surplus assets* has the meaning given in sections 92(3) and 92A(5) of the Act, as applicable; and
 - (b) *deductible gift recipient* has the same meaning as in Division 30 of the *Income Tax Assessment Act 1997* (Cth).

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.

66A Revocation of deductible gift recipient endorsement

- (1) If the association's deductible gift recipient endorsement is revoked (whether or not the association is to be wound up or has its registration cancelled), any surplus gift funds must be transferred to another entity which is a charity that meet the requirements of clause 65(3) as decided by the board.
- (2) In this clause-
 - (a) *gift funds* means:
 - (i) gifts of money or property for the principal purpose of the association;
 - (ii) contributions made in relation to a fund-raising event held for the principal purpose of the association; and
 - (iii) money received by the association because of such gifts and contributions; and
 - (b) *contributions and fund-raising event* have the same meaning as in Division 30 of the *Income Tax Assessment Act 1997* (Cth).

INDEMNITY, INSURANCE AND ACCESS

67 Indemnity

- (1) The association indemnifies each officeholder and board 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 board 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 board member of the

association against any liability incurred by the person as an officeholder of the association.

69 Board Members' Access to Documents

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

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 board meeting, see clause 43(5); or
- (b) at a general meeting, see clause 55(1)**Error! Reference source not found..**

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.

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) headings are for convenience only and do not affect interpretation; and
- (c) unless the contrary intention appears:
 - (i) a reference to a person includes natural persons, firms, companies, corporations, bodies corporate, trustee, trusts, charities, associations, organisations, 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 word or expression used in this constitution that is defined in the Act or the ACNC Act, or used in one of those Acts and covering the same subject, has the same meaning as in that Act;
 - (iv) 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);
 - (v) if a word or phrase is given a defined meaning, another grammatical form of that word or phrase has a corresponding meaning;
 - (vi) singular words include the plural and vice versa,
 - (vii) any gender includes every gender;

- (viii) a reference to a clause is a reference to a clause of this constitution;
- (ix) 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
- (x) if any day by which a person must do something under this document is not a business day in the place where the person is located, then the person must do it on or by the next business day in that place.

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