



QUEENSLAND AFRICAN COMMUNITIES COUNCIL (QACC) CONSTITUTION



Preamble

We the people of African heritage:

- assembled in the state of Queensland, Australia
- realising that there is a growing community of people of African heritage in Queensland
- responding to the aspirations of people of African individuals in Queensland for unity and solidarity based on community harmony, mutual respect and social justice
- conscious of the fact that our link to each other is our African heritage
- inspired by a common determination to promote mutual understanding and cooperation among ourselves and community organisations representing African individuals
- desiring that all people of African heritage should unite to actively promote our cultures and wellbeing
- convinced that the welfare of our people can best be assured through unity and solidarity
- recognising the diversity of cultures, languages, religions and political opinions among people of African heritage.
- determined to retain the uniqueness of our cultural heritage, and all its diversity
- determined to fully participate in decisions which may affect people of African heritage and to play a proactive role in advancing a multicultural Queensland and Australia

we, constituting the council members do hereby agree that:

The Queensland African Communities Council's constitution, as set in this document, be adopted and come into operation forthwith, and by the same constitution establish an organisation to be known as the Queensland African Communities Council (QACC).

1. Name of association

The name of the incorporated association is the "Queensland African Communities Council Incorporated" (the Council).

2. Vision and mission statement

2.1 Vision

A strong and united voice for people of African heritage.

2.2 Mission

To serve as an umbrella organization for people of African individuals in Queensland, based on the principles of equality and justice.

In unity with all African communities in Queensland, we strive to create better opportunities, improve social and economic status and improve the health and wellbeing of all people of African individuals in Queensland.

3. Definitions

3.1. A word or expression that is not defined in these rules but is defined in the *Associations'*



Incorporation Act 1981 (Qld) has, if the context permits, the meaning given by that Act.

3.2. The following terms are defined:

- "African Individuals" means individuals who are recognized as African or of African heritage under the laws and customs of the countries in Africa, including but not limited to refugees, humanitarian migrants, asylum seekers as decided from time to time by the Council; and
- "African entities" means those entities majority owned or operated by, and for the benefit of, African individuals.

4. *Aims and objectives*

The objectives of the council are to:

- 4.1. advocate for unity of all African individuals and African entities in Queensland
- 4.2. encourage the participation of African individuals as equals in Queensland community, without discrimination due to gender, race, ethnicity, disability, sexual preference, age or creed
- 4.3. encourage representatives of all African communities (especially new and emerging communities) to become involved in the council to ensure their special, ethnic and cultural needs are sensitively handled by the council and in the broader community
- 4.4. promote social, economical and cultural status and wellbeing of all African individuals and their families within the broader Queensland community
- 4.5. advocate and lobby for equality and equal access to employment opportunities, education, social, health, government and community services relevant to members, their families and other African individuals
- 4.6. assist every African individual in Queensland to obtain reasonable access to the council's economic, social, health and cultural resources
- 4.7. bring together and collaborate with community service organisations, other organisations and individuals with similar aims to assist the interests of African individuals in Queensland
- 4.8. liaise with all levels of government and community organisations to address issues affecting African individuals in Queensland
- 4.9. provide assistance to African individuals and promote awareness in the government and community sectors on possible improvement to services to these African communities and African individuals
- 4.10. initiate, lead, disseminate or participate in research that leads to identifying specific needs in African communities and African individuals including but not limited to conferences, seminars or public forums or such other method as determined by the Council from time to time
- 4.11. promote and protect African cultural identity within Australian culture
- 4.12. promote meaningful integration into Australian society by existing and emerging African communities as well as settled and recently arrived African individuals.

5. *Powers of the Council*

The Council has the powers to:

- 5.1. subscribe to, become a member of and cooperate, collaborate and plan with any other associations, clubs or organisations, whether incorporated or not, whose aims are altogether or

- in part similar to that of the Council's;
- 5.2. take on lease for any lands or property which may be required for the purpose of, or capable of being conveniently used in connection with, any of the objectives of the Council;
 - 5.3. purchase, hold, deal with or dispose of any equipment or property of any kind, including real estate, which may be required for the purposes of the Council;
 - 5.4. enter into suitable arrangements with federal, state and local governments and other authorities;
 - 5.5. appoint, employ, remove or suspend such persons as may be employed or controlled to the Council;
 - 5.6. accept any gift, whether subject to any special trust or not, for any one or more of the objectives of the Council;
 - 5.7. print and publish any newspaper, periodical, book or leaflet;
 - 5.8. amalgamate with any one or more incorporated associations and purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of that association;
 - 5.9. transfer all or any party of the property, assets, liabilities and engagements of the council to any one or more of the Incorporated associations authorised to amalgamate (subject to any necessary approvals);
 - 5.10. independently develop and provide programs and services that meet the objectives of the Council, and make charges for any services or products the council supplies;
 - 5.11. enter into contracts;
 - 5.12. do any other thing necessary or convenient to be done to carry out its affairs;
 - 5.13. issue secured or unsecured notes, debentures and debenture stock for the Council;
 - 5.14. apply for any loans (secured or unsecured); and
 - 5.15. do any thing or power which can be exercised by the individual.

6. *Classes of members*

- 6.1. The membership of the Council shall consist of the following classes:
 - a. ordinary members;
 - b. affiliated members;
 - c. corporate members; and
 - d. organisation members.
- 6.2. Ordinary membership must consist of African individuals.
- 6.3. Affiliated membership may consist of all other individuals who are not African individuals.
- 6.4. Corporate memberships are entities which are not individuals and which are not African entities.
- 6.5. Organisation membership must consist of African entities made up of incorporated associations under the *Associations' Incorporation Act 1981* (Qld) representing an African country recognised by the United Nations Charter or other African entities with no less than 7 members
- 6.6. The number of ordinary, affiliated and corporate members shall be unlimited.
- 6.7. The minimum number of representatives from each organisation shall be seven when an organisation applies for membership.



- 6.8. The Councils' Management Committee may, in consideration of special services rendered to the Council, nominate a member as a "life member". Such a nomination shall be submitted to the membership at a General Meeting for approval.

7. *Membership*

- 7.1. The application for membership of the Council shall be made in writing, signed by the applicant, his or her nominator and a seconder, and in such form as the Management Committee from time to time prescribes.
- 7.2. Membership of the Council is open to all interested parties including but not limited to volunteers and members of other organisations having the same or similar aims as the Council.
- 7.3. Members may be required to sign conflict of interest, confidentiality and any other required documents upon joining the Council.
- 7.4. Membership (other than affiliate membership and corporate membership) confers voting rights. Only members, who have paid their membership fee at least 14 days before the meeting where a vote is to be conducted, are entitled to vote.
- 7.5. Membership (other than corporate membership) confers rights to be considered for appointment to any committee (if so elected), including the Management Committee.
- 7.6. Corporate membership of the Council may be conferred on an organization by the Council at a General Meeting.
- 7.7. Life membership may be conferred on an individual by the Council at a General Meeting.

8. *Membership fees*

- 8.1. The membership fee, paid annually, for each class of members is the amount decided by the Management Committee from time and time.
- 8.2. The corporate membership fee can be paid in cash or property of a similar market value.

9. *Membership liability*

- 9.1. The members shall have no liability to contribute towards the payment of the debts and liabilities of the Council or the costs, charges and expenses of the winding up of the Council.
- 9.2. Membership of the Council shall not be deemed to confer upon members any right, title or interest, whether legal or equitable, in the property of the Council.

10. *Admitting members*

- 10.1. At the next meeting of the Management Committee after the receipt of any application for ordinary, affiliate or corporate membership, the application shall be decided by the Management Committee, provided the applicant has paid the appropriate membership fee.
- 10.2. A majority vote of the Management Committee members present at the committee meeting is required for an applicant to be accepted as a member.
- 10.3. The secretary of the council must, as soon as practicable, give the applicant a written notice of the decision of the Management Committee.
- 10.4. The Management Committee will decide the criteria for a person to be an affiliated member. The criteria will include an evaluation of the proposed member's financial capacity to be an affiliated member or an ordinary member.



11. Terminating membership and dispute resolution

11.1. A member may resign from the Council at any time by giving notice in writing to the ssecretary. Such resignation shall take effect at the time such notice is received by the ssecretary unless a later date is specified in the notice. Where a later date is specified in the resignation notice, the resignation is to take effect on that later date.

11.2. If a member:

- a. fails to comply with the provision of these rules;
- b. conducts himself, herself or itself in a manner considered to be injurious or prejudicial to the character or interests of the Council;
- c. has membership fees in arrears for at least two months; or
- d. is convicted of an indictable offence,

then the member concerned will be given a full and fair opportunity to show why the membership should not be terminated. If the Management Committee then resolves to terminate the membership, it shall instruct the ssecretary to advise the member of that decision in writing.

12. Appeal against rejection or termination of membership

12.1. A person whose membership has been rejected or terminated may give the ssecretary written notice of their intention to appeal the decision within one month of receiving written notification of the decision.

12.2. Upon receipt of a notification of intention to appeal, the secretary shall convene, within three months of the date of receipt of such notice, a General Meeting to determine the appeal.

12.3. At any such meeting the appellant shall be given the opportunity to present their case in a full and fair manner. The Management Committee or those members who rejected or terminated the membership shall likewise have the opportunity of presenting their case as to why the application should be rejected or terminated.

12.4. The appeal shall be determined by the vote of members present at such General Meeting.

12.5. The secretary must, as soon as practicable, refund the application fee paid by a person whose membership has been rejected or terminated, and refund the application fee paid by a person whose appeal under this clause has been unsuccessful.

13. Register of members

13.1. The Management Committee shall cause a register of members to be kept in which details, including the names, residential addresses, type of membership and contact details of all persons admitted to membership of the Council will be kept.

13.2. The register will also include the date of admission of each member, the date of termination of their membership, details as to reinstatement and any other particulars the Management Committee decides.

13.3. The register is to be open for inspection at reasonable times. A member must apply to the secretary to inspect the register.



14. *Membership of Management Committee*

- 14.1. The management committee of the Council must be made up of at least, the president, vice-president, secretary, vice-secretary, treasurer, vice-treasurer, a community relations officer, a social affairs coordinator, three (3) ordinary member representatives, Brisbane regional representative, and any other positions created by the sitting Management Committee to be voted on at the Annual General Meeting (**Management Committee**). Those other positions created by the Management Committee for the purposes of this clause must be notified in writing to the electoral subcommittee at the time the electoral subcommittee is created.
- 14.2. The duties of the members of the Management Committee may be defined in the Policy and Procedure Manual and may include documents which outline the roles of president, vice-president, secretary, vice-secretary, treasurer, vice-treasurer, community relations officer, social affairs coordinator and the ordinary member representatives.
- 14.3. A member of the Management Committee, other than the secretary, can be an ordinary or affiliate member of the Council. A representative of an organisation member can be elected to the Management Committee and can be elected as secretary.
- 14.4. A simple majority of the members to be elected to the Management Committee must be made up of representatives from organisation members. A representative of an organisation member to be elected to the Management Committee must not be an office bearer of the respective organisation member.
- 14.5. A representative of a corporate member cannot be elected to the Management Committee and cannot be elected as secretary.
- 14.6. The Management Committee may authorise the formation of an executive committee to handle the day-to-day operation of the Council. The executive committee is to be formed in the manner determined by the Management Committee. The members of the executive committee must be members of the Management Committee or employees of the Council.
- 14.7. The Management Committee members shall hold their respective offices for a two year term. At the second Annual General Meeting during the term of the Management Committee, all of the members of the Management Committee shall retire from office, but shall be eligible upon nomination for re-election. No member shall serve in same respective office of the Management Committee for more than two terms.
- 14.8. Members of the Management Committee (other than the Brisbane regional representative) are elected as follows:
 - a. an electoral sub committee made up of three ordinary members must be appointed by the members at a General Meeting, no later than 31 October in the year the election is to be held, to conduct the elections of the Management Committee. The proposed members of the electoral subcommittee are to be nominated by two current members and approved by simple majority of the members (who have paid their membership fee for that year) at a General Meeting. Where more than three nominees are available, then a simple majority vote by the ordinary members (who have paid their membership fee for that year), will be sufficient to elect the three electoral sub committee members.
 - b. any two members of the Council may nominate another member to serve as member of the Management Committee;
 - c. the nomination must be in writing and signed by the member and the members who nominated him or her. The nomination is to be lodged with the electoral subcommittee at least 14 days before the Annual General Meeting;
 - d. in the event of nomination of a member for the position in the Management Committee, that member must at a minimum satisfy the following criteria:



- (i) has been an individual member of the Council for at least one year before the AGM;
 - (ii) has paid their individual membership fee for the Council at least six months before the AGM;
 - (iii) has been a member of an organisation member for at least one year before the AGM;
 - (iv) has attended and actively participated in at least three Council events in the 12 month period preceding the AGM;
 - (v) been an active member of at least two Council committees in the 12 month period preceding the AGM;
 - (vi) demonstrate engagement with a variety of other African communities other than the African community that member is part of;
 - (vii) provide a written curriculum vitae of not less than 100 words to the electoral committee outlining their experience and goals the position they have been nominated for. The curriculum vitae must be provided to the electoral committee no later than 7 days before the Annual General Meeting where elections are to be held.
- e. a list of the candidate's names, with the nominator's names, shall be made available to the members immediately preceding the Annual General Meeting;
 - f. if there are not enough nominations at the start of the Annual General Meeting, nominations which comply with this clause (apart from 14.8(d) (vii)) may be taken from the floor;
 - g. must not hold an elected leadership position in an African community association if he or she wishes to stand for President, Vice-President, Secretary, Vice-Secretary or Treasurer or Vice-Treasurer. They must resign from leadership position of that African Community Association or organization with evidence of letter from that association or organization confirming the status.
- 14.9. Elections for the members of the Management Committee must be conducted by secret ballot if requested by the members in general meeting. Provided a member has paid their membership fee at least 14 days before the Annual General Meeting where elections are to be held, they shall be entitled to one vote. Each member who is entitled to vote but is absent from the Annual General meeting where elections are to be held is entitled to one proxy vote. Such proxy vote nomination form must be provided to the electoral committee no later than 9.00am on the day of the Annual General Meeting.
- 14.10 Balloting lists must be prepared by the electoral subcommittee containing the names of the candidates in alphabetical order.
- 14.14. The president, vice-president, secretary, vice-secretary, treasurer, vice-treasurer, community relations officer, social affairs officer, regional representatives and ordinary member representatives shall not serve more than two consecutive terms in the same office.
- 14.15. Where possible, the Council aims for the Management Committee to represent the ethnic diversity of African communities in Queensland.

15. Secretary

- 15.1. If the Council has not elected an interim officer as secretary for the Council before its incorporation, the members of the Management Committee must ensure a secretary is appointed or elected for the Council within one month after incorporation.
- 15.2. 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 Council within one month after the vacancy happens.



- 15.3. The secretary must be an individual residing in Queensland or in another state but not more than 65 kilometers from the Queensland border who is:
- a. a member of the Council elected by the Council as secretary; or
 - b. any of the following persons appointed by the Management Committee:
 - i. a member of the Council's Management Committee;
 - ii. a member of the Council; or
 - iii. another person.

16. Resigning and removal from the Management Committee

- 16.1 Any member of the Management Committee may resign from membership of the Management Committee at any time by giving notice in writing to the secretary and such resignation shall take effect at the time the notice is received by the secretary unless a later date is specified in the notice. If a later date is specified in the notice, the later date is the date of resignation.
- 16.2 A member of the Management Committee may be removed from it, by an organization member in consultation with the Management Committee, if that member is from an organization member and has conducted himself or herself in a manner considered to be injurious or prejudicial to the character or interests of that or any other organisation member.
- 16.3 A member of the Management Committee may be removed from it by the other members of the Management Committee, by a simple majority vote, for failing to attend three or more consecutive Management Committee meetings or in the opinion of a simple majority of the Management Committee such a member is unsuitable for the position they hold as a result of conducting himself or herself in a manner considered to be injurious or prejudicial to the character or interests of the Management Committee and the Council

17. Terminating Management Committee membership

Termination of Management Committee membership is covered by the same terms as a general member as detailed under clause 11.

18. Appeal against termination of Management Committee membership

Appeal against termination of Management Committee membership is covered by the same terms as a general member as detailed under clause 11

19. Management Committee vacancies

- 19.1 The Management Committee members have the power at any time to appoint a member of the Council to fill any casual vacancy on the Management Committee until the next Annual General Meeting.
- 19.2 Subject to clauses 19.3 and 19.4, the continuing members of the Management Committee may act despite a casual vacancy on the Management Committee.
- 19.3 If the number of Management Committee members is less than a quorum, the continuing



members may only:

- a. increase the number of Management Committee members to the number required for a quorum;
or
 - b. call a General Meeting of the Council.
- 19.4. If the vacancy is for the president, vice-president, secretary, vice-secretary, treasurer or vice-treasurer and the unexpired term of office is greater than six months, the position must be filled by a vote of members in General Meeting.

20. Functions

- 20.1. Except as otherwise provided for by this constitution and subject to resolutions of the Council carried at any General Meeting, the Management Committee:
- a. has the general control and management of the administration of the affairs, property and funds of the Council and shall exercise all of the powers of Council; and
 - b. has the authority to interpret the meaning of this Constitution and deal with any matter relating to the Council on which this constitution is silent.
- 20.2. The Management Committee may exercise powers of the Council to:
- a. borrow, raise or secure the payment of amounts in a way the Council members decide;
 - b. secure the amounts mentioned in paragraph 20.2(a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Council in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the Council's property, both present and future;
 - c. purchase, redeem or pay off any securities issued;
 - d. borrow amounts from members and pay interest on the amounts borrowed;
 - e. mortgage or charge the whole or part of its property;
 - f. issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Council;
 - g. provide and pay off any securities issued; and
 - h. invest in a way the members of the Council may from time to time decide.

21. Meetings

- 21.1. Subject to clauses 21.2 and 21.4, the Management Committee may meet and conduct its proceedings as it considers appropriate.
- 21.2. The Management Committee must meet at least once every three months to exercise its functions.
- 21.3. Subject to any standing orders, the Management Committee may meet together and regulate its proceedings as it thinks fit, provided that questions arising at any meeting of the Management Committee shall be decided by a majority of votes and in the case of equality of votes, the question shall be deemed to be decided negative.
- 21.4. A member of the Management Committee shall declare any interest in any matter under discussion before the matter is put to the vote.
- 21.5. The president shall preside as chair at every meeting of the Management Committee.
- 21.6. If within half an hour from the time appointed for the commencement of a Management Committee meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee 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 Management Committee decides.

- 21.7. The Management Committee will decide on how a meeting is called and how a notice of a meeting is to be given.

22. *Sub committees and regional members*

22.1. Sub committees

- a. The Management Committee may form sub committees to undertake specific tasks, as it deems necessary.
- b. The president and secretary are ex-officio members of any sub committee.
- c. A sub committee may only exercise delegated powers in a way the Management Committee decides.
- d. A sub committee will call meetings and hold meetings in the same manner as that determined for calling and holding Management Committee meetings.

22.2 Regional representatives

- a. The Management Committee must within the first three months in office, oversee the appointment of regional representatives in Toowoomba, Logan, Gold Coast, Rockhampton, Townsville, Cairns, Sunshine Coast (including Caboolture and Moreton Bay Regional Council) or any other regions as members may decide from time to time at a general meeting. The regional representatives will be assisted in their role by the vice-regional representative, regional secretary, regional community relations officer, regional social affairs coordinator and three (3) ordinary member representatives (**Regional Management Committee**) and any other positions created by the sitting Management Committee. The Regional Management Committee is to be voted by members residing in that region at a regional general meeting.
- b. The duties of the members of the Regional Management Committee may be defined in the Policy and Procedure Manual and may include documents which outline the roles of the members of the Regional Management Committee.
- c. A member of the Regional Management Committee, must be a fully paid up member of the Council prior to their election to the Regional Management Committee.
- d. The term of the Regional Management Committee shall expire at the same time as the Management Committee. All of the members of the Regional Management Committee shall retire from office, but shall be eligible upon nomination for re-election. No member shall serve in same respective office of the Regional Management Committee for more than two terms.
- e. Members of the Regional Management Committee are elected as follows:
 - (i) any two members of the Council residing in that region may nominate another member to serve as member of the Regional Management Committee;
 - (ii) the nomination must be in writing and signed by the member and the members who nominated him or her. The nomination is to be lodged with the Management Committee at least three days before the regional general meeting where elections are being held;
 - (iii) in the event of nomination of a member for a position in the Regional Management Committee, that member must at a minimum satisfy the following criteria:
 - (A) has been an individual member of the Council for at least one year before the general meeting;



- (B) has attended and actively participated in at least three Council events in the 12 month period preceding the general meeting;
 - (C) been an active member of at least two Council committees in the 12 month period preceding the regional meeting; and
 - (D) demonstrate engagement with a variety of other African Communities other than the African community that member is part of in their region.
 - (E) provide a written curriculum vitae of not less than 100 words to the Management Committee outlining their experience and goals the position they have been nominated for. The curriculum vitae must be provided to the Management Committee no later than 7 days before the meeting where elections are to be held.
- f. a list of the candidate's names, with the nominator's names, shall be made available to the members immediately preceding the regional general meeting;
- g. if there are not enough nominations at the start of the regional general meeting, nominations which comply with this clause may be taken from the floor.
- h. Elections for the members of the Regional Management Committee must be conducted by members who reside in that region by way of secret ballot. Provided a member who resides in that region has paid their membership fee at least 14 days before the regional general meeting where elections are to be held, they shall be entitled to one vote. Provided a member has paid their membership fee at least 14 days before the meeting where regional representative elections are to be held, they shall be entitled to one vote. Each member who is entitled to vote but is absent from such meeting is entitled to one proxy vote. Such proxy vote nomination form must be provided to the Management Committee no later than 9.00am on the day of the meeting where elections are to be held.
- i. Balloting lists must be prepared by the Management Committee containing the names of the candidates in alphabetical order.
- j. The members of the Regional Management Committee shall not serve more than two consecutive terms in the same office.
- k. Where possible, the Management Committee aims for the Regional Management Committee to represent the ethnic diversity of African communities in that region.
- l. Notwithstanding the provisions of this clause, there shall be a position of Brisbane regional representative who will be elected at the annual general meeting by members where the Management Committee elections are held. The Brisbane regional representative will be an ex-officio member of the Management Committee and will be assisted in their role by the Management Committee.

23. Acts not affected by defects of disqualifications

- 23.1. An act performed by the Management Committee, sub committee or a person acting as a member of the Management Committee is taken to have been validly performed.
- 23.2. Subsection 23.1 applies even if the act was performed when:
- a. there was a defect in the appointment of a member of the Management Committee, member of



the sub committee, or person acting as a member of the Management Committee; or

- b. A Management Committee member, sub committee member or person acting as a member of the Management Committee was disqualified from being a member.

24. Management Committee resolutions without meetings

- 24.1. A written resolution signed by each member of the Management Committee for the time being entitled to receive notice of a committee meeting is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.
- 24.2. The business to be conducted at the first General Meeting must include the appointment of an auditor.

25. Annual General Meetings

- 25.1. The Annual General Meeting shall be held within six months of the close of the financial year. An Annual General Meeting must be held at least once a year but only every second AGM will include Management Committee elections. The Term of Office for the Management Committee will be two Years.
- 25.2. The first Annual General Meeting must be held within 18 months after the day of the council is incorporated.
- 25.3. The process of preparation for the Annual General Meeting shall include the secretary:
 - a. issuing at least 14 days notice of the meeting to each member; or
 - b. publishing a notice in a local paper giving at least 14 days notice of the date, time and location of the Annual General Meeting.
- 25.4. The Management Committee may decide on the way in which a notice of Annual General Meeting is given. The notice must be given in writing and must include details if the notice is in relation to a meeting which is to hear and decide an appeal of a member for rejection or termination, as a special resolution of the council.
- 25.5. The business to be transacted at every Annual General Meeting shall include:
 - a. receiving the annual report;
 - b. receiving the auditors report;
 - c. approving the minutes of the previous Annual General Meeting;
 - d. electing members of the Management Committee; and
 - e. appointing an auditor.

26. Quorum

- 26.1. No business shall be transacted at any meeting unless a quorum of members is present at the time the meeting proceeds to business.
- 26.2. At any Management Committee meeting the numbers of elected Management Committee members required to constitute a quorum shall be 25 per cent minimum.
- 26.3. At any General Meeting the number of members required to constitute a quorum shall be at least twice plus one of the number of members of the Management Committee (excluding corporate



and affiliate members).

27. *General meetings*

- 27.1. The secretary shall convene all General Meetings of the Council by giving not less than 14 days notice of any such meeting in writing but in the case of agenda items involving proposed changes to constitution not less than 28 days notice in writing.
- 27.2. The first General Meeting must be held not less than one month and not more than three months after the day the council is incorporated. The Management Committee must decide where that meeting is to be held. The business of the first meeting must involve the appointing an auditor.
- 27.3. The secretary shall convene a General Meeting:
 - a. when directed to do so by the Management Committee and in any event not less than once every three months
 - b. when a minimum of 25 per cent of members of the council requests this in writing or
 - c. on being given a notice in writing of the intention to appeal against the decision of the Management Committee to reject an application for membership or to terminate the membership of any person.
- 27.4. Each organisation member shall be entitled to have three representatives at a General Meeting. The three representatives of the organization member must bear a fair representation of the organization member including but not limited to gender balance and age.

28. *Adjourned meetings*

- 28.1. The chair may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting. At the reconvened meeting no business shall be transacted other than the business left unfinished at the original meeting.
- 28.2. The secretary is not required to issue 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.
- 28.3. The secretary must ensure all questions, matters, resolutions and other proceedings of each Management Committee meeting and General Meeting are entered fully and accurately in a minute book.
- 28.4. The secretary must ensure the minute book for each General Meeting is open for inspection at all reasonable times by any member who applies to the secretary for the inspection.
- 28.5. To ensure the accuracy of the minutes recorded:
 - a. the minutes of each Management Committee meeting must be signed by the chair of the meeting, or the chair of the next Management Committee meeting, verifying their accuracy;
 - b. the minutes of each General Meeting must be signed by the chair of the meeting, or the chair of the next General Meeting, verifying their accuracy; and
 - c. the minutes of each Annual General Meeting must be signed by the chair of the meeting, or the chair of the next meeting of the council that is a General Meeting or Annual General Meeting, verifying their accuracy.

29. *Conduct of meetings*

- 29.1. Unless otherwise provided for elsewhere in the constitution, at every meeting of members, the Management Committee or a sub committee the following procedures will apply.
 - a. The president shall be the chair or failing him or her the Vice-president or a delegate elected as

- chair by the meeting;
- b. The chair must conduct the meeting in a proper and orderly way;
 - c. Each member present and entitled to vote is entitled to one vote only;
 - d. No discussion shall be allowed except on motion or amendment duly proposed and seconded, or with the indulgence of the chair;
 - e. Any member desiring to propose a motion or amendment, or to discuss any matter under consideration, must address the chair. No member shall address the meeting unless called by the chair;
 - f. After the motion has been moved and seconded, no speaker rises to oppose or move an amendment, the chair shall put such a motion in a vote of the meeting;
 - g. When any motion voted upon by the meeting results in equal numbers for and against, the chair shall have the deciding vote; and
 - h. Every motion, matter or resolution shall be decided by a majority of votes of members present and entitled to vote.
- 29.2. Subject to clause 29.3, voting will be by a show of hands.
 - 29.3. If 20 per cent of members present and entitled to vote demand a secret ballot, a secret ballot must be held. The chair must appoint two members to conduct the secret ballot in the way the chair decides.
 - 29.4. The result of a secret ballot as declared by the chair is taken to be a resolution of the meeting at which the ballot was held.

30. *Common seal*

- 30.1. The Management Committee must ensure the council has a common seal.
- 30.2. The common seal must be:
 - a. kept securely by the Management Committee
 - b. used only under the authority of the Management Committee.
- 30.3. Each instrument to which the seal is attached must be signed by a member of the Management Committee and countersigned by
 - a. the secretary or
 - b. another member of the Management Committee or
 - c. someone appointed by the Management Committee.

31. *Changes to resolutions at a General Meeting*

- 31.1. Any resolution other than changes to the constitution passed by the Management Committee may be reconsidered by the same meeting if supported by a 60 per cent majority.
- 31.2. Any reconsideration of decision taken at prior meetings should be advised by notice of motion for inclusion in the business of a forthcoming meeting.

32. *Altering the constitution*

- 32.1. Subject to the provisions of the *Association's Incorporation Act 1981 (Qld)*, these rules may be amended, rescinded or added to from time to time by a special resolution carried out at any General Meeting. However, an amendment, repeal or addition is valid only if it is registered with the relevant authority administering the *Associations' Incorporation Act 1981 (Qld)*.

33. Funds and accounts

- 33.1. The funds of the Council must be kept in an account in the name of the Council in a financial institution decided by the Management Committee.
- 33.2. Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Council. The accounts must include a statement of financial position, a statement of financial performance and a cash flow statement.
- 33.3. All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- 33.4. If an amount is paid by cheque or electronic funds transfer or negotiable instrument, the authorisation must be signed by any two of the following:
 - a. president or vice-president;
 - b. secretary or vice secretary;
 - c. treasurer or vice-treasurer; and
 - d. another member authorised by the Management Committee for the purpose.
- 33.5. Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed 'not negotiable'.
- 33.6. A petty cash account must be kept on the imprest system, and the Management Committee must decide the amount of petty cash to be kept in the account.
- 33.7. All expenditure must be approved or ratified at a Management Committee meeting.
- 33.8. All payments, other than petty cash payments must be made by the cheque or electronic funds.
- 33.9. The Management Committee may from time to time decide the limit of petty cash payments. .
- 33.10. The treasurer must, as soon as practicable after the end of each financial year, ensure a statement containing the following particulars is prepared:
 - a. income and expenditure for the financial year just ended;
 - b. Council's assets and liabilities at the close of the year; and
 - c. mortgages, charges and securities affecting the property of the Council at the close of the year.
- 33.11. If the Council is incorporated within three months before the end of the Council's financial year, subsection 33.10 does not apply for the financial year in which the Council is incorporated.
- 33.12. The auditor must examine the statement prepared under subsection 33.10 and present a report about it to the secretary before the next Annual General Meeting following the financial year for which the audit was made.
- 33.13. The income and property of the council must be used solely in promoting the Council's objects and exercising the Council's powers.

34. Documents

- 34.1. The Management Committee must provide for safe custody of books, documents, resources, instruments of title and securities of the Council.

35. Financial year

- 35.1. The financial year of the Council closes on 30 June in each year.



36. *Distribution of surplus assets to another entity*

- 36.1. If the Council is to be wound up in accordance with the provisions of the *Associations Incorporation Act 1981 (Qld)*, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the surplus is not to be paid to or distributed among the members of the council.
- 36.2. The surplus of assets over liabilities must be given or transferred to some other organisations or institutions having objects similar to the objects of the Council and which have rules which prohibit the distribution of the entity's income and assets to its members. The members of the Council are to approve of the organisation or institution by a majority vote in a General Meeting.