

CONSTITUTION

OF

THE ENGLISH SPEAKING UNION
(QUEENSLAND BRANCH)



ABN 56 009 706 236

A Company Limited by Guarantee and Without a Share Capital

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Definitions and Interpretation

- 1. Name** The name of the Association is The English-Speaking Union (Queensland Branch).

2. Definitions

The following words have these meanings in this Constitution unless the contrary intention appears:

ACNC Act means Australian Charities and Not-for-Profits Commission Act 2012 and any Regulations made under such Act.

Address of the Association means the current PO Box of the Association, the Association's public e-mail address or such other address as is notified by the Association to the Members from time to time.

Association means The English-Speaking Union (Queensland Branch) Limited (ABN 56 009 706 236).

Auditor means a person appointed as auditor for the time being of the Association under these Rules.

Board means the Board of Directors of the Association. **Chairperson** means the person appointed as Chairperson of the Board or a general meeting under this Constitution

Constitution means this Constitution of the Association as altered or added to from time to time.

Corporations Act means the Corporations Act 2001 (Cth) and the Corporations Regulations 2001 (Cth) as amended from time to time.

Director means a Director of the Association.

Financial year means the period from 1 July to 30 June.

Law means either ACNC Act or the Corporations Act, whichever is applicable.

Member means a person admitted as a member under Rule 6.

Office-bearers means the President, Vice-President, Secretary and Treasurer elected under Rules 14 and 25.

Officer has the meaning given by section 9 of the Corporations Act.

President means the person appointed as President under these Rules.

Registered Office means the registered office for the time being of the Association.

Register of Members means the register of members described in Rule 7.

Regulation means any regulation made in accordance with Rule 39.

Rules means the rules set out in this Constitution as amended or added to from time to time.

Secretary means the person appointed as Secretary under these Rules.

State means a state or a territory of the Commonwealth of Australia

- 3. Interpretation**
- (a) Headings are for convenience only and do not affect the interpretation of this Constitution.
 - (b) The following rules of interpretation apply unless any contrary intention appears in this Constitution or the context requires otherwise:
 - (i) a word or phrase given a meaning by the Corporations Act or the ACNC Act has the same meaning in this Constitution;
 - (ii) words in the singular include the plural and vice versa;
 - (iii) words importing a gender include all other genders;
 - (iv) if a word or phrase is defined, its other grammatical forms have a corresponding meaning;
 - (v) a reference to legislation or to a provision of legislation includes a modification or re-enactment of it, a legislative provision substituted for it, and a regulation or statutory instrument issued under it;
 - (vi) a reference to a person includes a corporation, trust, partnership, unincorporated body or other entity, whether or not it comprises a separate legal entity; and
 - (vii) the Corporations Act and the ACNC Act override any Rule that is inconsistent with these Acts.
 - (viii) unless the context provides otherwise reference to a general meeting includes an annual general meeting

Corporations Act Replaceable Rules

- 4. Replaceable rules** The replaceable rules contained in the Corporations Act do not apply to the Association

Objects

- 5. Objects**
- (a) The Association shall be a not-for-profit organisation and the objects for which the Association is established are to promote understanding and communication in and about the English language and culture especially in Australia through education, social events and scholarship.
 - (b) The objects set out in paragraph (a) above shall not in any manner restrict or limit the powers and objects granted to the Association under the Corporations Act which will continue to apply to the Association.

Membership

6. Classes of Membership

(a) There shall be the following classes of membership:

(i) Honorary Members

Shall comprise those persons who are invited from time to time to become Honorary Members for such periods as the Board decides. This category will include members of branches of The English-Speaking Union in other Australian States or Territories or members of branches in other countries who may be temporarily visiting Queensland. Persons offered membership in this category will not be entitled to:

- (A) stand for any elective office of the Association;
- (B) be eligible to vote at any general meeting of the Association;
- (C) be included for the purpose of a quorum; or
- (D) exercise any other rights of a Member in this Constitution such as the requisition by a Member to hold a general meeting.

Honorary Members will not be liable for the payment of any membership fees.

(ii) Honorary Life Members

Shall comprise all those persons who are invited from time to time by unanimous resolution of the Board to become Honorary Life Members. This category is intended to recognise dedicated, outstanding and meritorious service rendered by Members or other persons in furthering the aims and objects of the Association. The rights and privileges of an Honorary Life Member will be identical to those enjoyed by an Ordinary Member of the Association as defined in these Rules, except that they will not be liable for the payment of any membership fees.

(iii) Ordinary Members

Shall be those persons residing in Queensland who have been accepted for membership in accordance with paragraphs (c)(i), (c)(ii) and (c)(iii) of this Rule.

(iv) Life Members

Shall comprise those Ordinary Members who by payment of a single amount as fixed by the Board shall be entitled to the same privileges as are enjoyed by Ordinary Members except that they will be exempted from payment of any further membership fees.

7. Register of Members

A Register of Members shall be set up and maintained by the Secretary. Such register must contain the name and address, telephone number, and email address, for each Member and any other information required by the Board or the Law.

8. Cessation of membership

- (a) A member ceases to be a Member if such Member:
 - (i) dies
 - (ii) resigns in writing by letter sent to the Association .
 - (iii) is convicted of a criminal offence;
 - (iv) becomes a person of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.
 - (v) is a body corporate, on the date that:
 - (A) a liquidator is appointed in connection with the winding up of the Member; or
 - (B) an order is made by a court for the winding up or deregistration of the Member.
- (b) The membership of a Member who is expelled following a resolution passed by the Board in paragraph (d) of this Rule ceases immediately on the date of the resolution or on a date expressed in the proposed motion that is passed.
- (c) If the subscription of a member shall remain unpaid for a period of three calendar months after it becomes due then the Member may be removed by the Board from the Register, provided that the Board may reinstate the Member and restore their name to the Register on payment of all arrears if the Board so decides.
- (d) If any Member shall wilfully refuse or neglect to comply with the provisions of this Constitution or shall be guilty of any conduct which in the opinion of the Board is unbecoming of a Member or prejudicial to the interests of the Association, the Board shall have power to expel the Member from the Association and remove their name from the Register. At least one week before the meeting of the Board at which a resolution for their expulsion is passed, the Member shall receive notice of such meeting and of what is alleged against such Member. The Member shall at such meeting and before the passing of such resolution be given an opportunity of giving orally or in writing any explanation or defence as such Member may think fit. The Member may also by notice in writing lodged with the Secretary at least twenty-four hours before the time for holding the meeting at which the resolution for their expulsion is to be considered by the Board, elect to have the question of their expulsion dealt with by the Association in general meeting. In that event an extraordinary general meeting of the Association shall be called for that purpose and if at such meeting a resolution for the expulsion of the member is passed by a majority of two-thirds of those present and voting (such vote to be taken by ballot) the Member shall be expelled and their name removed from the Register.

Entitlements and Association Funds

- 9. Preservation of entitlements** Nothing in these Rules shall affect the status or entitlements of any person who is an Office-bearer or a Director of the Association as at the date of the adoption of this Constitution.
- 10. Application of funds**
- (a) The profits (if any) or other income and the property of the Association, however derived, must be applied solely towards the promotion of the objects of the Association as set out in this Constitution, and no part of those profits or that income or property may be paid or transferred, directly or indirectly by way of dividend, bonus or otherwise, to any Member. This Rule does not prevent payment in good faith to an Officer or Member, or to a firm of which an Officer or Member is a partner:
 - (i) of remuneration for:
 - (A) services rendered to the Association or
 - (B) for goods supplied in the ordinary course of business or
 - (ii) reasonable rent for premises demised or let by an Officer or Member to the Association.
 - (b) A Director may not be paid any fees for acting as such, and may only be reimbursed expenses or paid remuneration for services rendered to the Association in circumstances permitted by Rule 27.

General Meetings

- 11. Who may convene general meetings**
- (a) A general meeting shall be convened on the requisition of at least three Members.
 - (b) The Directors may convene a general meeting whenever they think fit.
 - (c) Subject to the provisions of the Corporations Act as to short notice, not less than 21 days' notice of an annual general meeting or a general meeting, must be given in writing to each Member.
 - (d) A notice convening a meeting of the Association must specify the place (if applicable), day and hour of the meeting, and in the case of special business the general nature of the special business to be dealt with at the meeting, and there must appear in it with reasonable prominence a statement that:
 - (i) a Member entitled to attend and vote is entitled to appoint a person as a proxy, and
 - (ii) a proxy must be a financial member of the Association.
 - (e) Subject to the requirements of the Law the Directors may convene a general meeting by using the technologies described in paragraph (a) of Rule 36 whereupon the provisions of paragraph (b) of Rule 36 shall apply as if reference to Directors was a reference to Members and/or Directors.
 - (f) The Directors may make such Regulations as they shall deem necessary for the conduct of general meetings held pursuant to paragraph (e) of this Rule.
- 12. Directors' rights to attend general meetings**
- A Director is entitled to attend any general meeting, to receive all notices of and other communications relating to any general meeting which a Member is entitled to receive, and to be heard at any general meeting on any part of the business of the meeting.

13. Cancellation or postponement of general meeting

- (a) Where a notice of a general meeting (including an annual general meeting) is issued by the Directors, they may, whenever they think fit, cancel the meeting or postpone the holding of the meeting to a date and time determined by them.
- (b) Notice of cancellation or postponement of a general meeting must be given to all persons entitled to receive notices of general meetings from the Association at least three days before the date for which the meeting is convened, and must specify the reason for cancellation or postponement.
- (c) A notice postponing the holding of a general meeting must specify:
 - (i) a date and time for the holding of the meeting, and
 - (i) if required, a place for the holding of the meeting, which may be either the same as or different from the place specified in the notice convening the meeting.
- (d) The number of days from the giving of a notice postponing the holding of a general meeting to the date specified in that notice for the holding of the meeting may not be less than the number of days' notice of the meeting required to be given by this Constitution or the Corporations Act.
- (e) The only business that may be transacted at a general meeting which is postponed is the business specified in the notice convening the meeting.
- (f) The accidental omission to give notice of the cancellation or postponement of a meeting to, or the non-receipt of any such notice by any person entitled to notice, do not invalidate that cancellation or postponement or any resolution passed at a postponed meeting.
- (g) Paragraphs (a) to (f) of this Rule do not apply to a general meeting convened by the Directors in accordance with a requisition of Members under Rule 11(a) or the Corporations Act.

14. Business of the Annual General Meeting

- (a) The business of an annual general meeting of the Association includes:
 - (i) when relevant, to receive, consider and vote on the financial accounts and reports, whether or not required by the Law to be laid before each annual general meeting;
 - (ii) to elect Directors and the President, who shall be a Director;
 - (iii) when relevant, to appoint an auditor and to fix the auditor's remuneration, and
 - (iv) to transact any other business that, under this Constitution or the Law, is required to be transacted at an annual general meeting.
- (b) Before or at the annual general meeting, the Board must give information to the Members on the Association's activities and finances during the period since the last annual general meeting or as required by the Law.
- (c) The Chairperson of the annual general meeting must give Members a reasonable opportunity at the meeting to ask questions or make comments about the management and goals of the Association.

Proceedings at General Meetings

15. Quorum

- (a) Until otherwise determined by the Board twelve Members present in person or by proxy are a quorum at an annual general meeting or general meeting.
- (b) No business may be transacted at a general meeting unless a quorum is present when the meeting is opened, but if a quorum is present at the beginning of a meeting, it is deemed to be present throughout the meeting unless the Chairperson of the meeting on the Chairperson's own motion or at the instance of a Member or a proxy who is present otherwise declares.
- (c) If within 15 minutes after the time appointed for a meeting a quorum is not present, the meeting:
 - (i) if convened on requisition of Members under Rule 11, is dissolved and
 - (ii) in any other case stands adjourned to the same day in the next week and at the same time and place (if required), or to such other day, time and place as the Directors appoint by notice to the Members and others entitled to notice of the meeting.
- (d) At any such adjourned meeting, if a quorum is not present within 15 minutes after the time appointed for the adjourned meeting, the meeting is dissolved.

- 16. Conduct of General Meetings**
- (a) The general conduct of each general meeting and the procedures to be adopted at the meeting are as determined prior to the meeting by the Board or during the meeting by the Chairperson.
 - (b) The Chairperson of a general meeting of this Association may make rulings without putting the question (or any question) to a vote if that Chairperson considers action is required to ensure the orderly conduct of the meeting.
 - (c) The Chairperson of a general meeting of the Association may require the adoption of any procedures that are in that Chairperson's opinion necessary or desirable for the proper and orderly casting or recording of votes at the meeting, whether on a show of hands or on a poll.
 - (d) If at any time the Chairperson of a general meeting of the Association considers it necessary or desirable for the proper and orderly conduct of the meeting, the Chairperson may demand the cessation of debate or discussion on any business, question, motion or resolution being considered by the meeting, and require the business, question, motion or resolution to be put to a vote of the Members present.
 - (e) Any determination by the Chairperson of a general meeting in relation to matters of procedure (including any procedural motions moved at, or put to, the meeting), or any other matter arising directly or indirectly from the business, is final (including any procedural motions moved at, or put to, the meeting). Any challenge to a right to vote (whether on a show of hands or on a poll), or to a determination to allow or disregard a vote, may only be made at the meeting and may be determined by the Chairperson of the meeting whose decision is final.
 - (f) If a person purports to cast a vote at a general meeting in contravention of the Corporations Act, the Chairperson of the meeting may determine that the vote be disregarded and treated as not having been cast.
 - (g) Nothing contained in this Rule limits the powers conferred on a Chairperson of a general meeting by the Law.

- 17. Chairperson**
- The President is entitled to preside as Chairperson at general meetings, but if the President is not present and able and willing to act within 15 minutes after the time appointed for a meeting, or has signified an intention not to be present and able and willing to act, the following may preside as Chairperson (in order of entitlement): the Vice-President, or a Director chosen by a majority of the Directors present at the meeting.

18. How questions are decided

- (a) In the case of an equality of votes, whether on a show of hands or on a poll, the Chairperson of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote .
- (b) Every question submitted to a meeting is to be decided by a show of hands, unless before or on the declaration of the result of the show of hands a poll is demanded by:
 - (i) the Chairperson of the meeting, or
 - (ii) not less than four Members or proxies having the right to vote at the meeting, and the demand for the poll is not withdrawn.
- (c) Unless a poll is so demanded and the demand is not withdrawn, a declaration by the Chairperson of the meeting that the motion has been carried, or carried unanimously, or without dissent or by a particular majority, or lost, and an entry to that effect in the minutes of the meeting, are conclusive evidence of that, and it is not necessary to prove the number or proportion of votes cast in favour of or against the motion.
- (d) If a poll is so demanded and the demand is not withdrawn, it must be taken at once, and the result of the poll is to be deemed the resolution of the meeting at which the poll was demanded.
- (e) A poll demanded on the election of a Chairperson of a meeting and a poll demanded on a question of adjournment is to be taken at the meeting immediately.
- (f) A demand for a poll does not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been demanded.
- (g) If there is a dispute as to the admission or rejection of a vote, the Chairperson of the meeting must decide it, and the Chairperson's decision made in good faith is final and conclusive.

19. Adjournment

- (a) The Chairperson of a meeting may with the consent of the meeting adjourn the meeting from time to time and place to place, but the only business that may be transacted at an adjourned meeting is the business left unfinished at the meeting from which the adjournment took place.
- (b) If a meeting is adjourned for more than one month, notice of the adjournment must be given in accordance with Rule 13(d).

- 20. Votes of Members**
- (a) Subject to any other rights or restrictions in this Constitution:
 - (i) on a show of hands, each Member has one vote, and
 - (ii) on a poll, each Member has one vote and each proxy of a Member has one vote for each Member that the person represents.
 - (b) A Member is not entitled to vote at a general meeting or to be counted for the purpose of constituting a quorum unless all sums presently payable by that Member in respect of membership have been paid.
- 21. Right to appoint proxy**
- (a) A Member entitled to attend at an annual general meeting or at a general meeting of the Association may appoint a person as proxy to attend in the Member's place at the meeting, and a proxy has the same right as the Member to speak and vote at the meeting.
 - (b) A proxy must be a financial member of the Association.
- 22. Instrument of proxy**
- (a) An instrument appointing a proxy to vote at any meeting of the Association must be in writing and may be in respect of more than one meeting.
 - (b) An instrument appointing a proxy must be in a form acceptable to the Board generally.
 - (c) To be effective, an instrument appointing a proxy must be received by the Secretary at least two working days prior to the time appointed for the meeting or adjourned or postponed meeting or poll which the appointee proposes to attend, or on which the appointee proposes to vote.
 - (d) A vote cast by a proxy is valid notwithstanding the previous revocation of that person's authority, unless an intimation in writing of the revocation has been received at the Address of the Association or by the Chairperson of the meeting, before the vote is cast.
 - (e) No proxy of a Member may vote at any general meeting unless all moneys due and payable by that Member have been paid.

- 23. Members Resolutions and Statements**
- (a) A Member may give:
 - (i) written notice to the Association of a resolution the Member proposes to move at a general meeting (**Member's Resolution**); and/or
 - (ii) a written request to the Association that the Association give all Members a statement by that Member about a proposed resolution or any other matter that may properly be considered at a general meeting (**Member's Statement**).
 - (b) A notice of a Member's Resolution must set out the wording of the proposed resolution and be signed by the Member proposing the resolution.
 - (c) A request to distribute a Member's Statement must set out the statement to be distributed and be signed by the Member making the request.
 - (d) Separate copies of a document setting out the notice or request may be signed by the Member if the wording is the same in each copy.
 - (e) If the Association has been given notice of a Member's Resolution under this Rule, the resolution must be considered at the next general meeting.
 - (f) Except with the approval of the Board, with the permission of the Chairperson of the meeting or under this Constitution, no person may move at any general meeting either any resolution (except in the form set out in the notice of meeting) or any amendment of any resolution.

- 24. Notice to be given of proposed Member's Resolution**
- (a) If the Association has been given a notice or request under Rule 23:
 - (i) in time to send the notice of the Member's Resolution or a copy of the Member's Statement to Members with a notice of meeting, it must do so at the cost of the Association; or
 - (ii) too late to send the notice of the Member's Resolution or a copy of the Member's Statement to Members with a notice of meeting, then the Member who gave notice of the Member's Resolution or made the request to distribute the Member's Statement must pay the expenses reasonably incurred by the Association in giving Member's notice of the proposed Member's Resolution or a copy of the Member's Statement.
 - (b) The Association does not need to send the notice of a Member's Resolution or a copy of a Member's Statement to Members if:
 - (i) it is more than 1000 words long;
 - (ii) it is defamatory; or
 - (iii) Paragraph (a)(ii) of this Rule applies.

Appointment, Removal and Remuneration of Directors

25. Directors

- (a) The Directors shall be natural persons and all the Office-bearers shall be Directors.
- (b) The number of Directors must not be less than six.
- (c) The Directors shall be elected by the Members at the annual general meeting.
- (d) The President shall be elected by Members at the annual general meeting. All other Office-bearers shall be elected by the Board.
- (e) All candidates for election as Directors must be financial members of the Association.
- (f) All Directors will retire at each annual general meeting but shall be eligible for re-election.
- (g) Subject to paragraphs (a) and (c) of this Rule, the Board may at any time appoint any person as a Director to fill a casual vacancy on the Board. A Director appointed to fill casual vacancies under this Rule will hold office until the next annual general meeting of the Association, and is then eligible for election at that meeting without needing to give any prior notice of an intention to submit for election.
- (h) No person other than a current Director is eligible to be elected a Director at any general meeting unless a notice of the person's candidature (signed by the person) is addressed to and sent to the Address of the Association at least 20 business days before the meeting (or, in the case of a meeting that Voting Members have required the Board to convene, 15 business days).

26. Director's voting rights

- (a) Subject to this Constitution, questions arising at a Board meeting are decided by a majority of votes of Directors present and voting.
- (b) Each Director entitled to vote will have one vote at a Board meeting.
- (c) In the case of an equality of votes at a Board meeting, the Chairperson of the meeting has a casting vote in addition to that Chairperson's deliberative vote.

27. Remuneration and expenses

The Board may authorise a Director to be reimbursed expenses or paid remuneration for services rendered to the Association out of the funds of the Association in the following circumstances:

- (a) as reimbursement of reasonable travelling, accommodation and other expenses which the Director incurs when travelling to or from meetings of the Directors, or of a Sub-Committee or general meetings of the Association, or when otherwise engaged in carrying out the duties of a Director, where the reimbursements do not exceed an amount previously approved by the Board, or alternatively where the activity and the reasonable expenses associated with it have in general been previously approved by the Board;
- (b) as remuneration for any service rendered to the Association in a professional or technical capacity, other than in the capacity of Director, where the provision of that service has the prior approval of the Directors and the amount payable is approved by a resolution of the Directors and is not more than an amount which commercially would be reasonable payment for the service; or
- (c) as reimbursement for expenses of any nature that have been incurred by the Director on behalf of the Association with the consent of the Board.

28. Vacation of office

In addition to the circumstances in which the office of a Director becomes vacant under the Corporations Act or the ACNC Act (if applicable), the office of a Director is automatically vacated if the Director:

- (a) dies;
- (b) ceases to be a member of the Association;
- (c) ceases to be a Director by virtue of, or becomes prohibited from being a Director because of, an order made under the Law;
- (d) becomes bankrupt or insolvent or makes an arrangement or composition with creditors of the Director's joint or separate estate generally;
- (e) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under a law relating to mental health;
- (f) resigns office by notice in writing to the Association, or refuses to act; or
- (g) is not present at the meetings of the Board for a continuous period of three months without leave of absence from the Directors.

- 29. Directors' interests**
- (a) Each Director must disclose to the Association according to the Law their interest in any contract or arrangement, and the Secretary must record all such disclosures in the minutes of the meeting of the Board.
 - (b) A Director who has previously disclosed a personal interest to the Association shall absent himself or herself from the meeting of the Board while the matter is under consideration, and may not vote on, or be counted in the quorum of Directors, in respect of:
 - (i) any contract or arrangement by the Association with any other person or corporation in which the Director may be interested; or
 - (ii) the Director's appointment to any office or place of profit under the Association.
 - (c) A Director's failure to make disclosure under this Rule renders voidable by the Association a contract or arrangement in which the Director has a direct or indirect interest.
 - (d) A Director is deemed to be not interested in any contract or arrangement where the only personal interest of the Director arises because the Director is also a director of a corporation which is deemed to be related to the Association under the Corporations Act or a director of a Member or the equivalent thereof.

Powers, proceedings and duties of Directors

- 30. Powers of Directors**
- (a) The management of the affairs of the Association is vested in the Directors, and they may exercise all such powers and do all such things as the Association is by its Constitution or otherwise authorised to exercise and do, and which are not by this Constitution or by statute required to be exercised or done by the Association in general meeting, subject nevertheless to the provisions of the Law and of this Constitution.
 - (b) The Directors may borrow or raise money for the Association and secure the repayment, satisfaction or performance thereof or of any debts liabilities contracts or obligations incurred or undertaken by the Association in such manner and on such terms in all respects as they think fit.
 - (c) The Directors shall have the power to employ persons as they consider may be necessary for the purposes of conducting the affairs of the Association and to designate the title of such persons, to fix their remuneration, and to define the terms and conditions of their employment.
 - (d) The Directors shall have power to effect such insurances as may be required by statute or as they may deem necessary for the purposes of the Association.
 - (e) The Association may execute a document without using a common seal if the document is signed by:
 - i) two Directors of the Association, or
 - (ii) a Director and the Secretary.
- 31. Proceedings of Directors**
- (a) The Directors may meet for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they think fit.
 - (b) Unless otherwise determined by the Board, a quorum for meetings of Directors is four.
 - (c) The continuing Directors may act notwithstanding a vacancy in their number but, if and so long as their number is reduced below the number required for a quorum under paragraph (b) above, the continuing Directors may, except in an emergency, act only for the purpose of filling vacancies to the extent necessary to bring their number up to that minimum or of summoning a general meeting.

- 32. Convening of meetings of Directors**
- (a) A Director may, and the Secretary on the request of a Director, must convene a meeting of the Directors. A Board meeting may also be convened in any other manner determined by the Board from time to time.
 - (b) Reasonable notice must be given to every Director of the place, date and time of every Board meeting. Notice of a Board meeting may be given by mail (electronic or otherwise), personal delivery, or other electronic means to the usual place of business or residence of the Director or at any other address given to the Secretary by the Director.
- 33. Chairperson**
- (a) The person elected as President of the Association shall act as Chairperson of the Board; and.
 - (b) Where a meeting of the Board is held and:
 - (i) The President is not able to be present at the meeting or is not present within fifteen (15) minutes after the time appointed for the meeting, or despite being so present is unable or unwilling to chair the meeting, then subject to sub-paragraph (ii) below, the person elected as Vice President of the Association shall act as Chairperson; and
 - (ii) If the Vice President is not able to be present at the meeting or is not present within fifteen (15) minutes after the time appointed for the meeting, or despite being so present is unable or unwilling to chair the meeting, then the Directors present will elect one of their number as Chairperson of the meeting.

- 34. Duties of Directors**
- (a) The Directors must comply with their duties as Directors under all applicable legislation and the common law and, if applicable, with the duties described in governance standard of the regulations made under the Law. This includes any additional Regulations issued by the Association as amended from time to time.
 - (b) In particular the Directors must comply with their duties as directors described in governance standard 5 of the regulations made under the ACNC Act, which are:
 - (i) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a director of the Association;
 - (ii) to act in good faith in the best interests of the Association and to further the charitable purpose(s) of the Association set out in Rule 5 above;
 - (iii) not to misuse their position as a Director;
 - (iv) not to misuse information they gain in their role as a Director;
 - (v) to disclose any perceived or actual material Director’s interest in the manner set out in Rule 29 above;
 - (vi) to ensure that the financial affairs of the Association are managed responsibly; and
 - (vii) not to allow the Association to operate while it is insolvent.
- 35. Sub-Committees**
- (a) The Board may delegate any of its powers to sub-committees consisting of any one or more Directors or any other person or persons as the Board thinks fit, and may revoke that delegation. In the exercise of delegated powers, any sub-committee formed or person or persons appointed to the sub-committee must conform to any Regulations that may be imposed by the Board.
 - (b) The meetings and proceedings of any sub-committee are to be governed by the provisions of this Constitution for regulating the meetings and proceedings of the Board so far as they are applicable and are not in conflict with or superseded by any Regulations that may be imposed by the Board.
 - (c) Nothing in this Rule limits the power of the Board to delegate.

36. Meetings of the Board by technology

- (a) For the purposes of the Law, each Director, by consenting to be a Director (or by reason of the adoption of this Constitution), consents to the use of each of the following technologies for holding a Board meeting:
1. video;
 2. telephone;
 3. any other technology that permits each Director to communicate with every other Director; or
 4. any combination of these technologies.

A Director may withdraw the consent given under this Rule in accordance with the Law.

- (b) Where the Directors are not all in attendance at one place and are holding a meeting using technology and each Director can communicate with the other Directors:
- (i) the participating Directors are, for the purpose of every provision of this Constitution concerning meetings of the Board, taken to be assembled together at a meeting and to be present at that meeting; and
 - (ii) all proceedings of the Board conducted in that manner are as valid and effective as if conducted at a meeting at which all of the participating Directors were physically present in the one location.

- 37. Circular resolutions of Directors**
- (a) The Directors may pass a circular resolution without a directors' meeting being held.
 - (b) A circular resolution is passed if a majority of at least seventy-five percent (75%) of the Directors entitled to vote on the resolution sign or otherwise agree to the resolution in the manner set out in paragraphs (c) or (d) of this Rule.
 - (c) Each Director may sign:
 - (i) a single document setting out the resolution and containing a statement that they agree to the resolution, or
 - (ii) separate copies of that document, as long as the wording of the resolution is the same in each copy.
 - (d) The Association may send a circular resolution by email to the Directors and the Directors may agree to the resolution by sending a reply email to that effect, including the text of the resolution in their reply.
 - (e) A circular resolution is passed when the last Director signs or otherwise agrees to the resolution in the manner set out in paragraphs (c) and (d) of this Rule.
- 38. Validity of acts of Directors**
- All acts of the Directors, a Sub-Committee or a person acting as a Director or a Sub-Committee or member of a Sub-Committee, are valid notwithstanding that it is afterwards discovered that there was some defect in the appointment, election or qualification of them or any of them or that they or any of them were disqualified or had vacated office.

39. Regulations

- (a) Subject to paragraph (b) of this Rule, the Board may from time to time make, amend and revoke such Regulations as it deems necessary or desirable for the proper conduct and management of the Association, the Regulation of the Association's affairs, and the furtherance of the Association's objects, including without limitation Regulations relating to:
 - (i) procedural requirements regarding applications for membership;
 - (ii) the membership fees applicable to any membership class;
 - (iii) the privileges of Members in each membership class;
 - (iv) the nomination and election of Directors;
 - (v) the conduct of general meetings and in relation to written resolutions of Members;
 - (vi) the appointment and role of Office-bearers; and
 - (vii) the membership, purpose and operation of any committees of the Board.
- (b) No Regulation may be inconsistent with, nor will any Regulation affect the repeal or modification of, anything contained in this Constitution.
- (c) All Regulations will be binding upon all Members. A record of all Regulations will be kept by the Secretary.

Secretary, Treasurer and other Officers

40. Secretary

- (a) The Secretary must be a current Director.
- (b) The Secretary is to be appointed by the Board.
- (c) The Secretary holds office on the terms and conditions as the Board decides.
- (d) The duties of a Secretary include, but are not limited to:
 - (i) ensuring that due notice is given, agendas prepared for, and accurate minutes kept of all meetings of the Board and any sub-committee;
 - (ii) ensuring accurate minutes are kept of any resolutions passed by the Members, the Board or any sub-committee;
 - (iii) maintaining all statutory registers of the Association, including the Register; and
 - (iv) filing all applicable statutory notices and returns on behalf of the Association.

41. Treasurer

- (a) The Treasurer must be a current Director.
- (b) The Treasurer is to be appointed by the Board.
- (c) The Treasurer holds office on the terms and conditions as the Board decides.
- (d) The duties of a Treasurer include, but are not limited to:
 - (i) Preparing the annual ESU budget for presentation to the Board prior to the AGM;
 - (i) Identifying major capital expense items;
 - (ii) Monitoring the Association's solvency status;
 - (iii) Providing advice to the Board on service pricing issues such as gross margin targets;
 - (iv) Reviewing the annual audit report and post review presenting it to the Board for approval;
 - (v) Monitoring financial compliance with regulatory standards; and
 - (vii) Review of adequacy of insurance coverage and ensuring that rates are competitive.
- (e) The roles of Secretary and Treasurer may be combined in one appointee if the Board so decides.

42. Other Officers

- (a) The Board may from time to time:
 - (i) create any other position or positions in the Association with the powers and responsibilities as the Board may from time to time confer; and
 - (ii) appoint any person, whether or not a Director, to any position or positions created under sub-paragraph(a)(i) of this Rule.
- (b) The Board may at any time terminate the appointment of a person holding a position created under this Rule and may abolish the position.

Records and Audit

43. Minutes and Records

- (a) The Board must, within one month of a general meeting, make and keep the following records:
 - (i) minutes of proceedings and resolutions of general meetings;
 - (ii) minutes of written resolutions of Members;
 - (iii) a copy of the notice of a general meeting; and
 - (iv) a copy of a Members' Statement distributed to Members.
- (b) The Board must, within one month of a board meeting, make and keep the following records:
 - (i) minutes of proceedings and resolutions of Board meetings (including meetings of any sub-committee); and
 - (ii) minutes of written resolutions of Directors.
- (c) For the purpose of allowing an inspection by a Member:
 - (i) the Board must give the Member reasonable access to the records set out in paragraph (a) of this Rule; and
 - (ii) the Board may give the Member reasonable access to other records of the Association, including records referred to in paragraph (b) of this Rule and paragraph (a) of Rule 44.
- (d) The Board must ensure that minutes of a general meeting or a Board meeting are signed within a reasonable time after the meeting by:
 - (i) the Chairperson of the meeting; or
 - (ii) the Chairperson of the next meeting.
- (e) The Board must ensure that minutes of the passing of a written resolution of Members or Directors are signed by the Chairman within a reasonable time after the resolution is passed.

44. Financial and related Records

- (a) The Association must make and keep for at least seven years written financial records that:
 - (i) correctly record and explain its transactions and financial position and performance; and
 - (ii) enable true and fair financial statements to be prepared and to be audited.
- (b) The Association must also make and keep for at least seven years such other written records that correctly record its operations, as and to the extent required by the Law.
- (c) The Board must take reasonable steps to ensure that the Association's records are kept safe.

- 45. Inspection of books**
- (a) Subject to the Law and any resolution of the Association in general meeting, the Directors may determine whether and to what extent and at what times and places and under what conditions and Regulations the books and documents of the Association or any of them will be open to inspection by the Members and other persons.
 - (b) A person, not being a Director or a Member, has no right to inspect any of the books or documents of the Association except as conferred by statute or authorised by the Directors or by a resolution of the Association in general meeting and is not entitled to require or receive any information concerning the affairs of the Association.
- 46. Audit**
- (a) Subject to paragraph (b) of this Rule and unless determined otherwise by the Board:
 - (i) it shall not be necessary for the financial accounts of the Association to be audited; and
 - (ii) the Association will in the absence of having the its financial accounts audited engage a financial accounting professional to carry out an annual review of its financial accounts.
 - (b) Financial reporting shall be consistent with the requirements of Law. To clarify, these requirements are defined by the Australian Charities and Non-for-Profit Commission which defines reporting standards and accounting standards applicable to such reporting.

Indemnity of Officers and Insurance

- 47. Indemnity of Officers and Auditor**
- (a) Every person who is or has been a Director, Office-bearer, employee or auditor of the Association is indemnified, to the maximum extent permitted by law, out of the property of the Association against any liabilities for costs and expenses incurred by that person:
 - (i) in defending any proceedings relating to that person's position with the Association, whether civil or criminal, in which judgment is given in that person's favour or in which that person is acquitted or which are withdrawn before judgment or
 - (ii) in connection with any administrative proceedings relating to that person's position with the Association, except proceedings which give rise to civil or criminal proceedings against that person in which judgment is not given in that person's favour or in which that person is not acquitted or which arise out of conduct involving a lack of good faith, or
 - (iii) in connection with any application in relation to any proceedings relating to that person's position with the Association, whether civil or criminal, in which relief is granted to that person under the Corporations Law by the court.
 - (b) Every person who is or has been a Director, Office bearer or auditor of the Association is indemnified, to the maximum extent permitted by law, out of the property of the Association against any liability to another person (other than the Association or its Related Bodies Corporate) and arising when acting as a Director, Office Bearer or auditor, unless the liability arises out of conduct involving a lack of good faith.
 - (c) The Association may pay a premium for a contract insuring a person who is or has been a Director, Office Bearer or employee of the Association against:
 - (i) any liability incurred by that person in such capacity which does not arise out of conduct involving a willful breach of duty in relation to the Association or a contravention of a provision of the Law, and
 - (ii) any liability for costs and expenses incurred by that person in defending proceedings relating to that person's position with the Association, whether civil or criminal, and whatever their outcome.

Notices

- 48. Service of notices** (a) In this Rule a reference to a notice includes a document. Subject to the Corporations Act:
- (i) A notice may be given by the Association to any Member by, at the Association's discretion:
 - (A) serving it on the Member personally;
 - (B) sending it by post to the Member or leaving it at the Member's address as shown in the Register or the address nominated by the Member to the Association for the giving of notices;
 - (C) sending it to the electronic address nominated by the Member to the Association for the giving of notices or by other electronic means nominated by the Member; or
 - (D) if agreed to by the Member, by notifying the Member at an email or other electronic address nominated by the Member, that the notice is available at a specified place or address (including an electronic address).
 - (c) A notice may be sent to a Member whose address for notices is outside Australia by airmail or air courier or otherwise be sent or made available electronically, including as contemplated by paragraph (a)(i)(D) above.
 - (d) A notice by a Member to the Association, the Directors or the secretary shall be given by sending it to the Address of the Association.
 - (e) A notice:
 - (i) delivered in person, or left at a the recipient's address, is taken to be given on the day it is delivered;
 - (ii) sent by post, is taken to be given at the expiration of the second day after the envelope containing the notice is posted;
 - (iii) sent by electronic method is conclusively considered to have been served when the electronic transmission is sent; and
 - (iv) given under paragraph (a)(i)(D) above is taken to be given on the business day after the notification that the notice is available is sent.
 - (f) If this Constitution requires or permits a notice to be given by the Association, the Directors, a Director or by the Secretary, neither accidental omission to give the notice nor non-receipt of the notice invalidates the meeting, resolution, procedure or matter to which the notice relates.
 - (g) A notice served in accordance with this Constitution is (despite the fact that the Member is then dead and whether or not the Association

Winding up of Association

- 49. Winding up of the Association and disposal of property**
- (a) Every member of the Association undertakes to contribute to the assets of the Association in the event of the same being wound up during the time that he is a member or within one year afterwards for payment of the debts and liabilities of the Association contracted before the time at which he ceases to be a member and of the costs charges and expenses of winding up the same and for the adjustment of the rights of the contributories amongst themselves, such amount as may be required not exceeding the sum of \$20.00.
 - (b) If on the winding up or dissolution of the Association there remains, after satisfaction of all its debts and liabilities, any property whatever, that property may not be paid to or distributed among the members of the Association, but must be given or transferred to one or more not-for-profit organisations that is eligible for registration under Part 11A of the Taxation Administration Act 2001 (Qld). Such not for profit organisation shall be determined or selected by the Members at or before the time of the winding up or dissolution having charitable objects similar to the objects of the Association set out in Rule 5. and which by its constitution is required to apply its profits (if any) or other income in promoting its objects and is prohibited from paying any dividend to its members. If the Association fails to make a determination under this Rule then such determination shall be made by a judge who has or acquires jurisdiction in the matter.

Amendments to Constitution

- 50. Amendments to this Constitution**
- (a) Amendments to this Constitution can only be made by passing a special resolution (as defined by the Law) at a general meeting convened by the Directors.
 - (b) The Members must not pass a special resolution that amends this Constitution if passing it causes the Association to be no longer a not-for-profit organisation.
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