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## **1. NAME**

The name of the incorporated association shall be NEIGHBOURHOOD CENTRE CABOOLTURE INC. (In these Rules called “the Association”).

## **2. OBJECTS**

The objects for which the Association is established are:-

- 1) The provision of relief services and on-going support for residents of the Caboolture area who are experiencing social/economic disadvantage, general hardship, social isolation or a loss of well-being or who are at risk of harm as a consequence of poverty, sickness, disability or misfortune resulting in distress, suffering and/or helplessness.
- 2) To develop and maintain services and programs which address the needs of residents of the Caboolture area by providing relief measures which have immediate benefits to the individual and/or family as well as assisting them to improve their knowledge and skills in order to enhance future prospects.
- 3) To provide relief to individuals who are experiencing hardship or at risk of harm by means of direct assistance with daily necessities, individual counselling, intensive case management, appropriate group programs and/or referral to specialised service providers.
- 4) To provide the level of support necessary to target factors directly contributing to the significant level of poverty in the Caboolture community through assistance with housing, financial management and alleviating barriers to employment.
- 5) To educate residents of the Caboolture area to recognise that the suffering of individuals can be reduced through the enhancement of family relationships which have healthy patterns of communication, are free of domestic violence and where all members of the family are respected and supported.
- 6) To reduce the level of helplessness which can be experienced by newly arrived immigrants by providing avenues aimed at reducing the sense of social isolation, assisting them to become familiar with community resources and services as well as basic community English education for those immigrants from non English speaking backgrounds.

- 7) To educate the community to recognise the benefit of alleviating the suffering of individuals and families not only as an act of compassion towards those individuals and/or families but additionally, as an avenue for increasing the social capital necessary for fostering a strong, vibrant and cohesive community.
- 8) To defend the right of all members of the community regardless of culture, religious beliefs or social well-being to access the services of the Association.
- 9) To provide quality services which are mindful of, and sensitive to, the evolving cultural and language diversity of the residents of the Caboolture area.
- 10) To provide and maintain a venue for other not-for-profit community and government agencies and groups to facilitate their not-for-profit community focused initiatives.
- 11) To maintain networks with other not-for-profit community and government organisations and to work collaboratively in all aspects where there is a common focus.
- 12) To actively promote the public's awareness of these services by networking with other stakeholders and through local avenues such as public bill boards and newspapers.

The income and property of the Association, from wherever it is derived, must be applied solely towards the promotion of these objects.

### **3. POWERS**

The powers of the Association are:-

- 1) Take over the funds and other assets and the liabilities of the present unincorporated association known as the "Neighbourhood Centre Caboolture".
- 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 and 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 section 92 (3) of the Act.

- 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 Associations premises.
- 4) To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, 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 managers, clerks, secretaries, servants, workmen and other 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 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 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; subject where applicable to Regulation 32 (14) of the Collection Regulations 1975.

- 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 advance borrowed or to be borrowed alone 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, or any part of the Association's property of whatsoever kind sold by the Association, or any money due to the Association from purchases to 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 Association 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 or property among its or their members to an extent at least as great as that imposed upon the Association under section 92 (3) of the Act.
- 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.

**4. CLASSES OF MEMBERSHIP**

- 1) The membership of the Association shall consist of ordinary members, and any of the following classes of members:-
  - a) Life Member
  - b) .....
  - c) .....
  - d) .....
  - e) .....

Insert the names of any other classes of membership other than ordinary members in the space provided in (a), (b), (c), (d), (e).

If the association only has ordinary members, please disregard (a), (b), (c), (d), (e).

The number of members in each class shall be unlimited.

**5.**

- 1) Every person who at the date of incorporation of the Association was a member of the unincorporated association and who on or before the day of incorporation agrees in writing to become a member of the Association shall be admitted by the Management Committee to the same class of membership of the Association as that member held in the unincorporated association, and shall not be required to pay any further subscription until the next due date for payment of that subscription.
- 2) Every applicant for any class of membership of the Association (other than the members of the unincorporated association referred to in sub-rule (1)) shall be proposed by one member of the Association and seconded by another member. The application for membership shall be made in writing, signed by the applicant and the applicant's proposer and seconder and shall be in such form as the Management Committee from time to time prescribes.

## **6. MEMBERSHIP FEES**

- 1) The membership fees for each class of membership shall be such sum as the members shall from time to time at any general meeting so determine.
- 2) The membership fees for each class of membership shall be payable at such time and in such manner as the Management Committee shall from time to time determine.
- 3) A financial member at any material time is a member who is not the indebted to the organisation in respect of any annual subscription or levy or other payment whatsoever.
- 4) Only those members who are financial members at the time shall be entitled, subject to the lawful procedure of the meeting, to speak or vote upon any motion at any annual general meeting of the organisation.

## **7. ADMISSION AND REJECTION OF MEMBERS**

- 1) At the next meeting of the Management Committee after the receipt of any application and the fee applicable for any class of membership, such application shall be considered by the Management Committee, who shall thereupon determine upon the admission or rejection of the applicant.
- 2) 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 accepted as a member to the class of membership applied for.
- 3) Upon the acceptance or rejection of an application for any class of membership the Secretary shall forthwith give the applicant notice in writing of such acceptance or rejection.



## **8. TERMINATION OF MEMBERSHIP**

- 1) A member may resign from the Association 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) If a member:-
  - a) Is convicted of an indictable offence; or
  - b) Fails to comply with any of the provisions of these Rules; or
  - c) Has membership fees in arrears for a period of two months or more;  
or
  - d) Conducts himself or herself in a manner considered to be injurious or prejudicial to the character or interests of the Association.

The Management Committee shall consider whether the member's membership shall be terminated.

- 3) The member concerned shall be given a full and fair opportunity of presenting the member's case and if the Management Committee resolves to terminate the member's membership it shall instruct the Secretary to advise the member in writing accordingly.

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

- 1) A person whose application for membership has been rejected or whose membership has been terminated may within one month of receiving written notification thereof, lodge with the Secretary written notice of the person's intention to appeal against the decision of the Management Committee.
- 2) Upon receipt of a notification of intention to appeal against rejection or termination of membership the Secretary shall convene, within three months of the date of receipt by the Secretary of such notice, a general meeting to determine the appeal. At any such meeting the applicant shall be given the opportunity to fully present the applicant's case and the Management Committee or those members thereof who rejected the application for membership or terminated the membership subsequently shall likewise have the opportunity of presenting its or their case. The appeal shall be determined by the vote of the members present at such meeting.

- 3) Where a person, whose application is rejected, does not appeal against the decision of the Management Committee within the time prescribed by these rules or so appeals but the appeal is unsuccessful, the Secretary shall forthwith refund the amount of any fee paid.

## **10. REGISTER OF MEMBERS**

- 1) The Management Committee shall cause a Register to be kept in which shall be entered the names and residential addresses of all persons admitted to membership of the Association and the dates of their admission.
- 2) Particulars shall also be entered into the Register of deaths, resignations, terminations, and reinstatements of membership and any further particulars as the Management Committee or the members at any general meeting may require from time to time.
- 3) The Register shall be open for inspection at all reasonable times by any member who previously applies to the Secretary for such inspection.

## **11. 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 appoint or elect a secretary for the association within 1 month after incorporation.
- 2) If a vacancy happens in the office of secretary, the members of the management committee must appoint or elect a secretary within 1 month after the vacancy.
- 3) The secretary must be an individual residing in Queensland, or in another State but not more than 65 km from the Queensland border, who is :—
  - a) A member of the association elected by the association as secretary;  
or
  - b) A member of the association's management committee appointed by the committee as secretary;
  - c) Appointed by the management committee as secretary (whether or not the individual is a member of the association).

- 4) The management committee may appoint and remove the secretary at any time.

## **12. MEMBERSHIP OF MANAGEMENT COMMITTEE**

- 1) The Management Committee of the Association shall consist of a President, Vice-President, Treasurer, all of whom shall be members of the Association, and such number of other members as the members of the Association at any general meeting may from time to time elect or appoint.
- 2) At the annual general meeting of the Association, all the members of the Management Committee for the time being shall retire from office, but shall be eligible upon nomination for re-election.
- 3) The election of officers and other members of the Management Committee shall take place in the following manner:-
  - a) Any two members of the Association shall be at liberty to nominate any other member to serve as an officer or other member of the Management Committee.
  - b) The nomination, which shall be in writing and signed by the member and the member's proposer and seconder, shall be lodged with the Secretary at least fourteen (14) days before the annual general meeting at which the election is to take place.
  - c) A list of the candidates' name in alphabetical order, with the proposers' and seconders' names, shall be posted in a conspicuous place in the office or usual place of meeting of the Association for at least seven (7) days immediately preceding the annual general meeting.
  - d) Balloting lists shall be prepared (if necessary) containing the names of the candidates in alphabetical order, and each member present at the annual general meeting shall be entitled to vote for any number of such candidates not exceeding the number of vacancies.
  - e) Should, at the commencement of such meeting, there be an insufficient number of candidates nominated, nominations may be taken from the floor of the meeting.

13. Any member of the Management Committee may resign from membership of the Management Committee at any time by giving notice in writing to the Secretary but 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 or such member may be removed from office at a general meeting of the Association where that member shall be given the opportunity to fully present the member's case. The question of removal shall be determined by the vote of the members present at such a general meeting. There is no right of appeal against a member's removal from office under this section.

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

- 1) The Management Committee shall have power at any time to appoint any member of the Association to fill any casual vacancy on the Management Committee until the next annual general meeting.
- 2) The continuing members of the Management Committee may act notwithstanding any casual vacancy in the Management Committee, but if and so long as their number is reduced below the number fixed by or pursuant to these Rules as the necessary quorum of the Management Committee, the continuing member or members may act for the purpose of increasing the number of members of the Management Committee to that number or of summoning a general meeting of the Association, but for no other purpose.

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

- 1) Except as otherwise provided by these Rules and subject to resolutions of the members of the Association carried at any general meeting the Management Committee:-
  - a) Shall have the general control and management of the administration of the affairs, property and funds of the Association; and
  - b) Shall have authority to interpret the meaning of these Rules and any matter relating to the Association on which these rules are silent.
- 2) The Management Committee may exercise all the powers of the Association:-
  - a) To borrow or raise or secure the payment of money in such manner as the members of the Association may think fit and secure the same 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 and in particular by the issue of debentures, perpetual or otherwise, charge upon all or any of the Association's property, both present and future, and to purchase, redeem or pay off any such securities.

- b) To borrow money from members at a rate of interest not exceeding interest at the rate for the time being charged by bankers in Brisbane for overdrawn accounts on money lent, whether the term of the loan be short or long, and to mortgage or charge its property or any part thereof and to issue debentures and other securities, whether outright or as security for any debt, liability or obligation of the Association, and to provide and pay off any such securities; and
  - c) To invest in such manner as the members of the Association may from time to time determine.
- 3) For sub-section (2) (b) the rate of interest must not be more than the rate for the time being charged for over drawn accounts for money lent (whatever 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.

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

- 1) Subject to subsections (2) to (9) the Management Committee may conduct its proceedings as it considers appropriate.
- 2) The Management Committee shall meet at least once every 4 calendar months to exercise its functions. The Management Committee must decide how a meeting is to be called. Notice of a meeting is to be given in the way decided by the Management Committee.
- 3) A special meeting of the Management Committee shall be convened by the Secretary on the requisition in writing signed by not less than one-third of the members of the Management Committee, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.
- 4) At every meeting of the Management Committee, a quorum will constitute 4 committee members made up of 2 executive and at least 1 general committee member.

- 5) Subject as previously provided in this section, the Management Committee may meet together and regulate its proceedings as it thinks fit: However, questions arising at any meeting of the Management Committee shall be decided by a majority of votes and, in the case of equality of votes, the question shall be deemed to be decided in the negative.
- 6) A member of the Management Committee shall not vote in respect of any contract or proposed contract with the Association in which the member is interested, or any matter arising thereout, and if the member does so vote the member's vote shall not be counted.
- 7) Not less than fourteen (14) days notice shall be given by the Secretary to members of the Management Committee of any special meeting of the Management Committee. Such notice shall clearly state the nature of the business to be discussed thereat.
- 8) The President shall preside as Chairperson at every meeting of the Management Committee, or if there is no President, or if at any meeting the President is not present within ten minutes after the time appointed for holding the meeting, the Vice-President shall be chairperson or if the Vice-President is not present at the meeting then the members may choose one of their number to be Chairperson of the meeting.
- 9) If within half an hour from the time appointed for the commencement of the Management Committee meeting a quorum is not present the meeting, if convened upon the requisition of members of the Management Committee, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall lapse.

17.

- 1) The Management Committee may delegate any of its powers to a sub-committee consisting of such members of the Association as the Management Committee thinks fit. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Management Committee.

- 2) A sub-committee may elect a Chairperson of its meetings. If no such Chairperson is elected, or if at any meeting the Chairperson is not present within ten minutes after the time appointed for holding the meeting, the members present may choose one of their number to be Chairperson of the meeting.
  - 3) A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present and, in the case of an equality of votes, the question shall be deemed to be decided in the negative.
18. All acts done by any meeting of the Management Committee or of a sub-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 such 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.
19. A resolution in writing signed by all members of the Management Committee for the time being entitled to receive notice of a meeting of the Management Committee shall be as valid and effectual as if it had been passed at a meeting of the Management Committee duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more members of the Management Committee.

## **20. ANNUAL GENERAL OR GENERAL MEETING**

- 1) The first general meeting must be held not less than 1 month, and not more than 3 months, after the incorporation of the Association, and at such a place as the Management Committee may determine. The business to be conducted at the first general meeting must include the appointment of an auditor.
- 2) The first annual general meeting must be held within 18 months after the day the association is incorporated.



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

21. The following business must be transacted at every annual general meeting –

- 1) The receiving of the statement of income and expenditure, assets and liabilities and of mortgages, charges and securities affecting the property of the Association for the last financial year.
- 2) The receiving of the auditor's report on the financial affairs of the association for the last financial year.
- 3) The presenting of the audited statement to the meeting for adoption.
- 4) The election of members of the Management Committee.
- 5) The appointment of an auditor.

22. The Secretary shall convene a special general meeting by sending out notice of the meeting within 14 days of:-

- 1)
  - a) Being directed to do so by the Management Committee; or
  - b) Being given a requisition in writing signed by not less than one-third of the members presently on the Management Committee or not less than the number of ordinary members of the Association which equals double the number of members presently on the Management Committee plus one.
  - c) Being given a notice in writing of an intention to appeal against the decision of the Management Committee to reject an application for membership or to terminate the membership of any person.
- 2) A requisition mentioned in subsection (1) (b) shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat.

23.

- 1) At any general meeting the number of members required to constitute a quorum shall be double the number of members presently on the Management Committee plus one.
- 2) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. For the purpose of the Rule "member" includes a person attending as a proxy or as representing a corporation which is a member.
- 3) If within half an hour from the time appointed for the commencement of a general meeting a quorum is not present, the meeting, if convened upon the requisition of members of the Management Committee or the Association, shall lapse. In any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Management Committee may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be a quorum.
- 4) The Chairperson may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

Save an aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

24.

- 1) The Secretary shall convene all general meetings of the Association by giving not less than fourteen (14) days notice of any such meeting to the members of the Association.
- 2) The manner by which such notice shall be given shall be determined by the Management Committee: However, notice of any meeting convened for the purpose of hearing and determining the appeal of a member against the rejection or termination of the member's membership by the Management Committee, shall be in writing. Notice of a general meeting shall clearly state the nature of the business to be discussed thereat.

25.

- 1) Unless otherwise provided by these rules, at every general meeting –
  - a) the President shall preside as chairperson, or if there is no President, or if the President is not present within 15 minutes after the time appointed for the holding of the meeting or is unwilling to act, the Vice-President shall be the chairperson or if the Vice-President is not present or is unwilling to act then the members present shall elect one of their number to be chairperson of the meeting; and
  - b) The Chairperson shall maintain order and conduct the meeting in a proper and orderly manner; and
  - c) Every question, matter or resolution shall be decided by a majority of votes of the members present; and
  - d) Every financial member present shall be entitled to 1 vote and in the case of an equality of votes the chairperson shall have a second or casting vote; and however, no member shall be entitled to vote at any general meeting if the member's annual subscription is more than 1 month in arrears at the date of the meeting; and
  - e) Voting shall be by show of hands or a division of members, unless not less than one-fifth of the members present demand a ballot, in which event there shall be a secret ballot; and the chairperson shall appoint 2 members to conduct the secret ballot in such manner as the chairperson shall determine and the result of the ballot as declared by the chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded; and
  - f) A member may vote in person or by proxy or by attorney and on the show of hands every person present who is a member or a representative of a member shall have one vote and in a secret ballot every member present in person or by proxy or by attorney or other duly authorised representative shall have one vote; and
  - g) The instrument appointing a proxy shall be in writing, in the common or usual form under the hand of the appointor or of the appointor's attorney duly authorised in writing or, if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised; and a proxy may but need not be a member of the association; and the instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a secret ballot; and

- h) Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances permit -

**ASSOCIATION:**

I, \_\_\_\_\_ of \_\_\_\_\_ ;

being a member of the abovementioned Association, hereby appoint

\_\_\_\_\_ of \_\_\_\_\_ or failing the member,

\_\_\_\_\_ 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 \_\_\_\_\_ 20, and at any adjourned thereof.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 20 .

Signature

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

\*Strike out whichever is not desired. (Unless otherwise instructed, the Proxy may vote at the proxy thinks fit);

- i) The instrument appointing a proxy shall be deposited with the Secretary prior to the commencement of any meeting or adjourned meeting at which the person named in the instrument proposes to vote; and

- j) 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 purpose of ensuring the accuracy of the recording of such minutes, the minutes of every Management Committee meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding Management Committee meeting verifying their accuracy. Similarly, the minutes of every general meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding general meeting.

However, the minutes of any annual general meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding general meeting or annual general meeting, verifying their accuracy.

## **26. BY - LAWS**

The Management Committee may from time to time make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Association and any by-law may be set aside by a general meeting of members.

## **27. ALTERATION OF RULES**

Subject to the provision of the Associations Incorporation Act 1981, these rules may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting. However an amendment, repeal or addition is valid only if it is registered by the chief executive.

## **28. 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.

## 29. FUNDS AND ACCOUNTS

- 1) The Funds of the Association must be kept 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) If an amount of one hundred dollars or more is paid by Cheque, the cheque must be signed by any two of the following -
  - a) President
  - b) Secretary
  - c) Treasurer
  - d) Other 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) 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.
- 7) All expenditure must be approved or ratified at a Management Committee meeting.
- 8) 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 Associations 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.
- 9) If the association is incorporated within 3 months of the end of the Association's financial year, sub-section (8) does not apply for the financial year in which the Association is incorporated.

- 10) The auditor must examine the statement prepared under sub-section (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 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 her, or of remuneration to any officers or servants of the Association or 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.

### **30. DOCUMENTS**

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

### **31. FINANCIAL YEAR**

The financial year of the Association shall close on 30<sup>th</sup> June in each year.

## **32. DISTRIBUTION OF SURPLUS ASSETS TO ANOTHER ENTITY**

- 1) If upon the winding up or dissolution of the Association any property remains, after satisfaction of all its debts and liabilities, that property must not be paid to or distributed among the members of the Association but must be given or transferred to some other institution or institutions determined by the members of the Association at or before the time of dissolution which has similar objects to the Association and which is approved by the Commissioner of Taxation as a public benevolent institution for the purposes of any Commonwealth Taxation Act.
- 2) If the members do not make the necessary determination under rule 32 1), the Association may apply to the Supreme Court to determine the institution or institutions.

Provided that in relation to monies and gifts received by virtue of the associations deductible gift recipient status the following sub-clause shall take effect:

- 3) If the organisation is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation to which income tax deductible gifts can be made:
  - a) Gifts of money or property for the principal purpose of the organisation.
  - b) Contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation.
  - c) Money received by the organisation because of such gifts and contributions.



## AMENDMENTS & ADDITIONS

# Neighbourhood Centre Caboolture Inc.

We the Management Committee submit the following amendments and additions to our present Constitution as follows:-

## 2. OBJECTS

Delete objects 1, 2, 3 and 4. Insert new Objects 1 and 12

## 3. POWERS

- 2) & 19) Delete "28 (10)" Insert "92(3)"

## 4. CLASS OF MEMBERSHIP

Section an addition (a) Life Member

## 8. TERMINATION OF MEMBERSHIP

- 2) (IV) insert "or herself" after 'himself'.
- 2) The Management Committee shall consider whether Delete (his) Insert (the member's) membership shall be terminated.
- 3) Delete the word "his" twice insert the words "the member's" twice.

## 9. APPEAL AGAINST REJECTION OR TERMINATION OF MEMBERSHIP

- 1) Delete the word "his" Insert the word "the person's"
- 2) Delete the word "him" Insert the words "the Secretary". Delete the word "his" Insert the words "the applicant's".

**Insert the following as an addition to the Constitution and from here on all clause numbers are moved up to the next digit.**

## **SECRETARY becomes Clause 11**

- 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) 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.
- 3) The secretary must be an individual residing in Queensland, or in another State but not more than 65km 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.
- 4) The management committee may appoint and remove the association’s secretary at any time.

## **MEMBERSHIP OF MANAGEMENT COMMITTEE**

Clause 11 becomes Clause 12

- 1) Delete the word “Secretary”
- 3) b) Delete the word “his” insert the words “the members”

Clause 12 now 13

Insert after (The question of removal shall be determined by the vote of the members present at such a general meeting.)

**“A member has no right of appeal against the member’s removal from Office under this section.”**

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

Now

Clause 15 addition

- 3) For sub-section 2) (a), 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 1 financial institution for the association – the financial institution nominated by the association.

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

Now

Clause 16 addition

Insert 1)

Subject to sub-sections (2) to (9) the management committee may meet and conduct its proceedings as it considers appropriate.

Section 1 becomes 2)

Delete “once every calendar month”, Insert “once every four months”.

Section 3 becomes 4)

Delete “a simple majority of a number equal to the numbers of” Insert “more than 50% of the” members elected etc.

Section 4

Delete “more than 50% of the members elected and/or appointed to the Management Committee as at the close of the last general meeting of the members, shall constitute a quorum”, Insert new clause sub-section (4).

Section 5 becomes 6)

Delete the words “he” (twice); (his) now reads as follows; -

“A member of the Management Committee shall not vote in respect of any contract or proposed contract with the Association in which the member is interested, or any matter arising thereout, and if the member does so vote the member’s vote shall not be counted.”

Section 7) becomes 8)

Delete the words “Chairman”, Insert the word “Chairperson”.

Clause 16 Now Clause 17

Section 2)

Delete “Chairman”. Insert “Chairperson”.

Clause 19 Now Clause 20 addition

“The business to be conducted at the first general Meeting must include the appointment of an auditor”.

Clause 20

Section 1) Now Clause 20 Section 3) Delete the words “three months”  
Insert the words “six months”

Section 2) becomes Clause 21

Clause 21

- a) Delete word “When”.

Now Clause 22 becomes -

1)

- a) Insert ‘being”
- b) Delete “on the”. Insert “being given”.

- b) Delete “Such requisition shall” etc. Insert Section 2) A requisition mentioned In sub-section (1) (b) shall clearly state the reasons why such special general meeting is being convened and the nature of the business to be transacted thereat.

Clause 22 Now Clause 23

Section 4)

Delete the word "Chairman". Insert the word "Chairperson".

Clause 24 Now Clause 25

Section 1)

Delete the words "Chairman & He". Insert the words "Chairperson & the President".

Section 2)

Delete the word "Chairman". Insert the word "Chairperson".

Section 4)

Delete the words "Chairperson & his". Insert the words "Chairperson & the member's".

Delete the words "Provided that" Insert the word "However".

After the words "annual subscription is" Add the words "more than one month" etc.

Section 5)

Delete the word "Chairman". Insert the word "Chairperson".

Section 7)

Delete "his". Insert "appointer's".

Section 8)

ASSOCIATION:

Delete "19". Insert "20".

Section 10)

Delete the word "Chairman". Insert the word "Chairperson".

Delete the words "Provided that". Insert the word "However".

Add after general meeting, the words "verifying their accuracy".

## ALTERNATION OF RULES

### Clause 26 Now Clause 27

Delete “- 1990 & the words Honourable the Minister of Justice and Corrective Services, Brisbane.”

### Now Reads –

Subject to the provisions of the Associations Incorporation Act 1981, these Rules may be amended, rescinded or added to from time to time by a special resolution carried at any general meeting. Provided that no such amendment rescission or addition shall be valid unless the same shall have been previously submitted to and approved by the Chief Executive.

### Clause 28 Now Clause 29

Delete Section 1) to 9). Change first two lines of 10) Now 11) Insert the following:-

- 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) If an amount of \$100 or more is paid by cheque, the cheque must be signed by any 2 of the following –
  - a) The President;
  - 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) 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.

- 7) All expenditure must be approved or ratified at management committee Meeting.
- 8) 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.
- 9) If the association is incorporated within 3 months before the end of the association's financial year, sub-section (8) does not apply for the financial year in which the association is incorporated.
- 10) The auditor must examine the statement prepared under sub-section (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 etc. to "of moneys advanced by him (Insert the words "or her") etc. to "owing by the Association to him (Insert the words "or her")".

Clause 30 Now Clause 31

Delete the words "insert date and month on the line provided" reason not required.

Delete DISOLUTION section insert the following:-

### **32. DISTRIBUTION of SURPLUS ASSETS to ANOTHER ENTITY**

Delete subclause 1, 2, 3 and 4.

Insert new sub-clauses 1 and 2 as approved at the Special General Meeting held 10 May, 2012.

Insert new sub-clause 3 and pre-amble as approved at Special General Meeting held 17 December, 2014.

This is a certified true and correct copy of the amendments to the rules of the Articles of Constitution of the Neighbourhood Centre Caboolture Inc. dated the Seventeenth day of December 2014.

.....

CECIL KENNY  
Chairperson

.....

SALLY EBERHARDT  
Secretary