

CONSTITUTION AND RULES OF RUDOLF STEINER EDUCATION GROUP BRISBANE INCORPORATED

ASSOCIATIONS INCORPORATION ACT 1981

WORDS AND EXPRESSIONS TO HAVE MEANING IN THE ACT

1. A word or expression that is not defined in these rules ("**Rules**"), but is defined in the *Associations Incorporation Act 1981* (Qld) ("**Act**") has, if the context permits, the meaning given in the Act.

NAME

2. The name of the incorporated association is RUDOLF STEINER EDUCATION GROUP BRISBANE INCORPORATED ("**the Association**").

MODEL RULES EXCLUDED

3. Section 47(1) of the Act does not apply to the Association and these Rules.

OBJECTS

4. The objects of the Association are to:
 - 4.1. encourage and promote the educational philosophies of Rudolf Steiner;
 - 4.2. promote, establish and to run a school, pre-school, kindergarten, pre-primary services and associated services with tutorial techniques as espoused by Rudolf Steiner to be carried out at the said school ("**School**");
 - 4.3. arrange and conduct tutorial classes with the support of audio-visual equipment, demonstrations and exhibits relative to the objects outlined in this clause for the interests of its members;
 - 4.4. encourage and maintain liaison with other educational groups, societies and associations for mutual benefit in the encouragement of wider public appreciation of the philosophies, teachings and techniques of Rudolf Steiner;
 - 4.5. generally exercise and perform all or any of the functions rights and privileges of a specially authorized association pursuant to the Act;
 - 4.6. establish and carry out in the Commonwealth of Australia or elsewhere, exhibitions, courses, seminars and other training programs at or by means of which persons interested in the philosophies and teaching techniques of Rudolf Steiner may obtain training and instruction by personal tuition or post or otherwise;
 - 4.7. provide facilities (including buildings, classes, offices, lodgings and attendants) for lecturers, clerks, employees and officers instructed or employed temporarily or otherwise by the Association for study, research and cultivation and performance of the tasks and duties allotted to them respectively;



- 4.8. provide grants from general revenue to other educational groups, societies and associations that carry out activities that are consistent with the objects of the Association; and
- 4.9. establish and maintain (as applicable) a gift fund or funds exclusively for providing:
 - 4.9.1. money, property or benefits for the Rudolf Steiner Education Group Brisbane Inc. Library Fund within the rules of the fund;
 - 4.9.2. money, for the acquisition, construction or maintenance of a building used, or to be used, as a school or college for the Rudolf Steiner Education Group Brisbane Inc. Building Fund within the rules of the fund; and
 - 4.9.3. other funding in accordance with such other deductible gift recipient endorsed funds as the School is authorised to establish, within the rules of that gift fund or funds,

subject always to compliance with the rules and regulations as required from time to time to satisfy the requirements of *Income Tax Assessment Act 1997* subdivision 30-BA (“**Funds**”).

POWERS

5.
 - 5.1. The Association has the powers of an individual.
 - 5.2. The Association has for example the following powers:
 - 5.2.1. 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 these 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 clause 33.13;
 - 5.2.2. 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;
 - 5.2.3. to purchase, take on lease or in exchange, hire and otherwise acquire any lands, building, 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;
 - 5.2.4. 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 arrangement, rights, privileges and concessions;



- 5.2.5. subject to compliance with all relevant laws (including any effective enterprise bargaining agreement in place for the Association), 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;
- 5.2.6. 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;
- 5.2.7. 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, subsidize or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
- 5.2.8. 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; subject to compliance with all applicable laws, including Regulation 31 of the Collections Regulations 2008 (Qld);
- 5.2.9. to take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate;
- 5.2.10. 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;
- 5.2.11. 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;
- 5.2.12. to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- 5.2.13. 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;
- 5.2.14. 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;

- 5.2.15. to take any gift of property whether subject to any special trust or not, for any one or more of the objects of the Associations but subject always to the provision in clause 33.12;
- 5.2.16. 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;
- 5.2.17. to publish and print any newspapers, periodicals, directories, books, e-books, websites, blogs, leaflets, posters, photographs, music, software, applications and other materials (including on any social media platforms) that the Association may think desirable for the promotion of its objects;
- 5.2.18. in furtherance of the objects of the Association and in accordance with the Act, the Association may amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Association, and undertake all necessary actions to complete the amalgamation;
- 5.2.19. 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 entities having objects similar to the Association's objects and the rules of which prohibit the distribution of the entity's income and assets to its members;
- 5.2.20. to make donations for, amongst other things, charitable or community purposes;
- 5.2.21. 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; and
- 5.2.22. to guarantee, indemnify, or undertake in any way the payment or repayment of money or debts (including any interest) previously or then lent or to be advanced by any person, body corporate or other entity and to guarantee or indemnify the due performance of any contract, agreement, covenant or obligation of any person, body corporate or other entity.

CLASSES OF MEMBERS

6.

6.1. The membership of the Association shall consist of any of the following classes of members:

- 6.1.1. Ordinary Members: Parents, guardians or grandparents of a student or students with current enrolment and attendance at any educational facility established by the Association;
- 6.1.2. Employees: Permanent employees of the Association;
- 6.1.3. Alumni: Past students of the School over the age of 18 years;



- 6.1.4. Others: Any other person admitted by the management committee of the Association (“**Management Committee**”) as a member who supports the work of the Association; and
- 6.1.5. Honorary Life Members: such past or present members of the Association whom, having rendered outstanding service to the Association or for any other sufficient reason, are designated as such by a special resolution of the members of the Association.
- 6.2. The number of each class of member as listed above is unlimited and the number of all members is unlimited.
- 6.3. The Management Committee may, in accordance with these Rules, admit to the membership of the Association any person who undertakes to:
 - 6.3.1. support the objects of the Association set out in clause 4;
 - 6.3.2. comply with any other requirements for admission to the relevant class of membership set out in these Rules or otherwise determined by the Management Committee; and
 - 6.3.3. abide by these Rules, the School Handbook, the Parent, Guardian and Volunteer Code of Conduct, the Employee Code of Conduct, and all School policies (as applicable), as amended from time to time.

MEMBERSHIP

7.

7.1. Every applicant for any class of membership of the Association (excluding Honorary Life Members) must be proposed by 1 member of the Association (the “**proposer**”) and seconded by another member (the “**seconder**”). The application for membership must be:

7.1.1. in writing (including in electronic form);

7.1.2. signed by the applicant and the applicant’s proposer and seconder (including electronically);

7.1.3. in the form decided by the Management Committee;

7.1.4. fully and accurately completed and include reasons as to why the applicant wishes to become a member; and

7.1.5. accompanied by the relevant membership fees (as determined in accordance with clause 8).

7.2. Nominations for Honorary Life Members must be proposed by 1 member of the Association (the “**proposer**”) and seconded by another member (the “**seconder**”). The nomination must be:

7.2.1. in writing (including in electronic form);

7.2.2. signed by the proposer and seconder (including electronically);

7.2.3. in the form decided by the Management Committee;



7.2.4. fully and accurately completed and include reasons as to why the nominee should be considered for honorary life membership.

MEMBERSHIP FEES

8. The membership fees for each class of membership shall be:
 - 8.1. such sum as the members shall from time to time at any general meeting so determine; and
 - 8.2. payable at such time and in such manner as the Management Committee shall from time to time determine.

ADMISSION AND REJECTION OF MEMBERS

9.
 - 9.1. At the next meeting of the Management Committee after the receipt of a compliant application and the applicable fee for the application (if any), such application shall be considered by the Management Committee who shall thereupon determine upon the admission or rejection of the applicant. In deciding whether to accept or reject an application, the Management Committee may consider:
 - 9.1.1. the contents of the application, including its compliance with the requirements under clause 7;
 - 9.1.2. whether the applicant has demonstrated support of the objects of the Association set out in clause 4; and
 - 9.1.3. any other relevant information.
 - 9.2. For certainty, an annual general meeting ("**AGM**") will not constitute a meeting of the Management Committee for the purposes of this clause.
 - 9.3. Any applicant who receives a majority of the votes of the members of the Management Committee present at the meeting at which such application is being considered shall be accepted as a member to the class of membership applied for.
 - 9.4. 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.
 - 9.5. The Management Committee must ensure that, as soon as possible after the person applies to become a member of the Association, and before the Management Committee considers the person's application, the person is advised:
 - 9.5.1. whether or not the association has public liability insurance; and
 - 9.5.2. if the association has public liability insurance, the amount of the insurance.



CESSATION OF MEMBERSHIP

10.

- 10.1. Membership will cease automatically for:
 - 10.1.1. Ordinary Members: Parents, grandparents or guardians of a student upon the student ceasing to be enrolled at the school;
 - 10.1.2. Employees: On the last day of employment with the Association;
 - 10.1.3. Alumni: N/A;
 - 10.1.4. Others: Upon the last day of the relevant period of membership for such member as may be determined by the Management Committee in writing from time to time and at any time; and
 - 10.1.5. All classes: Upon the death of the member.
- 10.2. Upon cessation of membership a member may reapply for membership in an appropriate class of membership.

TERMINATION OF MEMBERSHIP

11.

- 11.1. A member may resign from the Association by giving a written notice of resignation to the Secretary.
- 11.2. The resignation takes 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.
- 11.3. The Management Committee may terminate a member's membership if the member:
 - 11.3.1. is convicted of an indictable offence;
 - 11.3.2. does not comply with any of the provisions of these Rules;
 - 11.3.3. where applicable, has membership fees in arrears for a period of 2 months or more; or
 - 11.3.4. conducts themselves in a way considered to be injurious or prejudicial to the character or interests of the Association.
- 11.4. Before the Management Committee terminates a member's membership, the Management Committee must give the member not less than one month's written notice of its intention to terminate the member's membership and a full and fair opportunity to make submissions to the Management Committee as to why the member's membership should not be terminated in the circumstances.
- 11.5. If, after considering all representations made by the member, the Management Committee resolves to terminate the membership, the Secretary must give the member a written notice of the decision.



APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

12. There shall be no appeal against rejection or termination of membership.

REGISTER OF MEMBERS

13.

- 13.1. The Management Committee must keep a register of members of the Association.
- 13.2. The register of members must include the following particulars for each member:
- 13.2.1. full name;
 - 13.2.2. email address of the member;
 - 13.2.3. date of admission of the member;
 - 13.2.4. class of membership;
 - 13.2.5. date of resignation or death of the member;
 - 13.2.6. details of termination or re-instatement of membership; and
 - 13.2.7. any further particulars the Management Committee or the members at any general meeting may require from time to time.
- 13.3. The Register must be open for inspection by members of the Association at all reasonable times.
- 13.4. A member may contact the Secretary to arrange inspection of the register of members.
- 13.5. However, the Management Committee may, on the application of a member of the Association, withhold information about the member (other than the member's full name) from the register available for inspection if the Management Committee has reasonable grounds for believing the disclosure of the information would put the member at risk of harm.
- 13.6. A member of the Association must not:
- 13.6.1. use information obtained from the register of members of the Association to contact, or send material to, another member of the Association for the purpose of promoting or advertising for political, religious, charitable or commercial purposes; or
 - 13.6.2. disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the association for the purpose of promoting or advertising for political, religious, charitable or commercial purposes.
- 13.7. Clause 13.6 does not apply if the use or disclosure of the information is approved by the Association.



SECRETARY

- 14.
- 14.1. If a casual vacancy happens in the office of Secretary, the Management Committee must ensure a Secretary is appointed or elected for the Association within 1 month after the vacancy happens.
- 14.2. The Secretary must be an adult residing in Queensland, or in another State but not more than 65km from the Queensland border who is:
 - 14.2.1. a member of the Association elected by the Association as Secretary; or
 - 14.2.2. any of the following persons appointed by the Management Committee as secretary:
 - 14.2.2.1. a member of the Association's Management Committee;
 - 14.2.2.2. any other member of the Association; or
 - 14.2.2.3. any other person.
- 14.3. If the Management Committee appoints a person mentioned in clause 14.2.2.2 as Secretary:
 - 14.3.1. other than to fill a casual vacancy on the Management Committee, the person does not become a member of the Management Committee.
 - 14.3.2. to fill a casual vacancy on the Management Committee, the person becomes a member of the Management Committee.
- 14.4. If the Management Committee appoints a person mentioned in clause 14.2.2.3 as Secretary, the person does not become a member of the Management Committee or the Association.
- 14.5. The Management Committee of the Association may at any time remove a person appointed by the Management Committee as the Secretary.
- 14.6. If the Management Committee removes a Secretary who is a person mentioned in rule 14.2.2.1, the person remains a member of the Management Committee.
- 14.7. If the Management Committee removes a Secretary who is a person mentioned in rule 14.2.2.2 and who has been appointed to a casual vacancy on the Management Committee under rule 14.1, the person remains a member of the Management Committee.
- 14.8. The Secretary's functions include, but are not limited to:
 - 14.8.1. calling meetings of the Association, including preparing notices of meeting and of the business to be conducted at the meeting in consultation with the President of the Association;
 - 14.8.2. keeping minutes of each meeting;
 - 14.8.3. keeping copies of all correspondence and other documents relating to the Association; and



- 14.8.4. maintaining the register of members of the Association.

MEMBERSHIP OF MANAGEMENT COMMITTEE

15.

- 15.1. The Management Committee of the Association must consist of the following officer bearers:
- 15.1.1. the President;
 - 15.1.2. the Treasurer;
 - 15.1.3. the Anthroposophical Representative, as nominated by the College of Teachers; and
 - 15.1.4. any other members the Association members elect or appoint at a general meeting.
- 15.2. The Management Committee shall consist of not more than 9 members in total (each a **“member of the Management Committee”**) and no more than 2 employees, inclusive of the Anthroposophical Representative.
- 15.3. A member of the Management Committee must:
- 15.3.1. be a member of the Association;
 - 15.3.2. hold a valid blue card, as administered by Blue Card Services; and
 - 15.3.3. have undertaken, or agreed to undertake within 3 months of election, child protection training.
- 15.4. The rotation of election of the members of the Management Committee shall take place in the following manner:
- 15.4.1. a Management Committee member must not hold their position for a continuous period in excess of 3 years or past the 3rd AGM following the Management Committee member’s appointment, whichever is the longer, without submitting for re-election;
 - 15.4.2. subject to rule 18.1, at each AGM, one-third of the Management Committee members (rounded down to the nearest whole number), must retire from office, and no Management Committee member may retain office in excess of the period provided for in rule 15.4.1 without submitting themselves for re-election (even if such submission results in more than one-third of the Management Committee members retiring from office);
 - 15.4.3. the Management Committee member or members to retire at an AGM are those who have been longest in office since their election (or re-election) but, as between or among 2 or more Management Committee members who became Management Committee members on the same day, the Management Committee member(s) to retire are determined by lot (unless they otherwise agree between or among themselves);
 - 15.4.4. appointment shall be made in accordance with clause 18 to fill all vacancies on the Management Committee; and



- 15.4.5. all retiring members of the Management Committee are eligible, on nomination, for re-election.
- 15.5. Notwithstanding any other clause of these Rules, no Management Committee member may serve more than 3 consecutive terms, unless otherwise approved by the Management Committee.

ELECTING THE MANAGEMENT COMMITTEE

16. A member of the Management Committee may only be elected as follows:

- 16.1. any 2 members of the Association may nominate another member (“**candidate**”) to serve as a member of the Management Committee;
- 16.2. the nomination, must be in writing and signed by the candidate and the members who nominated the candidate, and must be lodged with the Secretary at least 21 days before the AGM at which the election is to be held;
- 16.3. a person may be a candidate only if the person is:
 - 16.3.1. an adult; and
 - 16.3.2. not ineligible to be elected as a member under section 61A of the Act;
- 16.4. a list of the candidates’ names in alphabetical order, with the names of the members who nominated each candidate, be made known to members of the Association by email at least 7 days immediately preceding the AGM;
- 16.5. if required by the Management Committee, balloting lists must be prepared containing the names of the candidates in alphabetical order;
- 16.6. each member present at the AGM may vote for any number of candidates not more than the number of vacancies; and
- 16.7. the Management Committee must ensure that, before a candidate is elected as a member of the Management Committee, the candidate is advised:
 - 16.7.1. whether or not the Association has public liability insurance; and
 - 16.7.2. if the Association has public liability insurance, the amount of the insurance.

RESIGNATION OR REMOVAL FROM OFFICE OF MANAGEMENT COMMITTEE MEMBER

17.

- 17.1. A Management Committee member may resign from the Committee by giving written notice of resignation to the Secretary.
- 17.2. The resignation takes 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.
- 17.3. Subject to clauses 17.4 to 17.6, a member of the Management Committee may be removed from office at a general meeting of the Association if 75% of the members present at the meeting vote in favour of removing the member.



- 17.4. If an Association member or members propose removal of a Management Committee member from office, they must first provide notice to the Secretary no later than 21 days prior to the general meeting ("**Removal Notice**"). The Removal Notice must specify the reasons why the member considers the relevant Management Committee member should be removed from office.
- 17.5. If the Secretary receives a Removal Notice, the Secretary must ensure that:
- 17.5.1. as soon as practicable following receipt, the Management Committee and the Management Committee member the subject of the Removal Notice is notified that they are being proposed to be removed from office and that they will have the opportunity to show cause why they should not be removed from office, including by way of written material or oral submissions; and
 - 17.5.2. the proposed removal of the Management Committee member is included as an agenda item in the next general meeting.
- 17.6. Before a vote of members is taken at a general meeting about removing the member from office, the member must be given a full and fair opportunity to show cause to the members why they should not be removed from office.
- 17.7. A member has no right of appeal against the member's removal from office under this clause 17.3.
- 17.8. A member immediately vacates the office in the circumstances mentioned in section 64(2) of the Act.

VACANCIES ON MANAGEMENT COMMITTEE

18.

- 18.1. If a member of the Management Committee resigns, dies or otherwise stops holding office ("**casual vacancy**"), the continuing members of the Management Committee shall have power at any time to appoint another member of the Association to fill the casual vacancy on the Management Committee until the next AGM and such member is eligible for re-election at that annual general meeting but is not taken into account in determining the number of Management Committee members who must retire by rotation at that meeting.
- 18.2. The continuing members of the Management Committee may act despite a casual vacancy on the Management Committee.
- 18.3. However, if the number of Management Committee members is less than the number fixed under these rules as a quorum of the Management Committee, the continuing members of the Management Committee may act only to:
- 18.3.1. increase the number of Management Committee members to fill the number required for a quorum; or
 - 18.3.2. call a general meeting of the Association.



FUNCTIONS AND POWERS OF THE MANAGEMENT COMMITTEE

19.

19.1. Except as otherwise provided by these Rules and subject to resolutions of the members of the Association carried at a general meeting, the Management Committee has:

- 19.1.1. the general control and management of the administration of the affairs, property and funds of the Association;
- 19.1.2. authority to interpret the meaning of these Rules and any matter relating to the Association on which these Rules are silent; and
- 19.1.3. the roles and responsibilities as defined in the Governance Policy (as amended from time to time).

19.2. The Management Committee may exercise all the powers of the Association to:

- 19.2.1. borrow, raise or secure the payment of amounts in such manner as the members of the Association may decide;
- 19.2.2. secure the amounts mentioned in clause 19.2.1 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 including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the Association's property, both present and future;
- 19.2.3. purchase, redeem or pay off any such securities;
- 19.2.4. borrow amounts from members and pay interest on the amounts borrowed;
- 19.2.5. mortgage or charge the whole or part of its property;
- 19.2.6. issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association;
- 19.2.7. provide and pay off any securities issued; and
- 19.2.8. invest in a way the members of the association may from time to time decide.

19.3. For clause 19.2.4, the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by the financial institution nominated by the Association.

MEETINGS OF THE MANAGEMENT COMMITTEE

20.

20.1. Subject to this clause, the Management Committee may meet and conduct its proceedings as it considers appropriate.

20.2. The Management Committee shall meet to exercise its functions:

- 20.2.1. at least once in every 4 calendar months; and



- 20.2.2. not less than 10 times in each period commencing on the date on which an AGM of the Association is held and ending on the date on which the next AGM of the Association is held.
- 20.3. The Management Committee must decide how a meeting is to be called.
- 20.4. Notice of a meeting is to be given in the way decided by the Management Committee.
- 20.5. A special meeting of the Management Committee shall be convened by the Secretary on the requisition in writing supported 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. Not less than 3 days' notice shall be given by the Secretary to members of the Management Committee of any special meeting of the Management Committee.
- 20.6. The quorum for a meeting of the Management Committee is the greater of:
 - 20.6.1. 3 members of the Management Committee; or
 - 20.6.2. 50% of the members currently appointed to the Management Committee or elected to the Management Committee rounded down.
- 20.7. The Management Committee may hold meetings, or permit Management Committee members to take part in its meetings, by using any technology that reasonably allows the members of the Management Committee to hear and take part in discussions as they happen. A Management Committee member who participates in the meeting in this manner is taken to be present at the meeting.
- 20.8. A resolution arising at a Management Committee meeting is to be decided by a majority vote of Management Committee members present at the meeting and, if the votes are equal, the resolution is decided in the negative.
- 20.9. A Management Committee member must not vote on a resolution about a contract or proposed contract with the Association if the member has an interest in the contract or proposed contract, and if the member does vote the member's vote must not be counted.
- 20.10. The President is to preside as chairperson at a Management Committee meeting.
- 20.11. If there is no President or if the President is not present within 10 minutes after the time fixed for a Management Committee meeting, the Management Committee members may choose 1 of their number to preside as chairperson at the meeting.
- 20.12. 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 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.



DELEGATION OF MANAGEMENT COMMITTEE POWERS

21.

- 21.1. The Management Committee may delegate the whole or part of its powers to a sub-committee consisting of such members of the Association as the Management Committee 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 Management Committee.
- 21.2. A sub-committee may elect a chairperson of its meetings. If no such chairperson is elected, or if at any meeting the chairperson is not present within ten minutes after the time appointed for holding the meeting, the members present may choose 1 of their numbers to be chairperson of the meeting.
- 21.3. A sub-committee may meet and adjourn as it considers appropriate. Resolutions 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 resolution shall be deemed to be decided in the negative and referred to the Management Committee for determination.
- 21.4. Unless otherwise specified by the Management Committee for a prescribed decision or resolution, a sub-committee's role is advisory only, and its decisions are not binding on the Management Committee.

ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS

22. All acts done by any meeting of the Management Committee or of a sub-committee 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 of them or they were disqualified, be as valid as though every such person had been duly appointed and was qualified to be a member of the Management Committee.

RESOLUTIONS OF MANAGEMENT COMMITTEE WITHOUT MEETING

23.

- 23.1. 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.
- 23.2. A resolution mentioned in clause 23.1 may consist of several documents in like form, each signed by one or more members of the Management Committee.
- 23.3. The resolution is passed when the last Management Committee member entitled to vote on the resolution signs the resolution.
- 23.4. An electronic mail addressed to or received by the Association and purporting to be signed or sent by a Management Committee member for the purpose of this rule 23 must be treated as a document in writing signed by that Director.



ANNUAL GENERAL MEETING

24.

- 24.1. The AGM must be held at least once each year and within 6 months of the close of the financial year.
- 24.2. The business to be transacted at every AGM will be the business required to be conducted at an AGM by the Act or these Rules.
- 24.3. The following business must be transacted at each AGM:
 - 24.3.1. receiving the Association's information statement, financial report, auditor's report and reviewer's report for the preceding financial year;
 - 24.3.2. presenting for adoption the Association's information statement, financial report, auditor's report and reviewer's report for the preceding financial year;
 - 24.3.3. election of members of the Management Committee; and
 - 24.3.4. appointment of an auditor for the present financial year.

SPECIAL GENERAL MEETING

25.

- 25.1. The Secretary shall convene a special general meeting:
 - 25.1.1. when directed to do so by the Management Committee; or
 - 25.1.2. on the requisition in writing signed by:
 - 25.1.2.1. not less than one-third of the members presently on the Management Committee; or
 - 25.1.2.2. not less than the number of ordinary members of the Association which equals double the number of members presently on the Management Committee plus one.
- 25.2. A requisition under clause 25.1.2 must clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat.
- 25.3. A special general meeting must be held within 3 months after the Secretary is:
 - 25.3.1. directed to call the meeting by the Management Committee; or
 - 25.3.2. given the written request mentioned in clause 25.1.2.
- 25.4. If the Secretary is unable or unwilling to call the special meeting, the President must call the meeting.



QUORUM FOR, AND ADJOURNMENT OF, GENERAL MEETING

26.

- 26.1. At any general meeting the number of members required to constitute a quorum shall be double the number of members presently on the Management Committee plus one.
- 26.2. 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.
- 26.3. 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 members of 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 Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour time the time appointed for the meeting, the members present shall be a quorum.
- 26.4. The Chairperson may, with the consent of any meeting, at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting, from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of 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.

NOTICE

27.

- 27.1. The Secretary shall convene all general meetings of the Association by giving not less than 21 days’ notice of any such meeting to the members of the Association.
- 27.2. All notices will be sent to the member’s nominated email address. Notice of a general meeting shall clearly state the nature of the business to be discussed thereat.

PROCEDURE AT GENERAL MEETING

28.

- 28.1. A member may take part and vote in a general meeting in person, by proxy, by attorney or by using any technology that reasonably allows the member to hear and take part in discussions as they happen. A member who participates in a meeting in such manner is taken to be present at the meeting.
- 28.2. Unless otherwise provided by these Rules, at each general meeting:
 - 28.2.1. the President is to preside as Chairperson;
 - 28.2.2. if there is no President or if the President is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members of the



Management Committee must elect one of their number to be Chairperson of the meeting; and

28.2.3. the Chairperson must conduct the meeting in a proper and orderly way.

VOTING AT GENERAL MEETING

29.

- 29.1. At a general meeting, each matter or resolution, other than a special resolution, must be decided by a majority of votes of the members present.
- 29.2. Each member present and entitled to vote shall be entitled to 1 vote only and, in the case of an equality of votes the Chairperson shall have a second or casting vote.
- 29.3. A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.
- 29.4. The method of voting at a general meeting will be determined by the Management Committee, which may include by show of hands, a division of members, or secret ballot.
- 29.5. If a secret ballot is to be held it may be undertaken:
 - 29.5.1. online in advance of the general meeting;
 - 29.5.2. by way of postal vote to the Secretary prior to the general meeting, and the Chairperson must hold these votes in a locked ballot box; or
 - 29.5.3. in person at the general meeting in such manner as the Chairperson decides.
- 29.6. The result of a secret ballot as declared by the Chairperson shall be deemed to be the resolution of the members.
- 29.7. A member may vote in person, by proxy or by attorney and every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote.
- 29.8. A proxy may be a member or another person, but must not be someone who does not support the objectives of the Association.
- 29.9. A form of proxy may be in a form determined by the Management Committee but must be in writing, in the common or usual form under the hand of the appointor or of their attorney duly authorized in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorized. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot.
- 29.10. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy must enable the member to specify the manner in which the proxy must vote in respect of the resolution.
- 29.11. Each instrument appointing a proxy must be deposited with the Secretary at least 2 days prior to the commencement of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.



MINUTES OF MEETINGS

30.

- 30.1. The Secretary must ensure minutes of all matters, resolutions and other proceedings of every Management Committee meeting and general meeting are recorded.
- 30.2. If asked by a member of the Association, the Secretary must within 28 days after the request is made make the minute book for a particular general meeting available for inspection by that member at a mutually agreed time and place and give the member copies of the minutes of the meeting. Items designated by the management committee (acting reasonably) as confidential items shall not be open for inspection by members.
- 30.3. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Management Committee meeting shall be signed (either in wet ink or in electronic form) by the chairperson of that meeting or the chairperson of the next succeeding Management Committee meeting verifying their accuracy. Similarly, the minutes of every general meeting shall be signed by the chairperson of that meeting or the chairperson of the next succeeding general meeting: Provided that the minutes of any AGM shall be signed by the chairperson of that meeting or the chairperson of the next succeeding general meeting or AGM.

BY-LAWS

31.

- 31.1. The Management Committee may make, amend or repeal by-laws, not inconsistent with these Rules, for the internal management of the Association.
- 31.2. A by-law may be set aside by a vote of members at a general meeting of the Association.

ALTERATION OF RULES

32.

- 32.1. Subject to the provisions of the Associations Incorporation Act 1981 (Qld), these Rules may be amended, repealed or added to by a special resolution carried at a general meeting.
- 32.2. However an amendment, repeal or addition is valid only if it is submitted to and approved by the chief executive.

FUNDS AND ACCOUNTS

33.

- 33.1. The funds of the Association must be kept in an account or accounts in the name of the Association 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 Association.
- 33.3. All amounts must be deposited in the financial institution account(s) as soon as practicable after receipt.



- 33.4. Any payments of \$100 or more must be made by cheque or electronic funds transfer.
- 33.5. Subject to clause 33.6, if a payment of \$100 or more is made by cheque, the cheque must be signed by any 2 of the following:
- 33.5.1. the President;
 - 33.5.2. the Secretary;
 - 33.5.3. the Treasurer; or
 - 33.5.4. any one of 3 other members of the Association (which may include the business administrator from time to time) who have been authorised by the Management Committee to sign cheques issued by the Association.
- 33.6. However, one of the persons who signs the cheque must be the President, the Secretary or the Treasurer.
- 33.7. Cheques must be crossed “not negotiable” except those in payment of wages, allowances or petty cash recoupment which may be open.
- 33.8. A petty cash account must be kept on the imprest system. The Management Committee must approve the maximum amount of petty cash to be kept in the office.
- 33.9. All expenditure must be allocated to cost account codes and reported against annual operating budgets and summary reports approved or ratified at a Management Committee meeting.
- 33.10. The School Director must, as soon as practicable after the end of each financial year, ensure a statement containing the following particulars are prepared:
- 33.10.1. the income and expenditure for the financial year just ended;
 - 33.10.2. the Association’s assets and liabilities at the close of the year;
 - 33.10.3. the mortgages, charges and securities affecting the property of the Association at the close of the year; and
 - 33.10.4. statement of cashflows reported in accordance with current accounting standards.
- 33.11. The Treasurer shall review the reports and provide a summary report to the Management Committee at the AGM.
- 33.12. The auditor must examine the statement prepared under clause 33.10 and present a report about it to the Treasurer before the next AGM following the financial year for which the audit was made.
- 33.13. The income and property of the Association must be used and applied solely in promotion of its objects and in the exercise of its powers as set out in these Rules, and no income or property shall be distributed, paid dividend, bonus or otherwise by way of profit to or amongst the members of the Association, except for the payment in good faith of interest:
- 33.13.1. to any member in respect of moneys advanced by them to the Association or otherwise owing by the Association to them;



- 33.13.2. for remuneration to any officers or servants of the Association; or
 - 33.13.3. to any member of the Association or other person in return for any services actually rendered to the Association, provided that nothing in these Rules 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.
- 33.14. No portion of Funds shall be distributed directly or indirectly to the members of the Management Committee of the fund except as reimbursement for out-of-pocket expenses incurred on behalf of the relevant fund or proper remuneration for administrative services.

DOCUMENTS

34. The Management Committee must ensure the safe custody of books, documents, instruments of title and securities of the Association.

FINANCIAL YEAR

35. The financial year of the Association shall close on 31st December in each year.

DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY

36.

- 36.1. If the Association shall be wound up in accordance with the provisions of the Act, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever ("**Property**"), the Property shall not be paid to or distributed among the members of the Association.
- 36.2. The Property must be given or transferred to another institution having objects similar to the Association as set out in clause 4, and which prohibits the distribution of the Property among its members to an extent at least as great as is imposed on the Association under clause 33.13.
- 36.3. An institution or institutions referred to in clause 36.2 is to be determined by the members of the Association, except for the Funds or the revocation of endorsement of the Association for the operation of the Funds, where any surplus assets of those Funds must be transferred to another fund, authority or institution, which:
 - 36.3.1. has objects similar to the Association as set out in clause 4; and
 - 36.3.2. is a body that may receive tax deductible gifts under Subdivision 30-B of the *Income Tax Assessment Act 1997* (Cth) as amended from time to time or any other legislative provision enacted in substitution for those provisions.



DISPUTE RESOLUTION

37.

- 37.1. All members and the Management Committee must in good faith try to resolve between themselves any dispute arising out of or about these Rules or any by-laws, policies or procedures for the Association.
- 37.2. If, after attempting to resolve a dispute between themselves, the parties cannot agree on a resolution to the dispute, a party may make a formal complaint ("**Dispute Notice**") to the Management Committee which must:
 - 37.2.1. be in writing;
 - 37.2.2. identify the complaint and the issue to be resolved; and
 - 37.2.3. advise whether a resolution to the issue has been sought as between the parties themselves.
- 37.3. Upon receipt of a Dispute Notice the Secretary must advise the complainant that the Dispute Notice has been received and send a copy of the Dispute Notice to the party against who the complaint is made, within 14 days of receipt of the Dispute Notice:
 - 37.3.1. seeking a response from the party against who the complaint is made; and
 - 37.3.2. seeking an early resolution to the complaint on a 'without prejudice' basis.
- 37.4. If an early resolution of the complaint is not possible, the Secretary must refer the complaint to an independent mediator.
- 37.5. The mediator must be asked to assess the merit of the complaint and contact both parties to the dispute to determine if the complaint can be resolved through a mediation process.
- 37.6. If the mediation is successful, the parties to the dispute will sign a statement to that effect which will be held at the office of the Association for a period of seven years.
- 37.7. If the mediation is unsuccessful, the Management Committee is to consider appointing an Arbitrator who is to be an independent person with expertise in dispute resolution to determine the dispute between the parties and to refer their findings to the Management Committee.
- 37.8. A member may appoint any person to act on their behalf in respect of any dispute contemplated by this clause 37.

