



Protect All Children Today Inc.

PACT

CONSTITUTION

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1. Name

The name of the incorporated Association is Protect All Children Today Inc. (PACT) ("the Association").

2. Definition

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

1. "Act" means the *Associations Incorporation Act 1981 (Qld)*.
2. "Appointment Document" means the form of proxy provided by rule 38.
3. "ACNC" means the Australian Charities and Not-for-profits Commission.
4. "Board" means the Board of Directors.
5. "Board Member" means an Officer other than Chairman or Vice-Chairman;
6. "Concession Card" means:
 - a) a pensioner concession card;
 - b) a health care card; or
 - c) a seniors health card.
7. "Constitution" means these rules that provide for the operation of the Association.
8. "Director" means an Officer of the Association elected and/or appointed in accordance with this Constitution.
9. "Officer" means a person elected or appointed to hold an Office pursuant to this Constitution.
10. "Financial Year" means the 1st of July in one year to the 30th of June in the succeeding year.
11. "General Meeting" means a meeting convened in accordance with rule 28.
12. "Member" means a financial and/or life member of the Association.
13. "Membership Fee" has the meaning provided by rule 11.
14. "Membership Register" means the register of members of the Association required to be kept in accordance with rule 15.
15. "Objectives" are those objectives set out in rule 6.
16. "Ordinary Resolution" means a resolution passed by a simple majority of Members.
17. "Special General Meeting" means a meeting held in accordance with rule 31.
18. "Special Resolution" has the meaning assigned to that expression by section 31 of the Act.
19. "Victim" includes immediate family and dependants, and those who witness, intervene or assist during the commission of a crime.
20. "Website" means the website maintained by the Association.

3. Interpretation

In this Constitution:

1. the singular includes the plural and the plural includes the singular.
2. a reference to a statute includes any:
 - a) statute amending, consolidating or replacing the statute; and
 - b) regulation made under the statute as that regulation is in force from time to time.
3. headings will not be taken into account in interpreting this Constitution.
4. a reference to a "rule" is, unless the context clearly indicates otherwise, a reference to a rule of this Constitution.
5. a reference to a "sub-rule" means, unless the context clearly indicates otherwise, a sub-rule of the rule in which the reference to the sub-rule is made.
6. a reference to a "part" means, unless the context clearly indicates otherwise, a part of the sub-rule in which the reference to the part is made.
7. a reference to a "day" in this Constitution is a reference to the days Monday to Friday, public holidays excluded.

8. a reference to a “month” is a reference to a calendar month.
9. a reference to “business hours” in this Constitution is a reference to the hours of 8.30am to 4.30pm.
10. where any period of time, dating from a given day, act or event is prescribed or allowed for any purpose, the period, unless the contrary intention appears, is reckoned exclusive of that day or the day of that act or event.
11. where the last day of any period prescribed or allowed by this Constitution for the doing of anything falls on a Saturday or a Sunday or on a day which is a public holiday in the place in which the thing is to be or may be done, the thing may be done on the first day following which is not a Saturday, Sunday or a public holiday in that place.
12. attending in person at a meeting includes attending by phone, videolink or such other means that allows a person to participate in the meeting without being physically present; and
13. a reference to “PDF” is a reference to portable document format.

4. Effect Of Constitution

This Constitution has effect as a contract:

1. between the Association and each member;
2. between the Association and each Officer and Employee; and
3. between a member and each other member.

under which each Member, Officer or Employee agrees to observe and perform this Constitution.

5. Objects

The objects of the Association are:

1. to represent to the State and Federal Governments and other Agencies, the needs of children, young people and their families who have been victims of crime;
2. to assist in community education in relation to the needs of young victims of crime and actively discouraging the exploitation of children;
3. to recommend and support access to therapeutic services to assist victims of crime in their cycle of healing;
4. to advocate for changes to legislation and the Justice Process to ensure adequate protection for young victims of crime;
5. to operate as a team which seeks input from the community and professionals in the planning and delivery of high quality services;
6. to encourage high ethical standards of conduct of members in performing their duties;
7. to provide education and training to advance the interests of members and potential members; and
8. any other objectives as the members decide in General Meeting.

6. Powers

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

7. Membership

The members will be made up of persons admitted to membership in accordance with this Constitution.

The number of ordinary members is unlimited.

8. Classes of Members

1. Ordinary:
 - a) any person who provides voluntary services to the Association; or
 - b) any other person or class of persons approved by the Board.
2. Pension:
 - a) any ordinary member who holds a valid concession card.
3. Student:
 - a) any person who is currently a full-time or part-time Student;
 - b) must be over 18 years of age; or
 - c) any other person or class of persons approved by the Board.
4. Life Member:

Awarded by the Board to financial members either in recognition of their long-term financial membership or for services performed during their membership.
5. Honorary or reciprocal members:

Includes those memberships awarded by the Board to non-financial members or organisations.
6. Organisational and Corporate members:

Any corporation or organisation is qualified to be an organisational member if:

 - a) the corporation or organisation is recognised by the Board as a contributor to the community with involvement or interest in activities related to the objects of the Association;
 - b) has applied for membership of the Association as provided by Rule 10;
 - c) has been approved for membership of the Association by the Board of the Association; and
 - d) has nominated at least one contact person who will act on the organisational member's behalf in matters concerning the Association.

9. Membership Application

1. An application for membership (other than organisational membership) must be –
 - a) in writing;
 - b) signed by the applicant; and
 - c) in the form decided by the Board.
2. An application for organisational membership must be –
 - a) in writing;
 - b) signed by a Committee or managing member of the organisation;
 - c) nominate at least one person who will act on the organisational member's behalf in matters concerning the Association; and
 - d) in the form decided by the Board.
3. If the Board declines to appoint as a nominated representative a candidate who was nominated by an organisation, that organisation may nominate another candidate for appointment as the nominated representative of the organisational member.

10. Membership Fees

1. The Membership Fee is the annual fee paid for membership by ordinary members of the association.
2. The membership fee for each class of membership –
 - a) is the amount decided by the Board; and
 - b) is payable when, and in the way, the Board decides.

11. Admission and Rejection of Members

1. The Board must consider an application for membership at the next meeting of the Board held after it receives –

- a) the application; and
 - b) the appropriate membership fee for the application.
2. The Board must decide at the meeting whether to accept or reject the application.
 3. If a majority of the Board 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.
 4. The Secretary of the Association, or their chosen nominee, must, as soon as practicable after the Board decides to accept or reject an application, give the applicant a written notice of the decision.

12. 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 Board may terminate a member's membership if the member –
 - a) is convicted of an indictable offence;
 - b) does not comply with any of the provisions of these rules;
 - c) has membership fees in arrears for at least 6 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. Before the Board terminates a member's membership, the Board 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 Board decides to terminate the membership, the Secretary of the Board, or their chosen nominee, must give the member written notice of the decision.
6. The appointment of a nominated representative of an organisational member will terminate when –
 - a) the organisational member he / she represents ceases to be a member of the Association; or
 - b) the organisational member by written notice to the Secretary of the Association dismisses its representative.
7. The Board may terminate a nominated representative's appointment if the nominated representative –
 - a) is convicted of an indictable offence;
 - b) does not comply with any of the provisions of these rules;
 - c) the organisation 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.
8. Before the Board terminates the appointment of a nominated representative of an organisational member, the Board must give the nominated representative and the organisational member a full and fair opportunity to show why the appointment should not be terminated.
9. If, after considering all representations made by the nominated representative and the member, the Board decides to terminate the appointment, the Secretary of the Board, or their chosen nominee, must give the nominated representative and the member written notice of the decision.
10. If the nominated representative of an organisational member is terminated that organisational member may nominate another candidate for appointment as its representative.
11. An organisational member may, by written notice to the Secretary of the Association, nominate a replacement representative at any time.

13. Appeal against Rejection or Termination of membership

1. A person whose application for membership has been rejected or whose membership or appointment as a nominated representative has been terminated, may give the Secretary written notice of the person's intention to appeal against the decision.
2. A notice of intention to appeal must be given to the Secretary within 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 3 months after the day of receipt, call a general meeting to decide the appeal.
4. 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 or appointment should not be terminated.
5. Also, the Board and the members who rejected the application or terminated the membership or appointment must be given an opportunity to show why the application should be rejected or the membership should be terminated.
6. An appeal must be decided by a vote of the members present at the meeting.
7. If a person whose application has been rejected does not appeal against the decision within 1 month after receiving written notice of the decision, or the person appeals but the appeal is unsuccessful, the Secretary must, as soon as practicable, refund the application fee paid by the person.

14. Register of Members

1. The Board must keep a register of members.
2. The register of members must include the following particulars for each member –
 - a) the full name and residential address of the member;
 - b) the date of admission as a member;
 - c) the date of death or resignation of the member;
 - d) details about the termination or reinstatement of membership; and
 - e) any other particulars the Board or the members at a general meeting decide.
3. The Register must be open for inspection at all reasonable times.
4. However, before the member may inspect the register, the member must apply to the Secretary to inspect it.

15. Officers Register

1. The Secretary will keep a register of Officers.
2. The Officers Register may be kept in electronic form and must include the following particulars for each Officer:
 - a) name;
 - b) residential address;
 - c) telephone numbers;
 - d) email address;
 - e) Offices held;
 - f) date of commencing in Office;
 - g) date of terminating Office; and
 - h) any other particulars the Board, or a General Meeting, may determine.

16. Secretary

1. The Board must ensure a Secretary is appointed or elected for the Association.
2. If a vacancy happens in the office of Secretary, the members of the Board must ensure a Secretary is appointed or elected for the Association within 1 month after the vacancy happens.
3. The Secretary must be :
 - a) a member of the Association elected by the Association as Secretary; or

- b) any of the following persons appointed by the Board –
 - i. a member of the Association’s Board;
 - ii. a member of the Association; or
 - iii. another person.
- 4. The Board may appoint and remove the Association’s Secretary at any time.

17. Membership of the Board of Management

- 1. The Board of the Association consists of a Chairman, Vice-Chairman, Secretary, Treasurer, Child Witness Support Liaison Board member and not more than 4 Board members the Association members elect or appoint at an Annual General Meeting.
- 2. A member of the Board, other than the Secretary, must be a member of the Association.
- 3. At each Annual General Meeting of the Association, the members of the Board must retire from office, but are eligible, on nomination, for re-election.

18. Electing the Board of Management

- 1. A member of the Board 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 Board;
 - b) the nomination must be –
 - i. in writing;
 - 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 present at the Annual General Meeting may vote for any number of candidates in accordance with the number of vacancies;
 - d) If there are more than 2 candidates for the offices, the Returning Officer will conduct an election by a ballot of the members.
 - e) if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor.
- 2. A list of the candidates’ names in alphabetical order, with the names of the members who nominated each candidate, must be posted in a conspicuous place in the office or usual place of meeting of the Association for at least 7 days immediately preceding the Annual General Meeting.
- 3. If required by the Board, balloting lists must be prepared containing the names of the candidates in alphabetical order.

19. Resignation or Removal from Office of Board of Management Members

- 1. A Board member may resign from the Board of Management 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 the section.

20. Vacancies on the Board of Management

1. If a casual vacancy happens on the Board, the continuing members of the Board may appoint another member of the Association to fill the vacancy until the next Annual General Meeting.
2. The continuing members of the Board may act despite a casual vacancy on the Board.
3. However, if the number of Board members is less than the number fixed under these rules as a quorum of the Board, the continuing members may act only to-
 - (a) Increase the number of Board members to the number required for a quorum; or
 - (b) call a general meeting of the Association.

21. Functions of Board of Management

1. Subject to these rules or a resolution of the Association members carried at a general meeting, the Board –
 - 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.
2. The Board may exercise the powers of the Association-
 - a) to borrow, raise or secure the payment of amounts in a way the Association members decide;
 - 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;
 - c) to purchase, redeem or pay off any securities issued;
 - d) to borrow amounts from members and pay interest on the amounts borrowed;
 - e) to mortgage or charge the whole or part of its property;
 - f) to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association;
 - g) to provide and pay off any securities issued; and
 - h) to invest in a way the members of the Association may from time to time decide.
3. For sub-section (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 of the Association; or
 - b) if there is more than 1 financial institution for the Association – the financial institution nominated by the Association.

22. Meetings of the Board of Management

1. Subject to subsections (2) to (16), the Board may meet and conduct its proceedings as it considers appropriate.
2. The Board will meet as and when needed, with a minimum of 4 meetings each financial year to exercise its functions.
3. The Board must decide how a meeting is to be called.
4. Notice of a meeting is to be given in the way decided by the Board.
5. At a Board meeting, more than 50% of the members elected or appointed to the Board form a quorum.
6. A question arising at a Board meeting is to be decided by a majority vote of Board members present at the meeting and, if the votes are equal, the question is decided in the negative.
7. A Board 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.~~

8. If the Secretary receives a written request signed by at least 33% of the Board members, the Secretary must call a special meeting of the Board.
9. The Secretary must give each Board member at least 14 day's notice of a special meeting of the Board.
10. A notice of a special meeting must state-
 - a) the day, time and place of the meeting; and
 - b) the business to be conducted at the meeting.
11. The Chairman or, if there is no Chairman or if the Chairman is not present within 10 minutes after the time fixed for a Board meeting, the vice- Chairman is to preside as Chairman at the meeting.
12. If the Chairman and the Vice-Chairman are absent from a Board meeting, the members may choose 1 of their number to preside as Chairman at the meeting.
13. Members of the Board who are unable to attend a meeting in person may participate in such meeting by way of electronic media; that is, telephone, video-link or other forms of communication and a quorum shall be deemed to be present.
14. If a quorum is not present within 30 minutes after the time fixed for a Board meeting called on the request of Board members, the meeting lapses.
15. If a quorum is not present within 30 minutes after the time fixed for a Board meeting called other than on the request of Board members, 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 Committee.
16. If, at the adjourned meeting mentioned in subsection (15), a quorum is not present within 30 minutes after the time fixed for the meeting, the meeting lapses.

23. Delegation of Board of Management Powers

1. The Board may delegate the whole or part of its powers to a Sub-Committee consisting of the Association members or other persons as considered appropriate by the Committee.
2. A Sub-Committee may only exercise delegated powers in the way the Board decides and in accordance with the approved Terms of Reference.
3. If the Board does not appoint a Chairman, a Sub-Committee may elect a Chairman of its meetings.
4. If a Chairman is not elected, or if the Chairman is not present within 10 minutes after the time fixed for a meeting, the members present may choose 1 of their number to be Chairman of the meeting.
5. A Sub-Committee may meet and adjourn as it considers appropriate.
6. A question arising at a Sub-Committee 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.

24. Acts not Affected by Defects or Disqualifications

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

25. Circular Resolutions of the Board of Management Without Meeting

1. A written resolution signed by each member of the Board for the time being entitled to receive notice of a Board meeting is as valid and effectual as if it had been passed at a Board meeting that was properly called and held.

2. A resolution mentioned in subsection (1) may consist of several documents in like form, each signed by 1 or more members of the Board.

26. General Meetings

A General Meeting, privileged in accordance with this Constitution, has all the powers of the Association.

27. Notice Of General Meeting

1. A General Meeting may only be convened by the Board directing the Secretary to give the Members notice of the meeting.
2. A notice of a General Meeting must:
 - a) be given at least 15 days before the date of the meeting unless otherwise agreed by all the Members entitled to notice;
 - b) specify the:
 - iv. place;
 - v. day; and
 - vi. time of the meeting.
 - c) describe the nature of the business to be transacted at the meeting.
 - d) contain any other information required by the Act.
3. The Board may postpone a General Meeting or change the venue for the meeting by giving written notice to all members at least 48 hours before the appointed time.
4. The notice required by sub-rule (c) must specify the time and place for the postponed meeting.
5. If a Member does not receive a meeting notice as provided by this rule or the Secretary accidentally omits to give the member a meeting notice, that omission will not invalidate the proceedings or any resolution passed at the General Meeting.
6. No motion can be dealt with at a General Meeting unless notice of it has been given in accordance with this Constitution.
7. The determination of a General Meeting is, subject to this Constitution, binding on the Board.

28. Annual General Meetings

An Annual General Meeting must be held -

1. at least once each year; and
2. within 6 months after the end of the Association's previous financial year.

29. Business to be Conducted at each Annual General Meeting

The following business must be conducted at each Annual General Meeting -

1. receiving the annual report of the Board;
2. 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.
3. receiving the Auditor's Report on the financial affairs of the Association for the last financial year;
4. presenting the audited statement to the meeting for adoption;
5. electing members of the Board;
6. appointing an auditor;
7. appointing an honorary Solicitor; and
8. proposing amendments to the Association's Constitution if applicable.

30. Special General Meeting

1. The Secretary may only call a special General Meeting by giving each member notice of the meeting within 14 days after -
 - a) being directed to call the meeting by the Board; or
 - b) being given a written request signed by-
 - i. at least 33% of the members of the Association presently on the Board; 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 Board plus 1.
 - c) being given a written notice of an intention to appeal against the decision of the Board -
 - i. to reject an application for membership; or
 - ii. to terminate a person's membership.
2. A request mentioned in subsection (1) (b) must state-
 - a) why the special general meeting is being called; and
 - b) the business to be conducted at the meeting.

31. Quorum for, and adjournment of, General Meeting

1. Subject to subsection (5), at a General Meeting the number of members equal to double the number of members of the Association presently on the Board plus 1 form a quorum.
2. No business may be conducted at a General Meeting unless a quorum of members is present when the meeting proceeds to business.
3. If a quorum is not present within 30 minutes after the time fixed for a General Meeting called on the request of members of the Board or the Association, the meeting lapses.
4. If a quorum is not present within 30 minutes after the time fixed for a General Meeting called other than on the request of members of the Board 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 Board.
5. If at an adjourned meeting, a quorum under subsection (1) is not present within 30 minutes after the time fixed for the meeting, the members present form a quorum.
6. The Chairman may, with the consent of any meeting at which a quorum is present, and must if directed by the meeting, adjourn the meeting from time to time and from place to place.
7. If a meeting is adjourned under subsection (6), only the business left unfinished at the meeting from which the adjournment took place may be conducted at the adjourned meeting.
8. The Secretary is not required to give the members notice of an adjournment or of the business to be conducted at an adjourned meeting unless a meeting is adjourned for at least 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.

32. Show Of Hands Or Ballot

1. Any vote taken at a General Meeting, or a Special General Meeting, is decided on a show of hands unless a ballot is demanded:
 - a) by the Chair; or
 - b) by at least 5 Members present in person or by proxy.
2. The demand for a ballot may be withdrawn at any time.
3. A ballot must be taken immediately if one is demanded.

4. The result of the ballot will be recorded as the resolution of the General Meeting at which the poll was demanded.
5. If a ballot is not demanded, the Chair's declaration that a resolution has been carried, or lost, with an entry to that effect in the Minute Book is conclusive evidence of that fact.
6. It is not necessary to record the number or proportion of votes recorded for or against a resolution, unless the meeting directs, by resolution, the Secretary to do so.

33. Procedure at General Meeting

Subject to these rules, at each general meeting -

1. the Chairman or, if there is no Chairman or if the Chairman is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, the Vice-Chairman is to preside as Chairman;
2. if the Vice-Chairman is absent or unwilling to act as Chairman, the members present must elect 1 of their number to be Chairman of the meeting;
3. the Chairman must conduct the meeting in a proper and orderly way;
4. each question, matter or resolution must be decided by a majority of votes of the members present;
5. each member present and entitled to vote is entitled to 1 vote only and, if the votes are equal, the Chairman has a casting vote as well as a primary vote;
6. 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;
7. 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;
8. if a secret ballot is held, the Chairman must appoint 2 members or delegated officers to conduct the secret ballot in the way the Chairman decides; and
9. the result of a secret ballot as declared by the Chairman is taken to be a resolution of the meeting at which the ballot was held.

34. Voting

1. Members are entitled, in accordance with this Constitution, to appoint a proxy to attend General Meetings or Special General Meetings.
2. Each Member, in attendance in person, or by proxy, at a General Meeting is entitled to 1 vote.

35. Proxies

1. An appointment of a proxy may be revoked at any time before the vote to which the proxy relates is exercised by written notice delivered to the Secretary.
2. A proxy must be a Member and the appointment may be revoked at any time.
3. No Member can exercise, at a General Meeting, or a Special General Meeting, more than 5 proxies, other than the Chair who may exercise up to 50 proxies.

36. Proxy In Writing

An instrument appointing a proxy must be in writing and signed by:

1. The appointor; and
2. The Member exercising the proxy.

37. How The Proxy Is To Vote

1. If the document appointing a proxy specifies how the proxy is to vote in relation to a resolution, the proxy must vote as specified in the document.
2. Any vote tendered otherwise is invalid and must be disregarded.
 - a) a member may vote in person or by proxy or by attorney and-

- i. on a show of hands, each person present who is a member or a representative of a member has 1 vote;
 - ii. in a secret ballot, each member present in person or by proxy or by attorney or other properly authorised representative has 1 vote; and
 - iii. an instrument appointing a proxy must be in writing;
 - iv. if the appointor is an individual - signed by the appointor or the appointor's attorney properly authorised in writing; and
 - v. if the appointor is an organisation - either under seal or signed by a properly authorised officer or attorney of the corporation.
- b) a proxy may be a member of the Association or another person;
 - c) the instrument appointing a proxy is taken to confer authority to demand or join in demanding a secret ballot;
 - d) if someone wants to give a member an opportunity to vote for or against a resolution, the instrument appointing a proxy must be in a form determined by the Board (unless otherwise instructed, the proxy may vote as the proxy considers appropriate.); and
 - e) 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

1. The Secretary must ensure that proper minutes are recorded of:
 - a) the proceedings of all General Meetings and Special General Meetings;
 - b) the attendance at and business transacted at General Meetings or Special General Meetings;
 - c) the Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each Board meeting and general meeting are entered in a minute book; and
 - d) 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.
2. To ensure the accuracy of the minutes recorded under subsection (1)(d)-
 - a) the minutes of each Board of Management meeting must be signed by the Chairman of the meeting, or the Chairman of the next Board meeting, verifying their accuracy;
 - b) the minutes of each General Meeting must be signed by the Chairman of the meeting, or the Chairman of the next general meeting, verifying their accuracy; and
 - c) the minutes of each Annual General Meeting must be signed by the Chairman of the meeting, or the Chairman of the next meeting of the Association that is a general meeting or Annual General Meeting, verifying their accuracy.

39. By Laws

1. The Board 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.

41. Common Seal

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

42. Funds and Accounts

1. The financial year of the Association is 1 July to 30 June of each year.
2. The funds of the Association must be kept in an account in the name of the Association in a financial institution decided by the Board.
3. Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Association.
4. All amounts must be deposited in the financial institution account as soon as practicable after receipt.
5. Any payments made by cheque or direct deposit, must be signed by any 2 of the following-
 - a) the Chairman;
 - b) the Secretary;
 - c) the Treasurer;
 - d) the Chief Executive Officer; or
 - e) another member or delegated officer authorised by the Board for the purpose.
6. Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed 'not negotiable'.
7. A petty cash account must be kept on the imprest system, and the Board must decide the amount of petty cash to be kept in the account.
8. All expenditure must be approved or ratified at a Board meeting.
9. 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; and
 - c) the mortgages, charges and securities affecting the property of the Association at the close of the year.
10. The auditor must examine the statement prepared under subsection (8) and present a report about it to the Secretary before the next Annual General Meeting following the financial year for which the audit was made.
11. The income and property of the Association must be used solely in promoting the Association's objects and exercising the Association's powers.

43. Documents

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

44. 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 to another entity -
 - a) having objects similar to the Association's objects; and
 - b) the rules of which prohibit the distribution of the entity's income and assets to its members.
 4. In this section “**surplus assets**” has the meaning given by section 92(3) of the Act.