

**COMMUNITY ACTION
FOR THE
PREVENTION OF SUICIDE
INCORPORATED
(CAPS)**

OWN RULES

November 2007

1. INTERPRETATION

(1) In these rules –

Act means the *Associations Incorporation Act 1981*

ITAA means the *Income Tax Assessment Act 1997* and the *Income Tax Assessment Act 1936*

management committee means the management committee of the Association

Present means –

- (a) at a management committee meeting, see rule 23(6); or
- (b) at a general meeting, see rule 34(1)

(2) A word or expression that is not defined in these model rules, but is defined in the Act has, if the context permits, the meaning given by the Act.

2. NAME

The name of the incorporated association is Community Action for the Prevention of Suicide Incorporated (CAPS). Referred to as CAPS.

3. OBJECTS

The objects of the association are to relieve suffering, distress and misfortune by:

- (a) Establishing and maintaining ongoing operations of services and facilities which provide care and/or counselling for people with suicide ideation, where those services are formulated and continuously evaluated based on best practice in suicide prevention;
- (b) To establish and maintain a Gift Fund to be called the Community Action for the Prevention of Suicide Gift Fund for the specific purpose of the promotion of the prevention or control of behaviour that is harmful or abusive to human beings. The fund is established to receive all gifts of money or property for this purpose and any money received because of such gifts must be credited to its bank account. The fund must not receive any other money or property into its account and it must comply with Subdivision 30-EA of the ITAA;
- (c) to support a sustainable funding base for practical activities and/or research into the prevention of suicide;
- (d) to create awareness of, and to, destigmatise the issue of suicide through appropriate and responsible media communication;
- (e) to implement properly researched and evaluated suicide prevention education programmes;
- (f) to raise awareness of the relevance of scientifically based research into the prevention of suicide.

4. POWERS

(1) The association has the powers of an individual.

(2) The association may, for example:

- (a) enter into contracts; and
- (b) acquire, hold, deal with and dispose of property; and
- (c) make charges for services and facilities it supplies; and
- (d) do other things necessary or convenient to be done in carrying out its affairs.

- (3) The association may issue secured and unsecured notes, debentures and debenture stock for the association.

4A. NOT FOR PROFIT

- (1) The Association is a charitable institution endorsed as exempt from tax under Subdivision 50-B of ITAA.
- (2) The income and property of the Association must be applied solely towards the promotion of its objects as set out in these rules and cannot be paid or transferred, directly or indirectly as a dividend, bonus or other distribution to the members or officers of the Association.
- (3) Nothing in rule 4A(1) prevents:
- (a) the payment in good faith of reasonable and proper remuneration to any officer or employee of the Association or to any member or other person in return for any services rendered to the Association; or
 - (b) the payment of interest on money borrowed from a member for any of the purposes of the Association.

5. CLASSES OF MEMBERSHIP

- (1) The membership of the association shall consist of any of the following classes of members:
- (a) ordinary members;
 - (b) family members;
 - (c) community/non government organisations;
 - (d) corporate/professional/government;
 - (e) student/pensioner members;
 - (f) life members;
 - (g) honorary members
- (2) The number of members within each class is unlimited with the exception of Life members and Honorary members who shall be determined by the management committee from time to time.
- (3) Eligibility criteria for membership shall consist of the following:
- (a) Ordinary members shall be individuals over the age of 18 years that support the objectives of CAPS.
 - (b) Family members shall be couples or families that support the objectives of CAPS
 - (c) Community/non-government organisation members shall be not for profit organisations or groups that support the objectives of CAPS
 - (d) Corporate/professional/government members shall be for profit organisations, businesses, and persons and government organisations that support the objectives of CAPS.
 - (e) Student/pensioner members shall be full time students, and/or individuals under the age of 18 years, and/or individuals that receive a government benefit and support the objectives of CAPS
 - (f) Life members shall be nominated and voted for by the Management Committee. They will be current members and will be subject to criteria determined by the Management Committee.
 - (g) Honorary members shall be nominated and voted for by the Management Committee. It is not necessary that honorary members be a current member. The Management committee will determine the criteria for honorary membership.

- (4) Voting rights for members are as follows:
- (a) Ordinary members have the right to cast one vote
 - (b) Family members have the right to cast one vote per family
 - (c) Community/non-government organisation members have the right to cast one vote
 - (d) Corporate/Professional/Government members shall have the right to cast one vote per organisation/business/person.
 - (e) Student/Pensioner members shall have the right to cast one vote if over the age of 18 years.
 - (f) Life members shall have the right to cast one vote
 - (g) Honorary members are not eligible to vote.
- (5) Members under the age of 18 years are not eligible to vote.

6. AUTOMATIC MEMBERSHIP

- (1) A person who, on the day the association incorporated, was a member of the unincorporated association and who, on or before a day fixed by the management committee, agrees in writing to become a member of the incorporated association, must be admitted by the management committee –
- (a) to the equivalent class of membership of the association as the member held in the unincorporated association; or
 - (b) if there is not equivalent class of membership – as an ordinary member.

7. NEW MEMBERSHIP

- (1) An applicant for membership of the association, other than the members of the unincorporated association mentioned in section (6) must be proposed by one member of the association (the '**proposer**') and seconded by another member (the '**seconder**').
- (2) An application for membership must be:
- (a) in writing; and
 - (b) signed by the applicant and the applicant's proposer and seconder; and
 - (c) in the form decided by the management committee.

8. MEMBERSHIP FEES

- (1) The membership fee for each ordinary membership and for each other class of membership:
- (a) is the amount decided by the members from time to time at a general meeting; and
 - (b) is payable when, and in the way, the management committee decides.
- (2) A member of the incorporated association who, before becoming a member, has paid the member's annual subscription for membership of the unincorporated association on or before a day fixed by the management committee, is not liable to pay a further amount of annual subscription for the period before the day fixed by the management committee as the day on which the next annual subscription is payable.

9. ADMISSION AND REJECTION OF NEW MEMBERS

- (1) The management committee must consider an application for membership at the next meeting of the committee held after it receives:
- (a) the application for membership; and

- (b) the appropriate membership fee for the application.
- (2) The management committee must ensure that, as soon as possible after the person applies to become a member of the association, and before the management committee considers the persons application, the person is advised –
 - (a) whether or not the association has public liability insurance; and
 - (b) if the association has public liability insurance – the amount of the insurance.
- (3) The management committee must decide at the meeting whether to accept or reject the application.
- (4) If a majority of the management committee members present at the meeting vote to accept the applicant as a member, the applicant must be accepted as a member to the class of membership applied for.
- (5) The secretary of the association must, as soon as practicable after the management committee decides to accept or reject an application, give the applicant a written notice of the decision.

10. WHEN MEMBERSHIP ENDS

- (1) A member may resign from the association by giving a written notice of resignation to the secretary.
- (2) The resignation takes effect on:
 - (a) the day and at the time the notice is received by the secretary; or
 - (b) if a later day is stated in the notice – the later day.
- (3) The management committee may terminate a member's membership if the member:
 - (a) is convicted of an indictable offence; or
 - (b) does not comply with any of the provisions of these rules; or
 - (c) has membership fees in arrears for at least 2 months; or
 - (d) conducts himself or herself in a way considered to be injurious or prejudicial to the character or interests of the association.
- (4) In the event the management committee terminates a member's membership on the grounds specified in 10(3)(b) and 10(3)(d) above, the committee must give the member a full and fair opportunity to show why the membership should not be terminated.
- (5) If, after considering all representations made by the member, the management committee decides to terminate the membership, the secretary of the committee must give the member a written notice of the decision.

11. APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

- (1) A person whose application for membership has been rejected, or whose membership has been terminated on the grounds specified in 10(3)(b) and 10(3)(d), may give the secretary written notice of the person's intention to appeal against the decision.
- (2) A notice of intention to appeal must be given to the secretary within 1 month after the person receives written notice of the decision.
- (3) If the secretary receives a notice of intention to appeal, the secretary must, within one month after receiving the notice, call a general meeting to decide the appeal.

12. GENERAL MEETING TO DECIDE APPEAL

- (1) The general meeting to decide an appeal must be held within 3 months after the secretary receives the notice of intention to appeal.

- (2) At the meeting, the applicant must be given a full and fair opportunity to show why the application should not be rejected or the membership should not be terminated.
- (3) Also, the management committee and the committee members who rejected the application or terminated the membership must be given a full and fair opportunity to show why the application should be rejected or the membership should be terminated.
- (4) An appeal must be decided by a majority vote of the members present and eligible to vote at the meeting.
- (5) If a person whose application has been rejected does not appeal against the decision within 1 month after receipt of written notice of the decision, or the person appeals but the appeal is unsuccessful, the secretary must, as soon as practicable, refund the membership fee paid by the person.

13. REGISTER OF MEMBERS

- (1) The management committee must keep a register of members of the association.
- (2) The register of members must include the following particulars for each member:
 - (a) the full name of the member;
 - (b) the postal or residential address of the member;
 - (c) the date of admission as a member;
 - (d) the date of death or resignation of the member;
 - (e) details about the termination or reinstatement of membership;
 - (f) any other particulars the management committee or the member at a general meeting decide.
- (3) The register must be open for inspection by a member of the association at all reasonable times.
- (4) However, before the member may inspect the register, the member must apply to the secretary to inspect it.
- (5) The management committee may, on the application of a member of the association, withhold information about the member (other than the members full name) from the register available for inspection if the management committee has reasonable grounds for believing the disclosure of information would put the member at risk of harm.

14. PROHIBITION ON USE OF INFORMATION ON REGISTER OF MEMBERS

- (1) A member of the association must not:
 - (a) use information obtained from the register of members of the association to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes; or
 - (b) disclose information obtained from the register to someone else, knowing that the information is likely to be used to contact, or send material to, another member of the association for the purpose of advertising for political, religious, charitable or commercial purposes.
- (2) Subrule (1) does not apply if the use or disclosure of the information is approved by the association.

15. APPOINTMENT OR ELECTION OF SECRETARY

- (1) If the association has not elected an interim officer as secretary for the association before its incorporation, the members of the management committee must ensure a secretary is appointed or elected for the association within 1 month after incorporation.

- (2) The secretary must be an individual residing in Queensland, or in another State but not more than 65kms from the Queensland border, who is:
 - (a) a member of the association elected by the association as secretary; or
 - (b) any of the following persons appointed by the management committee:
 - (i) a member of the association's management committee;
 - (ii) a member of the association;
 - (iii) another person
- (3) If a vacancy happens in the office of secretary, the members of the management committee must ensure a secretary is appointed or elected for the association within 1 month after the vacancy happens.
- (4) If the management committee appoints a person mentioned in subrule (1)(b)(ii) as secretary, other than to fill a casual vacancy on the management committee, the person does not become a member of the management committee.
- (5) However, if the management committee appoints a person mentioned in subrule (1)(b)(ii) as secretary to fill a casual vacancy on the management committee, the person becomes a member of the management committee.
- (6) If the management committee appoints a person mentioned in subrule (1)(b)(iii) as secretary, the person does not become a member of the management committee
- (7) In this rule – *casual vacancy*, on a management committee, means a vacancy that happens when an elected member of the management committee resigns, dies or otherwise stops holding office.

16. REMOVAL OF SECRETARY

- (1) The management committee of the association may at any time remove a person appointed by the committee as secretary.
- (2) If the management committee removes a secretary who is a person mentioned in rule 15(2)(b)(i), the person remains a member of the management committee.
- (3) If the management committee removes a secretary who is a person mentioned in rule 15(2)(b)(ii) and who has been appointed to a casual vacancy on the management committee under rule 15(5), the person remains a member of the management committee.

17. FUNCTIONS OF SECRETARY

- (1) The secretary's functions include, but are not limited to:
 - (a) calling meetings of the association, including preparing notices of a meeting and of the business to be conducted at the meeting in consultation with the chairperson of the association; and
 - (b) keeping minutes of each meeting; and
 - (c) keeping copies of all correspondence and other documents relating to the association; and
 - (d) maintaining the register of members of the association.

18. MEMBERSHIP OF THE MANAGEMENT COMMITTEE

- (1) The management committee of the association consists of a president, treasurer and a maximum of five other members of the association, elected at a general meeting.
- (2) A member of the management committee, other than the secretary appointed by the management committee under rule 15(2)(b)(iii), must be a member of the association.

- (3) The management committee must at all times comprise a majority of persons who are considered to have a degree of responsibility to the community.
- (4) At each annual general meeting of the association, the members of the management committee must retire from office, but are eligible, on nomination, for re-election.
- (5) A member of the association may be appointed to a casual vacancy on the management committee under rule 21.
- (6) All members of the association are eligible to become a member of the management committee. Exceptions to this rule include:
 - (a) Honorary members
 - (b) Members under 18 years of age.

19. ELECTING THE MANAGEMENT COMMITTEE

- (1) A member of the management committee may only be elected as follows:
 - (a) any 2 members of the association may nominate another member (the '**candidate**') to serve as a member of the management committee;
 - (b) the nomination must be;
 - (i) in writing and
 - (ii) signed by the candidate and the members who nominated him or her and
 - (iii) given to the secretary at least 14 days before the annual general meeting at which the election is to be held;
 - (c) each member of the association present and eligible to vote at the annual general meeting may vote for 1 candidate for each vacant position on the management committee;
 - (d) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.
- (2) A person may be a candidate only if the person -
 - (a) is over 18 years of age; and
 - (b) is not ineligible to be elected as a member under section 61A of the Act.
- (3) A list of the candidates names in alphabetical order, with the names of the members who nominated (the proposer and seconder) the candidate shall be forwarded to members at least 7 days immediately preceding the annual general meeting;
- (5) Balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each member other than associate and honorary members present at the annual general meeting shall be entitled to vote for any number of such candidates but not more than the number of vacancies.
- (6) The successful candidate for a position shall be the candidate who receives a majority of votes cast. In the event there are more than two candidates for a position and one candidate does not receive a majority of votes in the first ballot then an exhaustive balloting process shall be undertaken at the annual general meeting on the basis that at each successive ballot for the position, the candidate with the lowest number of votes in the preceding ballot shall be excluded from contesting the ballot.
- (6) The management committee must ensure that, before a candidate is elected as a member of the management committee, the candidate is advised:
 - (a) whether or not the association has public liability insurance; and
 - (b) if the association has public liability insurance, the amount of the insurance.

20. RESIGNATION, REMOVAL OR VACATION OF OFFICE OF MANAGEMENT COMMITTEE MEMBER

- (1) A management committee member may resign from the committee by giving written notice of resignation to the secretary.
- (2) The resignation takes effect on:
 - (a) the day and at the time the notice is received by the secretary; or
 - (b) if a later day is stated in the notice – the later day.
- (3) A member may be removed from office at a general meeting of the association if a majority of the members present at the meeting vote in favour of removing the member.
- (4) Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- (5) A member has no right of appeal against the member's removal from office under this rule.
- (6) A member immediately vacates the office of member in the circumstances mentioned in section 64(2) of the Act.

21. VACANCIES ON THE MANAGEMENT COMMITTEE

- (1) If a casual vacancy happens on the management committee, the continuing members of the committee may appoint another member of the association to fill the vacancy until the next annual general meeting.
- (2) The continuing members of the management committee may act despite a casual vacancy on the management committee.
- (3) However, if the number of committee members is less than the number fixed under these rules as a quorum of the management committee⁸, the continuing members may act only to:
 - (a) increase the number of management committee members to the number required for a quorum; or
 - (b) call a general meeting of the association.

22. FUNCTIONS OF THE MANAGEMENT COMMITTEE

- (1) Subject to these rules or a resolution of the association members carried at a general meeting, the management committee:
 - (a) has the general control and management of the administration of the affairs, property and funds of the association; and
 - (b) has authority to interpret the meaning of these rules and any matter relating to the association on which the rules are silent, but any interpretation must have regard to the Act, including any regulations made under the Act.
- (2) The management committee may exercise the powers of the association:
 - (a) to borrow, raise or secure the payment of amounts in a way the association members decide; and
 - (b) to secure the amounts mentioned in paragraph (a) or the payment or performance of any debt, liability, contract, guarantee or other engagement incurred or to be entered into by the association in any way, including by the issue of debentures (perpetual or otherwise) charged upon the whole or part of the association's property, both present and future; and

⁸ For the number of members to form a quorum, see section 24 (quorum for, and adjournment of management committee meeting)

- (c) to purchase, redeem or pay off any securities issued; and
 - (d) to borrow amounts from members and pay interest on the amounts borrowed; and
 - (e) to mortgage or charge the whole or part of its property; and
 - (f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the association; and
 - (g) to provide and pay off any securities issued; and
 - (h) to invest in a way the members of the association may from time to time decide.
- (3) For subrule 2(d), the rate of interest must not be more than the current rate being charged for overdrawn accounts on money lent (regardless of the term of the loan) by:
- (a) the financial institution for the association; or
 - (b) if there is more than one financial institution for the association the financial institution nominated by the association.

23. MEETINGS OF THE MANAGEMENT COMMITTEE

- (1) Subject to this rule, the management committee may meet and conduct its proceedings as it considers appropriate.
- (2) The management committee must meet at least once every 4 months to exercise its functions.
- (3) The management committee must decide how a meeting is to be called.
- (4) Notice of a meeting is to be given in the way decided by the committee.
- (5) The management committee may hold meetings, or permit a committee member to take part in its meetings, by using any technology that reasonably allows the member to hear and take part in discussions as they happen.
- (6) A committee member who participates in meetings as mentioned in subrule (5) is taken to be present at the meeting.
- (7) A question arising at a committee meeting is to be decided by a majority vote of committee members present at the meeting and, if the votes are equal, the question is decided in the negative.
- (8) A management committee member must not vote on a question about a contract or proposed contract with the association if the member has an interest in the contract or proposed contract, and if the member does vote the member's vote must not be counted.
- (9) The President is to preside as Chairperson at a management committee meeting.
- (10) If there is no president or if the president is not present within 10 minutes after the time fixed for a management committee meeting, the members may choose 1 of their number to preside as chairperson at the meeting.

24. QUORUM FOR, AND ADJOURNMENT OF, MANAGEMENT COMMITTEE MEETING

- (1) At a management committee meeting, 50% plus 1 of the members elected to the committee as at the close of the last general meeting of the members form a quorum.
- (2) If a quorum is not present within 20 minutes after the time fixed for a management committee meeting called on the request of committee members, the meeting lapses.
- (3) If a quorum is not present within 20 minutes after the time fixed for a management committee meeting called other than on the request of committee members, the meeting is to be adjourned to:
 - (c) the same day, time and place in the next week; or
 - (d) a day, time and place decided by the committee.

- (4) If, at the adjourned meeting mentioned in subrule (3), a quorum is not present within 30 minutes after the time fixed for the meeting, the meeting lapses.

25. SPECIAL MEETING OF THE MANAGEMENT COMMITTEE

- (1) If the secretary receives a written request signed by at least three of the management committee members, the secretary must call a special meeting of the committee.
- (2) A request for a special meeting must state:
 - (a) why the special meeting is being called; and
 - (b) the business to be conducted at the meeting.
- (3) The secretary must give each management committee member at least 14 days' notice of a special meeting of the committee.
- (4) A notice of special meeting must state:
 - (a) the day, time and place of the meeting; and
 - (b) the business to be conducted at the meeting.
- (5) A special meeting of the management committee must be held within 14 days after notice of the meeting is given to members of the management committee
- (7) If the secretary is unable or unwilling to call the special meeting, the president must call the meeting.

26. MINUTES OF MANAGEMENT COMMITTEE MEETINGS

- (1) The secretary must ensure full and accurate minutes of all matters, resolutions and other proceedings of each management committee meeting are entered into a minute book.
- (2) To ensure the accuracy of the minutes, the minutes of each management committee meeting must be signed by the chairperson of the meeting, or the chairperson of the next management committee meeting, verifying their accuracy.

27. APPOINTMENT OF SUB-COMMITTEES

- (1) The management committee may delegate part of its powers for a maximum period of six months to a subcommittee consisting of the association members considered appropriate by the management committee to help with the conduct of the associations operations.
- (2) A subcommittee may only exercise delegated powers in the way the management committee decides.
- (3) A subcommittee may elect a chairperson of its meetings.
- (4) If a chairperson is not elected, or if the chairperson is not present within 10 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be chairperson of the meeting.
- (5) A subcommittee may meet and adjourn as it considers appropriate.
- (6) A question arising at a subcommittee meeting is to be decided by a majority vote of the members present at the meeting and, if the votes are equal, the question is decided in the negative.

28. ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS

- (1) An act performed by the management committee, a subcommittee or a person acting as a member of the management committee is taken to have been validly performed.
- (2) Subrule (1) applies even if the act was performed when:
 - (a) there was a defect in the appointment of a member of the management committee, subcommittee or person acting as a member of the management committee; or

- (b) a management committee member, subcommittee member or person acting as a member of the management committee was disqualified from being a member.

29. RESOLUTIONS OF MANAGEMENT COMMITTEE WITHOUT MEETING

- (1) A written resolution signed by each member of the management committee is as valid and effectual as if it has been passed at a committee meeting that was properly called and held.
- (2) A resolution mentioned in subrule (1) may consist of several documents in like form, each signed by one or more members of the committee.

30. ANNUAL GENERAL MEETING

- (1) Each annual general meeting must be held:
 - (a) at least once each year; and
 - (b) within 6 months after the end of the association's reportable financial year.

31. BUSINESS TO BE CONDUCTED AT THE ANNUAL GENERAL MEETING

- (1) The following business must be conducted at each annual general meeting:
 - (a) receiving the statement of income and expenditure, assets, liabilities and mortgages, charges and securities affecting the property of the association for the last financial year;⁹
 - (b) receiving the auditor's report on the financial affairs of the association for the last financial year;
 - (c) presenting the audited statement to the meeting for adoption;
 - (d) electing members of the management committee;
 - (e) appointing an auditor

32. NOTICE OF GENERAL MEETING

- (1) The secretary may call a general meeting of the association.
- (2) The secretary must give at least 14 days' notice of the meeting to each association member.
- (3) The management committee may decide the way in which the notice must be given.
- (4) However, notice of the following meetings must be given in writing:
 - (a) a meeting called to hear and decide the appeal of a member against the rejection or termination of the member's membership by the management committee; or
 - (b) a meeting called to hear and decide a proposed special resolution of the association.
- (5) A notice of a general meeting must state the business to be conducted at the meeting.
- (6) If the secretary is unable or unwilling to call the meeting, the president must call the meeting.

33. QUORUM FOR, AND ADJOURNMENT OF, GENERAL MEETING

- (1) Subject to subrule (5), at a general meeting seven members of the association shall form a quorum.
- (2) No business may be conducted at a general meeting unless a quorum of members is present when the meeting proceeds to business.
- (3) If a quorum is not present within 20 minutes after the time fixed for a general meeting called on the request of members of the management committee or the association, the meeting lapses.

⁹ This statement is required to be prepared under the *Associations Incorporation Act 1981*, Section 59 (Audit and Statement).

- (4) If a quorum is not present within 20 minutes after the time fixed for a general meeting called other than on the request of members of the management committee or the association, the meeting is to be adjourned to:
 - (a) the same day, time and place in the next week; or
 - (b) a day, time and place decided by the management committee.
- (5) If at an adjourned meeting, a quorum under subrule (1) is not present within 20 minutes after the time fixed for the meeting, the members present form a quorum.
- (6) The chairperson may, with the consent of any meeting at which a quorum is present, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
- (7) If a meeting is adjourned under subrule (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
- (8) The secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 30 days.
- (9) If a meeting is adjourned for at least 30 days, notice of the adjourned meeting must be given in the same way notice is given for an original meeting.
- (10) In this rule:

"member" includes a person attending as a proxy or representing a corporation that is a member.

34. PROCEDURE AT A GENERAL MEETING

- (1) A member may take part and vote in a general meeting in person, by proxy, by attorney or using any technology that reasonably allows the member to hear and take part in discussions as they happen. A member who participates in a meeting as mentioned in this subrule is taken to be present at the meeting.
- (2) Subject to these rules, at each general meeting:
 - (a) the president is to preside as chairperson or, if the president is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the members present must elect 1 of their number to preside as chairperson; and
 - (b) the chairperson must conduct the meeting in a proper and orderly way

35. VOTING AT A GENERAL MEETING

- (1) At a general meeting each question, matter or resolution must be decided by a majority of votes of the members present.
- (2) Each member present and entitled to vote, is entitled to one vote only and, if the votes are equal, the chairperson has a casting vote as well as a primary vote.
- (3) A member is not entitled to vote at a general meeting if the member's annual subscription is in arrears at the date of the meeting.
- (4) Voting may be by a show of hands or a division of members, unless at least 20% of the members present demand a secret ballot.
- (5) If a secret ballot is held, the chairperson must appoint 2 members to conduct the secret ballot in the way the chairperson decides.
- (6) The result of a secret ballot as declared by the chairperson is taken to be a resolution of the meeting at which the ballot was held.

36. SPECIAL GENERAL MEETING

- (1) The secretary may call a special general meeting of the association after:
 - (a) being directed to call the meeting by the management committee; or

- (b) being given a written request signed by:
 - (i) at least four of the members of the association presently on the management committee: or
 - (ii) at least the number of ordinary members of the association equal to double the number of members of the association presently on the management committee plus one.
- (2) The secretary must give at least 14 days notice of the meeting to each member of the association.
- (3) If the secretary is unable or unwilling to call the meeting, the president must call the meeting.
- (4) The management committee may decide the way in which the notice must be given.
- (5) However, notice of the following meetings must be given in writing:
 - (a) a meeting called to hear and decide the appeal of a person against the management committee's decision:
 - (i) to reject an application for membership of the association; or
 - (ii) to terminate a person's membership of the association, but only if the membership has been terminated on the grounds specified in 10(3)(b) and 10(3)(d).
 - (b) a meeting called to hear and decide a proposed special resolution of the association.
- (6) A request mentioned in subrule (1)(b) must state:
 - (a) why the special general meeting is being called; and
 - (b) the business to be conducted at the meeting.
- (7) A special general meeting must be held within 3 months after the secretary:
 - (a) is directed to call the meeting by the management committee; or
 - (b) is given the written request mentioned in subrule (5).

37. PROXIES

- (1) A member may vote in person or by proxy or by attorney and:
 - (a) on a show of hands, each person present who is a member or a representative of a member has 1 vote; and
 - (b) in a secret ballot, each member present in person or by proxy or by attorney or other properly authorised representative has 1 vote; and
- (2) An instrument appointing a proxy must be in writing; and
 - (a) if the appointer is an individual – signed by the appointor or the appointor's attorney properly authorised in writing; or
 - (b) if the appointer is a corporation – either under seal or signed by a properly authorised officer or attorney of the corporation; and
- (3) A proxy may be a member of the association or another person; and
 - (a) the instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot; and
 - (b) if someone wants to give a member an opportunity to vote for or against a resolution, the instrument appointing a proxy must be in the following or like form:

ASSOCIATION:

I,

of

being a member of the association, appoint

.....

of

as my proxy to vote for me on my behalf at the (annual) general meeting

of the Association, to be held on the day of

and at any adjournment of the meeting.

Signed this day of

Signature:

This form is to be used *in favour of/against the resolution.

**Strike out whichever is not wanted (unless otherwise instructed, the proxy may vote as the proxy considers appropriate); and*

- (4) each instrument appointing a proxy must be given to the secretary before the start of the meeting or adjourned meeting at which the person named in the instrument proposes to vote.

38. MINUTES OF GENERAL MEETINGS

- (1) the secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each general meeting are entered in a minute book; and
- (2) the secretary must ensure the minute book for each general meeting is open for inspection at all reasonable times by any financial member who previously applies to the secretary for the inspection.
- (3) To ensure the accuracy of the minutes recorded under subsection (2):
 - (a) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting, verifying their accuracy; and
 - (b) the minutes of each general meeting must be signed by the chairperson of the meeting, or the chairperson of the next general meeting, verifying their accuracy; and
 - (c) the minutes of each annual general meeting must be signed by the chairperson of the meeting, or the chairperson of the next meeting of the association that is a general meeting or annual general meeting verifying their accuracy.
- (4) If asked by a member of the association, the secretary must, within 28 days after the request is made:
 - (a) make the minute book for a particular general meeting available for inspection by the member at a mutually agreed time and place; and

- (b) give the member copies of the minutes of the meeting.
- (5) The association may require the member to pay reasonable costs of providing copies of the minutes.

39. BY-LAWS

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

40. ALTERATION OF RULES

- (1) Subject to the *Associations Incorporation Act 1981*, these rules may be amended, repealed or added to by a special resolution carried at a general meeting.
- (2) However an amendment, repeal or addition is valid only if it is registered by the Chief Executive of the Department who administers the Act.

41. COMMON SEAL

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

42. FUNDS AND ACCOUNTS

- (1) The funds of the association must be kept in an account in the name of the association in a financial institution decided by the management committee.
- (2) Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the association.
- (3) All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- (4) Any cheques must be signed by any two of the following:
 - (a) the chairperson
 - (b) the secretary;
 - (c) the treasurer;
 - (d) another member authorised by the management committee for the purpose.
- (5) Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed "not negotiable".
- (6) Payments of \$100 or more is to be made by cheque or electronic funds transfer.
- (7) Electronic funds transfers out of the association account must only be conducted by those authorised by the management committee to do so.

- (8) A petty cash account must be kept on the imprest system, and the management committee must decide the amount of petty cash to be kept in the account.
- (9) All expenditure must be approved or ratified at a management committee meeting.
- (10) The treasurer must, as soon as practicable after the end of each financial year, ensure a statement containing the following particulars is prepared:
 - (a) the income and expenditure for the financial year just ended;
 - (b) the association's assets and liabilities at the close of the year;
 - (c) the mortgages, charges and securities affecting the property of the association at the close of the year.
- (11) If the association is incorporated within 3 months before the end of the association's financial year, subsection (8) does not apply for the financial year in which the association is incorporated.
- (12) The auditor must examine the statement prepared under subsection (9) and present a report about it to the secretary before the next annual general meeting following the financial year for which the audit was made.

42A. CONDUIT POLICY

The Association must not act as a mere conduit for a donor by passing a donation of money or property to other charities, bodies or persons as directed or indicated by the donor. It must not act as a collection agency for donations intended by a donor for another institution.

43. DOCUMENTS

The management committee must ensure the safe custody of books, documents, instruments of title and securities of the association.

44. FINANCIAL YEAR

The financial year of the association closes on 30th June in each year.

45. GIFT FUND

- (1) The Association will open and maintain a separate gift fund (Gift Fund) account in the Association's name, which complies with the requirements of subdivision 30-BA of the *Tax Act*.
- (2) The Association must ensure that:
 - (a) all gifts of money or property for the objects of the Association (gifts) are deposited to the Gift Fund;
 - (b) all income accrued on the gifts or otherwise received because of such gifts is also credited to the Gift Fund;
 - (c) no other money or property is credited to the Gift Fund; and
 - (d) money and property held in the Gift Fund are applied solely for the objects of the Association and for no other purpose.
- (3) If the Gift Fund is wound up or if the endorsement of the Association as a deductible gift recipient is revoked, any surplus assets of the Gift Fund remaining after the payment of liabilities attributable to it, shall be transferred to another deductible gift recipient.
- (4) The Gift Fund is subject to the provisions of the Act and the resolutions of the management committee of the association.
- (5) The Rules for the Gift Fund are contained in Rule 46.

46. GIFT FUND OWN RULES

1. Objective

The objective of the Fund is to promote the prevention or the control of behaviour that is harmful or abusive to human beings.

2. Operation

(a) Members of the public are to be invited to make gifts of money or property to the Fund for the promotion of the prevention of and/or control of behaviour that is harmful or abusive to human beings.

(b) Money from interest on donations, income derived from donated property, and money from the realisation of such property is to be deposited into the Fund.

(c) A separate bank account is to be opened to deposit money donated to the Fund, including interest accruing thereon, and gifts are to be kept separate from other funds of the Association.

(d) Receipts are to be issued in the name of the Fund and proper accounting records and procedures are to be kept and used for the Fund.

(e) The Fund is subject to the provisions of the Associations Incorporation Act 1981 and the resolutions of the management committee of the Association.

3. Not For Profit

The Fund will be operated on a not for profit basis.

4. Gift Fund Management Committee

(a) A Gift Fund Management Committee of no fewer than three persons will administer the Fund. The Gift Fund Management Committee will be appointed by the management committee of the Association. A majority of the members of the Gift Fund Management Committee are required to be "responsible persons" as defined by the Guidelines to the Register of Harm Prevention.

(b) The Gift Fund Management Committee must authorise the release of money from the Gift Fund, manage the investment of the Gift Fund, and authorise the sale of its assets.

(c) Subject to this clause, the management committee of the Association may specify:

(i) the manner in which proceedings of the Gift Fund Management Committee are to be conducted;

(ii) that the release of money from the Gift Fund authorised by the Gift Fund Management Committee is in accordance with the annual operating plan and budget, as it may be amended from time to time to reflect updates and changes in operational priority prepared by the Association;

(iii) the matters which the Gift Fund Management Committee must have regard to in carrying out its functions; and

(iv) any other matters concerning the Gift Fund Management Committee or its functions that the management committee decides.

(d) The Association must notify the Secretary of Department of Family and Community Services of any change to the members of the committee.

(e) A member of the Gift Fund Management Committee may not participate in discussions on, or vote on, a resolution where the member:

(i) has or may have a direct or personal interest or a conflict of fiduciary duty in doing so; or

(ii) may benefit either directly or indirectly from doing so.

(f) That member must declare to the meeting the nature of his or her interest in the resolution.

47. HARM PREVENTION REQUIREMENTS

- (1) The association must comply with any rules that the Commonwealth Treasurer and the Commonwealth Minister for Family and Community Services make to ensure that gifts are used only for its principal activity.
- (2) The Gift Fund will provide statistical information on donations requested by the Department of Family and Community Services within four months of the end of the financial year.
- (3) An audited financial statement for the Association and its Gift Fund will be supplied with the annual statistical return. The statement will provide information on the expenditure of Gift Fund monies and the management of Gift Fund assets.
- (4) The Association will inform the Commonwealth Department of Family and Community Services as soon as possible if:
 - (a) it changes its principal activity; or
 - (b) it changes its name or the name of its Gift Fund; or
 - (c) there is any change to the membership of the management committee of the Gift Fund; or
 - (d) there has been any departure from the model rules for Gift Funds located in the *Guidelines to the Register of Harm Prevention*; or
 - (e) it, or its Gift Fund, suffers any financial difficulties.

48. DISTRIBUTION OF SURPLUS ASSETS

- (1) This section applies if the association:
 - (a) is wound up under Part 10 of the Act; and
 - (b) it has surplus assets.
- (2) The surplus assets must not be distributed among the association members.
- (3) The surplus assets must be given or transferred to a fund with similar objectives on the register of 'harm prevention charities' kept for the purposes of Subdivision 30-EA of the *Income Tax Assessment Act 1997* and:
 - (a) which is charitable at law; and
 - (b) whose constitution prohibits distributions or payments to its members and directors (if any) to an extent at least as great as is outlined in this constitution; and
 - (c) gifts to which can be deducted under Division 30 of the *Income Tax Assessment Act 1997*.
- (4) In this section "surplus assets" has the meaning given by section 92(3) of the Act.

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