

# Cairns City Kennel Club Inc

Incorporated association number: IA14206

## Rules of Association

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## 1. Name

The name of the incorporated affiliate is Cairns City Kennel Club Inc (the affiliate)

## 2. Definitions

Act (the)	Associations Incorporation Act 1981 (Qld).
Affiliate	A canine club, canine society or canine association or any Agricultural Society or Association admitted by the Canine Control Council (Queensland) Limited, trading as Dogs Queensland as an affiliated body.
Business judgment	Any decision to take or not to take action in relation to a matter relevant to the operations of the affiliate.
CCCQ Ltd	Canine Control Council (Queensland) Limited, trading as Dogs Queensland.
Chief executive	The Queensland Government department responsible for administering the <i>Associations Incorporation Act 1981</i> (Qld).
Current assets	The assets held by the affiliate as at the end date of the affiliate's last financial year, other than real property or assets capable of depreciation, and includes amounts held in financial institutions, stocks and debentures.
Large affiliate	An affiliate that has current assets greater than \$100,000 or total revenue greater than \$100,000 in the reporting financial year.
Officer	An elected office bearer, member of the management committee, a member of a sub-committee, or other person appointed or delegated to act on behalf of the affiliate.
Material benefit	A benefit, direct or indirect, which may not be financial but has a monetary value.
Medium affiliate	An affiliate that is not a small or large affiliate.
Personal interest	Includes family, close relationships, financial, social or business interests. A conflict of interest occurs when the person's interests could compromise their judgement, decision or action or the person could gain a benefit, directly or indirectly, as a result of the judgement, decision or action.
Regulation (the)	Associations Incorporation Regulation 1999 (Qld)
Remuneration	Includes salary, allowances and other monetary entitlements; but does not include reimbursement of out of pocket expenses.
Small affiliate	An affiliate that has current assets less than \$20,000 and total revenue less than \$20,000 in the reporting financial year.
Total revenue	The affiliate's total income during the last financial year from all the affiliate's activities before any expenses, including the cost to the affiliate of goods sold by the affiliate, are deducted.

### 3. Objects

The objects of the affiliate are to:

- (a) promote and encourage the development and responsible breeding of healthy purebred registered dogs
- (b) promote, encourage and provide opportunities for participation in dog related activities including active recreation, sport, exhibition and training of dogs.
- (c) promote and encourage membership of the affiliate and the CCCQ Ltd with its associated advantages and privileges
- (d) promote, develop and maintain close working relationships with other affiliates, organisational bodies and stakeholder groups with similar objectives to ensure the best interests of members and the CCCQ Ltd
- (e) promote, encourage and provide development and sharing of knowledge and skills relating to dog activities including canine health and wellbeing.

### 4. Powers

4.1 The affiliate has the powers of an individual entity

4.2 The affiliate may:

- (a) enter into contracts
- (b) acquire, hold, deal with and dispose of property
- (c) conduct activities that support the delivery of the affiliate's objects
- (d) make charges for services and facilities it supplies
- (e) do other things necessary or convenient to be done in carrying out its affairs.

### 5. Matters regarding the Canine Control Council (Queensland) Ltd

5.1 The affiliate must maintain affiliation with the CCCQ Ltd.

5.2 The affiliate must comply with the requirements and directives relating to affiliated bodies and the conduct of events, as defined in the CCCQ Ltd Constitution, Rules, or as required by the CCCQ Ltd Board of Directors.

### 6. Membership and members

6.1 Any person owning a dog or interested in any of the activities referred to in the objects of the affiliate are eligible to apply for membership.

6.2 The number of members in each class of membership is unlimited.

#### Classes of membership

6.3 Single

- (a) The person must be 18 years of age or older.
- (b) The person is eligible to be elected to hold office, vote at meetings and have access to all member benefits.

#### 6.4 Double

- (a) Both persons must be 18 years of age or older.
- (b) Both persons must reside at the same residential address.
- (c) Both persons, as individuals, are eligible to be elected to hold office, vote at meetings and have access to all member benefits.

#### 6.5 Junior

- (a) The age of a junior member is seven years of age or older, but less than 18 years of age
- (b) The junior member must be sponsored by a single or double member.
- (c) A junior member is not entitled to hold office or vote at meetings but will otherwise have access to all other member benefits.

#### 6.6 Life membership

- (a) Life membership may be awarded to a member for meritorious, conspicuous and continuous service to the affiliate.
- (b) Members of the affiliate may nominate a member for life membership in a way prescribed by the management committee.
- (c) The management committee will consider all nominations and determine a member for life membership to the annual general meeting.
- (d) Only one life membership may be granted in any one year.
- (e) Life members are exempt from paying an annual membership fee.
- (f) Life members have the right to be elected to hold office, vote at meetings and have access to all member benefits.
- (g) The affiliate reserves the right to revoke the granting of life membership in circumstances where the actions and behaviours of the individual conduct are considered to be detrimental or damaging to the character or interests of the affiliate.
  - (i) In the event of a proposed revocation of life membership, the management committee will undertake an independent investigation and any decision must be unanimous.

#### 6.7 Honorary membership

- (a) Honorary membership may be awarded to a person:
  - (i) in recognition of significant and exceptional services to the affiliate; or
  - (ii) could contribute significant and exceptional services to the affiliate.

- (b) The person is exempt from the provisions of Rule 6.1.
- (c) A person may be nominated for honorary membership upon:
  - (i) the recommendation of the management committee; or
  - (ii) written nomination signed by at least five members
- (d) The period of honorary membership may be for a defined period or life.
- (e) The management committee will consider all nominations and determine a member for honorary membership to a general meeting.
- (f) An honorary member is not entitled to hold office or to vote at meetings but will otherwise have access to all other member benefits.
- (g) The affiliate reserves the right to revoke the granting of honorary membership in circumstances where the actions and behaviours of the individual are considered to be detrimental or damaging to the character or interests of the affiliate.
  - (i) In the event of a proposed revocation of honorary membership, the management committee will undertake an independent investigation and any decision must be unanimous.

#### Automatic membership

- 6.8 A person who, on the day the affiliate is incorporated was a member of the unincorporated affiliate and on or before a date fixed by the management committee, agrees in writing to become a member of the incorporated affiliate, will be admitted by the management committee:
- (a) to the equivalent class of membership of the affiliate as the member held in the unincorporated affiliate; or
  - (b) if there is no equivalent class of membership then as a single member.

#### Membership fees

- 6.9 The membership fee for each class of membership is:
- (a) the amount decided by the members at an annual general meeting; and
  - (b) payable when, and in the way, the management committee decides.
- 6.10 A person, who on the day the affiliate is incorporated, has paid the member's annual membership fee, is not liable to pay a further amount of annual membership fee for the period until a date fixed by the management committee.

#### New membership

- 6.11 An application for membership of the affiliate must be proposed by one member of the affiliate and seconded by another member.
- 6.12 An application for membership must be:
- (a) submitted in writing in the form approved by the management committee; and

- (b) signed by the applicant; and
- (c) be accompanied by the prescribed fee.

6.13 The management committee must ensure that, as soon as possible after the person applies to become a member of the affiliate, and before the management committee considers the persons application, the person is advised:

- (a) whether or not the affiliate has public liability insurance; and
- (b) if the affiliate has public liability insurance and the amount of the insurance.

#### Admission and rejection of new members

6.14 The management committee must consider an application for membership at the next scheduled committee meeting or general meeting.

6.15 The management committee must decide at the meeting whether to accept or reject the application.

- (a) Decisions regarding an application for membership must be free from discrimination based on race, religion, age, nationality, language, gender, sexual orientation, or any other personal attribute protected by law.
- (b) If a majority of the members of the management committee present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member for the class of membership applied for.

6.16 The secretary of the affiliate must, as soon as practicable after the management committee decides to accept or reject an application, give the applicant a written notice of the decision.

#### Renewal of membership

6.17 Membership will be renewed in the way decided by the management committee and within one month of the end of the reportable financial year.

#### When membership ends

6.18 A member may resign from the affiliate by giving:

- (a) verbal notice at an ordinary general meeting:
  - (i) the verbal notice takes effect at the time the notice is given and must be noted in the meeting minutes.
- (b) written notice of resignation to the secretary:
  - (i) The resignation takes effect at the time the notice is received by the secretary or if a later time as stated in the notice.

#### Termination of membership

6.19 Membership is automatically terminated when:

- (a) the member dies, or

- (b) the member fails to pay the annual membership fee within 28 days of the end of the reportable financial year, or
  - (c) the member's membership with the CCCQ Ltd or other equivalent body is terminated.
- 6.20 The management committee may terminate a member's membership or impose other reasonable disciplinary action if:
- (a) the member is convicted of an indictable offence; or
  - (b) the member does not comply with any of the provisions of these rules including any by-laws, policies or procedures; or
  - (c) a member's membership with the CCCQ Ltd or other equivalent body is suspended, or
  - (d) the member conducts themselves in a way considered to be detrimental or damaging to the character or interests of the affiliate or its members.
- 6.21 The process undertaken by the management committee to terminate or impose disciplinary action must be bound by the principles of natural justice and procedural fairness. The committee must give the member a full and fair opportunity to show why the membership should not be terminated or be subject to disciplinary action.
- 6.22 If, after considering all representations made by the member, the management committee decides to terminate or impose disciplinary action, the secretary of the committee must give the member a written notice with 14 days of the decision.

#### Appeal against rejection, termination or suspension of membership

- 6.23 No appeal may lie with the rejection of new membership under rule 6.15.
- 6.24 No appeal may lie with the termination of membership under rule 6.19.
- 6.25 A member may appeal the decision to suspend or terminate membership:
- (a) The notice of appeal must be given in writing to the secretary within 28 days of membership being terminated
  - (b) The notice must include the reasons and grounds for the appeal
  - (c) If the secretary receives a notice of appeal, the secretary must, within 28 days after receiving the notice, call a special general meeting to decide the appeal.

#### Register of members

- 6.26 The management committee must keep a register of members of the affiliate.
- 6.27 The register must include the following particulars for each member:
- (a) full name
  - (b) Postal or residential address
  - (c) The date of admission as a member
  - (d) The date and details about the termination of membership

(e) Any other particulars the management committee decides.

6.28 The register must be open for inspection by members of the affiliate at a reasonable and agreed time.

- (a) A member must contact the secretary to arrange an inspection of the register.
- (b) If the management committee has reasonable grounds to believe the disclosure of information would put a member at risk of harm, or on the application of a member, the management committee may withhold information (other than the member's name) from the register available for inspection.

### Prohibition on use of information on register of members

6.29 A member of the affiliate must not:

- (a) use information obtained from the register of members of the affiliate to contact, or send material to, another member of the affiliate 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 affiliate for the purpose of advertising for political, religious, charitable or commercial purposes.

6.30 Rule 6.29 does not apply if the use or disclosure of the information is approved by the management committee or is required by Law.

### Conduct of members

6.31 All members of the affiliate must:

- (a) comply with the rules of association of the affiliate including any by-laws, policies and procedures, and
- (b) comply with constitution and rules of the CCCQ Ltd including the code of ethics, and rules relating to the conduct of events.

### Grievance procedure

6.32 The management committee must ensure the affiliate has a grievance procedure in place dealing with any dispute between:

- (a) a member and another member; or
- (b) a member and the management committee; or
- (c) a member and the affiliate.

6.33 The grievance procedure must include the following elements:

- (a) allowing a member to appoint any person to act on their behalf
- (b) giving each party involved an opportunity to be heard

- (c) providing for unbiased mediation if the dispute cannot be initially resolved amongst parties
- (d) if the grievance procedure provides for a person to decide the outcome of the dispute, the decision maker must be unbiased.

## 7. Management committee

7.1 The affiliate must have a management committee.

### Membership of the management committee

7.2 Membership of the management committee includes the following positions:

- (a) President
- (b) Secretary, as elected in accordance with rule 7.11 (a)
- (c) Treasurer
- (d) Vice-President – Dog Sports
- (e) Vice-President – Dog Shows
- (f) No less than four (4) nor greater than six (6) other members as determined by the affiliate and agreed by members at an annual general meeting.

7.3 All members of the management committee must be 18 years of age or older, residents of Queensland and current financial members of the CCCQ Ltd.

7.4 At each annual general meeting of the affiliate, the members of the management committee must retire from office, but are eligible, on nomination, for re-election.

7.5 A member of the of affiliate can remain as the president, secretary, treasurer or vice-president for no more than seven (7) consecutive years, after which the member:

- (a) may be nominated for a different position on the management committee
- (b) may be renominated for the position after at least one year absent from the position previously held.

### Office bearers

7.6 Members, by a special resolution at a general meeting, may create, amend or disband office bearer positions to undertake specific roles to support the delivery of the affiliate's objects.

- (a) The general meeting where the special resolution is tabled must occur at least three months prior to the end of the affiliate's financial year as stated in rule 12.16.
- (b) If a position is amended, the holder of the original position remains in office until the next annual general meeting, unless the position becomes vacant.
- (c) If a position is disbanded, the holder of the position remains in office until the next annual general meeting, unless the position becomes vacant.

- (d) When a new position is created, the management committee may appoint a member to the position.
- (e) New or amended positions will be available for election at the next annual general meeting.

7.7 Office bearer positions may be included as part of the management committee as defined in rule 7.2 (f).

### Electing the management committee and office bearers

7.8 A member of the management committee or an office bearer of the affiliate may only be elected as follows:

- (a) At an Annual General Meeting of the affiliate
- (b) Any two members of the affiliate may nominate another member (the candidate) to serve as a member of the management committee or as an office bearer.
- (c) The nomination must be:
  - (i) in writing; and
  - (ii) signed by the candidate and the members who nominated them; and
  - (iii) given to the secretary at least 14 days before the annual general meeting at which the election is to be held.
- (d) A person may be a candidate only if the person is 18 years of age or older and is not ineligible to be elected as a member of the management committee under section 61A of the Act.
- (e) A list of the candidates' names in order of nominated position, with the names of the members who nominated each candidate, must be posted in a conspicuous place in the office, or usual place of meeting of the affiliate, or distributed to members, at least seven days immediately preceding the annual general meeting.
- (f) If required by the management committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.
- (g) Each member of the affiliate present and eligible to vote at the annual general meeting may vote for one candidate for each vacant position on the management committee or officer bearer:
  - (i) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.

7.9 The management committee must ensure that, before a candidate is elected as a member of the management committee or as an office bearer, the candidate is advised:

- (i) whether or not the affiliate has public liability insurance; and
- (ii) if the affiliate has public liability insurance and the amount of the insurance.

7.10 The Chief Executive must be notified of changes to the offices of president, secretary or treasurer in accordance with section 68 of the Act.

#### Appointment or election of the secretary

7.11 The secretary must be an individual residing in Queensland who is:

- (a) a member of the affiliate elected by the affiliate as secretary as per rule 7.8; or
- (b) any of the following persons appointed by the management committee as secretary
  - (i) a member of the affiliate's management committee
  - (ii) another member of the affiliate
  - (iii) another person.

7.12 If the affiliate has not elected an interim officer as secretary for the affiliate before its incorporation, the members of the management committee must ensure a secretary is appointed or elected for the affiliate within 28 days after incorporation.

7.13 If a vacancy happens in the office of secretary, the members of the management committee must ensure a secretary is appointed or elected for the affiliate within one 28 days after the vacancy occurs.

7.14 If the management committee appoints a person mentioned in rule 7.11 (b) (ii) as secretary, other than to fill a vacancy on the management committee, the person does not become a member of the management committee.

7.15 However, if the management committee appoints a person mentioned in rule 7.11 (b) (ii) as secretary to fill a casual vacancy on the management committee, the person becomes a member of the management committee.

7.16 If the management committee appoints a person mentioned in rule 7.11 (b) (iii) as secretary, the person does not become a member of the management committee.

#### Resignation, removal or vacation of office of management committee member or office bearer

7.17 A member of the management committee or office bearer may resign by giving written notice of resignation to the secretary.

7.18 The resignation takes effect at the time the notice is received by the secretary or a later time as stated in the notice.

7.19 A member of the management committee who fails to attend three consecutive committee meetings without a prior approved leave of absence, will immediately cease to be a member of the management committee, and if the member is also an office bearer will also cease to hold their office.

- (a) When the management committee considers an application for leave of absence it must consider the impact on the functions of the committee and the operations of the affiliate.

- 7.20 A member of the management committee may be removed from office at a special general meeting of the affiliate if a majority of the members present at the meeting, and eligible to vote, vote in favour of removing the member.
- (a) Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why they should not be removed from office.
  - (b) A member has no right of appeal against the members' removal from office under this rule.
- 7.21 A member of the management committee immediately vacates the office in the circumstances:
- (a) as mentioned in section 64(2) of the Act, or
  - (b) is no longer a member of the CCCQ Ltd, or
  - (c) membership with the CCCQ Ltd is suspended.
- 7.22 A member of the management committee must immediately vacate the position if the person holding office no longer resides in Queensland.

#### Removal of the secretary

- 7.23 The management committee of the affiliate may at any time remove a person appointed by the committee under rule 7.11 (b) as the secretary.
- 7.24 If the management committee removes a secretary who is a person mentioned in rule 7.11 (b) (i), the person remains a member of the management committee.
- 7.25 If the management committee removes a secretary who is a person mentioned in rule 7.11 (b) (ii) and who has been appointed to a casual vacancy on the management committee under rule 7.13, the person remains a member of the management committee.

#### Vacancies on the management committee

- 7.26 If a casual vacancy happens:
- (a) on the management committee, the continuing members of the management committee may appoint another member of the affiliate to fill the vacancy until the next annual general meeting.
  - (b) of an office bearer position, the management committee may appoint another member of the affiliate to fill the vacancy until the next annual general meeting.
- 7.27 The continuing members of the management committee may act despite a casual vacancy on the management committee.
- 7.28 However, if the number of committee members is less than the number fixed under rule 7.46 as a quorum of the management committee, the continuing members may act only to:
- (a) increase the number of management committee members to the number required for a quorum; or

- (b) call a general meeting of the affiliate.

### Functions of management committee

- 7.29 Subject to these rules or a resolution of the members of the affiliate carried at a general meeting, the management committee has the general control and management of the administration of the affairs, property and funds of the affiliate.
- 7.30 The management committee has authority to interpret the meaning of these rules and any matter relating to the affiliate on which the rules are silent, but any interpretation must have regard to the Act, including any regulation made under the Act. The Act prevails if the affiliate's rules are inconsistent with the Act, see section 1B of the Act.
- 7.31 The management committee may exercise the powers of the affiliate including:
- (a) to borrow, raise or secure the payment of amounts in a way the members of the affiliate decide
  - (b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the affiliate in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the affiliate's 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) employ or engage a person or entity to undertake specific roles or functions of the affiliate
  - (g) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the affiliate
  - (h) to provide and pay off any securities issued
  - (i) to invest in a way the members of the affiliate may from time to time decide.
- 7.32 For rule 7.31 (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 affiliate; or
  - (b) if there is more than one financial institution for the affiliate, the financial institution nominated by the management committee.
- 7.33 The management committee of an incorporated affiliate must, at least annually, consider whether there is a need for the affiliate to take out public liability insurance.
- (a) The management committee must report its decision about the need for public liability insurance for the affiliate to the members at the next annual general meeting.

7.34 A decision by the management committee may be set aside by the members of the affiliate at a special general meeting.

### Functions of the secretary

7.35 The secretary's functions include, but are not limited to:

- (a) calling meetings of the affiliate, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the president of the affiliate
- (b) keeping minutes of each meeting
- (c) keeping copies of all correspondence and other documents relating to the affiliate
- (d) maintaining the register of members of the affiliate.

7.36 The secretary must ensure that these rules are available to all members of the affiliate.

- (a) If a member requests a printed copy, the secretary may require the member to pay a reasonable amount to cover the costs of providing a printed copy to the member.

7.37 If asked by a member of the affiliate, the secretary must, within 28 days after the request is made:

- (a) make the financial report or minutes for a particular general meeting available for inspection by the member at a mutually agreed time and place; or
- (b) if requested, give the member copies of the financial report or minutes of the meeting
- (c) The affiliate may require the member to pay the reasonable costs of providing copies of the financial reports or minutes.
- (d) In this section a financial report includes financial statement for a reportable year.

### Meetings of management committee

7.38 The management committee may meet and conduct its proceedings as it considers appropriate but must meet at least once every three months to exercise its functions.

7.39 Notice of a meeting is to be given in the way decided by the management committee.

7.40 The management committee may hold meetings, or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.

7.41 A committee member who participates in the meeting as mentioned in rule 7.40 is taken to be present at the meeting.

7.42 A question arising at a committee meeting is to be decided by a majority vote of members present at the meeting. If the votes are equal, the question is decided in the negative.

7.43 A member of the management committee must not vote on a question about a contract or proposed contract with the affiliate if the member has an interest in the contract or proposed contract and, if the member does vote, the members vote must not be counted.

- 7.44 The president is to preside as chairperson at a management committee meeting.
- 7.45 If there is no president or if the president is not present within 10 minutes after the time fixed for a management committee meeting, the members may choose one of the members present to preside as chairperson at the meeting.

#### Quorum for, and adjournment of, management committee meetings

- 7.46 The quorum for a management committee meeting is half the number of members elected or appointed to the management committee plus one.
- 7.47 If there is no quorum within 30 minutes after the time fixed for a management committee meeting called on the request of members of the committee in accordance with rule 7.49, the meeting lapses.
- 7.48 If there is no quorum within 30 minutes after the time fixed for a management committee meeting called other than on the request of the members of the committee:
- (a) the meeting is to be adjourned for at least one day; and
  - (b) the members of the management committee who are present are to decide the day, time and place of the adjourned meeting.

#### Special meeting of the management committee

- 7.49 If the secretary receives a written request from the president or signed by at least one third of the members of the management committee, the secretary must call a special meeting of the committee by giving each member of the committee notice of the meeting within 14 days after the secretary receives the request.
- 7.50 If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.
- 7.51 A request for a special meeting must state why the special meeting is requested and the business to be conducted at the meeting.
- 7.52 A notice of a special meeting must state the day, time and place of the meeting and the business to be conducted at the meeting.
- 7.53 A special meeting of the management committee must be held within 14 days after notice of the meeting is given to the members of the management committee.

#### Minutes of management committee meetings

- 7.54 The secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each management committee meeting are entered in a minute book or similar formal document record.
- 7.55 To ensure the accuracy of the minutes, the minutes of each management committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next management committee meeting, verifying their accuracy.

## Resolutions of the management committee without meeting

- 7.56 A written resolution endorsed by each member of the management committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.
- (a) A resolution may consist of several documents in like form, including emails, each signed by one or more members of the committee.
- 7.57 In emergent situations, the management may use other forms of electronic communication to respond to and act as appropriate.
- 7.58 All resolutions of the management committee made without a meeting must be ratified at the next scheduled meeting of the committee.

## 8. Sub-committees

- 8.1 The management committee or members at a general meeting, may appoint a sub-committee, consisting of appropriate members of the affiliate, to assist with the conduct of the affiliate's objects.
- 8.2 The purpose, responsibilities, membership, quorum and reporting requirements of the sub-committee must be documented in its terms of reference.
- 8.3 The subcommittee must have a chairperson. The management committee may appoint a chairperson, or if a chairperson has not been appointed, the subcommittee may elect a chairperson from the subcommittee members.
- (a) If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose one of their members to chair of the meeting.
- 8.4 The subcommittee may elect a secretariat from the subcommittee members.
- (a) The role of the secretariat is to provide administrative support to the subcommittee by preparing agendas, minutes and correspondence as required.
- (b) If a secretariat is not elected, or if the secretariat is not present within 10 minutes after the time fixed for a meeting, the members present may choose one of their members to act as the secretariat.
- 8.5 A subcommittee may meet and adjourn as it considers appropriate.
- 8.6 The sub-committee may have a defined start and end date or be dissolved when the purpose of the committee is no longer required.
- 8.7 A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.
- 8.8 The sub-committee must maintain full and accurate minutes of all questions, matters, resolutions and other proceedings of each sub-committee meeting.
- (a) The minutes must be tabled at the next meeting of the management committee.

- (b) The management committee reserves the right to overrule, question or hold in abeyance any decisions made by a subcommittee that are not within the scope of the committee's terms of reference or do not align with the affiliate's rules of association.

8.9 The President, Secretary and Treasurer may be ex-officio members of a sub-committee.

- (a) Voting rights of ex-officio members will be defined in the sub-committee's terms of reference.

## 9. Duties of officers

### Duty of care and diligence

9.1 An officer of the affiliate must exercise the officer's powers and discharge the officer's duties with the degree of care and diligence that a reasonable person would exercise if that person:

- (a) were an officer of the affiliate in the affiliate's circumstances; and
- (b) occupied the office held by, and had the same responsibilities within the affiliate as, the officer.

9.2 An officer of the affiliate who makes a business judgment is taken to meet the requirements of rule 9.1 and the officer's equivalent duties at common law and in equity, in relation to the judgment if the officer:

- (a) makes the judgment in good faith for a proper purpose; and
- (b) does not have a material personal interest in the subject matter of the judgment; and
- (c) is informed about the subject matter of the judgment to the extent the officer reasonably believes to be appropriate; and
- (d) reasonably believes the judgment is in the best interests of the affiliate.

### Duty of good faith

9.3 An officer of the affiliate must exercise the officer's powers and discharge the officer's duties:

- (a) in good faith in the best interests of the affiliate; and
- (b) for a proper purpose.

### Use of position

9.4 An officer of the affiliate must not improperly use the officer's position to:

- (a) gain, directly or indirectly, a financial benefit or material advantage for the officer or another person; or
- (b) cause detriment to the affiliate.

### Use of information

9.5 A person who obtains information because the person is, or has been, an officer of the affiliate must not improperly use the information to:

- (a) gain, directly or indirectly, a financial benefit or material advantage for the person or another person; or
- (b) cause detriment to the affiliate.

#### Disclosure of personal interests

- 9.6 An officer must disclose when they have a personal interest in a matter being considered.
- 9.7 The officer with the personal interest must not be present at a meeting or vote on the matter unless permitted to do so by the management committee.

#### Duty to prevent insolvent trading

- 9.8 The management committee is responsible for the affiliate's solvency and must ensure the financial affairs of the affiliate are managed responsibly and with due care and diligence.
- 9.9 To ensure solvency the management committee must:
  - (a) Maintain accurate financial records
  - (b) Monitor and report on the financial status at meetings
  - (c) Only incur a debt with the knowledge that the debt can be paid by the required due date.

#### Reliance on information or advice

- 9.10 An officer of the affiliate may rely on reasonable information or advice to perform an authorised duty or function.
- 9.11 The reliance is made in good faith and after making an assessment of the information or advice, having regard to the officer's knowledge of the affiliate and the complexity of the structure of the affiliate; and
  - (a) The officer has a reasonable belief in the person's professional or expert competence; or
  - (b) The information or advice is provided by a sub-committee of the affiliate charged with the responsibility of providing the information or advice.

#### Disclosure of remuneration and other benefits

- 9.12 The members of the management committee must declare the details of the remuneration paid or other material benefits given for the financial year to members of the management committee, sub-committees or other officer bearers, at the affiliate's annual general meeting.

### 10. Acts not affected by defects or disqualifications

- 10.1 An act performed by the management committee, a subcommittee or a person acting as a member of the management committee or a subcommittee is taken to have been validly performed.
- 10.2 Rule 10.1 applies even if the act was performed when:
  - (a) there was a defect in the appointment of a member of the management committee, subcommittee or person acting as a member of the management committee; or

- (b) a management committee member, subcommittee member or person acting as a member of the management committee was disqualified from being a member.

## 11. General meetings

### Notice of general meeting

- 11.1 The secretary may call a general meeting of the affiliate.
- 11.2 The secretary must give at least 14 days' notice of the meeting to each member of the affiliate.
- 11.3 If the secretary is unable or unwilling to call the meeting, the president must call the meeting.
- 11.4 The management committee must decide the way in which the notice must be given. However, notice of a special general meeting must be given in writing.
- 11.5 A notice of a general meeting must state the business to be conducted at the meeting.

### Quorum for, and adjournment of, general meeting

- 11.6 The quorum for a general meeting is at least the number of members elected or appointed to the management committee at the previous annual general meeting plus one.
- 11.7 However, if all members of the affiliate are members of the management committee, the quorum is the total number of members less one.
- 11.8 No business may be conducted at a general meeting unless there is a quorum of members when the meeting proceeds to business.
- 11.9 If there is no quorum within 30 minutes after the time fixed for a general meeting called on the request of members of the affiliate, the meeting lapses.
- 11.10 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 affiliate:
  - (a) the meeting is to be adjourned for at least 7 days; and
  - (b) the management committee is to decide the day, time and place of the adjourned meeting.
- 11.11 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.
- 11.12 If a meeting is adjourned under rule 11.10, only the remaining unfinished business from when the adjournment took place may be conducted at the adjourned meeting.
- 11.13 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.
- 11.14 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.

## Procedure at general meeting

- 11.15 A member may take part and vote in a general meeting in person, by proxy, or by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- 11.16 The management committee will determine if and how technology may be used for participation in meetings. This must be communicated to members prior to the meeting.
- 11.17 A member who participates in a meeting using approved technology is taken to be present at the meeting.
- 11.18 At each general meeting
- (a) the president is to preside as chairperson; and
  - (b) if there is no president or if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect 1 of their number to be chairperson of the meeting; and
  - (c) the chairperson must conduct the meeting in a proper and orderly way.

## Voting at general meeting

- 11.19 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.
- 11.20 For a special resolution to pass at a general meeting, at least 75% of votes cast must be in favour. Votes include members present and proxy votes. Proxy votes must be submitted in correct format and verified by the secretary.
- 11.21 Each member present and eligible to vote is entitled to one vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
- 11.22 A member is eligible to vote at a general meeting if the member's annual membership fee is paid in full at the date of the meeting, and they have been a member of the affiliate for a greater than three months.
- 11.23 The method of voting is to be decided by the management committee.
- 11.24 However, if at least 20% of the members present demand a secret ballot, voting must be by secret ballot.
- 11.25 Prior to the commencement of the ballot, the chairperson will appoint a returning officer and a scrutineer from the members present at the meeting.
- 11.26 A member of the affiliate must not vote on a question about a contract or proposed contract with the affiliate if the member has an interest in the contract or proposed contract and, if the member does vote, the members vote must not be counted.

## Special general meeting

- 11.27 The secretary must call a special general meeting by giving each member of the affiliate notice of the meeting within 14 days after:

- (a) being directed to call the meeting by the management committee; or
- (b) receiving a written request signed by:
  - (i) at least one third of the number of members of the management committee; or
  - (ii) at least the number of ordinary members of the affiliate equal to the number of members of the management committee; or
- (c) being given a written notice of an intention to appeal against the decision of the management committee to terminate a person's membership.

11.28 A request mentioned in rule 11.27(b) must state why the special general meeting is being called and the business to be conducted at the meeting.

11.29 A special general meeting must be held within three months after the secretary

- (a) is directed to call the meeting by the management committee; or
- (b) is given the written request mentioned in subrule 11.27(b); or
- (c) is given the written notice of an intention to appeal mentioned in subrule 11.27 (c).

11.30 If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

11.31 Voting at special general meetings can be done via proxy, except for special general meetings called in accordance with rule 7.20 or 11.27(c). Proxy votes must be submitted in correct format and verified by the secretary.

11.32 For a resolution to pass at a special general meeting, at least 75% of votes cast must be in favour.

### Annual general meeting

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

11.34 Each subsequent annual general meeting must be held:

- (a) at least once each year; and
- (b) within six months after the end date of the affiliate's reportable financial year.

11.35 The following business is to be conducted at annual general meeting.

- (a) receiving the affiliate's financial statement, and audit report, for the last reportable financial year;
- (b) presenting the financial statement and audit report to the meeting for adoption;
- (c) presenting the president's report to the meeting for adoption;
- (d) appointing an auditor or an accountant or an approved person for the present financial year; and
- (e) electing members of the management committee and other officers;

(f) other business as determined by the management committee.

11.36 At an annual general meeting, each question, matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present.

### Proxies

11.37 A member who is entitled to attend and vote at a general meeting of the affiliate may appoint another member as the member's proxy to attend and vote for the member at the meeting, should proxy voting be available.

11.38 Proxy voting is only available in the following circumstances:

- (a) At a special general meeting called in accordance with rules 11.27(a) or 11.27(b)
- (b) For a special resolution at general meetings to set aside a by-law, policy or procedure as described in rule 13.4
- (c) For a special resolution at general meetings to alter these rules as described in rule 14.1

11.39 An instrument appointing a proxy must be in writing and be in the following or similar form:

[Name of the affiliate]:

I, \_\_\_\_\_ of \_\_\_\_\_ being a member of the affiliate, appoint \_\_\_\_\_ of \_\_\_\_\_ as my proxy to vote for me on my behalf at the (annual) general meeting of the affiliate, to be held on the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_ and at any adjournment of the meeting.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_

\_\_\_\_\_ Signature

11.40 The instrument appointing a proxy must be signed by the appointor.

11.41 The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot.

11.42 Each instrument appointing a proxy must be given to the secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.

11.43 Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.

11.44 If a member wants a proxy to vote for or against a resolution, the instrument appointing the proxy must be in the following or similar form

[Name of affiliate]:

I, \_\_\_\_\_ of \_\_\_\_\_ being a member of the affiliate, appoint \_\_\_\_\_ of \_\_\_\_\_ as my proxy to vote for me on my behalf at the (annual) general meeting of the affiliate, to be

held on the \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_ and at any adjournment of the meeting.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_

\_\_\_\_\_ Signature

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

[List relevant resolutions]

## Minutes of general meetings

11.45 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 or other appropriate storage method.

11.46 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 affiliate that is a general meeting or annual general meeting, verifying their accuracy.

## 12. Financial management

### General financial matters

12.1 The income and property of the affiliate must be used solely in promoting the affiliate's objects and exercising the affiliate's powers

12.2 On behalf of the management committee, the treasurer must, as soon as practicable after the end date of each financial year, prepare a financial statement for the last reportable financial.

### Funds and accounts

12.3 The funds of the affiliate must be kept in an account in the name of the affiliate in a financial institution decided by the management committee.

12.4 The affiliate's treasurer, or other authorised officer, must

- (a) receive all amounts paid to the affiliate and give a receipt for the amounts, if requested; and
- (b) as soon as practicable:
  - (i) deposit amounts received into the affiliate's account with a financial institution; and
  - (ii) enter the particulars of amounts received, and payments made by the affiliate, into the affiliate's financial records.

- 12.5 Financial records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the affiliate.
- 12.6 Payments of less than \$100 may be made from a petty cash account.
- (a) The management committee must decide the amount of petty cash to be kept in the account.
  - (b) Particulars of all payments from, and reimbursements to, the petty cash account must be recorded in the petty cash book.
- 12.7 A payment by the affiliate of \$100 or more must be made by cheque or electronic funds transfer.
- 12.8 If payment is made by electronic transfer, the affiliate must have a process in place to ensure that payments are duly authorised in line with rules 12.9 and 12.10.
- 12.9 If a payment of \$100 or more is made by cheque, the cheque must be signed by any two of the following:
- (a) the president;
  - (b) the secretary;
  - (c) the treasurer;
  - (d) any one of three other members of the affiliate who have been authorised by the management committee to sign cheques issued by the affiliate.
- 12.10 However, one of the persons who signs the cheque must be the president, the secretary or the treasurer.
- 12.11 Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed 'not negotiable'.
- 12.12 The management committee must
- (a) approve or ratify the affiliate's expenditure; and
  - (b) ensure the approval or ratification is recorded in the management committee's minutes.
- 12.13 The affiliate's expenditure must be supported by adequate documentation filed in chronological order and kept at a place decided by the affiliate's management committee
- 12.14 The affiliate's treasurer, or other authorised officer, must regularly:
- (a) balance the cash book; and
  - (b) make a reconciliation between the cash book and the balance of the affiliate's account with a financial institution.
- 12.15 An affiliate must keep its financial records in Queensland and for at least 7 years.

#### Financial year

- 12.16 The end date of the affiliate's financial year is 31 December of each year.

## Audit report or verification statement

12.17 An audit report or verification statement must be tabled at the annual general meeting.

12.18 An audit report is to be completed by an auditor or accountant is required for large sized affiliates.

12.19 A verification statement is required for medium and small sized affiliates:

(a) For medium sized affiliate a verification statement must be prepared and signed by an auditor, accountant or approved person who has examined the affiliates financial records.

(i) The statement affirms that the affiliate's financial records show the affiliate has adequate bookkeeping processes in place to correctly record and explain transactions to enable a true and fair financial statement to be prepared.

(b) For small sized affiliates a verification statement must be prepared and signed by the affiliate's treasurer and president.

(i) The statement affirms that the affiliate's financial records show the affiliate keeps adequate financial records to correctly record and explain transactions to enable a true and fair financial statement to be prepared.

12.20 A person must not audit a financial statement of the affiliate under rule 12.18 or prepare a verification statement for an incorporated affiliate under section rule 12.19 (a) if the person is one of the following:

(a) the secretary, or a member of the management committee, of the affiliate

(b) an employee of the affiliate

(c) a partner, employer or employee of the secretary, or a partner, employer or employee of a member of the management committee, of the affiliate

(d) a spouse of a person mentioned in paragraph (a), (b) or (c)

(e) wholly or partly dependent on a person mentioned in paragraph (a), (b) or (c).

## 13. By-laws, policies and procedures

13.1 The management committee may make, amend or repeal by-laws, policies and procedures for the internal management of the affiliate.

13.2 By-laws, policies and procedures must be consistent with these rules and developed with the appropriate level of consultation with members.

13.3 All members must be notified of and have access to all by-laws, policies and procedures.

13.4 A by-law, policy or procedure may be set aside by a vote of members by a special resolution carried at a general meeting.

(a) The special resolution must state on what grounds the by-law, policy or procedure is being set aside.

## 14. Alteration of the rules

- 14.1 Subject to the Act, these rules of association may be amended, repealed or added to by a special resolution carried at a general meeting.
- 14.2 An amendment, repeal or addition is valid only if it is registered by the chief executive as defined in the Act.

## 15. Documents

- 15.1 The management committee must ensure the safe custody of financial records, documents, instruments of title and securities of the affiliate.

## 16. Contracts and execution of documents

- 16.1 The management committee may have a common seal for the affiliate.
  - (a) The common seal must be kept securely and used only under the authority of the management committee.
  - (b) The common seal must include the full registered name of the affiliate.
- 16.2 Each instrument, regardless of whether the seal is attached, must be signed by two persons:
  - (a) one member of the management committee and the secretary, or
  - (b) two members of the management committee.

## 17. Winding up

- 17.1 The affiliate may be wound up voluntarily if the members of the affiliate resolves to do so by special resolution at a general meeting.
- 17.2 A copy of the special resolution must be lodged with the chief executive and the CCCQ Ltd within one month after the passing of the resolution.
- 17.3 Should the affiliate have surplus assets at the time of winding up:
  - (a) The surplus assets must not be distributed among the members of the affiliate.
  - (b) The members will decide by special resolution to redistribute surplus assets to another affiliate or entity:
    - (i) having objects similar to the affiliate's objects; and
    - (ii) the rules of which prohibit the distribution of the entity's income and assets to its members.