

CONSTITUTION AND RULES QUEENSLAND AIDS COUNCIL (INCORPORATED)

1. THE NAME OF THE INCORPORATED ASSOCIATION SHALL BE

QUEENSLAND AIDS COUNCIL INCORPORATED

(IN THESE Rules called "the Association")

- 1.1 The Management Committee of the Association shall be called the BOARD OF DIRECTORS (in these rules called "the Board".)

OBJECTS

2. THE OBJECTS FOR WHICH THE ASSOCIATION IS ESTABLISHED ARE:

- 2.1 To minimise the spread of HIV/AIDS and generally promote the health of groups of people most affected by and at greatest risk from HIV/AIDS;
- 2.2 To provide education in respect of lifestyles which minimise the risk of transmission of HIV.
- 2.3 To assist people in households affected by HIV/AIDS by provision of material, emotional and social support;
- 2.4 To encourage, assist, monitor and promote scientific and medical research into the causes, prevention and cure of HIV/AIDS and AIDS-related conditions;
- 2.5 To promote and encourage self-help groups of people affected by or at high risk of HIV/AIDS;
- 2.6 To provide accommodation and support facilities to persons with HIV/AIDS and to the families and friends of persons with HIV/AIDS;
- 2.7 To provide support facilities for groups of people most affected by and at greatest risk from HIV/AIDS other than by way of providing legal assistance or advice in respect of charges under the Criminal Code or Statute Law of Queensland; to study the social needs of members of such groups; to promote self esteem and self awareness and social responsibility among members of such groups; and
- 2.8 To encourage and assist any organisation institution or body, whether corporate or not, which in the opinion of the Association has been and is actively pursuing any of the Association's objects.
- 2.9 To provide general health and community services to the public in a manner which best serves the needs of the community.

3. POWERS OF THE ASSOCIATION

The powers of the Association are:-

- 3.1 To subscribe to, become a member of and cooperate with any other association, club or organisation, whether incorporated or not, whose

objects are altogether or in part similar to those of the Association PROVIDED THAT the Association shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of rule 26.10;

- 3.2 In furtherance of the objects of the Association to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Association or persons frequenting the Association's premises;
- 3.3 To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Association: Provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts;
- 3.4 To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of objects and the exercise of the powers of the Association; to obtain from any such Government or Authority any rights, privileges and concessions which the Associations may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- 3.5 To appoint or remove a Patron
- 3.6 To acknowledge the vital work within the Association of the Volunteers by establishing a Vol Sub Committee and any sub Committee/working group that may deem to be necessary;
- 3.7 To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing or any unsecured notes, debentures or other securities of the incorporated association or promotion of the incorporated association or in the furtherance of its objects;
- 3.8 To construct, improve, maintain, develop, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may directly or indirectly to advance the Association's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
- 3.9 To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit

- subject where applicable to Regulation 32 (14) of the Collections Regulations 1975;
- 3.10 To take, or otherwise acquire, and hold shares, debentures or other securities of any company or bodies corporate;
- 3.11 In furtherance of the objects of the Association to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate;
- 3.12 To borrow or raise money either alone or jointly with any person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by "notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage charge, lien or other security upon the whole or any part of the incorporated association's property or assets present or future and to purchase, redeem or pay off any such securities;
- 3.13 To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- 3.14 In furtherance of the objects of the Association to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association;
- 3.15 To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Association's property or whatsoever kind sold by the Association, or any money due to the Association from purchasers and others;
- 3.16 To take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Associations but subject always to the proviso in sub-rule 3.3;
- 3.17 To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, by means of donations, annual subscriptions or otherwise;
- 3.18 To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of the objects of the Association;
- 3.19 In furtherance of the objects of the Association to amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Association under or by virtue of rule 26.10;
- 3.20 In furtherance of the objects of the Association to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorised to amalgamate;
- 3.21 In furtherance of the objects of the Association to transfer all or party of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated associations with which the Association is authorised to amalgamate;
- 3.22 To make donations for charitable or community purposes;
- 3.23 To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.
- 4. CLASSES OF MEMBERS**
- 4.1 Membership of the Association shall be open to persons, firms, societies, groups or bodies corporate and shall be divided into the following categories namely:
- ORDINARY MEMBERS
 - CORPORATE MEMBERS
 - FINANCIAL LIFE MEMBERS
 - HONORARY LIFE MEMBERS
- 4.2 The number of members shall be unlimited.
- 5. MEMBERSHIP**
- 5.1 Any individual natural person may apply to be admitted as an ordinary member.
- 5.2 Any local authority, firm, society, group, association or corporation may apply to be admitted to corporate membership and any corporate members shall from time to time nominate a person to represent it and as its representative to enjoy the privileges of ordinary membership.
- 5.3 Every applicant for ordinary, corporate or financial life membership of the Association shall be proposed by one member of the Association and seconded by another member. The application for membership shall be made in writing, signed by the applicant and their proposer and seconder and shall be in such form as the Board from time to time prescribes.
- 5.4 A person who has in the opinion of the Association rendered outstanding services in the advancement of the objects of the Association be admitted to Honorary Life Membership. An Honorary Life Member shall for the purpose of these rules be deemed to be a financial member.

- 5.5 Honorary Life membership shall be recommended by the Board and granted by resolution carried at any general meeting of the Association.

6. MEMBERSHIP FEES

- 6.1 The membership fees for ordinary, Corporate and Financial Life membership shall be such sums as the members shall from time to time at any general meeting so determine.
- 6.2 There shall be no membership fee payable for Honorary Life memberships.
- 6.3 The membership fees for ordinary and corporate membership shall be payable on application for membership and thereafter on the first day of July of each year except in the case of new members accepted after the first day of April in any year who shall be deemed financial members until the Thirtieth day of June of the subsequent year.

7. ADMISSION AND REJECTION OF MEMBERS

- 7.1 At the next meeting of the Board after the receipt of any application and the fee applicable for any class of membership, such application shall be considered by the Board, which shall determine the admission or rejection of the applicant.
- 7.2 Any applicant who receives a majority of the votes of the members of the Board present at the meeting at which such application is being considered shall be accepted as a member to the class of membership applied for.
- 7.3 Upon the acceptance or rejection of an application for any class or membership the Secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.

8. TERMINATION OF MEMBERSHIP

- 8.1 A member may resign from the Association at any time by giving notice in writing to the Secretary. Such resignation shall take effect at the time such notice is received by the Secretary unless a date is specified in the notice when it shall take effect on that later date.
- 8.2 If a member has membership in arrears for a period of three (3) calendar months or more, financial membership of the Association shall lapse on and from the day being three (3) calendar months from the date upon which the membership fee was due and the provisions of rule 9 shall not apply.
- 8.3 If a member -
- 8.3.1 is convicted of an indictable offence; or
- 8.3.2 fails to comply with any of the provisions of these rules; or

- 8.3.3 behaves in a manner considered to be injurious or prejudicial to the character or interests of the Association, then the Board shall consider whether their membership shall be terminated.

- 8.4 If the Board under the terms of rule 8.3 considers the termination of any membership, the member concerned shall be given a full and fair opportunity of presenting their case. If the Board resolves to terminate their membership then the Secretary shall advise the member in writing of such termination provided that the members name shall not be removed from the roll of members until the expiration of the period allowed for any notification of appeal against such termination or until any appeal has been determined in accordance with rule 9 of these rules.

9. APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

- 9.1 A person whose application for membership has been rejected or whose membership has been terminated may within one month of receiving written notification thereof, lodge with the Secretary written notice of their intention to appeal against the decision of the Board.
- 9.2 Upon receipt of a notification of intention to appeal against rejection or termination of membership the Secretary shall convene, within three months of the date of receipt by the Secretary of such notice, a general meeting to determine the appeal, and shall advise the appellant in writing of the date, time and place of the meeting convened.
- 9.3 At any meeting hearing an appeal against rejection of membership, the applicant shall be given the opportunity to fully present their case either in person or by written submission and members of the Board who have supported the resolution to reject the membership shall likewise have the opportunity of presenting a case. The appeal shall be upheld by the majority vote of the members present at such meeting. Notwithstanding anything contrary contained herein, "members present" shall mean those members physically present at such meeting.
- 9.4 Where a person whose application is rejected, does not appeal against the decision of the Board within the time prescribed by these rules or so appeals but the appeal is unsuccessful, the Association shall refund the amount of any fee paid.
- 9.5 At any meeting hearing an appeal against termination of membership, the appellant shall be given the opportunity to fully present their case either in person or by written submission and members of the Board who have supported the resolution to terminate the membership shall likewise have the opportunity of presenting a case. Rejection of the appeal against termination requires the support of at least three quarters (3/4) of the members present at such

meeting. Notwithstanding anything contrary contained herein, "members present" shall mean those members physically present at such meeting.

10. REGISTRATION OF MEMBERS

- 10.1 The Board shall cause a Register to be kept in which shall be entered the names and addresses of all persons admitted to membership of the Association and the dates of their admission.
- 10.2 Particulars shall also be entered into the Register of deaths, resignations, terminations, and reinstatement's of membership and any further particulars as the Board or the members at any general meeting may require from time to time.
- 10.3 The Register shall be open for inspection at all reasonable times by any member who previously applies to the Secretary for such inspection.

11. MEMBERSHIP OF THE BOARD

- 11.1 The Board of the Association shall consist of:
- * Six (6) elected members of the Association, being:
 - * President
 - * Secretary
 - * Treasurer, and
 - * Three (3) ordinary members, and
 - * Five (5) Region representatives, one from each Region,
 - * one (1) staff representative,
 - * one (1) QPP representative,
 - * the General Manager of the Association ex officio, and
- 11.1.1 The five (5) Region Representatives shall be elected in a manner determined by the Board and shall be ratified by the members at the annual general meeting of the Association.
- 11.1.2 (Deleted)
- 11.1.3 The Staff representative shall be elected by the staff of the Association in a manner determined by the Board and shall be ratified by the members at the annual general meeting of the Association.
- 11.1.4 The representative of Queensland Positive People shall be elected in a manner determined by Queensland Positive People, and be ratified by the members of the Association at the annual general meeting.
- 11.1.5 The General Manager shall have speaking but no voting rights.
- 11.2 In the event of a change in the person holding the office of President and in addition to the membership of the Board constituted in accordance with rule 11.1 of these rules, the Immediate Past President shall be invited and entitled to be a member of the Board of the Association with all the rights of an Ordinary

member of the Board for the term of three (3) months.

- 11.3 The Board has the right to co-opt members of the Queensland AIDS Council Incorporated to membership of the Board, with all the rights of an Ordinary member of the Board.
- 11.4 Members proposed for co-option to the Board must receive a two thirds majority vote of the full Board. Such voting will be conducted by secret ballot.
- 11.5 No paid employee nor person in a continuing financial contractual relationship with the Association may be elected to the positions of President, Secretary, Treasurer, Ordinary member, or Region Representative, or be coopted to the Board under the conditions of rule 11.3.

12. ELECTION OF THE BOARD

- 12.1 At The annual general meeting of the Association, all the members of the Board for the time being shall retire from office, but shall be eligible upon nomination for re-election.
- 12.2 The election of members of the Board shall take place in the following manner:-
- 12.2.1 Any two financial members of the Association shall be at liberty to nominate any other financial member to serve as a member of the Board.
- 12.2.2 The nomination, which shall be in writing and signed by the member and their two (2) nominees, shall be lodged with the Secretary at least forty-two (42) days before the annual general meeting at which the election is to take place;
- 12.2.3 The Secretary shall cause all nominations received by the closing date to be checked as soon as is reasonably possible after receipt to ensure that they conform with these Rules. Where a nomination is not in accordance with these rules, the nominee shall be informed of the deficiency as soon as is reasonably possible to provide them with the opportunity to rectify the deficiency before the closing time set for receipt of nominations.
- 12.3 If more than one nomination is received for any of the positions of President, Vice-President, Secretary or Treasurer then the election of that position shall be determined by secret postal ballot as defined in rule 13. Should there be an insufficient number of candidates nominated, fresh nominations will be called from the floor at the annual general meeting and if those nominations exceed the number of vacancies the election will be determined by secret postal ballot held in a manner consistent with rule 13 over the next four (4) weeks.
- 12.4 If nominations for Ordinary member exceed the number of vacancies for those positions the election of Ordinary members of the Board shall

- be determined by secret postal ballot as defined in rule 13.
- 12.5 Should there be an insufficient number of candidates nominated for any elected position on the Board, additional nominations will be called from the floor at the annual general meeting and if the total nominations then exceed the number of vacancies the election will be determined by secret postal ballot held in the manner consistent with Rule 13 over the next four (4) weeks.
- 12.6 For the purpose of this Rule, "financial member" means:
- (a) an ordinary member who has been admitted to membership of the Association pursuant to Rule 7 and who has paid the annual membership fee for the financial year by 5.00PM on the day fixed for the closing of nomination; or
- (b) the nominee of a corporate member who has been admitted to membership of the Association pursuant to Rule 7 and who has paid the annual membership fee for the financial year to 5.00PM on the day fixed for the closing of nominations; or
- (c) A Financial Life Member who has been admitted to membership of the Association pursuant to Rule 7 and who has paid the life membership fee by 5.00PM on the day fixed for the closing of nominations; or
- (d) an Honorary Life Member.
- 13. SECRET POSTAL BALLOT**
- 13.1 If a secret postal ballot is required, it shall be conducted by a returning officer which officer shall be appointed each year. The matter of such appointment is to be business ordinarily conducted at the annual general meeting.
- 13.2 The Returning Officer conducting the postal ballot shall adhere strictly to the following procedures:
- 13.2.1 each financial member, whether ordinary, corporate, or life member, as at the day fixed for the closing of nominations shall be entitled to one vote.
- 13.2.2 candidates shall be listed randomly on the ballot paper;
- 13.2.3 ballot papers signed by the returning officer and all associated documentation particularised by this rule (Rule 13) shall be forwarded to all financial members by the returning officer not less than thirty-five (35) days prior to the annual general meeting;
- 13.2.4 each voting member may indicate a preference beside any or all of the candidates for each of the positions of President, Vice-President, Secretary, and Treasurer and collectively for all of the candidates for Ordinary member, and the ballot shall be determined according to the Hare-Clarke system;
- 13.2.5 all ballot papers shall be received by the returning officer not less than twenty-one (21) days prior to the annual general meeting. In the event that any ballot paper completed by a financial member is not received by the returning officer by 5PM on the day determined by the Association as the closing day for the receipt of ballot papers, then such ballot paper shall by virtue of late receipt be invalid and not counted by the returning officer;
- 13.2.6 the returning officer shall maintain a separate post office box at a Post Office in Brisbane for the purpose of receiving all postal votes
- 13.2.7 the returning officer shall cause to be printed-
- 13.2.7.1 All ballot papers listing only the candidates names for each position listed randomly together with voting instructions;
- 13.2.7.2 A candidate information sheet which may include a resume of up to 200 words supplied by each candidate;
- 13.2.7.3 An envelope into which each elector shall insert and seal their vote; and
- 13.2.7.4 An envelope marked with the name of the voting member and addressed to the returning officer at the Post Office box in Brisbane into which the elector shall insert their sealed voter's envelope;
- 13.2.8 A voter shall be entitled to receive a replacement ballot paper providing that the voter delivers or posts to the returning officer a declaration setting out the facts of the loss, non-receipt or spoiling of the original ballot paper and further declaring that should the original ballot paper be located it shall be returned to the returning officer;
- 13.2.9 Each candidate for each position on the Board shall be entitled to appoint one (1) scrutineer to be present during the counting of votes. In the event of a scrutineer being unable to attend an alternative scrutineer may be appointed;
- 13.2.10 The returning officer shall cause each envelope to be checked and recorded against a current membership list to ensure that each voter is a financial member;
- 13.2.11 The returning officer shall submit to the Secretary by 5PM on the day prior to the annual general meeting a declaration showing the number of valid and invalid votes received together with the number of votes scored by each individual candidate and the number of replacement ballot papers issued;
- 13.3 The result of the election for the elected Board positions shall be declared by the Secretary at the annual general meeting.

14. REGISTRATION AND REMOVAL OF BOARD MEMBERS

- 14.1 Any member of the Board may resign from membership of the Board at any time by giving notice in writing to the Secretary but such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.
- 14.2 Where a majority of the full Board determine that a member of the Board has continued to act in a manner which seriously hinders the effective operation of the Board, then the Secretary shall call a special general meeting
- 14.3 At that meeting the member shall be given the opportunity to fully present their case either in person or by written submission and members of the Association who have supported the resolution for removal from the Board shall likewise have the opportunity of presenting a case. The decision to terminate membership of the Board shall require the support of not less than three quarters (3/4) of the members present at such meeting. Notwithstanding anything to the contrary contained herein, "members present" shall mean those members physically present at such meeting.

15. VACANCIES ON THE BOARD

- 15.1 The Board shall have power at any time to appoint any member of the Association to fill any casual vacancy on the Board until the next annual general meeting.
- 15.2 The continuing members of the Board may act notwithstanding any casual vacancy in the Board, but if and so long as their number is reduced below the number fixed by or pursuant to these Rules as the necessary quorum of the Board, the continuing member or members may act for the purpose of increasing the number of members of the Board to that number or of summoning a general meeting of the Association, but for no other purpose.

16. FUNCTIONS OF THE BOARD

- 16.1 Except as otherwise provided by these Rules and subject to resolutions of the members of the Association carried at any general meeting the Board -
- 16.1.1 shall have the general control and responsibility for the administration of the affairs, property and funds of the Association.
- 16.1.2 shall have, as far as is lawful, the authority to delegate the exercise of its authority to affiliated associations, sub-committees, employees and authorised members.
- 16.1.3 shall have authority to interpret the meaning of these Rules and any matter relating to the Association on which these rules are silent.

- 16.2 The Board may exercise all the powers of the Association as defined in rule 3 of these rules and in addition -
- 16.2.1 to borrow or raise or secure the payment of money in such manner as the members of the Association may think fit and secure the same 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 and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Association's property, both present and future, and to purchase, redeem or pay off
- 16.2.2 To borrow money from members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Brisbane for overdrawn accounts on money lent, whether the term of the loan be short or long, and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association, and to provide and pay off any such securities; and
- 16.2.3 to invest in such manner as the Board may from time to time determine.
- 16.2.4 The Board may from time to time, appoint a person to fill a vacancy in the position of Patron and set the term of office, or remove a person from the position of Patron. A motion to appoint or remove a person from the position of patron shall be carried by a two-thirds majority of members of the Board who are entitled to vote on the motion.

17. MEETINGS OF THE BOARD

- 17.1 The Board shall meet at least once every two calendar months to exercise its functions.
- 17.2 All members of the Association may attend meetings
- 17.3 A special meeting of the Board shall be convened by the Secretary at the request of any two (2) of the President, Secretary or General Manager, or on the requisition in writing signed by not less than one-third of the members of the Board, and notice of the meeting shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted at that meeting.
- 17.4 At every meeting of the Board a quorum shall consist of not less than a simple majority of voting members of the Board.
- 17.5 Subject as previously provided in this rule, the Board may meet together and regulate its proceedings as it thinks fit: Provided that questions arising at any meeting of the Board shall be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.

- 17.6 A member of the Board shall not vote in respect of any contract or proposed contract with the Association in which they are interested, or any matter arising thereout or in any matter in which they have a pecuniary interest other than as a recipient of the services provided by the Association, and if they do vote their vote shall not be counted.
- 17.7 Not less than forty-eight (48) hours written notice shall be given by the Secretary to members of the Board of any special meeting of the Board. Such notice shall clearly state the nature of the business to be discussed at that meeting.
- 17.8 The President shall preside as Chairperson at every meeting at the Board, or if at any meeting the Chairperson is not present within ten minutes after the time appointed for holding the meeting, the Vice-President shall be Chairperson, unless, regardless of the presence of either President or Vice-President, the President nominates another member of the Board of the Association to chair the meeting.
- 17.9 If within half an hour from the time appointed for the commencement of a Board meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Board, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.
- 17.10 A resolution in writing circulated by the Secretary to all the members of the Board for the time being entitled to receive notice of a meeting of the Board and signed and supported by two-thirds (2.3rds) of the Members of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like-form, each signed by one or more members of the Board.

18. SUB COMMITTEES

- 18.1 The Board may delegate any of its powers to a sub-committee consisting of such members of the Association as the Board thinks fit. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board.
- 18.2 In the event that the Board does not appoint a Chairperson, a sub-committee may elect a Chairperson of its meetings. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairperson of the meeting.

- 18.3 Subject to any regulations imposed on it by the Board, a sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.

19. VALID AUTHORITY

All acts done by any meeting of the Board or of a sub-committee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be member of the Board.

20. ANNUAL GENERAL AND GENERAL MEETINGS

- 20.1 The annual general meeting shall be held within four (4) months of the close of the financial year.
- 20.2 The business to be transacted at every annual general meeting shall be -
- 20.2.1 the receiving of the Annual Report of the Association and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Association for the preceding financial year;
- 20.2.2 the receiving of the auditors report upon the books and accounts for the preceding financial year;
- 20.2.3 the notification of the results of election of members of the Board;
- 20.2.4 the appointment of an auditor.
- 20.2.5 the appointment of a Returning Officer
- 20.3 The Secretary shall convene a special general meeting
- 20.3.1 when directed to do so by the Board; or
- 20.3.2 on the requisition in writing signed by not less than one-third of the members presently on the Board or not less than twenty seven (27) financial members of the Association. Such requisition shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted at that meeting; or
- 20.3.3 on being given a notice in writing of an intention to appeal against the decision of the Board to reject an application for membership or to terminate the membership of any person.
- 20.4 At any general meeting the number of members required to constitute a quorum shall be not fewer than twice the number of voting members

- of the Board plus one (1) financial members of the Association.
- 20.5 No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. For the purposes of this rule "member" includes a person attending as a proxy or as representing a corporation which is a member.
- 20.6 If within half an hour from the appointed time for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Board or the Association, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall constitute a quorum.
- 20.7 The Chairperson may, with the consent of any meeting at which a quorum is present and shall if so directed by the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of a normal meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- 20.8 The Secretary shall convene all general meetings of the Association by giving not less than twenty-eight (28) days notice of any such meeting to the members of the Association, except that fifty-six (56) days notice of the annual general meeting must be given to enable nominations to be received.
- 20.9 Notice of a general meeting shall be given to all financial members in writing and shall clearly state the nature of the business to be discussed at that meeting.
- 20.10 Notice of any motion proposed to be moved at the annual general meeting or other general meeting by any financial member of the Association shall be delivered to the Secretary of the Association thirty-five (35) days before the proposed date of such meeting. Such notice shall be signed by the proposer and seconder of any such motion all being financial members of the Association. On receipt of such notice the Secretary shall place the same on the agenda and no business other than that which is set out in the agenda of the meeting shall be entered unless notice thereof has been given in accordance with the provisions of this rule.
- 20.10.1 For the purposes of Rule 20.10., "financial member" means a member who meets the criteria set out in Rule 12.6 except that the relevant date shall be 5.00pm on the date set by the Secretary as the final date for receipt of agenda items for the meeting.
- 20.11 The agenda of any annual or other general meeting shall be circulated to all members fourteen (14) days prior to the date set for that annual or other general meeting.
- 20.12 Unless otherwise provided by these rules, at every general meeting -
- 20.12.1 The President shall preside as Chairperson, or if there is no President, or if the President is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall be the Chairperson or if the Vice-President is not present or is unwilling to act then the members present shall elect one of their number to be Chairperson of the meeting;
- 20.12.2 the Chairperson shall maintain order and conduct the meeting in a proper and orderly manner;
- 20.12.3 every question, matter or resolution shall be decided by a majority of votes of the members present;
- 20.12.4 every member present shall be entitled to one vote and in the case of an equality of votes the question shall be deemed to have been decided in the negative. Provided that no member shall be entitled to vote at any general meeting if their annual subscription is more than one month in arrears at the date of the meeting;
- 20.12.5 voting shall be by show of hands or a division of members, unless not less than one-fifth of the members present demand a ballot, in which event there shall be a secret ballot. The Chairperson shall appoint two members to conduct the secret ballot in such manner as the Chairperson shall determine and the result of the ballot as declared by the Chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded;
- 21. PROXIES**
- 21.1 Where the use of proxies is permitted by these rules, a member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote and in a secret ballot every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote;
- 21.2 Proxies may only be used for resolutions listed on the proxy form.
- 21.3 Proxies shall not be used in respect of proposed resolutions which have been substantially amended. What constitutes substantial amendment shall be determined by those members physically present at the meeting.

21.4 where it is desired to afford members an opportunity of voting for or against a resolution by proxy, the instrument appointing a proxy shall

be in the following form or a form as near thereto as circumstances permit:-

PROXY FORM QUEENSLAND AIDS COUNCIL INCORPORATED

I/We, _____

of _____

being a member of the Queensland AIDS Council Incorporated hereby appoint:

of _____

or failing them _____

of _____

or failing either of them, the Chairperson of the Meeting as my/our proxy and on my/our behalf at the (annual) general meeting of the Queensland AIDS Council Incorporated, to be held on the day of, 19 , at am/pm or at any adjournment thereof.

Should you not indicate on this form of Proxy a vote for or against any Resolution, it will be understood that the holder of your Proxy will be entitled to exercise their discretion in relation thereto.

(The form of Proxy will here contain a Schedule of all Resolutions to be determined at the general meeting, with provision to indicate whether the proxy holder is to vote For/Against the Resolution/s.

Signed this day of , 19 .

Member's signature/seal

21.5 the instrument appointing a proxy shall be in writing, in the common or usual form under the hand of the appointor or of their attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy may but need not be a member of the Association. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot.

21.6 the instrument appointing a proxy shall be deposited with the Secretary seven (7) days prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument purposes to vote.

22. MINUTES OF MEETINGS

The Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Board meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Board meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding Board meeting and by the Secretary verifying their accuracy. Similarly,

the minutes of every general meeting shall be signed by the Chairperson of the next succeeding general meeting and by the Secretary; provided that the minutes of any annual general meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding general meeting or annual general meeting.

23. BY LAWS

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

24. ALTERATION OF RULES

24.1 Subject to the provisions of the Associations Incorporation Act, 1981, these Rules may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting.

24.2 Any amendment, rescission or addition is valid only if it is registered by the chief executive of the department administering the Act.

25. COMMON SEAL

The Board shall provide for a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the Board and every instrument to which the seal is affixed shall be

signed by a member of the Board and shall be countersigned by the Secretary or by a second member of the Board or by some other person appointed by the Board for the purpose.

26. FUNDS AND ACCOUNTS

- 26.1 The funds of the Association shall be banked in the name of the Association in such bank as Board may from time to time direct.
- 26.2 Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature.
- 26.3 All moneys shall be banked as soon as practicable after receipt thereof.
- 26.4 All amounts of one hundred (100) dollars or over shall be paid by cheque signed by any two of the President, Secretary, Treasurer, General Manager, or other member authorised from time to time by the Board.
- 26.5 Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty cash recouplement's which may be open.
- 26.6 The Board shall determine the amount of petty cash which shall be kept on the imprest system.
- 26.7 All expenditure shall be approved or ratified at a Board meeting.
- 26.8 As soon as practicable after the end of each financial year the Treasurer shall cause to be prepared a statement containing particulars of -
- 26.8.1 the income and expenditure for the financial year just ended; and
- 26.8.2 the assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.
- 26.9 All such statements shall be examined by the auditor who shall present their report upon such audit to the Secretary prior to the holding of the annual general meeting next following the financial year in respect of which such audit was made.

- 26.10 The income and property of the Association whencesoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of money advanced by that person to the Association to them or of remuneration to any officers or servants of the Association or to any member of the Association provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, monies lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association.

27. DOCUMENTS

The Board shall provide for the safe custody of books, documents, instruments or title and securities of the Association.

28. FINANCIAL YEAR

The financial year of the Association shall close on 30th June in each year.

29. DISTRIBUTION OF SURPLUS ASSETS

- 29.1 The organisation shall be dissolved:-
- 29.1.1 if the membership is less than three persons; or
- 29.1.2 if a resolution to that effect is carried by a vote of three-fourths majority of the financial members present at a general meeting convened to consider the question.
- 29.2 The property and other assets of the organisation remaining after the payment of all expenses and other liabilities shall be handed over to some other organisation or organisations (having similar objects or in part similar objects) gifts to which are allowable deductions under the provisions of Division 30-B of the Income Tax Assessment Act (1997) as the majority of members present at such general meeting, by resolution, may decide.