

RULES OF ASSOCIATION

Financial Counselling Queensland Inc

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1. DEFINITIONS AND INTERPRETATION

1.1 Definitions

The following definitions apply in this document:

Act refers to the *Associations Incorporation Act 1981* (Qld).

Accredited Member means a person who is a Member of the Association and who satisfies the requirements for an Accredited Member set out in the Membership Standards.

Affiliate Member means a person who is a Member of the Association and who satisfies the requirements for an Affiliate Member set out in the Membership Standards.

Annual General Meeting means the Annual General Meeting of the Members convened in accordance with section 55 of the Act.

Association means Financial Counselling Queensland Inc.

Associate Member means a person who is a Member and who satisfies the requirements for an Associate Member set out in the Membership Standards.

Casual Vacancy means a vacancy that happens:

- (a) in the circumstances set out in Rule 9.4(f) or Rule 13.2;
- (b) when a Management Committee member resigns, dies, fails to attend 2 consecutive Management Committee meetings without permission from the Chair (or if the Member is the Chair, without permission from the other members of the Management Committee); or
- (c) when a Management Committee member otherwise stops holding office.

Chair means the Chair of the Management Committee.

Chief Executive Officer or CEO means a person appointed by the Management Committee to that position, or an employee of the Association acting in that position on a temporary basis.

Disciplinary Procedures means Financial Counselling Australia's Financial Counsellor Disciplinary Process: Policy and Procedures agreed to by State and Territory Financial Counselling Associations, as amended from time to time.

Dispute and Grievance Policy means the Dispute and Grievance Policy approved by the Management Committee that sets out the Association's process for receiving, considering and resolving disputes and grievances raised by Members.

Effective Date means the date that the Office of Fair Trading registers the Rules, approved by the Members at a General Meeting, as the Rules of the Association.

Financial Counselling Australia means Financial Counselling Australia Limited (ABN 67 073 167 261).

Financial Counsellor refers to a professional who provides Financial Counselling Services to people in financial difficulty.

Financial Counselling Services means the provision of qualified, free, confidential and impartial information, support and advocacy services that enable individuals to gain control of their financial situations and which are offered by community organisations, community legal centres and some government agencies.

General Meeting means a general meeting of Members convened in accordance with Rule 8, including an Annual General Meeting.

Gift or Gifts means a gift of money, property or deductible contributions which originate from deductible sources.

Indictable Offence means:

- (a) a State offence that is an indictable offence against the law of that State, including any crime or misdemeanour under the *Criminal Code 1899 (Qld)* ; or
- (b) an offence against a law of the Commonwealth punishable by imprisonment for a period exceeding 12 months.

ITAA means the *Income Tax Assessment Act 1997 (Cth)*.

Lapsed Membership refers to the circumstance where a Member's membership fees are in arrears for at least 2 months.

Life Member means a Member granted life membership in accordance with the Membership Policy.

Management Committee refers to the management committee of the Association.

Member means a Member of the Association.

Membership Policy means the Membership Policy approved by the Management Committee that sets out the Association's standards for membership and accreditation.

Membership Related Appeals Policy means the policy approved by the Management Committee that sets out the process for appealing non-approval or termination of membership.

Membership Standards means Financial Counselling Australia's National Standards for Membership and Accreditation, as supplemented by any additional standards set out in the Membership Policy.

Murri Connections means the Association's Murri Connections group that is made up of Aboriginal and Torres Strait Islander Financial Counsellors and capability workers.

Objectives means the objectives of the Association as described in Rule 4.

Professional Standards means the standards applying to the work, practice and conduct of Financial Counsellors as set out in the policies, codes and other instruments adopted by the Management Committee from time to time.

Regulations refers to the *Associations Incorporation Regulation 1999 (Qld)*.

Returning Officers means:

- (a) the Chief Executive Officer; and
- (b) a Member chosen by the majority of Management Committee members to act as Returning Officer for the purposes of Rule 9.4.

Secretary means the person elected to act as the secretary of the Association in accordance with Rule 9.4 of this document.

Student Member means a person who is a Member and who satisfies the requirements for a Student Member set out in the Membership Standards.

South East Queensland means the geographical area of Brisbane, Gold Coast, Ipswich and the Sunshine Coast.

Special Resolution means a resolution passed at a General Meeting of the Association by the votes of 75% of the Members who are present and entitled to vote on the resolution.

State offence means an offence against the law of a State.

State includes the Australian Capital Territory and the Northern Territory.

Surplus Assets has the same meaning as contained in section 92(3) of the Act.

Tax Act means the ITAA, the *Income Tax Assessment Act 1936* (Cth) and any other relevant act.

Voting Member means an Accredited Member, Associate Member or practising Life Member, subject to Rule 8.6.

1.2 Model rules

Subsection 47(1) of the Act does not apply to the Association. Accordingly, these Rules apply to the exclusion of the model rules prescribed under the Regulations.

1.3 Rules for Interpreting this Document

Except where the context makes it clear that a rule is not intended to apply:

- (a) the contents pages and headings are for convenience only and do not affect the interpretation of this document;
- (b) a reference to:
 - (i) a word or expression that is not defined in these Rules, but is defined in the Act has, if the context permits, the meaning given by the Act;
 - (ii) legislation (including subordinate legislation) is to that legislation as amended, reenacted or replaced, and includes any subordinate legislation issued under it;
 - (iii) a document (including this document), or a provision of a document (including a provision of this document), is to that document or provision as amended or replaced;
 - (iv) anything (including a right, obligation or concept) includes each part of it;
 - (v) any body or agency, if that body or agency ceases to exist, is renamed, reconstituted, replaced or has its powers or functions removed (Defunct Body), means the agency or body which succeeds to the Defunct Body's powers or functions, or performs most closely the functions of the Defunct Body;
 - (vi) a rule, schedule or annexure is to a rule of, or schedule or annexure to, this document; and
 - (vii) a singular word includes the plural, and vice versa.

2. CHARITABLE INSTITUTION

The Association is endorsed as exempt from tax under Subdivision 50-B of the ITAA

(endorsement as a Tax Concession Charity). The Association is established as a charitable institution, pursues charitable purposes only and applies its income in promoting these purposes.

3. NAME

The name of the incorporated association is Financial Counselling Queensland Inc.

4. OBJECTIVES

The Objectives of the Association are to:

- (a) relieve poverty, sickness, destitution, suffering, misfortune or helplessness in the community; specifically focusing on aiding those people who suffer disadvantage caused by or as a consequence of financial distress or financial issues;
- (b) identify the financial issues of consumers in the community and develop strategies for assistance;
- (c) improve the economic, personal and social circumstances of people who are disadvantaged, in need or vulnerable and are suffering from or as a consequence of financial distress or financial issues;
- (d) establish financial counselling as a skilled occupation by:
 - (i) establishing standards of service and training and monitoring accreditation levels of Financial Counsellors;
 - (ii) promoting the study, training and ongoing professional development of Financial Counsellors; and
 - (iii) promoting financial counselling generally within the community;
- (e) raise funds for, and otherwise assist and support, programs that improve individuals who are suffering from or as a consequence of financial distress or financial issues;
- (f) lobby for the provision of adequate and autonomously funded Financial Counselling Services;
- (g) facilitate steps to increase the capacity and capability of Financial Counselling Services to meet the needs of the Queensland community;
- (h) facilitate, liaise and coordinate between various organisations involved in providing Financial Counselling Services to ensure the consistency of service standards between the various organisations;
- (i) develop and maintain standards of service which are consistent with the policies as laid down by the Association;
- (j) provide guidance to Members and their employers with regards to professional standards, ethical obligations and minimum service standards;
- (k) provide a focus and stimulus for change in the areas of consumer law, policy and education;
- (l) raise funds for and/or receive all gifts of money or property for this purpose and invite members of the public to make gifts of money or property to the Association for the promotion of these Objectives;
- (m) support and promote the charitable aims and objectives of similar organisations or

charities, or private not for profit organisations which have been created with objectives similar to these Objectives as considered appropriate by the Management Committee;

- (n) undertake such further purposes as are, in the opinion of the Management Committee, appropriate, but without prejudicing the classification of the Association as an organisation falling within Division 50 of the ITAA 97 and a deductible gift recipient under Division 30 of the ITAA 97;
- (o) attract and encourage and acquire gifts, bequests and all forms of deferred gifts to enable the fulfilment of these Objectives;
- (p) encourage a philosophy of good financial counselling practice by:
 - (i) enabling clients to gain social and economic control of their lives;
 - (ii) providing information and advice which is independent of any financial consideration of the agency or Financial Counsellor; and
 - (iii) developing consumer advocacy as an integral component of case management;
- (q) do all things necessary to promote the Objectives of the Association contained in this Rule 4.

5. MEMBERSHIP

5.1 Number of Members

The number of Members of each class is unlimited.

5.2 Classes of Members

The membership of the Association consists of the following classes:

- (a) Accredited Member;
- (b) Associate Member;
- (c) Affiliate Member;
- (d) Student Member;
- (e) Life Member; and
- (f) any other class of membership determined by the Management Committee from time to time.

5.3 Membership Term

Subject to Rule 5.8, a Member's membership term is 12 months.

5.4 Rights of Members

- (a) An Accredited Member is entitled to be elected as a member of the Management Committee, including the role of Chair.
- (b) An Associate Member is entitled to be elected as a member of the Management Committee (other than the Chair).
- (c) All Members are entitled to receive notice of a General Meeting and to attend a General Meeting.

- (d) A Member of any other class of membership has the rights determined by the Management Committee in accordance with Rule 5.2(f).

5.5 Application for Membership

- (a) An applicant for membership of the Association (whether a new Member or a renewing Member) must:
 - (i) submit an application to the Association for consideration, using the procedure prescribed by the Management Committee together with any supporting information or documents required by the Management Committee for the purposes of deciding the application; and
 - (ii) pay the membership fee to the Association.
- (b) Where an application for membership is received by the Association, the Management Committee must decide whether the applicant, whether a new or renewing Member, is eligible for and should be admitted as a Member.
- (c) Membership applications will be considered in accordance with the eligibility criteria as set out in the Membership Policy and other relevant policies of the Association as approved and published by the Management Committee from time to time.
- (d) The Management Committee may accept or reject membership applications at its sole discretion.
- (e) The Management Committee must ensure that applicants who are not granted membership are notified of the reasons for the rejection of their application.
- (f) If the Management Committee approves an application for membership, the Secretary must, as soon as practicable:
 - (i) notify the applicant in writing of the approval for membership; and
 - (ii) enter the approved applicant's name in the register of Members.
- (g) For the purposes of this Rule 5.5, an application for membership includes an application to vary the membership class of an existing Member.

5.6 Membership Fee

The membership fee for each Member class:

- (a) shall be the amount decided by the Management Committee from time to time; and
- (b) is payable when, and in the way, the Management Committee decides.

5.7 Professional Conduct and Disciplinary Investigations

The Management Committee may commence a disciplinary investigation in relation to a Member in accordance with the Disciplinary Procedures if the Management Committee considers that the Member may have materially:

- (a) failed to comply with the Professional Standards;
- (b) engaged in conduct that undermines, or is likely to undermine, the Association's Objectives; or
- (c) engaged in conduct that is seriously prejudicial, or likely to be seriously prejudicial, to the Association, to the profession of Financial Counselling Services generally, or to the

collective interests of the Association's Members.

5.8 When Membership Ends

- (a) A Member may resign from the Association by giving a written notice of resignation to the Secretary.
- (b) A Member who resigns is not entitled to any refund of membership fees, unless such a refund is required by law.
- (c) The resignation takes effect at:
 - (i) the time the notice is received by the Secretary; or
 - (ii) if a later time is stated in the notice - the later time.
- (d) The Management Committee may terminate a Member's membership if the Member:
 - (i) is convicted of an Indictable Offence;
 - (ii) commits an act of fraud;
 - (iii) does not comply with any of these Rules; or
 - (iv) has Lapsed Membership.
- (e) The Management Committee may also terminate a Member's membership as an outcome of a disciplinary investigation in accordance with Rule 5.7.
- (f) Except in the circumstances of a Lapsed Membership, before the Management Committee terminates a Member's membership, the Management Committee must give the Member a full and fair opportunity to show why the membership should not be terminated.
- (g) If the Management Committee decides to terminate the membership, the Secretary must give the Member written notice of the decision.
- (h) A Member whose membership is terminated is not entitled to a refund of membership fees, unless such a refund is required by law.

5.9 Membership Related Appeals

A person who does not have their application for membership or renewal of membership approved by the Management Committee, or has their membership terminated by the Management Committee under Rule 5.8 (d) (i) – (iii), may formally appeal the decision in accordance with the Membership Related Appeals Policy.

6. DISPUTES AND GRIEVANCES

6.1 Dispute and Grievance Process

The dispute and grievance process set out in this Rule 6 applies to disputes between:

- (a) a Member and another Member; or
- (b) a Member and the Management Committee, or a Member of the Management Committee.

The dispute and grievance process must be conducted in accordance with the Dispute and Grievance Policy as published by the Management Committee from time to time.

For the avoidance of doubt, a Member may not commence a dispute or grievance procedure in relation to a matter that is subject to, or is in any way connected with, an ongoing disciplinary investigation under Rule 5.7.

7. MEMBER'S REGISTER

7.1 Obligation to Maintain the Register

- (a) The Management Committee must keep a register of Members.
- (b) The register must include the following particulars for each Member:
 - (i) the full name of the Member;
 - (ii) the Member's contact details;
 - (iii) the date of admission as a Member;
 - (iv) where applicable, the date of death or resignation of the Member;
 - (v) where applicable, details about the suspension, termination or reinstatement of the Member's membership (including where a suspension or termination occurs as an outcome of a disciplinary investigation referred to in Rule 5.7); and
 - (vi) any other particulars that the Management Committee determines should be included in the register.

7.2 Inspection of the Register by Members

- (a) Members are entitled to access the full name and contact details of each Member.
- (b) If a Member requires further details of another Member from the register, the Member must apply in writing to the Management Committee requesting either:
 - (i) the information to be provided by the Secretary to the Member; or
 - (ii) the right to inspect the register to access additional personal information of a Member.
- (c) The request from the Member must state:
 - (i) what information is required; and
 - (ii) the reasons why the Member requires the information.
- (d) If the Management Committee has reasonable grounds for believing the disclosure of the personal information of a Member would put the Member at risk of harm, the Management Committee may withhold the information about the Member.
- (e) Subject to Rules 7.2(a), (b) and (c), after giving at least 5 business days notice to the Secretary, a Member will either (as the Management Committee decides):
 - (i) be provided with access to Member's register during normal business hours; or
 - (ii) the Secretary will provide the information requested to the Member.

7.3 Prohibition on the Use of the Information Contained in the Register

- (a) A Member of the Association must not:

- (i) use information obtained from the Association's register to contact, or send material to, another Member for the purpose of advertising for political, religious, charitable or commercial purposes which is not related to or directly connected to the Objectives of the Association; or
 - (ii) 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 for the purpose of advertising for political, religious, charitable or commercial purposes which is not related to or directly connected to the Objectives of the Association.
- (b) Rule 7.3(a) does not apply if the Management Committee approves the use or disclosure of the information.

7.4 Access Rights of a State or Territory Financial Counselling Association

The Management Committee may provide an association that is a member of Financial Counselling Australia with an extract from the register showing the name and contact details of a person whose membership has been suspended or terminated following a disciplinary investigation in accordance with Rule 5.7.

8. GENERAL MEETINGS

8.1 Calling a General Meeting

- (a) The Secretary may call a General Meeting at any time by giving written notice to the Members in accordance with Rule 8.3.
- (b) The Secretary must call a General Meeting within 28 days of receiving a written request to do so that is signed by:
 - (i) the Chair; or
 - (ii) at least 33% of Management Committee members; or
 - (iii) at least the number of Voting Members equal to double the number of Management Committee members, plus 1.
- (c) If the Secretary is unable or unwilling to call the General Meeting in accordance with this Rule 8.1, the Chair must call the General Meeting.

8.2 Alterations, Additions and Amendments

- (a) Subject to the Act, the name, or Rules of the Association may be amended, repealed or added to by a Special Resolution carried at a General Meeting. Such an amendment, repeal or addition is only valid from the Effective Date.

8.3 Notice of General Meetings

- (a) The Secretary must give at least 21 days' written notice to Members of a General Meeting called to hear and decide a proposed Special Resolution of the Association. The notice must state the terms of the proposed Special Resolution.
- (b) The Secretary must give at least 14 days' written notice to Members of any other General Meeting. The notice of a General Meeting must state the business to be conducted at the meeting.

8.4 Omission of Notice

The accidental omission to give notice of a General Meeting to, or the non-receipt of a notice by, any Member shall not invalidate any proceedings or resolutions at any General Meeting of the

Association or any committee thereof.

8.5 Chairing of Meetings

At each General Meeting:

- (a) the Chair is to preside as chairperson;
- (b) if there is no Chair, the Chair is not present within 15 minutes after the time fixed for the meeting or the Chair is unwilling to preside as chairperson, the Management Committee members present at the General Meeting must choose a chairperson for the meeting; and
- (c) the chairperson must conduct the meeting in a proper and orderly way.

8.6 Voting Eligibility

A Voting Member is not eligible to vote at the General Meeting if the Member's annual subscription is in arrears at the date of the meeting.

8.7 Voting Majority

- (a) At the General Meeting, each question, matter or resolution, other than a Special Resolution, must be decided by a majority of votes of the Voting Members present.
- (b) Each Voting Member present and eligible to vote is entitled to 1 vote only.
- (c) If the votes are equal, the chairperson, or other person chairing the General Meeting pursuant to Rule 8.5, has a casting vote.

8.8 Voting Method

- (a) 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.
- (b) The method of voting is to be decided by the Management Committee.
- (c) Notwithstanding this Rule 8.8, the ballot procedures in Rule 9.4 are to be followed when electing the Management Committee under Rule 9.

8.9 Proxies

- (a) An instrument appointing a proxy must be in writing and be in the form prescribed by the Management Committee.
- (b) The instrument appointing a proxy must be signed by the appointor or the appointor's attorney properly authorised in writing.
- (c) A proxy must be a Member of the Association.
- (d) Each instrument appointing a proxy must be given to the Secretary before the start of the General Meeting or adjourned meeting at which the person named in the instrument proposed to vote.
- (e) Unless otherwise instructed by the appointor, the proxy may vote as the proxy considers appropriate.
- (f) A proxy shall only act as proxy for a maximum of 2 Members at a General Meeting.
- (g) If a person has been appointed as proxy for more than 2 Members, the chairperson of

the General Meeting will be appointed as the default proxy for the third and subsequent Member(s).

8.10 Quorum for, and Adjournment of, a General Meeting

- (a) No business may be conducted at the General Meeting unless there is a quorum of Voting Members present when the meeting proceeds to business.

The quorum for a General Meeting is at least the number of Members elected or appointed to the Management Committee at the close of the Associations's last General Meeting plus 1.

- (b) If there is no quorum within 30 minutes after the time fixed for the General Meeting to be held, the meeting is to be adjourned for:
- (i) at least 30 days; or
 - (ii) another suitable period determined by the Members who are present.
- (c) The quorum will not lapse if a Member is prohibited by law from being present at all or part of the General Meeting.
- (d) The Secretary must give written notice to Members of an adjourned meeting.

8.11 Remote Technology

- (a) A Member not physically present at a General Meeting may participate in the meeting by the use of technology that reasonably allows the Member to hear and take part in discussions as they happen, subject to Management Committee approval of technological arrangements prior to the meeting.
- (b) For the purposes of these Rules, a Member participating in a General Meeting as permitted under this provision is taken to be present at the meeting and, if the Member votes at the General Meeting, is taken to have voted in person.

8.12 Minutes

- (a) The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each General Meeting are entered in an Association register.
- (b) To ensure the accuracy of the minutes of each General Meeting the minutes must be signed by the chairperson.
- (c) If asked by a Member, the Secretary must, within 28 days after the request is made:
- (i) make the minutes for a General Meeting available for inspection by the Member at a mutually agreed time and place; and/or
 - (ii) give the Member copies of the minutes of the General Meeting.
- (d) The Association may require the Member to pay the reasonable costs of providing copies of the minutes.

8.13 Annual General Meeting

- (a) The Secretary must arrange an Annual General Meeting:

- (i) at least once each year; and
 - (ii) within six (6) months after the end date of the Association's reportable financial year.
- (b) If the Secretary is unable (for whatever reason) or unwilling to arrange the Annual General Meeting, the Chair must arrange the meeting.

8.14 Business to be conducted at the Annual General Meeting

Subject to the application of section 59 of the Act, the following business must be conducted at each Annual General Meeting:

- (a) confirmation of the minutes of the last Annual General Meeting and of any other General Meeting held since the last Annual General Meeting;
- (b) receipt and consideration of the report of the Management Committee;
- (c) presentation of the financial statements and audit report for the last reportable financial year to the meeting for adoption;
- (d) election of the Management Committee members due for election;
- (e) appointment of an auditor for the present financial year; and
- (f) any other business required under the Act or for which the required notice has been given.

9. COMPOSITION AND ELECTION OF THE MANAGEMENT COMMITTEE

9.1 Eligibility

A member of the Management Committee must be eligible to be elected under section 61A of the Act. All nominees for Chair must be Accredited Members of the Association.

9.2 Composition of the Management Committee

- (a) The Management Committee shall have no less than 5 and no more than 8 members.
- (b) The Management Committee members shall be elected by the Voting Members of the Association in accordance with these Rules.
- (c) The Management Committee consists of a Chair, Vice-Chair, Treasurer, Secretary and any other members the Members elect, subject to Rule 9.2(a), (d), (e) and (f).
- (d) One of the Management Committee members must be a representative of Murri Connections.
- (e) A maximum of 50% of Management Committee members may be employed by any one organisation.
- (f) A minimum of 2 Management Committee members must be employed and/or reside outside of South East Queensland.

9.3 Election of the Management Committee – Nomination Procedures

A Management Committee member may only be elected as follows:

- (a) Any two (2) Members (**Proposers**) may nominate another Member (**Candidate**) to serve on the Management Committee.

- (b) The nomination must:
 - (i) be made in accordance with the Association's nomination procedures as published from time to time;
 - (ii) specify whether the Candidate is nominated to be Chair, Treasurer, Vice-Chair, Secretary or general Management Committee member;
 - (iii) be signed by the Candidate and the Proposers; and
 - (iv) be given to the Secretary at least 14 days before the Annual General Meeting at which the election is to be held.
- (c) At least seven (7) days prior to the Annual General Meeting, the Management Committee must send to each Member a list of the Candidates' names in alphabetical order, with the names of the Proposers. The list must specify which Candidates are nominated for Chair, Vice-Chair, Treasurer, Secretary and general Management Committee positions.
- (d) A Candidate can nominate for any vacant position(s) on the Management Committee at the same election. If the Candidate is elected to a nominated position, their nominations for other Management Committee positions shall be deemed to be withdrawn.
- (e) If, at the close of nominations, no more than the required number of Candidates are nominated, those so nominated shall be declared elected at the Annual General Meeting.

9.4 Election of the Management Committee – Ballot Procedures

- (a) Where a ballot is required, the Returning Officers shall conduct the election in accordance with one of the following two voting procedures. The Management Committee shall determine which procedure is to be followed:
 - (i) at the Annual General Meeting by show of hands, in accordance with any procedures prescribed in advance by the Management Committee; or
 - (ii) at the Annual General Meeting by ballot, in accordance with any procedures prescribed in advance by the Management Committee.
- (b) A Member may take part and vote under this Rule 9.4 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.
- (c) The Returning Officers shall count the votes and declare the result during the Annual General Meeting or as soon as practicable following the meeting.
- (d) Each Member present and eligible to vote at the Annual General Meeting may vote for one (1) Candidate for the position of Chair and one (1) Candidate for each other vacant position on the Management Committee.
- (e) If, at the start of the Annual General Meeting, there are less than 8 Candidates nominated, nominations may be taken from Members at the meeting.
- (f) If, at the end of the Annual General Meeting, not all Management Committee positions have been filled, the remaining positions shall be treated as Casual Vacancies under Rule 13.3.
- (g) The Management Committee must ensure that, before a Candidate is elected to the Management Committee, the Candidate is advised:

- (i) whether or not the Association has public liability insurance; and
- (ii) the amount of the insurance.

9.5 Term of Office of Management Committee members

A Management Committee member holds office until the second Annual General Meeting after their election. A retiring Management Committee member is eligible for re-election for a maximum of two further consecutive terms.

10. FUNCTIONS OF THE MANAGEMENT COMMITTEE

10.1 Powers of the Management Committee

- (a) The Management Committee:
 - (i) shall control and manage the business, operations and affairs of the Association;
 - (ii) may, subject to these Rules, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by General Meetings of the Members of the Association; and
 - (iii) subject to these Rules, the Act and Regulations, has the power to perform all such acts and things as appear to the Management Committee to be essential for the proper governance of the business, operations and affairs of the Association.
- (b) Without prejudice to the powers conferred by paragraphs 10.1(a), the Management Committee's powers shall include those powers set out in the Association's Management Committee Charter.
- (c) The Management Committee may delegate any of their functions or powers to a body or individual, including a subcommittee of the Management Committee or an employee of the Association, to the extent permitted by the Act.

11. CONFLICT OF INTEREST

- (a) A member of the Management Committee who has a conflict of interest or material personal interest in a matter being considered at a Management Committee meeting must, at the commencement of the meeting or as soon as the member becomes aware of the interest, disclose the nature and extent of the interest to the Management Committee.
- (b) Unless the Management Committee members, excluding the conflicted member, have resolved otherwise in the absence of the conflicted member, the conflicted member must not:
 - (i) be present while the matter, or a related resolution, is being considered by the Management Committee,
 - (ii) vote on the matter; or
 - (iii) otherwise take part in any decision of the Management Committee members in relation to the matter or a related resolution.

12. OFFICE BEARERS

12.1 Roles

- (a) The Chair's role is to lead the Association as the chief elected officer and to chair the General Meetings and Management Committee meetings.
- (b) The Vice Chair supports the Chair as required from time to time.
- (c) The Treasurer is responsible for overseeing the finances of the Association and financial reporting to the Management Committee and the Annual General Meeting.
- (d) The Secretary's functions include, but are not limited to:
 - (i) arranging General Meetings and meetings of the Management Committee, including preparing a notice of meeting and determining the business to be conducted at a meeting in consultation with the Chair;
 - (ii) keeping minutes of each meeting; and
 - (iii) maintaining the register of Members.

13. MANAGEMENT COMMITTEE PROCESSES

13.1 Management Committee Meetings

- (a) A meeting of the Management Committee:
 - (i) must be held at least quarterly; and
 - (ii) may be held in any manner that the Management Committee sees fit including in person, by telephone conference or by other electronic methods of communication.
- (b) An extraordinary meeting of the Management Committee must be arranged within 14 days by the Secretary if the Chair or two other Management Committee members so request.
- (c) The quorum for the Management Committee meeting is more than 50% of the Management Committee members in office. The quorum must be present for the whole meeting.
- (d) If there is no quorum within 30 minutes after the time fixed for the meeting called, the meeting is to be adjourned until the date and time determined by the Management Committee members present at the meeting.
- (e) A decision of the Management Committee is to be decided by a majority vote of unconflicted Management Committee members present at the meeting, and, if the votes are equal, the decision is made in the negative.
- (f) A written resolution signed or otherwise agreed to in writing by the majority of unconflicted Management Committee members is as valid and effectual as if it had been passed at a Management Committee meeting that was properly called and held. This resolution may consist of several documents in like form, each signed or otherwise agreed to in writing by 1 or more members of the Management Committee.

13.2 Resignation of, Removal of or Vacation of Office by a Management Committee member

- (a) A Management Committee member may resign from the Management Committee by giving written notice of resignation to the Secretary.

- (b) The resignation takes effect at:
 - (i) the time the notice is received by the Secretary; or
 - (ii) if a later time is stated in the notice - the latertime.
- (c) A Management Committee member may be removed from office at a General Meeting if a majority of the Members present and eligible to vote at the meeting vote in favour of removing the Management Committee member.
- (d) Before a vote of Members is taken about removing the Management Committee member from office, the Management Committee member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- (e) A Management Committee member has no right of appeal against the member's removal from office under this Rule.
- (f) A Management Committee member immediately vacates their membership if the member is disqualified:
 - (i) on any grounds set out in section 64(2) of the Act;
 - (ii) by the Australian Charities and Not-for-profits Commission from acting as a responsible person; or
 - (iii) by the Australian Securities and Investments Commission from acting as a director or officer.

13.3 Casual Vacancies

- (a) If a Casual Vacancy happens:
 - (i) in respect of the office of Chair, Vice-Chair, Secretary or Treasurer - the continuing Management Committee members must within one (1) month appoint a person to act in each vacant position;
 - (ii) in respect of any other Management Committee position - the continuing Management Committee members may at any time appoint a person to act in each vacant position.
- (b) If a Management Committee member is appointed pursuant to Rule 13.3(a), the person shall act in the position until the next Annual General Meeting.
- (c) The continuing Management Committee members may act despite a Casual Vacancy.
- (d) However, if the number of committee members falls below 5, the continuing Management Committee members may act only to:
 - (i) increase the number of Management Committee members to at least 5; or
 - (ii) call a General Meeting.

13.4 Minutes of Management Committee meetings

- (a) The Secretary must ensure full and accurate minutes are kept of each Management Committee meeting.
- (b) To ensure the accuracy of the minutes, the minutes of each Management Committee meeting must be approved by the chairperson of the meeting, or the chairperson of the next Management Committee meeting, verifying the accuracy of the minutes.

14. SUBCOMMITTEES

14.1 Appointment of Subcommittees

- (a) The Management Committee may appoint a subcommittee to help with the conduct of the Association's operations. A subcommittee may be comprised of two or more members of the Management Committee.
- (b) The Management Committee may also appoint other Members of the Association and/or external individuals to be members of the subcommittee.
- (c) A subcommittee must have written terms of reference agreed to by the Management Committee.
- (d) A subcommittee must report to the Management Committee.

15. ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS

- (a) An act performed by the Management Committee, a subcommittee or a person acting as a Management Committee member is taken to have been validly performed.
- (b) Rule 15(a) applies even if the act was performed when:
 - (i) there was a defect in the appointment of a member of the Management Committee, subcommittee or person acting as a member of the Management Committee; or
 - (ii) a member of the Management Committee, subcommittee member or person acting as a member of the Management Committee was disqualified from being a Member.

16. POWERS

The Association has the powers of an individual and may:

- (a) enter into contracts; and
- (b) acquire, hold, deal with and dispose of property; and
- (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.

17. FUNDS AND ACCOUNTS

17.1 Source of Funds

The funds of the Association may be derived from funding grants, membership fees, registrations, donations, fundraising activities, interest and any other sources approved by the Management Committee, provided that the acceptance of funds does not conflict with the Objectives of the Association.

17.2 Bank Accounts

- (a) The funds of the Association must be kept in a bank account in the name of the Association in a financial institution decided by the Management Committee.
- (b) The Management Committee must establish processes to authorise, oversee and monitor the receipt and expenditure of Association funds.
- (c) All amounts must be deposited in the financial institution account as soon as

practicable after receipt.

- (d) All payments or transfers of the funds of the Association, by cheque or electronic funds transfer, shall be signed or effected by two persons authorised by the Management Committee.

17.3 General Financial Matters

- (a) On behalf of the Management Committee, the Treasurer must, as soon as practicable after the end date of each financial year, ensure a financial statement for its last reportable financial year is prepared.
- (b) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.
- (c) The income and property of the Association must be used solely in promoting the Association's Objectives and exercising the Association's powers.
- (d) No part of the income or property of the Association may be paid, transferred either directly or indirectly or distributed by way of dividend, bonus, Management Committee fee or other payment, to any of the Members, except for bona fide compensation for:
 - (i) reimbursement for out-of-pocket expenses incurred by the Member; or
 - (ii) services rendered to the Association by a Member in a professional or technical capacity, where:
 - (A) the provision of the service has the prior approval of the Management Committee; and
 - (B) the amount payable is not more than an amount which is commercially reasonable as a payment for that service.

18. RECORDS

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

19. FINANCIAL YEAR

The end date of the Association's financial year is June 30 in each year.

A transitional financial period will apply from 1 January 2026 to 30 June 2026.

20. DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY

- (a) This Rule 20 applies if the Association:
 - (i) is wound-up or there is a dissolution of the Association under part 10 of the Act; and
 - (ii) has Surplus Assets.
- (b) The Surplus Assets must not be distributed among the Members.
- (c) The Surplus Assets must be given or transferred to another entity or institution:
 - (i) having objectives similar to the Association's Objectives and which is approved by the Commissioner of Taxation as a charitable institution for the purposes of any Tax Act; and
 - (ii) the rules of which prohibit the distribution of the entity's income and assets to

its Members.

21. REVOCATION

- (a) If the Association is endorsed as an income tax deductible gift recipient, and it is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation to which income tax deductible gifts can be made:
 - (i) gifts of money or property for the principal Objectives of the Association;
 - (ii) contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation; and
 - (iii) money received by the organisation because of such gifts and contributions.
- (b) If upon the winding up or dissolution of the Association there remains any property, after satisfaction of all debts and liabilities, such property;
 - (i) shall not be paid to or distributed among the Members; but
 - (ii) shall be transferred to a fund, authority or institution having similar objectives to the Objectives of the Association and whose rules shall prohibit the distribution of property among its members and to which income tax deductible gifts can be made under subdivision 30 of the ITAA.

22. INDEMNITY

- (a) All Management Committee members will be indemnified against all costs, losses and expenses which they may incur or become liable for due to any contract entered into or deed done by the Management Committee member in the discharge of his or her duties.
- (b) The indemnity does not extend to any officers for costs, losses, charges and expenses due to liability that has occurred through the Management Committee member's own willful default.

23. WRITTEN NOTICE AND SIGNATURES

- (a) If a person's signature is required under these Rules, the requirement can be met in electronic form provided that a method is used:
 - (i) to identify the person; and
 - (ii) to indicate the person's intention in relation to the information communicated.
- (b) Any written notice, instrument, form, resolution, document or other correspondence (notice) to be given to a Member, Management Committee member or other individual under these Rules may be given:
 - (i) by handing the notice to the individual personally; or
 - (ii) by sending the notice by post to the individual at the address recorded for the individual on the register of Members; or
 - (iii) by electronic communication, including but not limited to sending by email or notifying the individual via the online members' portal.

- (c) Any written notice, instrument, form, resolution, document or other correspondence (notice) to be given to the Association of the Management Committee under these Rules may be given:
- (i) by handing the notice to the Secretary; or
 - (ii) by sending the notice by post to the Association's registered address; or
 - (iii) by leaving the notice at the Association's registered address; or
 - (iv) by sending the notice by email to the email address of the Association or the Secretary; or
 - (v) by submitting the notice via the Association's website online members' portal or other relevant electronic database.

24. COMMON SEAL

The Association does not have a common seal. The Association may execute a document without a common seal if the document is signed by a member of the Management Committee and countersigned by:

- (a) the Secretary;
- (b) another member of the Management Committee; or
- (c) another person authorised by the Management Committee.

History of Effective Dates

11-Jul-1994
10-Sept-1999
8-Sept-2000
15-Jul-2004
20-Dec-2010
17-May-2013
26-Mar-2019
22-Mar-2021
9-May-2025
23-Apr-2026