



**RULES OF THE  
URBAN LOCAL GOVERNMENT  
ASSOCIATION OF  
QUEENSLAND INC.**

Last amended 2008

## TABLE OF CONTENTS

|  | <b>Page</b> |
|--|-------------|
| 1. Name .....  | 1           |
| 2. Office .....  | 1           |
| 3. Objects .....   | 1           |
| 4. Powers .....  | 1           |
| 5. Membership .....  | 4           |
| 6. Admission and Rejection of Membership .....   | 5           |
| 7. Membership .....  | 6           |
| 8. Termination of Membership .....   | 6           |
| 9. Appeal Against Rejection of Membership .....  | 6           |
| 10. Register of Members .....  | 7           |
| 11. Membership of Management Committee .....   | 7           |
| 12. Election of Officers of the Management Committee .....   | 8           |
| 13. Resignation and Removal .....  | 9           |
| 14. Vacancies on Management Committee .....  | 9           |
| 15. Functions of the Management Committee .....  | 10          |
| 16. Meetings of the Management Committee .....   | 11          |
| 17. ....   | 12          |
| 18. Annual General Meeting .....   | 12          |
| 19. General Meeting (Including Annual Conference) .....  | 13          |
| 20. Voting .....   | 14          |
| 21. Secretary .....  | 16          |
| 22. Alteration of Rules .....  | 17          |
| 23. Common Seal .....  | 17          |
| 24. Funds and Accounts .....   | 17          |
| 25. Expenses of Management Committee .....   | 19          |
| 26. Documents .....  | 19          |
| 27. Financial Year .....   | 19          |
| 28. Distribution of Surplus Assets .....   | 19          |
| 29. Rejection of Agenda Items - for Discussion by Annual General Meeting<br>or Annual Conference ..... | 19          |

# **RULES OF THE URBAN LOCAL GOVERNMENT ASSOCIATION OF QUEENSLAND INC.**

## **1. NAME**

The name of the incorporated Association shall be Urban Local Government Association of Queensland Inc.

(In these rules called "the Association").

## **2. OFFICE**

The Office of the Association shall be at such address as shall be determined by the Management Committee.

## **3. OBJECTS**

The objects for which the Association is established are:

- (1) Consultation by Members as to their common interests;
- (2) Discussion by Members of matters relating to Local Government;
- (3) To watch over and protect the interests, rights and privileges of Members;
- (4) To promote the efficient carrying out of Local Government within the areas of those local authorities (which term includes the Brisbane City Council) which are members of the Association;
- (5) To take action in relation to any legislation affecting Members;
- (6) To advise and instruct Members in matters of doubt and difficulty;
- (7) Generally to undertake or promote any activity which an Annual General Meeting or Annual Conference of the Association determines to be for the betterment and/or general interest of the members.

## **4. POWERS**

The powers of the Association are:

- (1) To take over the funds and other assets and liabilities of the present unincorporated Association known as the Urban Local Government Association of Queensland.
- (2) To subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Association

provided that the Association shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent at least as great as that imposed on the Association under or by virtue of Rule 24(10);

- (3) In furtherance of the objects of the Association to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Association or persons frequenting the Association's premises;
- (4) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, building, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Association: Provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts;
- (5) To enter into any arrangements with any Government or Authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association; to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- (6) To appoint, employ, remove or suspend such secretaries, servants workmen and other officers, employees and persons as may be necessary or convenient for the purposes of the Association;
- (7) To remunerate any person or body corporate for services rendered, or to be rendered, and whether by way of brokerage or otherwise in placing or assisting to place or guaranteeing the placing of any unsecured notes, debentures or other securities of the incorporated association, or in or about the incorporated association or promotion of the incorporated association or in the furtherance of its objects;
- (8) To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
- (9) To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit;

- (10) To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate;
- (11) In furtherance of the objects of the Association to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligations by any person or body corporate, and otherwise to assist any person or body corporate;
- (12) To borrow or raise money either alone or jointly with any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any moneys and further advances borrowed or to be borrowed along or with others as aforesaid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated association's property or assets present or future and to purchase, redeem or pay-off any such securities;
- (13) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- (14) In furtherance of the objects of the Association to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association;
- (15) To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchasers and others;
- (16) To take any gift or property whether subject to any special trust or not, for any one or more of the objects of the Associations but subject always to the proviso in sub-rule (4);
- (17) To take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise;
- (18) To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects;
- (19) In furtherance of the objects of the Association to amalgamate with any one or more incorporated associations having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their

members to an extent at least as great as that imposed upon the Association under or by virtue of rule 24(10);

- (20) In furtherance of the objects of the Association to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporated associations with which the Association is authorised to amalgamate.
- (21) In furtherance of the objects of the Association to transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated associations with which the Association is authorised to amalgamate;
- (22) To make donations for patriotic, charitable or community purposes;
- (23) To transact any lawful business in aid of the Commonwealth of Australia in the prosecution of any war in which the Commonwealth of Australia is engaged;
- (24) To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

## **5. MEMBERSHIP**

- (1) The membership of the Association shall consist of ordinary Members:
- (2)
  - (a) Subject to sub rule 2(b), membership of the Association shall comprise the local authorities of every City and Town of Queensland provided always that the Association may by resolution admit to membership of the Association the local authority of any Shire of Queensland which is predominantly urban in character.
  - (b) Every local authority of any City, Town or Shire which was a Member of the Urban Local Government Association of Queensland referred to in Rule 4(1) immediately prior to the incorporation of the Association shall retain membership of the incorporated Association.
- (3) The term 'predominantly urban in character' in sub rule (2) means a local authority:
  - (a) in which the majority of its inhabitants reside in one or more of its urban centres; or
  - (b) which derives the bulk of its income from its ratepayers in one or more of its urban centres; or

- (c) which has an urban centre of at least 15,000 inhabitants who comprise at least 50R% of the population of its area.
- (4) The term 'local authority' where used in this Clause means a local authority within the meaning of the Local Government Act 1936 and also the Brisbane City Council within the meaning of the City of Brisbane Act 1924.
- (5) Every local authority which at the date of incorporation of the Association was a Member of the unincorporated Association shall not be required to pay any further subscription until the next due date for payment of that subscription under rule 7 provided always that any subscription which was payable by a Member but unpaid at the date of incorporation shall remain payable after the date of incorporation.
- (6) No limit is imposed on the number of Members of the Association.

## **6. ADMISSION AND REJECTION OF MEMBERSHIP**

- (1)
  - (a) The local authority (which term includes the Brisbane City Council) of any City or Town may apply for membership of the Association. That the applicant had previously been a Member of the Association and had resigned, does not stop that local authority from making application for membership.
  - (b) The local authority of any Shire may apply for membership of the Association on the basis that the Shire is predominantly urban in character.
- (2) Upon receipt of an application mentioned in sub-rule (1), the Management Committee at its next meeting shall consider the application and shall thereupon determine upon the admission or rejection of the applicant on the following basis:
  - (a) If the applicant is a local authority of a City or Town the application shall be admitted as of right;
  - (b) If the applicant is a local authority of a Shire the applicant shall be admitted or rejected on the basis of whether the Management Committee is satisfied that the Shire is predominantly urban in character.
- (3) Any applicant who receives a majority of the votes of the members of the Management Committee present at the meeting at which such application is being considered shall be admitted as a Member.
- (4) Upon the admission or rejection of an application for membership; the Secretary shall forthwith give the applicant local authority notice in writing of such admission or rejection.

## **7. MEMBERSHIP**

The annual subscription to the Association payable by each Member shall be such as may be determined by the Annual General Meeting, or failing such determination, by the Management Committee and shall be payable on the first day of August each year or on such other day in August each year as the Annual General Meeting or Management Committee shall from time to time determine.

## **8. TERMINATION OF MEMBERSHIP**

- (1) A member may resign from the Association at any time by giving notice in writing to the Secretary. Subject to sub-rules (2) and (3) such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect at a later date.
- (2) Upon receipt of the resignation mentioned in sub-rule (1), the Management Committee at its next meeting shall accept the resignation if no Membership Subscription was owing to the Association at the date of resignation mentioned in sub-rule (1) (or, if owing, has since been repaid prior to the date of such Management Committee meeting). If any Membership Subscription was owing at the date of such Management Committee meeting, the resignation shall be rejected.
- (3) Upon the acceptance or rejection of the resignation the Secretary shall forthwith give the Member notice in writing of such acceptance or rejection.
- (4) Apart from the provisions of this rule there is no right of termination of membership of the Association.
- (5) There is no right of appeal in relation to termination of membership of the Association.

## **9. APPEAL AGAINST REJECTION OF MEMBERSHIP**

- (1) A local authority (which term includes the Brisbane City Council) whose application for membership has been rejected may within one month of receiving written notification thereof, lodge with the Secretary written notice of its intention to appeal against the decision of the Management Committee.
- (2) Upon receipt of such notification of intention to appeal the Secretary shall convene, within three months of the date of receipt of such notice a general meeting to determine the appeal, provided always that if a general meeting (which term includes an Annual General Meeting) is to be held within such period of three months, the appeal may be determined by that general meeting.

- (3) At the meeting referred to in sub-rule (2) the local authority shall be given the opportunity to fully present its case and the Management Committee or those members thereof who rejected the application for membership shall likewise have the opportunity of presenting their case.
- (4) The appeal shall be determined by the majority of the votes of the Members present at such meeting.

#### **10. REGISTER OF MEMBERS**

- (1) The Management Committee shall cause a Register to be kept in which shall be entered the names and addresses of all members of the Association and the dates on which they became Members.
- (2) Particulars shall also be entered into the Register of admissions and resignations of membership and any further particulars as the Management Committee or the members at any general meeting (which term includes an Annual General Meeting) may require from time to time.
- (3) The Register shall be open for inspection at all reasonable times by any Member which previously applies to the Secretary for such inspection.

#### **11. MEMBERSHIP OF MANAGEMENT COMMITTEE**

- (1) The Management Committee shall consist of nine members - President, Vice-President and six Executive members - each of whom shall be sitting members of a Council which is a Member of the Association and the Secretary/Treasurer. The term 'sitting member' means a person who was elected to a Council at the most recent Local Government Quadrennial Elections and a person who was elected or appointed to fill any vacancy which had arisen in the office of any such elected person.
- (2) The six Executive members referred to in sub-rule (1) shall comprise:
  - (a) Five sitting members of any Council other than the Brisbane City Council
  - (b) One sitting member of the Brisbane City Council
- (3) The Secretary/Treasurer shall be appointed by the Executive members of the Management Committee.
- (4) The President, Vice President and six ordinary Members of the Executive Committee of the Urban Local Government Association of Queensland (whose names were set out in the application for incorporation referred to in Section 33(1) of the Associations

Incorporation Act 1981) shall upon incorporation, be the President, Vice President and six Executive members of the Association respectively, until the conclusion of the Annual General Meeting of the Association following the next Local Government Triennial Elections due to be held in 1994.

- (5) The Management Committee shall retire from office at the conclusion of the Annual General Meeting next following each Local Government Quadrennial Elections, but shall be eligible upon nomination for re-election.
- (6) The Management Committee shall be elected at the Annual General Meeting next following each Local Government Quadrennial Elections and shall take office at the conclusion of such Annual General Meeting.

## **12. ELECTION OF OFFICERS OF THE MANAGEMENT COMMITTEE**

The election of the President, Vice President and Executive members shall take place at the first Annual General Meeting following the Local Government Quadrennial Elections, in the following manner:

- (1) Nominations for the positions of President, Vice President and Executive members shall be in writing and signed by a Member or by the Clerk or other authorised officer of a Member;
- (2) Nominations must be received by the Secretary not later than seven days immediately prior to the date of the Annual General Meeting held next following each Local Government Quadrennial elections;
- (3) The one person may be nominated for each of the positions of President, Vice President and, subject to Rule 11(2), Executive members;
- (4) A person elected or deemed to be elected to any one of the positions referred to in sub-rule (3) is automatically excluded from being elected or deemed to be elected to any of the other positions.
- (5) If only one nomination each is received for the positions of President or Vice President or, subject to Rule 11(2), if only six nominations are received for the position of six Executive members such nominees shall be deemed to have been elected. However, if more than one nomination is received for the position of President or for the position of Vice President or, subject to Rule 11(2), if more than six nominations are received for the six positions of Executive members, a ballot shall be held;
- (6) If a ballot is necessary it shall be conducted at the Annual General Meeting referred to in sub-rule (2);

- (7) If only one position is to be filled the ballot shall be conducted on the basis of preferential voting. If more than one position is to be filled the ballot shall be conducted on the basis of "first past the post" voting;
- (8) The ballot (if necessary) for the position of President shall be conducted first followed by the ballot (if necessary) for the position of Vice President and followed by the ballot (if necessary) for the positions of Executive members;
- (9) If at the commencement of the Annual General Meeting referred to in sub-rule (2), an insufficient number of candidates has been nominated to fill all or any of the positions of President, Vice President and Executive members, nominations may be taken from the floor of the meeting;
- (10) At the election of officers of the Management Committee at the Annual General Meeting, the Secretary of the Association shall act in the capacity of Returning Officer and in the event of the number of votes for any two or more nominees being found to be equal, the Secretary shall (notwithstanding any other provision of these rules) decide by "lot" who shall be elected;

### **13. RESIGNATION AND REMOVAL**

- (1) Any member of the Management Committee may resign from that member's position of the Management Committee at any time by giving notice in writing to the Secretary. Such resignation shall take effect at the time such notice is received by the Secretary unless a later date is specified in the notice when it shall take effect on that later date.
- (2) Any member of the Management Committee may be removed from office at any Annual General Meeting or any Annual Conference referred to in Rule 19(1) where that member shall be given the opportunity to fully present his or her case PROVIDED that such member shall not be removed from office unless a majority of the votes of the Members' delegates entitled under the rules to vote (as may be present at such Annual General Meeting or Annual Conference) are in favour of such removal.

### **14. VACANCIES ON MANAGEMENT COMMITTEE**

- (1) A vacancy shall occur on any of the positions on the Management Committee if a member thereof:
  - (a) dies;
  - (b) resigns from that position in the manner mentioned in rule 13(1);
  - (c) ceases to be a delegate of a Member at any general meeting pursuant to sub-rules (1) and (7) of rule 20;

- (d) ceases to be a sitting member (within the meaning of that term in Rule 11(1) of a Member of the Association;
  - (e) becomes bankrupt or compounds with his or her creditors or otherwise takes advantage of the laws in force for the time being relating to bankruptcy;
  - (f) becomes mentally ill;
  - (g) is convicted of an offence under the Association's Incorporation Act 1981, or convicted of an indictable offence or of an offence punishable on summary conviction for which he or she is sentenced to imprisonment otherwise than in default of payment of a fine; or
  - (h) is removed from office pursuant to rule 13(2).
- (2) The continuing members of the Management Committee may act notwithstanding any such vacancy in the Management Committee. If the number of continuing members is reduced by a vacancy or vacancies below the number fixed by or pursuant to these rules as the necessary quorum of the Management Committee, such continuing members or member may act only for the purpose of increasing the number of members to at least a quorum or of summoning a General Meeting of the Association but for no other purpose.
- (3) The Management Committee shall have power to fill any vacancy or vacancies which occur in any of the positions on the Management Committee. The person or persons appointed to fill such vacancy or vacancies shall hold office until the next Annual General Meeting at which time the position or positions as the case may be shall be declared vacant and an election shall be held. The person or persons elected shall hold office until the conclusion of the Annual General Meeting following the next Local Government Quadrennial Elections.
- (4) If the vacancy which occurs is that of any of the positions of Executive member from a Council other than the Brisbane City Council (referred to in rule 11(2)(a) or is that of the position of Executive member from the Brisbane City Council (referred to in Rule 11(2)(b), that vacancy shall be filled by another sitting member of any of such Councils or of the Brisbane City Council, as the case may be.

## **15. FUNCTIONS OF THE MANAGEMENT COMMITTEE**

Except as otherwise provided by these rules and subject to resolutions of Members of the Association carried at any General Meeting (which term includes any Annual General Meeting) the Management Committee:

- (1) shall have the general control and management of the administration of the affairs, property and funds of the Association; and
- (2) shall have authority to interpret the meaning of these rules and any matter relating to the Association on which these rules are silent;
- (3) shall appoint such officers, employees, servants workmen or other persons as the members of the Association may determine at an Annual General Meeting;
- (4) shall appoint a Secretary pursuant to rule 21(1) and from time to time fill any vacancy;
- (5) shall appoint such officers, employees, servants, workmen or other persons as in the opinion of the Management Committee are required, from time to time;
- (6) shall determine the remuneration to be paid to the officers, employees, servants, workers or other persons mentioned in sub-rules (3), (4) and (5) within the budgetary requirements.

#### **16. MEETINGS OF THE MANAGEMENT COMMITTEE**

- (1) The Management Committee shall meet at least once in every four calendar months and from time to time as may be determined by that Committee.
- (2) The President shall preside as Chairman at every meeting of the Management Committee or if there is no President or if at any meeting he is not present within twenty minutes after the time appointed for holding the meeting, the Vice President shall preside as Chairman. If there is no Vice President or if the Vice President is not present at the meeting then the Executive members may choose one of their number to be Chairman of the meeting.
- (3) Subject to rule 14(2), any four members of the Management Committee shall constitute a quorum at every meeting of that Committee. No business shall be conducted at any meeting while a quorum is not present.
- (4) Any question or matter arising at any meeting of the Management Committee shall be decided by a majority of the votes of the members present at such meeting. The Chairman presiding at any meeting shall have an original vote and, in the case of equality of votes, the Chairman shall have a casting vote. If there is an equality of votes and the Chairman refuses to exercise a casting vote the question or matter shall be deemed to be decided in the negative.
- (5) (a) A special meeting of the Management Committee shall be convened by the President on the receipt of a requisition in

writing signed by at least four members of the Management Committee. Such requisition shall clearly state the business to be transacted at the special meeting, providing that all members comprising the Management Committee on the date of the special meeting (irrespective of whether all such members attend the special meeting) unanimously agree, other questions or matters may be transacted at the special meeting in addition to the business set forth in such requisition.

- (b) Not less than fourteen days notice, wherever possible, shall be given by the President to the other members of the Management Committee of any special meeting of that Committee and such notice shall clearly state the business to be transacted at the special meeting as set forth in such requisition.

- 17. All acts done by any meeting of the Management Committee or by any person acting as a member of the Management Committee shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any member of the Management Committee or person acting as aforesaid, or that the members of the Management Committee or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a member of the Management Committee.

## **18. ANNUAL GENERAL MEETING**

- (1) The Annual General Meeting shall be held within six months from the close of the financial year of the Association. Such meeting shall be held during the month of July in each year or at any other time determined by an Annual General Meeting.
- (2) The Annual General Meeting shall be a moveable meeting and the venue shall be as determined by an Annual General Meeting or, if no such determination is made, the venue shall be as determined by the Management Committee.
- (3) The business to be transacted at the Annual General Meeting shall include:
  - (a) the receiving of the Management Committee's report and the statement of income and expenditure, assets and liabilities and mortgages, charges and securities affecting the property of the Association for the preceding financial year;
  - (b) the receiving of the auditor's report upon the books and accounts for the preceding financial year;
  - (c) at the first Annual General Meeting immediately following the Local Government Quadrennial elections; the election of members of the Management Committee

- (d) the appointment of an auditor;
  - (e) the subscription payable under rule 7.
- (4) The Queensland Audit Office is the appointed auditor as per rule 24(10).

**19. GENERAL MEETING (INCLUDING ANNUAL CONFERENCE)**

- (1)
  - (a) A General Meeting of the Association called an Annual Conference may be held once in each calendar year if the Annual General Meeting or the Management Committee determines to do so.
  - (b) The Annual Conference shall be held at the time and venue determined by the Annual General Meeting, or, if no such determination is made, at the time and venue determined by the Management Committee.
  - (c) The Annual Conference may be held at the same venue and in conjunction with the Annual General Meeting.
- (2) All general meetings may be held at any such time and at such venues as the Management Committee may determine, subject to rule 18(2) in relation to the Annual General Meeting and rule 19(1) in relation to the Annual Conference.
- (3) The secretary shall convene all general meetings of the Association by giving not less than fourteen days written notice of any such meeting to Members of the Association.
- (4) The President shall preside as Chairman at all general meetings, or if there is no President, or if at any meeting he or she is not present within twenty minutes after the time appointed for holding the meeting, the Vice President shall preside as Chairman. If there is no Vice President or if the Vice President is not present at the meeting then the delegates of the Members present shall elect one of the members of the Management Committee to be Chairman of the meeting.
- (5)
  - (a) The Secretary shall convene a Special General Meeting;
    - (i) when directed by the Management Committee to do so; or
    - (ii) when requested in writing to do so by Members whose combined votes calculated pursuant to rule 20(2) are not less than two thirds of the votes of all members, calculated pursuant to rule 20(2). The request from members shall state the business to be transacted at the Special General Meeting;

- (b) A Special General Meeting may be called by the Management Committee whenever that Committee considers it to be desirable;
  - (c) The written notice mentioned in sub-rule (3) shall clearly state the business to be transacted at the Special General Meeting;
  - (d) No business, other than the business mentioned in sub-rule (5)(c) may be transacted at the Special General Meeting;
- (6) No business shall be transacted at any general meeting while a quorum is not present;
- (7) At any general meeting the number of delegates required to constitute a quorum shall be:
- (a) eighteen; or
  - (b) that number of delegates which represents ten members;
- whichever is the lesser number.
- (8) The term "general meeting" in this clause includes an Annual General Meeting and a Special General Meeting.

## **20. VOTING**

- (1) Each Member of the Association which is financial may be represented by two delegates at all general meetings.
- (2) Each member shall have at all general meetings a number of votes calculated as follows:
- (a) Each Member Council whose area has a resident population in excess of 130,000 shall have twelve (12) votes;
  - (b) Each Member Council whose area has a resident population between 100,001 and 130,000 (both inclusive) shall have ten (10) votes;
  - (c) Each Member Council whose area has a resident population between 70,001 and 100,000 (both inclusive) shall have eight (8) votes.
  - (d) Each Member Council whose area has a resident population between 40,001 and 70,000 (both inclusive) shall have six (6) votes.
  - (e) All other Member Councils shall have four (4) votes.

- (3)
  - (a) Each member shall advise the Secretary in writing prior to the commencement of any general meeting of the names of its two delegates and how that Member has apportioned its votes, pursuant to sub-rule (2), between those two delegates.
  - (b) A member may apportion its votes between its two delegates ranging from zero to its maximum number of votes pursuant to sub-rule (2), as it sees fit.
  - (c) A Voting Register shall be kept in which shall be recorded by the Secretary the manner in which each Member has apportioned its voting entitlement (pursuant to sub-rule (2)) between its two delegates for each general meeting.
  - (d) During the course of a general meeting, a Member may change the apportionment of its votes between its two delegates, from time to time, in any manner it sees fit by giving written notice to the Secretary and such new apportionment shall be recorded in the Voting Register forthwith by the Secretary.
  - (e) At any time while only one delegate of a Member is present at any general meeting that delegate shall have the maximum votes to which such Member is entitled pursuant to sub-rule (2) UNLESS the absent delegate prior to such absence, or the Member before or after such absence, has notified the Secretary in writing that the remaining delegate present cannot exercise the vote or votes apportioned to the absent delegate pursuant to sub-rules (3)(a) or (3)(d) and that notification shall be recorded forthwith in the Voting Register by the Secretary. If both a written notification from the absent delegate and from the Member are recorded, the written notification from the Member shall prevail and the written notification from the absent delegate shall be disregarded.
  - (f) Subject to sub-rule (3)(e) the vote or votes to which each delegate of the member is entitled are the vote or votes recorded in the Voting Register for that delegate PROVIDED ALWAYS that at a time when a vote is taken, if an apportionment of votes pursuant to sub-rule (3)(a), or (3)(d) or a notification pursuant to sub-rule (3)(e) has been received by the Secretary but has not been recorded in the Voting Register, such apportionment or notification shall be deemed to have been recorded in the Voting Register and a delegate or delegates shall be entitled to that vote or those votes, if any, as if the apportionment or notification has been recorded in the Voting Register.
- (4) Each delegate referred to in sub rule (2) shall be a sitting member of a Member (within the meaning of rule 11(1)).

- (5) Any question or matter arising at any general meeting shall be decided by a majority of the votes of the delegates present at such meeting. The Chairman presiding at any such meeting shall have an original vote and, in the case of equality of votes, the Chairman shall have a casting vote. If there is an equality of votes and the Chairman refuses to exercise a casting vote the question or matter shall be deemed to be decided in the negative.
- (6) Notwithstanding any other provision of these rules, a Member which is unfinancial may not be represented by any delegates at any general meeting and has no voting rights pursuant to sub-rule (2). The term "unfinancial" means that the whole or any part of any membership subscription payable by a Member is unpaid at the material time.
- (7) The term "general meeting" in this rule means Annual General Meeting, General Meeting and Special General Meeting.

## **21. SECRETARY**

- (1) Within fourteen days after the incorporation of the Association the Management Committee shall appoint a Secretary of the Association.
- (2) The office of Secretary shall become vacant if the person holding that office:
  - (a) dies;
  - (b) resigns from that position by writing, addressed to the Management Committee;
  - (c) is dismissed by the Management Committee;
  - (d) becomes bankrupt or compounds with his or her creditors or otherwise takes advantage of the laws in force for the time being relating to bankruptcy;
  - (e) becomes mentally ill;
  - (f) is convicted of an offence under the Association's Incorporation Act 1981, or convicted of an indictable offence or of an offence punishable on summary conviction for which he or she is sentenced to imprisonment otherwise than in default of payment of a fine; or
  - (g) ceases to be a resident of Queensland.
- (3) The Secretary shall cause full and accurate minutes of all questions, matters, resolutions and other proceedings of every Management Committee meeting and general meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection. For the purposes of ensuring the accuracy of the recording of such minutes, the minutes of every Management Committee meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding Management Committee meeting verifying their accuracy. Similarly, the minutes of every general meeting shall be signed by the Chairman

of that meeting or the Chairman of the next succeeding general meeting: Provided that the minutes of any Annual General Meeting shall be signed by the Chairman of that meeting or the Chairman of the next succeeding general meeting or Annual General Meeting.

- (4) The term "general meeting" in this rule means Annual General Meeting, General Meeting and Special General Meeting.

## **22. ALTERATION OF RULES**

- (1) Subject to the provisions of the Association's Incorporation Act 1981, these rules may be amended rescinded or otherwise altered, added to or varied from time to time by a special resolution carried at an Annual General Meeting or an Annual Conference referred to in rule 19(1).
- (2) No such amendment, rescission, alteration, addition or variation shall be valid until the same shall have been submitted to and approved by the Office of Fair Trading.
- (3) The term "special resolution" has the meaning given to it by the Association's Incorporation Act 1981, and of which statutory notice must be given.
- (4) At least one month's written notice of the intention to propose a resolution as a special resolution must be given to all Members prior to the meeting.
- (5) A resolution intended to be passed at a meeting as a special resolution may be amended at that meeting providing that the motion resulting from the amendment is within the scope (and does not go beyond such scope) of the notice referred to in sub-rule (4).

## **23. COMMON SEAL**

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

## **24. FUNDS AND ACCOUNTS**

- (1) The funds of the Association shall be deposited in the name of the Association in such Bank as the Management Committee may from time to time direct.

- (2) Proper books and accounts shall be kept and maintained either in written or printed form in the English language showing correctly the financial affairs of the Association and the particulars usually shown in books of a like nature.
- (3) All moneys shall be deposited as soon as practicable after receipt thereof.
- (4) All amounts of one hundred dollars or over shall be paid by either:
  - (a) electronic funds transfer authorised by any two of the President, Secretary or other member authorised from time to time by the Management Committee, or
  - (b) cheque signed by any two of the President, Secretary or other member authorised from time to time by the Management Committee.
- (5) Cheques shall be crossed "not negotiable" except those in payment of wages, allowances or petty case recoupment's which may be open.
- (6) The Management Committee shall determine the amount of petty cash which shall be kept on the imprest system.
- (7) All expenditure shall be approved or ratified at a Management Committee meeting.
- (8) As soon as practicable after the end of each financial year, a statement shall be prepared containing the particulars of:
  - (a) the income and expenditure for the financial year just ended; and
  - (b) the assets and liabilities and of all mortgagees charges and securities affecting the property of the Association at the close of that year.
- (9) All such statements shall be examined by the auditor who shall present his or her report upon such audit to the Secretary prior to the holding of the Annual General Meeting next following the financial year in respect of which such audit was made.
- (10) The income and property of the Association whencesoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst the members of the Association provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of moneys advanced by him or her to the Association or

otherwise owing by the Association to him or of remuneration to any officers or servants of the Association to any member of the Association or other person in return for any services actually rendered to the Association provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member of out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable and proper rent for premises demised or let to the Association.

**25. EXPENSES OF MANAGEMENT COMMITTEE**

All reasonable expense of members of the Management Committee and the Secretary attending meetings of the Management Committee shall be paid by the Association.

**26. DOCUMENTS**

The Management Committee shall provide for the safe custody of books, documents, instruments of titles and securities of the Association.

**27. FINANCIAL YEAR**

The financial year of the Association shall close on the thirtieth of April in each year.

**28. DISTRIBUTION OF SURPLUS ASSETS**

If the Association shall be wound up in accordance with the provisions of the Association's Incorporation Act 1981, and there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Association, but shall be given or transferred to some other institution or institutions having objects similar to the objects of the Association, and which shall prohibit the distribution of its or their income and property among its or their Members to an extent at least as great as is imposed on the Association or institutions to be determined by the members of the Association.

**29. REJECTION OF AGENDA ITEMS - FOR DISCUSSION BY ANNUAL GENERAL MEETING OR ANNUAL CONFERENCE**

Items submitted for inclusion on the agenda for discussion at the Annual General Meeting or Annual Conference may be rejected unless accompanied by written explanatory information PROVIDED ALWAYS that any item which has been admitted for discussion by a majority of not less than two thirds of the votes of the Members' delegates entitled under the rules to vote (as may be present at such Annual General Meeting or Annual Conference) cannot be excluded from any such agenda.