

## **EPILEPSY QUEENSLAND INC. RULES**

### ***NAME***

1. The name of the incorporated association shall be EPILEPSY QUEENSLAND INC.

### ***OBJECTS***

2. The objects for which the Association is established are:

(1) To enable people with Epilepsy in Queensland and their carers to maximise their quality of life and (2) to contribute to the scientific understanding of epilepsy, its treatment, prevention and elimination.

The EQI aims to do this in the following ways:

- (1) By creating a supportive environment for people with epilepsy and their carers.
- (2) By developing the personal skills of both people with epilepsy and their carers in managing all aspects of their lives.
- (3) By orienting health disability and related services to respond appropriately to people with epilepsy and their carers.
- (4) By ensuring appropriate public policy is in place in all sectors of society that impact on people with epilepsy and their carers.
- (5) By ensuring long-term financial viability of EQI.

### ***POWERS***

3. The powers of the Association are: -

- (1) To subscribe to, become a member of and co-operate with any other association, club or organization, whether incorporated or not, whose objects are altogether or in part similar to those of the Association provided that the Association shall not subscribe to or support with its funds any club, association or organization which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of rule 28 (10);
- (2) In furtherance of the objects of the Association to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Association or persons frequenting the Association's premises;
- (3) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Association: Provided that in case the Association

shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts;

- (4) To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association; to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- (5) To appoint, employ, remove or suspend such managers, clerks, secretaries, servants, workmen and other persons as may be necessary or convenient for the purposes of the Association;
- (6) To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the incorporated association, or in or about the incorporated association or promotion of the incorporated association or in the furtherance of its objects;
- (7) 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;
- (8) 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;
- (9) To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate;
- (10) In furtherance of the objects of the Association to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate;
- (11) To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed alone or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated association's property or assets present or future and to purchase, redeem or pay-off any such securities;

- (12) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- (13) 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;
- (14) 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;
- (15) To take any gift or property whether subject to any special trust or not, for any one or more of the objects of the Associations but subject always to the proviso in sub-rule (3);
- (16) 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;
- (17) To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects;
- (18) 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);
- (19) In furtherance of the objects of the Association to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorised to amalgamate;
- (20) 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 any one or more of the incorporated associations with which the Association is authorised to amalgamate;
- (21) To make donations for patriotic, charitable or community purposes;
- (22) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged;
- (23) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

### ***CLASSES OF MEMBERS***

4. (1) The membership of the Association shall consist of ordinary members, and any of the following classes of members:-

- (a) Honorary members,
- (b) Life members.

(2) The number of ordinary members shall be unlimited.

Honorary and Life Membership are to be unlimited in number.

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

5

(1) The following classes of persons are ineligible to apply for membership of the Association:

(a) persons who are not ordinarily resident in Queensland (this requirement applies only to applications for membership of the Association received by the Board after 16 November 2005);  
(b) persons who are paid employees of the Association or of any other organisation which, in the Board's opinion, is an "epilepsy organisation". (The Board has complete discretion when deciding whether an organisation is an "epilepsy organisation".)

(2) Application for ordinary membership shall be made in writing signed by the applicant, in such form as the Board from time to time prescribes.

(3) At the next meeting of the Board after the receipt of any application and the fee applicable for any class of membership, such application shall be considered by the Board, who shall thereupon determine upon the admission or rejection of the applicant.

(4) Any applicant who receives a majority of the votes of the members of the Board present at the meeting at which such application is being considered shall be accepted as an ordinary member.

(5) 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.

### ***MEMBERSHIP FEES***

6. (1) The membership fees for ordinary members shall be such sum as the members shall from time to time at any general meeting so

determine.

- (2) The membership fees shall be payable at such time and in such manner as the Board shall from time to time determine.

#### ***ADMISSION OF HONORARY MEMBERS***

7. (1) The Board may admit any person as an Honorary Member of the Association and subject to these rules such person shall remain an Honorary Member of the Association until the first meeting of the Board held after the Annual General Meeting following admission of such person as an Honorary Member.
- (2) No Honorary Member shall be entitled to hold office in the Association or to be a proposer or seconder of a candidate for office in the Association, or to vote at any meeting of the Association.

#### ***APPOINTMENT OF LIFE MEMBERS***

8. (1) The Board may submit to the Annual General Meeting of the Association the names of former or present members or supporters of the Association for recognition for services to the Association by appointment as Life Members of the Association.
- (2) No more than one Life Member shall be elected in any one year.
- (3) Life Members of the Association shall not be required to pay any annual subscription.

#### ***TERMINATION OF MEMBERSHIP***

9. (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 -
- (i) is convicted of an indictable offence; or
  - (ii) fails to comply with any of the provisions of these Rules; or
  - (iii) has membership fees in arrears for a period of two months or more in the case of ordinary membership; or
  - (iv) conducts himself in a manner considered to be injurious or prejudice to the character or interests of the Association, the Board shall consider whether his membership shall be terminated.
- (3) The member concerned shall be given a full and fair opportunity of presenting his case and if the Board resolves to terminate his

membership it shall instruct the secretary to advise the member in writing accordingly.

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

10. (1) A person whose application for membership has been rejected has no right of appeal against such rejection.
- (2) A person whose application for membership has been terminated may within one month of receiving written notification thereof, lodge with the secretary written notice of his/her intention to appeal against the decision of the Board.
- (3) Upon receipt of a notification of intention to appeal against termination of membership the secretary shall convene, within three months of the date of receipt by him of such notice, a general meeting to determine the appeal. At any such meeting the applicant shall be given the opportunity to fully present his/her case and the Board or those members thereof who terminated the membership subsequently shall likewise have the opportunity of presenting its or their case. The appeal shall be determined by the vote of the members present at such meeting.

#### ***REGISTER OF MEMBERS***

11. (1) The Board shall cause a Register to be kept in which shall be entered the names and residential addresses of all persons admitted to membership of the Association and the dates of their admission.
- (2) Particulars shall also be entered into the Register of deaths, resignations, terminations and reinstatements of membership and any further particulars as the Board 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.

#### ***MEMBERSHIP OF BOARD***

12. (1) The Board of the Association shall consist of a Chair, Deputy Chair, Secretary, Treasurer, all of whom shall be members of the Association, and such number of other members as the members of the Association at any general meeting may from time to time elect or appoint.
- (2) At the annual general meeting of the Association, all the members of the Board for the time being shall retire from office, but shall be eligible upon nomination for re-election.

- (3) (a) The election of officers or other members of the Board shall take place at the Annual General Meeting.
- (b) The nomination, which shall state the position for which the member is nominated, shall be in writing and signed by the member, the proposer and seconder, shall be lodged with the secretary.
- (c) The election of officers or other members of the Board may be conducted by either a postal ballot or a vote- in-person (“method of election”) at the Annual General Meeting.
- (d) At least 8 weeks prior to the Annual General Meeting, the Board must elect which method of election will be used.
- (e) If the Board elects a postal ballot method of election the following procedure must be followed:
- (i) At the time of electing a postal ballot, the Board must appoint a returning officer elected by the majority of the Board. The Returning Officer will oversee the ballot and in the event of any conflict regarding the ballot, the Returning Officer shall make the final decision.
- (ii) Nominations in accordance with Rule 3(b) will be called for 8 weeks prior to the Annual General Meeting and will close 5 weeks prior to the Annual General Meeting.
- (iii) If, after nominations have closed, only one person is nominated for a position, that person shall be deemed elected to that position and no election is required for that position.
- (iv) After nominations have closed a ballot paper shall be prepared which contains the names of the candidates for each position on the Board in alphabetical order, which shall be endorsed by the Board.
- (v) At least 3 weeks prior to the Annual General Meeting, each member of the Association who is entitled to vote in accordance with these Rules, shall be forwarded:
- (A) a ballot paper endorsed by the Board;

- (B) an envelope marked ‘ballot paper’ and bearing the member’s membership number or name; and
  - (C) an envelope addressed to the Returning Officer.
- (vi) Each member of the Association who wishes to exercise their right to vote shall mark their ballot paper in such a way to indicate the candidate of their choice for each position on the Board.
- (vii) The member shall seal the ballot paper in the envelope marked ballot paper and forward it to the Returning Officer in the addressed envelope.
- (viii) The ballot will close 48 hours prior to the Annual General Meeting. Any ballot paper received after this time shall be rejected.
- (ix) As soon as practicable after the closing of the ballot, the Returning Officer shall:
- (A) ensure that a member has not cast more than one ballot by crossing each members membership number or name which appears on the envelope of a received ballot off a list of all members entitled to vote. If a member has voted more than once all that members ballots shall be rejected; and
  - (B) open the ballots received taking care to separate the envelope bearing the member’s membership number or name from the ballot paper; and
  - (C) check to ensure that each ballot complies with this Rule. If any ballot paper does not comply with this Rule it shall be rejected.
- (x) The Returning Officer shall count the votes and determine the candidates elected on a ‘first-past-the-post’ system. Should there be an equality of votes for 2 or more candidates, the Returning Officer shall determine by lot which candidate is elected.
- (xi) Upon determining the candidates elected, the Returning Officer shall issue a certificate addressed to the Chair of the names of the persons elected.
- (xii) Each candidate may nominate a scrutineer to be present when the Returning Officer opens, checks and counts the votes.

- (xiii) At the Annual General Meeting the Chair shall declare the result of the ballot in accord with the certificate issued by the Returning Officer.
  - (xiv) The persons named in the certificate issued by the Returning Officer shall be deemed to have been elected as members of the Board of Management at the Annual General Meeting referred to in Rule 12(3)(e)(xiii).
- (f) If the Board elects a vote-in-person method of election the following procedure must be followed:
- (i) At the time of electing a vote-in-person election, the Board must appoint a returning officer elected by the majority of the Board. The Returning Officer will oversee the election and in the event of any conflict regarding the election, the Returning Officer shall make the final decision.
  - (ii) Nominations in accordance with Rule 12(3)(b) will be called for at least five weeks prior to the Annual General Meeting and will close 2 weeks prior to the Annual General Meeting.
  - (iii) If, after nominations have closed, only one person is nominated for a position, that person shall be deemed elected to that position and no election is required for that position.
  - (iv) After nominations have closed a ballot list shall be prepared (if necessary) containing the names of the candidates for each position in alphabetical order.
  - (v) Each member present at the Annual General Meeting shall be entitled to vote, by a method determined by the Returning Officer, for a candidate for each position on the Board.
  - (vi) The Returning Officer shall count the votes and determine the candidates elected on a ‘first-past-the-post’ system. Should there be an equality of votes for 2 or more candidates, the Returning Officer shall determine by lot which candidate is elected.
  - (vii) Upon determining the candidates elected, the Returning Officer shall issue a certificate addressed to the Chair of the names of the persons elected.
  - (viii) The Chair shall declare the result of the election in accord with the certificate issued by the Returning Officer.
13. Any member of the Board may resign from membership of the Board at any time by giving notice in writing to the secretary but such resignation shall take effect at the time such notice is received by the secretary unless a later date is specified in the

notice when it shall take effect on that later date or such member may be removed from office at a general meeting of the Association where that member shall be given the opportunity to fully present his case. The question of removal shall be determined by the vote of the members present at such a general meeting.

### ***VACANCIES ON BOARD***

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

### ***FUNCTIONS OF THE BOARD***

15. (1) Except as otherwise provided by these Rules and subject to resolutions of the members of the Association carried at any general meeting the Board -
- (a) shall have the general control and management of the administration of the affairs, property and funds of the Association; and
- (b) 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 Board may exercise all the powers of the Association -
- (a) to borrow or raise or secure the payment of the money in such manner as the members of the Association may think fit and secure the same or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the Association in any way and in particular by the issue of debentures, perpetual or otherwise, charged upon all or any of the Association's property, both present and future, and to purchase, redeem or pay off any such securities;
- (b) to borrow money from members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Brisbane for overdrawn accounts on money lent, whether the term of the loan be short or long, and to mortgage or charge its property or any part thereof and to issue debentures

and other securities, whether outright or as security for any debt, liability or obligation of the Association, and to provide and pay off any such securities; and

- (c) to invest in such manner as the members of the Association may from time to time determine.

### ***MEETINGS OF BOARD***

16. (1) The Board shall meet at least once every two calendar months to exercise its functions.
- (2) A special meeting of the Board shall be convened by the secretary on the requisition in writing signed by not less than one-third of the members of the Board, 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) At every meeting of the Board a simple majority of a number equal to the number of members elected and/or appointed to the Board as at the close of the last general meeting of the members, shall constitute a quorum.
- (4) Subject as previously provided in this rule, the Board may meet together and regulate its proceedings as it thinks fit: Provided that questions arising at any meeting of the Board shall be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.
- (5) A member of the Board shall not vote in respect of any contract or proposed contract with the Association in which he is interested, or any matter arising thereout, and if he does so vote his vote shall not be counted.
- (6) Not less than fourteen days notice shall be given by the secretary to members of the Board of any special meeting of the Board. Such notice shall clearly state the nature of the business to be discussed thereat.
- (7) The Chair shall preside as Chairman at every meeting of the Board, or if there is no Chair, or if at any meeting he is not present within ten minutes after the time appointed for holding the meeting, the Deputy Chair shall be Chairman or if the Deputy Chair is not present at the meeting then the members may choose one of their number to be Chairman of the meeting.
- (8) If within half an hour from the time appointed for the commencement of a Board meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Board, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine, and if at the adjourned

meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.

17. (1) The Board may delegate any of its powers to a sub-committee consisting of such members of the Association as the Board thinks fit. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Board.
- (2) A sub-committee may elect a Chairman of its meetings. If no such Chairman is elected, or if at any meeting the Chairman is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairman of the meeting.
- (3) A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.
18. All acts done by any meeting of the Board or of a sub-committee or by any person acting as a member of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, or that the members of the Board or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Board.
19. A resolution in writing signed by all the members of the Board for the time being entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Board.

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

20. (1) The annual general meeting shall be held within six 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 Board's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the association for the preceding financial year;
- (b) the receiving of the auditor's report upon the books and accounts for the preceding financial year;
- (c) the election of members of the Board; and
- (d) the appointment of an auditor.

21. The secretary shall convene a special general meeting -
- (a) when directed to do so by the Board; or
  - (b) on the requisition in writing signed by not less than one-third of the members presently on the Board or not less than the number of ordinary members of the Association which equals double the number of members presently on the Board plus one. Such requisition shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat; or
  - (c) on being given a notice in writing of an intention to appeal against the decision of the Board to reject an application for membership or to terminate the membership of any person.
22. (1) At any general meeting the number of members required to constitute a quorum shall be double the number of members presently on the Board plus 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. For the purposes of this rule "member" includes a person attending as a proxy or as representing a corporation which is a member.
- (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 Board or the Association, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Board may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
- (4) The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting. Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
23. (1) The secretary shall convene all general meetings of the Association by giving not less than 14 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 Board: Provided that notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of his membership by the Board, shall be given in writing. Notice of a general meeting shall clearly state the nature of the business to be discussed thereat.
24. Unless otherwise provided by these Rules, at every general meeting
- (1) the Chair shall preside as Chairman, or if there is no Chair, or if he is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act, the Deputy Chair shall be the Chairman or if the Deputy Chair is not present or is unwilling to act then the members present shall elect one of their number to be Chairman of the meeting;
  - (2) the Chairman shall maintain order and conduct the meeting in a proper and orderly manner;
  - (3) every question, matter or resolution shall be decided by a majority of votes of the members present;
  - (4) every member present shall be entitled to one vote and in the case of an equality of votes the Chairman shall have a second or casting vote: Provided that no member shall be entitled to vote at any general meeting if his annual subscription is more than one month in arrears at the date of the meeting;
  - (5) voting shall be by show of hands or a division of members, unless not less than one fifth of the members present demand a ballot, in which event there shall be a secret ballot. The Chairman shall appoint two members to conduct the secret ballot in such a manner as he shall determine and the result of the ballot as declared by the Chairman shall be deemed to be the resolution of the meeting of which the ballot was demanded;
  - (6) a member may vote in person or by proxy or by attorney and on a show of hands every person present who is a member or a representative of a member shall have one vote and in a secret ballot every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote;
  - (7) the instrument appointing a proxy shall be in writing, in the common or usual form, under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised. A proxy may but need not be a member of the Association. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot;
  - (8) 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:-  
Association: \_\_\_\_\_

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

Signed this \_\_\_\_\_ day of \_\_\_\_\_,  
20\_\_\_\_\_.

Signature \_\_\_\_\_

This form is to be used \*in favour of the resolution \*against  
\*Strike out whichever is not desired. (Unless otherwise instructed,  
the proxy may vote as he thinks fit.);

- (9) 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
- (10) the secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Board meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the secretary for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Board meeting shall be signed by the Chairman of that meeting verifying their accuracy. Similarly, the minutes of every general meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding general meeting: Provided that the minutes of any annual general meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding general meeting or annual general meeting.

### ***BY-LAWS***

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

### ***ALTERATION OF RULES***

26. Subject to the provisions of the Associations Incorporation Act 1981, these Rules may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting: Provided that no such amendment, rescission or addition shall be valid unless the same shall have been previously submitted to and approved by the Chief Executive of the Department administering the Act.

### ***COMMON SEAL***

27. The Board shall provide for a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the Board and every instrument to which the seal is affixed shall be signed by a member of the Board and shall be countersigned by the secretary or by a second member of the Board or by some other person appointed by the Board for the purpose.

### ***FUNDS AND ACCOUNTS***

28. (1) The funds of the association must be kept in the name of the association in a financial institution decided by the Board.
- (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 one hundred dollars or over shall be paid by:  
(a) electronic funds transfer authorised by; or  
(b) cheque signed by,  
any two of the Chair, secretary, Treasurer or other member authorised from time to time by the Board.
- (5) Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty cash recoupment which may be open.
- (6) The Board shall determine the amount of petty cash which shall be kept on the imprest system.
- (7) All expenditure shall be approved or ratified at a Board meeting.
- (8) As soon as practicable after the end of each financial year the treasurer shall cause to be prepared a statement containing particulars of -  
(a) The income and expenditure for the financial year just ended; and  
(b) the assets and liabilities and of all mortgages, charges and securities affecting the property of the Association at the close of that year.
- (9) All such statements shall be examined by the auditor who shall present his 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.

(10) The income and property of the Association whencesoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by him to the Association or otherwise owing by the Association to him 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 goods hired by the Association or reasonable and proper rent for premises demised or let to the Association.

#### ***DOCUMENTS***

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

#### ***FINANCIAL YEAR***

30. The financial year of the Association shall close on 30<sup>th</sup> June in each year

#### ***DISTRIBUTION OF SURPLUS ASSETS***

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 and which must also be a public benevolent institution for the purposes of the Commonwealth Taxation Acts.
32. In these Rules, unless a contrary intention appears words importing a gender include every other gender.