

THE CONSTITUTION
of the
QUEENSLAND MUSIC TEACHERS'
ASSOCIATION
INCORPORATED.
(Revised 2019)

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WORDS AND EXPRESSIONS TO HAVE MEANING IN ACT

1. A word or expression that is not defined in these rules, but is defined in the Associations Incorporation Act 1981 has, if the context permits, the meaning given by the Act.

NAME

2. The name of the incorporated association is the "Queensland Music Teachers' Association Incorporated" (the "Association").

OBJECTS AND STANDARDS TO BE OBSERVED

3. (1) The objects of the Association are:
 - (a) To advance and protect the interests of music teachers and to represent the music teaching profession in Queensland;
 - (b) To advance musical culture in Queensland by means of education programmes relating to the teaching of music;
 - (c) To maintain a register of music teachers who are teaching members of the Association;
 - (d) To encourage the highest standards in the teaching of music in Queensland;
 - (e) To establish a code of ethics to be observed by members;
 - (f) To review periodically and recommend tuition fees;
 - (g) To provide and maintain a website and allocate funds annually for its maintenance and extension as appropriate;
 - (h) To provide opportunities for social contact amongst members; and
 - (i) To maintain friendly relationships and alliances with other professional organisations.
- (2) All members of the Association are required to uphold and demonstrate high standards of personal conduct and integrity as appropriate to and required of musicians engaged in the music teaching profession.

POWERS

4. (1) The Association has the powers of an individual.
- (2) The Association may, for example -
 - (a) enter into contracts;
 - (b) acquire, hold, deal with and dispose of property;
 - (c) make charges for services and facilities it supplies; and
 - (d) do other things necessary or convenient to be done in carrying out its affairs.

MEMBERSHIP

5. (1) The membership of the Association shall comprise the following categories:
 - (a) **Life Member – QMTA (Life)**

Life Membership of the Association may be conferred upon a member of the Association or other persons by General Meeting on the recommendation of

 - (i) the Council; or

(ii) a Teacher's Group committee; or

(iii) a Branch committee.

NOTES:

A Life Member is defined as a member who

(i) Has been engaged in one or more of the following fields of practice:
Teaching/Performing/Composing/Conducting

(ii) Has had a length of service to the Association in excess of 25 years;

(iii) Has made some extraordinary/exemplary contribution to the community;

_(iv) Furthered the development of music education/practice

A. The post-nominal acronym for Life Member is QMTA (**Life**).

B. The newly appointed Life Member, if previously a Professional Member of the Association, keeps those same rights and privileges.

C. Fees are determined by council, but are not to exceed the Branch Affiliation fee

(b) Professional Member – QMTA (Prof)

The Council may admit, at its discretion, a person as a Professional Member if that person is eighteen (18) years or over and has any of the following qualifications:

(i) is accepted as a teacher of music at a tertiary institution (eg, Conservatoria, University etc).

(ii) a degree or diploma in music that includes suitable pedagogical training in Australia or holds an equivalent qualification awarded by any institution of education and recognised as such by the Council, accompanied by one (1) years full time or two (2) years part time documented teaching experience;

(iii) a degree, diploma, certificate or other qualification in the teaching of music which in the opinion of the Council confirms eligibility for Professional Membership of the Association; or

(iv) is a teacher of music who has provided a minimum of five (5) years of documented evidence of teaching at least five (5) pupils, e.g., examinations, competitions, references

NOTES:

A. A Professional Member may use the post-nominal acronym QMTA (**Prof**).

B. Applications for Professional Membership may be submitted either online or in writing to Council together with certified copies of relevant documentation in accordance with rule 5 (1) (b):

C. Professional Members may attend and vote at General Meetings and may appoint proxies. They will be listed on the web and other registers for referrals as Professional Members.

D. QMTA encourages the Professional Member to continue with Professional Development.

(c) Associate Member – QMTA (Assoc)

The Council may admit, at its discretion, a person as an Associate Member, if that person is aged eighteen (18) years or over and has:

(i) received an award and is able to demonstrate they have achieved a performance level of grade 8 or equivalent from any recognised examination body; and/or

- (ii) does not yet have the required evidence of teaching experience OR as yet does not have as per Rule 5 (1) (b) (ii) at least five years of teaching results with documentary evidence of at least 5 (five) students results; and/or
- (iii) taught for a minimum of twelve (12) months but is otherwise not eligible to be a Professional member as per rule 5 (1) (b)

An Associate Member will attend (where possible) professional development workshops and be mentored (where possible) by a recognised teacher of music.

A person may hold an Associate Membership for a period of five (5) years during which time that person is encouraged to upgrade his/her membership to Professional Membership.

If an Associate Member requires more time to upgrade his/her membership, Council will, upon request, review his/her situation and may extend the period allowed for upgrading.

NOTES:

- A. An Associate Member may use the post-nominal acronym QMTA (**Assoc**).
 - B. Applications for Associate Membership may be submitted online or made in writing to Council together with certified copies of relevant documentation in accordance with rule 5 (1) (c)
 - C. Associate Members may attend and vote at General Meetings. They will be listed on the web and other registers for referrals as Associate Members.
- (d) **Student Member – QMTA (Student)**

The Council may admit, at its discretion, a person as a Student Member, if that person is over sixteen (16) years and working towards attaining any of the qualifications in Rule 5.

A Student Member will attend (where possible) QMTA meetings and professional development workshops and be mentored (where possible) by a recognised teacher of music.

A person may hold a Student Membership for a period limited to five (5) years.

If a Student Member requires more time to upgrade his/her membership, Council will, upon request, review his/her situation and may extend the period allowed for attaining Professional Membership.

NOTES:

- A. A Student Member may use the post-nominal acronym QMTA (**Student**).
- B. Applications for Student Membership may be submitted online or made in writing to Council together with certified copies of relevant documentation in accordance with the following:
 - (i) evidence of enrolment for an award, and /or
 - (ii) a letter of support from a recognised teacher of music; and/or
 - (iii) evidence of his/her performance ability in the chosen field(s) for which that person is applying. Applicants without certified copies of performance ability may submit evidence via video.
- C. Student Members may attend General Meetings but do not have voting rights unless elected to Council or as part of a subcommittee.
- D. They will be listed on the web as Student Members

(e) **Contemporary Membership**

The Council may admit, at its discretion, a person as a Contemporary Member, if that person is aged eighteen (18) years or over and meets all or some of the following criteria;

- (i) is accepted as a teacher of contemporary/jazz/popular music at a tertiary institution (eg TAFE, Conservatoria, University etc). This could include the teaching of composition via computer/electronic means and audio engineering;
- (ii) a degree, diploma, certificate or other qualification in the teaching of contemporary music which in the opinion of the Council confirms eligibility for the category of Contemporary Membership, accompanied by one (1) years full time or two (2) years part time documented teaching experience;
- (iii) a teacher without formal qualifications who, in the opinion of the Council, is considered competent to teach contemporary music via a proven record of a minimum of five (5) years of successful teaching in the field that may include references, lists of students' examination results and or achievements, or other suitable criteria as determined by the Council.

NOTES:

- A. A Contemporary Member may use the post-nominal acronym QMTA (**Contemp**).
- B. Applications for Contemporary Membership may be submitted online or made in writing to Council together with certified copies of relevant documentation in accordance with rule 5 (1) (e)
- C. Contemporary Members may attend and vote at General Meetings and may appoint proxies. They will be listed on the web and other registers for referrals as Professional Members.
- D. QMTA encourages the Contemporary Member to continue with Professional Development

(2) All Applications for Membership must be submitted to the Secretary together with

- (a) certified copies of relevant documentation;
- (b) a non-refundable administration fee determined by the Council; the annual membership fee will be paid when the prospective member's application has been approved; and
- (c) an authorised copy of evidence of change of name, if the name on the supporting documents differs from the applicant's name.

6. **Subscription**

(a) Individual Subscription

(i) There is no post-nominal acronym and Subscribers have no voting rights or may not hold a position on Council, but may attend General Meetings of the Association and otherwise participate in its' activities at individual members' prices. They will receive Bravura and will not be listed on the web.

(ii)

(b) Group Subscription

(i) The Council may admit, at its discretion, a school, business or any other organisation as a Group Subscriber, if that organisation is interested in the objectives of the Association.

- (ii) There is no post-nominal acronym and Subscribers have no voting rights or may not hold a position on Council, but may attend General Meetings of the Association and otherwise participate in its activities at individual members' rates. They will receive Bravura and will not be listed on the web.
- iii) An application for Group Subscriber of the Association must be in writing and submitted to the Secretary together with:
 - (a) an annual fee and
 - (b) a non-refundable administration fee determined by Council.

FEES

- 7. (1) All annual fees shall be determined by the Council (in consultation with the Branches and Teacher Groups) from time to time;
- (2) Council may reduce or waive membership fees due to Membership Drives;
- (3) All annual fees shall be due and payable on or before the Annual General Meeting each year, or an alternative date that the Council may determine from year to year.

ADMISSION and REJECTION OF MEMBERS

- 8. (1) At the next meeting of the Council after the receipt of any application for membership in accordance with these rules, such application shall be considered, nominated and seconded by the Council.
- (2) After the Council accepts or rejects an application for any category of membership, the Secretary shall promptly give the applicant notice in writing of that acceptance or rejection.
- (3) If any applicant for membership has materially misrepresented his/her qualifications to the Council, the application shall be rejected. If, following the admission of a person to membership of the Association, it comes to the notice of the Council that the person has materially misrepresented his/her qualifications then the Council shall terminate that membership.

WHEN MEMBERSHIP ENDS

- 9. (1) Membership (other than Life Membership) will lapse if it remains unpaid for one (1) month after it becomes payable.
- (2) A notice of default will be given to the member pursuant to a resolution of the Council.
- (3) A person whose membership has lapsed for more than one (1) month may not renew his/her membership without reapplying to the Council in accordance with Rule 5 or 6, unless the Council otherwise determines.
- (4) A member may resign from the Association by giving a written notice of resignation to the Secretary.
- (5) The resignation takes effect at the end of -
 - (a) the day the notice is received by the Secretary; or
 - (b) if a later day is stated in the notice - the later day.
- (6) The Council may terminate a person's membership if that person:
 - (a) is convicted of an indictable offence;
 - (b) does not comply with any of the provisions of these rules; or
 - (c) conducts himself/herself in a way considered by the Council to be in breach of Rule 3 (2) or otherwise injurious or prejudicial to the reputation or interests of the Association.

- (7) Before the Council terminates a person's membership, the Council must give the member a reasonable opportunity to show why the membership should not be terminated.
- (8) If, after considering all representations made by the member, the Council decides to terminate the membership, the Secretary must give the member a written notice of the decision.
- (9) When the membership of a person ends for any reason, that person must immediately return his/her membership certificate to the Council. A certificate showing the years of membership may be issued by Council.

APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

10. (1) A person whose application for membership has been rejected, or whose membership has been terminated, may give the Secretary written notice of the person's intention to appeal against the decision.
- (2) A notice of intention to appeal must be given to the Secretary within one (1) month after the person receives written notice of the decision.
- (3) If the Secretary receives such a notice of intention to appeal, the Secretary must, within three (3) months after the day of receipt, call a meeting of the Council of the Association within that period to decide the appeal.
- (4) At the meeting, the applicant must be given a reasonable opportunity to show why the application should not be rejected or the membership should not be terminated.
- (5) The Council must also be given a reasonable opportunity to show why the application should be rejected or the membership should be terminated.
- (6) An appeal must be decided by a vote of the members present at the meeting.
- (7) If a person whose application has been rejected does not appeal against the decision within one (1) month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the Secretary must, as soon as practicable, refund any membership fees paid by the person.

REGISTER OF MEMBERS

11. (1) The Council must keep a register of members.
- (2) The register must include the following particulars for each member:
 - (a) his/her full name and residential address and business address;
 - (b) his/her date of admission;
 - (c) his/her qualifications and areas of musical expertise;
 - (d) details about all terminations or reinstatements of membership; and
 - (e) such other particulars the Council or the members at a general meeting decide.
- (3) The register must be available for inspection by members, to view their own particulars, at all reasonable times. However, before a member may inspect the register, the member must apply to the Secretary to inspect it, and comply with any reasonable requirement of the Secretary to facilitate inspection.

SECRETARY

12. (1) The Council shall appoint a person to be secretary to perform such duties and receive remuneration as the Council may determine.
- (2) The Secretary must be an individual residing in Queensland, or in another State but not more than 65km from the Queensland border, who need not be a member of the Association.

- (3) If a vacancy occurs in the office of secretary, the Council must ensure a secretary is appointed for the Association within one (1) month after the vacancy occurs.
- (4) The Council may appoint and remove the Secretary at any time.
- (5) The Council shall admit the Secretary to meetings of the Council and General Meetings (except that the Secretary may be excluded in respect of business concerning him/her).

MEMBERSHIP OF COUNCIL

13. (1) The Council of the Association consists of a President, Vice-president, Treasurer, and any other members of the Association whom members of the Association have elected or appointed at a general meeting.
- (2) A member of the Council must be a member of the Association.
- (3) Members of the Council at the time of the adoption of these rules will continue in office (subject to any other rule) until the following Annual General Meeting.
- (4) For the purposes of the *Associations Incorporation Act 1981* (Qld), the Council will be the management committee of the Association and any reference to Council in these rules shall be taken as a reference to the management committee of the Association.

ELECTING THE COUNCIL

14. (1) At each Annual General Meeting of the Association, the members of the Council other than any chosen pursuant to Rule 14 (2) must retire from office, but be eligible, on nomination, for re-election.
- (2) In each year at the Council meeting preceding the Annual General Meeting, the Council may choose by ballot three (3) of their number to remain on the Council for the ensuing year and the remaining Council members shall retire from office but shall be eligible for re-election at the Annual General Meeting.
- (3) (a) No Council members shall be eligible for election to the position of President until he/she has previously served as a Council member for at least one term unless the Council unanimously agrees otherwise.
- (b) Despite any other rule, no member shall be eligible for re-election as President at an Annual General Meeting if he/she has held office as President for a period of four (4) consecutive terms immediately prior to such Annual General Meeting, unless the Council unanimously agrees otherwise.
- (c) A retiring President is encouraged to remain a member of Council.
- (4) Despite any other rule, no member shall be eligible for re-election as Treasurer at an Annual General Meeting if he/she has held office as Treasurer for a period of four (4) consecutive terms immediately prior to such Annual General Meeting, unless the Council can find no candidate to accept the office and the viability of the Association is thus put at risk.
- (5) A member of the Council including the President and the Treasurer may only be elected as follows:
 - (a) any two (2) members of the Association may nominate another member of the Association (the “candidate”) to serve as a member of the Council.
 - (b) the nomination must be:
 - (i) in writing; and
 - (ii) signed by the candidate and the members who nominated him/her; and
 - (iii) given to the Secretary at least five (5) days before the Annual General Meeting at which the election is to be held.

- (c) each member present at the Annual General Meeting may vote for one (1) candidate for each vacant position on the Council.
 - (d) unless the meeting otherwise determines, the number of vacancies will be equal to the number of Council members retiring at the meeting and (if applicable) removed at that meeting.
 - (e) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
 - (f) apart from the election of the President and the Treasurer, all other candidates will be elected simply as members of the Council.
 - (g) The President and Treasurer shall be elected by the members of the Association at the Annual General Meeting.
- (6) A list of the candidates' names in alphabetical order, with the names of the members who nominated each candidate, must be posted in a conspicuous place in the office or usual place of meeting of the Association for at least five (5) days immediately preceding the Annual General Meeting.
 - (7) If required by the Council, balloting lists must be prepared containing the names of the candidates in alphabetical order.
 - (8) Subject to these, if there is more than one nomination for President and/or Treasurer, the candidate recording the highest number of votes for each role will be elected.
 - (9) If there is more than one position to be filled for membership of the Council, the persons with the highest number of votes will progressively be elected until all positions are filled.
 - (10) If any election results in an equal number of votes being cast for a position, the President shall have a second or casting vote.
 - (11) At the first Council meeting after each Annual General Meeting the Council members shall elect from among their number a Vice-President and any other office bearers as it sees fit. No Council member shall be eligible for re-election as Vice-President if he/she shall have held that office for a period of four (4) consecutive terms immediately prior to such Annual General Meeting.

RESIGNATION OR REMOVAL FROM OFFICE OF A COUNCIL MEMBER

- 15. (1) A Council member may resign from the Council by giving written notice of resignation to the Secretary.
- (2) The resignation takes effect on -
 - (a) the day and at the time the notice is received by the Secretary; or
 - (b) if a later day is stated in the notice - the later day.
- (3) A Council member may be removed from office at a general meeting of the Association if a majority of the members present at the meeting vote in favour of removing the Council member.
- (4) Before a vote of members is taken about removing the Council member from office, the Council member must be given a reasonable opportunity to show why he or she should not be removed from office.
- (5) A Council member has no right of appeal against the member's removal from office under this Rule.

VACANCIES ON THE COUNCIL

- 16. (1) If a casual vacancy occurs on the Council, the continuing members of the Council may appoint another member of the Association to fill the vacancy until the next Annual General Meeting.

- (2) The continuing members of the Council may act despite a casual vacancy on the Council.
- (3) However, if the number of Council members is less than the number fixed under these rules as a quorum of the Council, the continuing Council members may act only to -
 - (a) increase the number of Council members to the number required for a quorum; or
 - (b) call a general meeting of the Association.

FUNCTIONS OF THE COUNCIL

17. (1) Subject to these rules or a resolution of the members carried at a general meeting, the Council has
 - (a) the general control and management of the administration of the affairs, property and funds of the Association; and
 - (b) authority to interpret the meaning of these rules and any matter relating to the Association on which the rules are silent.
- (2) Without limiting Rule 17 (1), the Council may exercise the powers of the Association
 - (a) to borrow or raise funds;
 - (b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the Association's property, both present and future;
 - (c) to purchase, redeem or pay off any securities issued;
 - (d) to borrow amounts from members and pay interest on the amounts borrowed;
 - (e) to mortgage or charge the whole or part of its property;
 - (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association;
 - (g) to provide and pay off any securities issued; and
 - (h) to invest funds of the Association in any way that a trustee may lawfully invest funds.

MEETINGS OF THE COUNCIL

18. (1) Subject to Subsections (2) to (15) of this Rule, the Council may meet and conduct its proceedings as it considers appropriate.
- (2) The Council must meet routinely at least every two (2) months to exercise its functions.
- (3) Notice of any Council meeting is to be given in the way decided by the Council from time to time, but at least fourteen (14) days' notice of a special meeting of the Council under Rule 18 (4) must be given.
- (4) If the Secretary receives a written request signed by at least one third of the Council members, the Secretary must call a "Special Meeting" of the Council.
- (5) A notice of a special meeting must state -
 - (a) the day, time and place of the meeting; and
 - (b) the business to be conducted at the meeting.
- (6) A request for a special meeting must state -
 - (a) why the special meeting is called; and
 - (b) the business to be conducted at the meeting.
- (7) At any Council meeting, more than 50% of the elected members of the Council at the close of

the last general meeting of the members form a quorum.

- (8) A question arising at a Council meeting is to be decided by a majority vote of Council members present at the meeting and, if the votes are equal, the president shall have a second or casting vote.
- (9) A Council member must not vote on a question 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.
- (10) The president or, if there is no president or the president is not present within ten (10) minutes after the time fixed for a Council meeting, the vice-president is to preside as chairperson at the meeting.
- (11) If the president and the vice-president are absent from a Council meeting, the members may choose one (1) of their number to preside as chairperson at the meeting.
- (12) If a quorum is not present within thirty (30) minutes after the time fixed for a special meeting, that meeting lapses.
- (13) If a quorum is not present within thirty (30) minutes after the time fixed for a Council meeting other than a special meeting, the meeting is to be adjourned to a day, time and place decided by the Council.
- (14) If, at an adjourned meeting mentioned in Rule 18 (13), a quorum is not present within thirty (30) minutes after the time fixed for the meeting, the meeting lapses.
- (15) The minutes of each Council meeting must be signed by the chairperson of the meeting, or the chairperson of the next Council meeting, verifying their accuracy.

DELEGATION OF COUNCIL POWERS

19. (1) The Council may delegate part of its powers to a subcommittee consisting of the Association members considered appropriate by the Council.
- (2) A subcommittee may only exercise delegated powers in the way the Council decides.
- (3) A subcommittee may elect a chairperson of its meeting.
- (4) If a chairperson is not elected, or if the chairperson is not present within ten (10) minutes after the time fixed for a meeting, the members present may choose one (1) of their number to be chairperson of the meeting.
- (5) A subcommittee may meet and adjourn as it considers appropriate.
- (6) A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

TEACHERS' GROUP COMMITTEE

20. (1) Without limiting the power of the Council to appoint subcommittees in clause 19, the Council may appoint Teachers' Group committees.
- (2) The members of a Teachers' Group committee will be members of the Association appointed to a Teachers' Group committee by the Council.
- (3) The purpose of a Teachers' Group committee is to assist the Council in relation to the operation and administration of any district in Queensland.
- (4) The Council may determine rules applying to each Teachers' Group committee from time to time.
- (5) Each Teachers' Group committee shall meet at least three times in each year.
- (6) Proceedings of all meetings of each Teachers' Group committee are to be minuted.

- (7) The Committee, through its coordinator, is to report to the Council at the earliest possible Council meeting after each Teachers' Group committee meeting.

ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS

21. (1) An act performed by the Council, a subcommittee or a person acting in good faith as a member of the Council or subcommittee is taken to have been validly performed.
- (2) Subsection (1) applies even if the act was performed when
 - (a) there was a defect in the appointment of a member of the Council, subcommittee or person acting as a member of the Council or subcommittee; or
 - (b) a Council member, subcommittee member or person acting as a member of the Council or subcommittee was disqualified from being a member.

RESOLUTIONS OF COUNCIL WITHOUT MEETING

22. (1) A written resolution signed by at least 75% of Council for the time being entitled to receive notice of a Council meeting is as valid and effectual as if it had been passed at a Council meeting that was properly called and held.
- (2) A resolution mentioned in subsection (1) may consist of several documents in like form, each signed by one (1) or more members of the Council.

BRANCHES

23. (1) Upon the request of not less than ten (10) members in any district in Queensland, the Council may agree to the formation of a Branch of the Association in that district and such Branch shall have power to appoint its own officers and committees, open an account with a financial institution and authorise officers of the Branch to operate on the Branch's account/s and generally conduct the affairs and finances of the Branch.
- (2) The Branch shall incorporate under the *Associations Incorporation Act 1981* (Qld) and the Council of the Association and the members of a Branch of the Association must do all that is necessary in order to allow the Branch of the Association to incorporate.
- (3) To the extent relevant, particularly in relation to the rules of membership of the Branch, the Branch shall adopt this constitution as its own.
- (4) The secretary and treasurer of each Branch shall be responsible for recording and attending to all functions in relation to the conduct of the affairs and finances of the Branch.
- (5) (a) A Branch Committee shall meet at least three (3) times in each calendar year and the secretary of the Branch shall keep minutes of each meeting. Copies of all minutes shall be forwarded to the Secretary of the Association.
- (b) Branches and Teachers' Groups are encouraged to hold professional development workshops and student performance opportunities throughout the year.
- (6) The treasurer of each Branch shall be responsible for preparation of financial statements and shall annually, before each Annual General Meeting of the Association forward a copy of their verified annual financial statement or audit as in Accordance with the State of Queensland (Office of Fair Trading) Financial reporting requirements, to the Secretary of the Association together with full details of Branch membership.
- (7) (a) The Council shall set an annual affiliation fee and administration fee (where applicable) on any basis as it may determine for Branches and Teachers' Groups in consultation with the Branches and Teachers' Groups. The secretary of each Branch which chooses to take care of its own receipting of fees shall forward the annual affiliation fee to the Council by 1st March.
- (b) Optional Central Receipting: Branch members may pay their membership fees directly to Brisbane central office, provided that their Branch agrees to participate in this arrangement. Such centralised receipting of membership fees is optional and dependent

on each Branch making a decision about this arrangement each year.

The central office will keep the agreed Affiliation Fee plus an Administration Fee, and pay the remainder to the Branch.

All funds, monies, trust and accounts remain the property of the Branch.

- (8) (a) A Branch shall not disband and/or reform without the consent of the Council.
- (b) If the membership of a Branch shall fall below ten (10) or if the Branch fails to comply with any of the provisions of Rule 23 Subsections (1) to (6), the Council may disband the Branch.
- (9) Upon the disbanding of a Branch, the secretary of the Branch shall forward all moneys and all property held by the Branch to the Secretary of the Association, and they will belong to the Association.

ANNUAL GENERAL MEETINGS

24. (1) An Annual General Meeting of the Association must be held
 - (a) at least once each year; and
 - (b) within three (3) months after the end of the Association's previous financial year.
- (2) The business conducted at each annual general meeting must include
 - (a) receiving the statement of income and expenditure, assets, liabilities and mortgages, charges and securities affecting the property of the Association for the last financial year;
 - (b) receiving the auditor's report on the financial affairs of the Association for the previous financial year;
 - (c) presenting the audited statement to the meeting for adoption;
 - (d) electing members of the Council in accordance with the rules;
 - (e) if the members so decide, electing to appoint, continue the appointment of, or to remove a person as Patron of the Association - a person may not be appointed a Patron if he or she has not consented to such an appointment; and
 - (f) appointing an auditor.

SPECIAL GENERAL MEETINGS

25. (1) The Secretary may only call a special general meeting by giving each member notice of the meeting within fourteen (14) days after
 - (a) being directed to call the meeting by the Council; or
 - (b) being given written request signed by
 - (i) at least one third of the members of the Association presently on the Council; or
 - (ii) at least the number of members of the Association equal to double the number of members of the Council plus one (1); or
 - (c) being given a written notice of an intention to appeal under Rule 11.
- (2) A request mentioned in Subsection (1) (b) must state
 - (a) why the special general meeting is being called; and
 - (b) the business to be conducted at the meeting.

NOTICE OF GENERAL MEETINGS

26. (1) The Secretary must call a general meeting of the Association in accordance with Rules 24 (1)

and 25.

- (2) The Secretary must give at least fourteen (14) days notice in writing of the meeting to each Association member.
- (3) A notice of a general meeting must state the business to be conducted at the meeting.

QUORUM FOR, AND ADJOURNMENT OF, GENERAL MEETINGS

27. (1) Subject to Subsection (5), at a general meeting the number of members equal to double the number of members on the Council plus one (1) form a quorum.
- (2) No business may be conducted at a general meeting unless a quorum of members is present when the meeting proceeds to business.
- (3) If a quorum is not present within thirty (30) minutes after the time fixed for a special general meeting the meeting lapses.
- (4) If a quorum is not present within thirty (30) minutes after the time fixed for an Annual General Meeting, the meeting is to be adjourned to a day, time and place decided by the Council.
- (5) If, at an adjourned meeting, a quorum under Subsection (1) is not present within 30 minutes after the time fixed for the meeting, the members present form a quorum.
- (6) The chairperson may, with the consent of any meeting at which a quorum is present, and must, if directed by the meeting, adjourn the meeting from time to time and from place to place.
- (7) If a meeting is adjourned under Subsection (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (8) The Secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least thirty (30) days.
- (9) If a meeting is adjourned for at least thirty (30) days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.

PROCEDURE AT GENERAL MEETINGS

28. Subject to these rules, at each general meeting
 - (1) the president or, if there is no president or if the president is not present within fifteen (15) minutes after the time fixed for the meeting or is unwilling to act, the vice-president is to preside as chairperson;
 - (2) if the vice-president is absent or unwilling to act as chairperson, the members present must elect one (1) of their number to be chairperson of the meeting;
 - (3) the chairperson must conduct the meeting in a proper and orderly way;
 - (4) each question, matter or resolution must be decided by a majority of votes of the members present;
 - (5) each member present and entitled to vote is entitled to one (1) vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote;
 - (6) voting may be by a show of hands or a division of members, unless at least 20% of the members present demand a secret ballot;
 - (7) if a secret ballot is held, the chairperson must appoint two (2) members to conduct the secret ballot in the way the chairperson decides;
 - (8) the result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held;
 - (9) a member may vote in person or by proxy or by attorney; and

- (a) on a show of hands, each person present who is a member or a representative of a member has one (1) vote; and
- (b) in a secret ballot, each member present in person or by proxy or by attorney or other properly authorised representative has one (1) vote;

PROXIES

29. (1) An instrument appointing a proxy must be in writing, and if the appointer is an individual, signed by the appointer or the appointer's attorney properly authorised in writing.
- (2) A proxy must be a member of the Association;
- (3) The instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot;
- (4) If someone wants to give a member an opportunity to vote for or against a resolution, the instrument appointing a proxy must be in the following or like form:

I _____ of _____,
 being a member of the Association, appoint _____
 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 the adjournment of the meeting.

Signed this _____ day of _____ 20__

Signature _____

This form is to be used **in favour of/ *against* the resolution. (* Strike out whichever is not wanted.)

(Unless otherwise instructed, the proxy may vote as the proxy considers appropriate.)

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

MINUTES

30. (1) The Secretary must ensure the minutes for each Council meeting and general meeting are taken, kept and available for inspection at all reasonable times by any member who previously applies to the Secretary for the inspection.
- (2) To ensure the accuracy of the minutes recorded under Subsection (1)
- (a) the minutes of each Council meeting must be signed by the chairperson of the meeting, or the chairperson of the next Council meeting, verifying their accuracy; and
 - (b) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
 - (c) the minutes of each Annual General Meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the Association that is a general meeting or annual general meeting, verifying their accuracy.

BY-LAWS

31. (1) The Council may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Association.
- (2) A by-law may be set aside by a vote of members at a general meeting of the Association.

ALTERATION OF RULES

32. (1) Subject to the Associations Incorporation Act 1981, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.

- (2) However an amendment, repeal or addition is valid only if it is registered by the chief executive under the Associations Incorporation Act 1981.

COMMON SEAL

33. (1) The Council must ensure the Association has a common seal.
- (2) The common seal must be
 - (a) kept securely by the Council; and
 - (b) used only under the authority of the Council.
- (3) Each instrument to which the seal is attached must be signed by a member of the Council and countersigned by
 - (a) the Secretary; or
 - (b) another member of the Council; or
 - (c) someone appointed by the Council.

FUNDS AND ACCOUNTS

34. (1) The funds of the Association must be kept in an account/s in the name of the Association in a financial institution/s decided by the Council.
- (2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.
- (3) All amounts must be deposited in the financial institution account/s as soon as practicable after receipt.
- (4) All cheques must be signed by any two (2) of the following
 - (a) the President;
 - (b) the Secretary;
 - (c) the Treasurer;
 - (d) another member authorised by the Council for the purpose.
- (5) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed 'not negotiable'.
- (6) A petty cash account must be kept on the imprest system, and the Council must decide the amount of petty cash to be kept in the account.
- (7) All expenditure must be approved or ratified at a Council meeting.
- (8) The treasurer must, as soon as practicable after the end of each financial year, ensure a statement containing the following particulars is prepared:
 - (a) the income and expenditure for the financial year just ended.
 - (b) the Association's assets and liabilities at the close of the financial year:
 - (c) the mortgages, charges and securities affecting the property of the Association at the close of the year.
- (9) The auditor must examine the statement prepared under Subsection (8) and present a report about it to the Secretary before the next annual general meeting following the financial year for which the audit was made.
- (10) The income and property of the Association must be used solely in promoting the Association's objects and exercising the Association's powers.

DOCUMENTS

35. The Council must ensure the safe custody of books, documents, instruments of title and securities of the Association.

FINANCIAL YEAR

36. The financial year of the Association closes on 31st December in each year.

DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY

37. (1) This Rule applies if the Association
- (a) is wound-up under part 10 of the Act; and
 - (b) it has surplus assets.
- (2) The surplus assets must not be distributed among the Association members.
- (3) The surplus assets must be given to another entity
- (a) having objects similar to the Association's objects; and
 - (b) the Rules of which prohibit the distribution of the entity's income and assets to its members.
- (4) In this section "surplus assets" has the meaning given by section 92 (3) of the Act.