



***Rules***  
*of*  
*The Infrastructure Association*  
*of Queensland Inc*

**RULES**  
**of the**  
**INFRASTRUCTURE ASSOCIATION OF QUEENSLAND INC.**

**NAME**

**RULE 1.**

The name of the incorporate association (in these rules called “the association”) is

**The Infrastructure Association of Queensland Inc.**

**OBJECTS**

**RULE 2.**

In this Rule-

*public infrastructure* means the capital assets, and the provision and/or operation of the capital assets, which through the active involvement of Government, support the social and economic development of Queensland.

*industry sector* means a generally accepted or recognised organisation or group of entities in respect of any one or more industries, including the finance sector, the mining sector, the construction sector and other sectors for industries described in the Australian and New Zealand Standard Industrial Classification (as published or replaced from time to time).

The objects of the association (objects? are to:

1. be a peak industry body which is representative of private sector participants in the lifecycle of public infrastructure and to provide positive interaction with Government in pursuit of these objects;
2. Engage with Government and the community on the continuing need for expansion and enhancement of public infrastructure as an essential platform for Queensland's economic and social development;
3. engage with members, Government, industry and the community to promote and maximize private sector involvement in public infrastructure in Queensland;
4. consult with Government in relation to its guidelines and policies on private sector involvement in public infrastructure in Queensland;
5. provide a forum for the dissemination and promotion of developments relating to public infrastructure amongst members, Government, industry and the community; and facilitate networking amongst industry participants.

**POWERS**

**RULE 3.**

The powers of the association are:

- (a) to subscribe to, become a member of and cooperate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the association;
- (b) in furtherance of the objects of the association to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the association or persons frequenting the Association's premises;

- (c) to purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easement or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the association, but in case the association, shall take or hold any property which may be subject to any trusts the association shall only deal with the same in such manner as is allowed by law having regard to such trusts;
- (d) to enter into any arrangements with any Government, local council, government owned corporation or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the association;
- (e) to obtain from any such Government, local council or Authority any rights, privileges and concessions which the association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- (f) to appoint, employ, remove or suspend such managers, clerks, secretaries, employees and other persons as may be necessary or convenient for the purposes of the association;
- (g) to remunerate any person or body corporate for services rendered or to be rendered in or about the incorporated association or in or about the promotion of the incorporated association or in the furtherance of its objects.
- (h) to construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the association's interests, and to contribute to subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
- (i) to invest and deal with the money of the association not immediately required in such manner as may from time to time be thought fit;
- (j) to take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate;
- (k) in furtherance of the objects of the association to lend and advance money or give credit to any person or body corporate;
- (l) to raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper;
- (m) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- (n) in furtherance of the objects of the association to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the association;
- (o) to take or hold mortgages liens or charges, to secure payment of the purchase price or any unpaid balance of the purchase price of any part of the association's property of whatsoever kind sold by the association or any money due to the association from purchasers and others;
- (p) to take any gift of property whether subject to any special trust or not, for any one or more of the objects of the association but subject always to the exception of paragraph (c)
- (q) to take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the association, in the shape of donations, annual subscriptions or otherwise;
- (r) to print and publish any newspapers, periodicals, books or leaflets that the association may think desirable for the promotion of its objects;

- (s) in furtherance of the objects of the association to amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the association under or by virtue of rule 28(10);
- (t) in furtherance of the objects of the association to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of the association to any one or more of the incorporated associations with which the association is authorised to amalgamate;
- (u) in furtherance of the objects of the association to transfer all or any part of the property, assets, liabilities and engagements of the association to pay any one or more of the incorporated associations with which the association is authorised to amalgamate.
- (v) to make donations for patriotic, charitable or community purposes;
- (w) to transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which Commonwealth of Australia is engaged;
- (x) to do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of association.

## **CLASSES OF MEMBERSHIP**

### **RULE 4.**

1. The membership of the association shall consist of any of the following classes of members:
  - (a) ordinary – individual
  - (b) ordinary - corporate
  - (c) associate
  - (d) affiliate
  - (e) honorary life member
2. (a) Ordinary - individual membership shall be open to the following:
  - (i) individuals interested in the provision or operation of infrastructure and who are employed in an organisation which has no more than five employees; and
  - (ii) such other individuals as the management committee shall determine (in its absolute discretion) are entitled to membership as an ordinary – individual.
- (b) Ordinary – corporate membership shall be open to organisations which participate in the provision or operation of infrastructure and,
  - (i) more than 50% of the organisation is owned by private sector interests or;
  - (ii) the organisation is not subject to any government (Commonwealth, State or Local) providing strategic direction by the setting of financial or non-financial performance targets or imposing any community service obligations.
- (c) Associate membership will be open to organisations which participate in the provision or operation of infrastructure but which do not satisfy the requirements for ordinary membership in paragraph 2(b)(i) and (ii) above.

- (d) Affiliate membership shall be open to industry associations with an interest in the provision of infrastructure.
  - (e) Honorary Life Members shall consist of persons that have been endorsed as such by the management committee. Honorary Life Members shall not pay membership fees, nor shall they be entitled to vote at any meeting, or nominate any Ordinary Member for, or be nominated for, a position on the management committee.
  - (f) In the following rules “ordinary member” includes ordinary – individual and ordinary – corporate members.
3. The number of members of any of the classes of membership shall be unlimited.

#### **RULE 5.**

- 1. Every person who at the date of incorporation of the association was a member of the unincorporated association shall be admitted by the management committee to the same class of membership of the association as that member held in the unincorporated association.
- 2. Every member of the association who has paid the member’s subscription due on or before the day of incorporation as a member of the unincorporated association, shall not be liable to pay any further sum by way of annual subscription to the association for the period prior to the day of incorporation.
- 3. Every applicant for any class of membership of the association other than the members of the unincorporated association referred to in sub-rule 1 shall apply in writing, in such form as the management committee from time to time prescribes.

#### **MEMBERSHIP FEES**

#### **RULE 6.**

- 1. The membership fees for each class of membership shall be such sum as the management committee shall determine in its absolute discretion from time to time.
- 2. The membership fees for each class of membership shall be payable at such time and in such manner as the management committee shall determine in its absolute discretion from time to time.

#### **ADMISSION AND REJECTION OF MEMBERS**

#### **RULE 7.**

- 1. At the next meeting of the management committee after the receipt of any application and the fee applicable for any class of membership, such application shall be considered by the management committee, who shall thereupon determine upon the admission or rejection of the applicant.
- 2. Any applicant who receives a majority of the votes of the members of the management committee present at the meeting at which such applicant is being considered shall be accepted as a member to the class of membership applied for.
- 3. If satisfied that an applicant meets the criteria for a different class of membership to that applied for, the management committee may, subject to obtaining the agreement of the applicant and any necessary adjustment in the fee being made, accept the applicant as a member of the different class.
- 4. Upon the acceptance or rejection of an application for any class of membership the secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.

## **TERMINATION OF MEMBERSHIP**

### **RULE 8.**

1. A member may resign from the association at any time by giving notice in writing to the secretary. Such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date.
2. If a member –
  - (a) is convicted of an indictable offence; or
  - (b) fails to comply with any of the provisions of these rules; or
  - (c) has membership fees in arrears for a period of 2 months or more; or
  - (d) conducts itself in a manner considerable to be injurious or prejudicial to the character or interests of the association;

the management committee shall consider whether the member's membership shall be terminated.

The member concerned shall be given a full and fair opportunity of presenting the member's case and if the management committee resolves to terminate the membership it shall instruct the secretary to advise the member in writing accordingly.

## **APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP**

### **RULE 9.**

1. A person whose application for membership has been rejected in respect of the class applied for, or whose membership has been terminated may within 1 month of receiving written notification thereof, lodge with the secretary written notice of the person's intention to appeal against the decision of the management committee.
2. Upon receipt of a notification of intention to appeal against rejection or termination of membership the secretary shall convene within 3 months of the date of receipt by the secretary of such notice, a general meeting to determine the appeal.
3. At any such meeting the applicant shall be given the opportunity to fully present the applicant's case and the management committee or those members thereof who rejected the application for membership or terminated the membership shall likewise have the opportunity of presenting its or their case.
4. The appeal shall be determined by the vote of the members present at such meeting.
5. Where a person whose application is rejected, does not appeal against the decision of the management committee within the time prescribed by these rules or so appeals but the appeal is unsuccessful the secretary shall forthwith refund the amount of any fee paid.

## **REGISTER OF MEMBERS**

### **RULE 10.**

1. The management committee shall cause a register to be kept in which shall be entered the name, address, industry sector, in the case of members other than ordinary – individual members, nominated representatives of each member of the association, its class of membership, and the date of its admission.
2. Particulars shall also be entered into the register of resignations, terminations and reinstatements of membership and any further particulars as the management committee or the members at any general meeting may require from time to time.

3. The register shall be open for inspection at all reasonable times by any member who previously applies to the secretary for such inspection.

## **MEMBER OF MANAGEMENT COMMITTEE**

### **RULE 11.**

1. The IAQ shall be run and administered on a daily basis by a management committee. The management committee of the association shall consist of a chairperson, the immediate past chairperson (while that person remains on the management committee), a deputy chairperson, secretary, and treasurer, all of whom shall be ordinary – individual members or representatives of ordinary members of the association, and such number of other persons (being ordinary – individual members or representatives of ordinary members of the association) as the ordinary members of the association at any general meeting may from time to time elect or appoint.
2. The membership of the management committee should, whenever possible, represent at least four industry sectors covered by the association.
3. At the annual general meeting of the association, all the members of the management committee for the time being shall retire from office but subject to sub-rule 5 shall be eligible upon nomination for re-election. On retiring, the chairperson will remain on the management committee as immediate past chairperson.
5. Subject to sub-rule 6, the election of officers and other members of the management committee shall take place in the following manner:-
  - (a) any member of the association shall be at liberty to nominate any person who is an ordinary – individual member or representative of an ordinary member to serve as an officer or other member of the management committee;
  - (b) the nomination, which shall be in writing and signed by the nominee’s proposer, shall be lodged with the secretary at least 5 days before the annual general meeting at which the election is to take place;
  - (c) each nominee shall consent to their nomination in writing, to be lodged with the secretary at least 4 days before the annual general meeting at which the election is to take place;
  - (d) a list of the candidates’ names in alphabetical order, with the proposers’ names, shall be forwarded to members at least 2 days immediately preceding the annual general meeting;
  - (e) balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each ordinary member present at the annual general meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies;
  - (f) should, at the commencement of such meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.
6. No member may have more than one representative serve as an officer or other member of the Management Committee at any one time.
7. The management committee may be also be held out to the public, referred to and known as the “IAQ Board” and members of the management committee may also be referred to as members of the IAQ Board.
8. The management committee may be assisted by a volunteer or employed executive referred to as the “Executive Director” or “Chief Executive Officer”. The management committee may determine the roles and responsibilities of, and any remuneration payable to, the Executive Director from time to time.
9. The management committee may establish from time to time sub committees that focus upon issues that are relevant to the objectives of the association. The management committee may appoint members to lead and take part in the activities of sub committees and may define the scope of the sub committee’s role. The

member appointed to lead a subcommittee need not be a member of the management committee although management committee members may also lead subcommittees. The management committee may establish as many subcommittees as it considers are necessary and appropriate from time to time.

## **RESIGNATION AND REMOVAL OF MANAGEMENT COMMITTEE MEMBERS**

### **RULE 12.**

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 but such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the notice when it shall take effect on that later date. Any member of the management committee may be removed from office:
  - (a) at a general meeting of the association where that member shall be given the opportunity to fully present the member's case; or
  - (b) at the discretion of the management committee if the member of the management committee fails to attend, either in person or via the use of communication technology in accordance with these Rules, two consecutive management committee meetings, provided that the member is given the opportunity to fully present to the management committee the member's case as to why she or he should not be removed from office.
2. The question of removal under Rule 12(1)(a) shall be determined by the vote of the ordinary members present at such a general meeting.
3. The question of removal under Rule 12(1)(b) shall be determined by passing a vote of three quarters of the members present at the management committee meeting considering the member's removal from office. The member being considered for removal from office shall not be entitled to vote on the motion for his or her removal from office.

## **VACANCIES ON MANAGEMENT COMMITTEE**

### **RULE 13**

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

## **FUNCTIONS OF THE MANAGEMENT COMMITTEE**

### **RULE 14.**

1. Except as otherwise provided by these rules and subject to resolutions of the members of the association carried at any general meeting the management committee –
  - (c) shall have the general control and management of the administration of the affairs, property and funds of the association; and
  - (d) shall have authority to interpret the meaning of these rules and any matter relating to the association on which these rules are silent.
2. The management committee may exercise all the powers of the association –



- (a) to raise or secure the payment of money in such manner as the members of the management committee may think fit; and
- (b) to invest in such manner as the members of the association may from time to time determine.

## **MEETINGS OF MANAGEMENT COMMITTEE**

### **RULE 15.**

1. The management committee should, whenever possible, meet 11 months of the calendar year and no fewer than six times per year to exercise its functions.
2. A special meeting of the management committee shall be convened by the secretary on the requisition in writing signed by not less than one-third of the members of the management committee, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.
3. The required number of attendees to constitute a quorum at a management committee meeting shall be equal to the number of nominated office bearers as described in Rule 11.1 plus two (2).
4. Subject as previously provided in this rule, the management committee may meet together and regulate its proceedings as it thinks fit.
5. Questions arising at any meeting of the management committee shall be decided by a majority of votes. In the case of equality of votes, the chairperson shall have a casting vote.
6. If a member of the management committee becomes interested in any transaction in which the association is or is contemplating being a party that member must disclose his or her interest at the next management committee meeting after becoming so interested. A general notice may be given in respect of organisations of which a member of the management committee is a part.
7. A member of the association is not prohibited from entering into transaction with the association by virtue of that member's representative being on the management committee provided that the disclosure required by sub-rule 6 has been made.
8. A member of the management committee shall not vote in respect of any contract or proposed contract with the association in which the member is interest, or any matter arising therefrom, and if the member does so vote the member's vote shall not be counted.
9. Not less than 14 days notice shall be given by the secretary to members of the management committee of any special meeting of the management committee. Such notice shall clearly state the nature of the business to be discussed thereat.
10. The chairperson shall preside as chairperson at every meeting of the management committee, or if at any meeting the chairperson is not present within 10 minutes after the time appointed for holding the meeting the deputy chairperson shall be chairperson or if the deputy chairperson is not present at the meeting the members may choose 1 of their number to be chairperson of the meeting.
11. If within half an hour form 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.
12. 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 and at such other time and place as the management committee may determine, and if at the adjourned meeting a quorum is not present within half an hour form the time appointed for the meeting, the meeting shall lapse.

### **RULE 16.**

1. The management committee may delegate any of its powers to a subcommittee consisting of such ordinary – individual members of the association or representatives of other members of the association as the management committee thinks fit.
2. Any subcommittee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the management committee.
3. A subcommittee may elect a chairperson of its meetings.
4. A subcommittee may meet and adjourn as it thinks proper.
5. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.

#### **RULE 17.**

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

#### **RULE 18.**

1. A resolution in writing signed by all the members of the management committee for the time being entitled to receive notice of a meeting of the management committee shall be as valid and effectual as if it had been passed at a meeting of the management committee duly convened and held.
2. Any such resolution may consist of several documents in like form each signed by 1 or more members of the management committee.
3. A facsimile transmission received by the secretary and purporting to be signed by a member of the management committee shall for the purposes of this rule be deemed in writing signed by such member of the management committee.
4. The members of the management committee may participate in any meeting by means of a conference telephone or other communication equipment through which all persons participating in the meeting can communicate with each other.

### **ANNUAL GENERAL OR GENERAL MEETINGS**

#### **RULE 19.**

The first general meeting shall be held at such time, not being less than 1 month nor more than 3 months after the incorporation of the association, and at such place as the management committee may determine.

#### **RULE 20.**

1. The annual general meeting shall be held within 6 months of the close of the financial year.
2. The business to be transacted at every annual general meeting shall be –
  - (a) the receiving of the management committee's report and the statement of income and expenditure, and assets and liabilities of the association for the preceding financial year; and
  - (b) the receiving of the auditor's report upon the books and accounts for the preceding financial year; and
  - (c) the election of members of the management committee; and

- (d) the appointment of an auditor.

## **RULE 21.**

1. The secretary shall convene a special general meeting –
  - (a) when directed to do so by the management committee; or
  - (b) on the requisition in writing signed by not less than one third of the persons presently on the management committee or not less than the number of ordinary members of the association which equals the number of person presently on the management committee plus one; or
  - (c) on being given notice in writing of an intention to appeal against the decision of the management committee to reject an application for membership or to terminate the membership of any person.
2. A requisition mentioned in sub-rule 1(b) shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat.

## **RULE 22.**

For the purposes of this Rule 22 – “**member**” includes a person attending as a proxy or representing a corporation which is a member.

1. At any general meeting the number of members required to constitute a quorum shall be:
  - (a) the number of persons elected or appointed to the management committee at the close of the association’s last general meeting plus one, unless Rule 22(1)(b) applies;
  - (b) if all members of the association are members of the management committee, the quorum is the total number of members less one.
2. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
3. If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members of the management committee or of the association, shall lapse.
4. In any other case it shall stand adjourned to the same day in the next month at the same time and place or to such other day and at such other time and place as the management committee may determine, and if at the adjourned meeting a quorum is not present within half an hour form the time appointed for the meeting, the members present shall be a quorum.
5. The chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
6. When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.
7. Save as aforesaid it shall not be necessary to give any notice of an adjournment of the business to be transacted at any adjourned meeting.

## **RULE 23.**

1. The secretary shall convene all general meetings of the association by giving not less that 7 days notice of any such meeting to the members of the association.

2. The manner by which such notice shall be given shall be determined by the management committee.
3. However notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the re-election or termination of the member's membership by the management committee, shall be given in writing.
4. Notice of a general meeting shall clearly state the nature of the business to be discussed thereat.

#### **RULE 24.**

1. Unless otherwise provided by these rules, at every general meeting –
  - a) the chairperson shall preside at the meeting, or if there is no chairperson or if the chairperson is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the deputy chairperson shall be the chairperson or if the deputy chairperson is not present or is unwilling to act then the members present shall elect 1 of their number to be chairperson of the meeting;
  - b) the chairperson shall maintain order and conduct the meeting in a proper and orderly manner;
  - c) every question, matter or resolution shall be decided by a majority of votes of those members present which are entitled to vote on the resolution;
  - d) subject to paragraph (e) every member present shall be entitled to one vote and in the case of an equality of votes the chairperson shall have a second or casting vote;
  - e) members who are not ordinary members shall not be entitled to vote upon the election or removal of members of the management committee. No member shall be entitled to vote at any general meeting if the member's annual subscription is more than 1 month in arrears at the date of the meeting;
  - f) voting shall be by show of hands or a division of members, unless not less than one-fifth of the members present demand a ballot, in which event there shall be a secret ballot;
  - g) the chairperson shall appoint 2 members to conduct the secret ballot in such manner as the chairperson shall determine and the result of the ballot as declared by the chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded;
  - h) a member may vote in person or by proxy or by attorney and on a show of hands every person present who is a representative of a member entitled to vote on the resolution shall have 1 vote and in a secret ballot every member entitled to vote on the resolution which is present in person or by proxy or by attorney or other duly authorised representative shall have 1 vote;
  - i) the instrument appointing a proxy shall be in writing, in the common or usual form, under the hand of the appointor or of the appointor's attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised;
  - j) a proxy may but need not be a member of the association;
  - k) the instrument appointing a proxy shall be deemed to confer authority to amend or join in demanding a secret ballot;
  - l) where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit:

## INFRASTRUCTURE ASSOCIATION OF QUEENSLAND

I, ..... of ..... being a member of the above named association hereby appoint ..... of ..... ,or failing them ..... of ..... as my proxy to vote for me on my behalf at the (annual) general meeting of the association, to be held on ..... day of ..... 20 , and at any adjournment thereof.

Signed this ..... day of ..... 20.....

Signature: .....

This form is to be used ..... \*in favour of resolution ..... \*against

\*Strike out whichever is not desired.

(Unless otherwise instructed the proxy may vote as the proxy thinks fit.)

- m) the instrument appointing a proxy shall be deposited with the secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote; and
  - n) the secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every management committee meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the secretary for that inspection.
2. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every management committee meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding management committee meeting verifying their accuracy.
  3. The minutes of every general meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding general meeting or annual general meeting.
  4. The minutes of every annual general meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding general meeting or annual general meeting.

### **RULE 25.**

The management committee may from time to time make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the association and any by-law may be set aside by general meeting of the members.

### **ALTERATION OF RULES**

### **RULE 26.**

1. Subject to the provisions of the Associations Incorporation Act 1981, these rules may be amended, repealed or added to from time to time by a special resolution carried at any general meeting.
2. However an amendment, repeal or addition is valid only if it is registered by the Chief Executive (or such other person as provided for by the Associations Incorporation Act 1981).

### **COMMON SEAL**

## **RULE 27.**

1. The management committee shall provide for a common seal and for its safe custody.
2. The common seal shall only be used by the authority of the management committee and every instrument to which the seal is affixed shall be signed by a member of the management committee and shall be countersigned by the secretary or by a second member of the management committee or by some other person appointed by the management committee for the purpose.

## **FUNDS AND ACCOUNTS**

## **RULE 28.**

1. These funds of the association must be kept in the name of the association in a financial institution decided by the management committee.
2. Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the association and the particulars usually shown in books of a like nature.
3. All moneys shall be deposited as soon as practicable after receipt thereof.
4. All amounts of \$100.00 or over must be made by cheque or electronic funds transfer.
5. If a payment of \$100 or more is made by cheque, the cheque must be signed by any 2 of the following—
  - a) the chairperson;
  - b) the secretary;
  - c) the treasurer;
  - d) any 1 of 3 other members of the association who have been authorised by the management committee to sign cheques issued by the association.
6. However, 1 of the persons who signs the cheque must be the chairperson, the secretary or the treasurer.
7. Cheques shall be crossed “not negotiable” except those in payment of wages, allowances or petty cash recoupments which may be open.
8. The management committee shall determine the amount of petty cash which shall be kept on the imprest system.
9. All expenditure shall be approved or ratified at a management committee meeting.
10. As soon as practicable after the end of each financial year the treasurer shall cause to be prepared a statement containing the particulars of –
  - (a) the income and expenditure for the financial year just ended; and
  - (b) the assets and liabilities of the association at the close of that year.
11. All such statements shall be examined by the auditor who shall present a report upon such audit to the secretary prior to the holding of the annual general meeting next following the financial year in respect of which such audit was made.
12. The income and property of the association wherever derived from shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend bonus or otherwise by way of profit to or amongst the members of the association provided that nothing herein contained shall prevent

the payment in good faith of interest to any such member in respect of moneys advanced by the member to the association or otherwise owing by the association to the member or of remuneration to any officers or servants of the association or to any member of the association or other person in return for any services actually rendered to the association provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for the goods hired by the association or reasonable and proper rent for premises demised or let to the association.

## **DOCUMENTS**

### **RULE 29.**

The Management Committee shall provide for the safe custody of books, documents, instruments of title and securities of the association.

## **FINANCIAL YEAR**

### **RULE 30.**

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

## **DISTRIBUTION OF SURPLUS ASSETS**

### **RULE 31.**

If the association shall be wound up in accordance with the provisions of the Associations Incorporation Act 1981, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever the same shall not be paid to or distributed among the members of the association but shall be given or transferred to some other institution or institutions having objects similar to the objects of the association, and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the association under or by virtue of rule 28(10), such institution or institutions to be determined by the members of the association.

## **NOTICES**

### **RULE 32.**

1. A notice to a member pursuant to or for the purposes of these rules may be given by any of the following means:
  - a) delivering it to that person;
  - b) sending it by post to the usual business address of that person or the alternative address (if any) nominated by that person for that purpose;
  - c) sending it to the fax number or electronic address (if any) nominated by that person for that purpose; or
  - d) any other means agreed between the association and that person.
2. A person may give notice to the association by:
  - a) delivering it or sending it by post to the registered office of the association;
  - b) delivering it or sending it by post to a place nominated by the association for that purpose;
  - c) sending it to the fax number at the registered office of the association nominated by the association for that purpose; or

- d) sending it to the electronic address (if any) nominated by the association for that purpose.
- 3. A notice that is delivered is taken to be given on the day it is delivered.
- 4. A notice sent by post is taken to be given on the day after the date it is posted.
- 5. A notice sent by fax or other electronic transmission is taken to be given when the transmission is sent.
- 6. For the avoidance of doubt, a notice in writing may be given by email.